

ORRSTOWN FINANCIAL SERVICES INC

Form 10-Q

November 07, 2016

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10 – Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2016

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 001-34292

ORRSTOWN FINANCIAL SERVICES, INC.  
(Exact Name of Registrant as Specified in its Charter)

Pennsylvania 23-2530374  
(State or Other Jurisdiction of (I.R.S. Employer  
Incorporation or Organization) Identification No.)  
77 East King Street, P. O. Box 250, Shippensburg, Pennsylvania 17257  
(Address of Principal Executive Offices) (Zip Code)  
Registrant’s Telephone Number, Including Area Code: (717) 532-6114

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “accelerated filer,” “large accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act.). Yes  No

Number of shares outstanding of the registrant’s Common Stock as of November 2, 2016: 8,283,003.

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## PART I – FINANCIAL INFORMATION

## Item 1. Financial Statements

## Consolidated Balance Sheets (Unaudited)

## ORRSTOWN FINANCIAL SERVICES, INC. AND ITS WHOLLY-OWNED SUBSIDIARY

(Dollars in thousands, except per share data)	September 30, 2016	December 31, 2015
Assets		
Cash and due from banks	\$ 17,787	\$ 11,412
Interest bearing deposits with banks	19,854	16,928
Cash and cash equivalents	37,641	28,340
Restricted investments in bank stocks	6,615	8,720
Securities available for sale	374,902	394,124
Loans held for sale	3,956	5,917
Loans	847,061	781,713
Less: Allowance for loan losses	(13,850)	(13,568)
Net loans	833,211	768,145
Premises and equipment, net	34,630	23,960
Cash surrender value of life insurance	31,870	31,224
Intangible assets	122	207
Accrued interest receivable	3,690	3,845
Other assets	27,517	28,334
Total assets	\$ 1,354,154	\$ 1,292,816
Liabilities		
Deposits:		
Non-interest bearing	\$ 148,388	\$ 131,390
Interest bearing	984,944	900,777
Total deposits	1,133,332	1,032,167
Short-term borrowings	42,852	89,156
Long-term debt	24,247	24,495
Accrued interest and other liabilities	13,928	13,937
Total liabilities	1,214,359	1,159,755
Shareholders' Equity		
Preferred stock, \$1.25 par value per share; 500,000 shares authorized; no shares issued or outstanding	0	0
Common stock, no par value—\$0.05205 stated value per share 50,000,000 shares authorized; 8,357,941 and 8,320,479 shares issued; 8,289,739 and 8,272,591 shares outstanding	437	435
Additional paid - in capital	124,935	124,317
Retained earnings	10,483	7,939
Accumulated other comprehensive income	5,136	1,199
Treasury stock—common, 68,202 and 47,888 shares, at cost	(1,196)	(829)
Total shareholders' equity	139,795	133,061
Total liabilities and shareholders' equity	\$ 1,354,154	\$ 1,292,816

The Notes to Consolidated Financial Statements are an integral part of these statements.



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## Consolidated Statements of Income (Unaudited)

## ORRSTOWN FINANCIAL SERVICES, INC. AND ITS WHOLLY-OWNED SUBSIDIARY

(Dollars in thousands, except per share data)	Three Months Ended		Nine Months Ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Interest and dividend income				
Interest and fees on loans	\$8,631	\$ 7,912	\$25,006	\$ 22,988
Interest and dividends on investment securities				
Taxable	1,544	1,532	4,376	5,012
Tax-exempt	437	420	1,319	617
Short-term investments	42	21	186	64
Total interest and dividend income	10,654	9,885	30,887	28,681
Interest expense				
Interest on deposits	1,295	979	3,625	2,536
Interest on short-term borrowings	21	85	112	226
Interest on long-term debt	104	108	315	293
Total interest expense	1,420	1,172	4,052	3,055
Net interest income	9,234	8,713	26,835	25,626
Provision for loan losses	250	(603	) 250	(603
Net interest income after provision for loan losses	8,984	9,316	26,585	26,229
Noninterest income				
Service charges on deposit accounts	1,370	1,381	4,045	3,873
Other service charges, commissions and fees	188	586	637	1,024
Trust department income	1,247	1,074	3,771	3,519
Brokerage income	459	551	1,485	1,536
Mortgage banking activities	1,012	837	2,381	2,150
Earnings on life insurance	272	269	810	731
Other income	20	104	221	338
Investment securities gains	0	29	1,420	1,911
Total noninterest income	4,568	4,831	14,770	15,082
Noninterest expenses				
Salaries and employee benefits	6,823	6,051	19,318	18,109
Occupancy expense	683	529	1,801	1,715
Furniture and equipment	782	759	2,316	2,265
Data processing	532	536	1,686	1,573
Telephone and communication	206	168	572	529
Automated teller and interchange fees	157	204	555	625
Advertising and bank promotions	433	471	1,244	1,040
FDIC insurance	143	201	598	631
Legal fees	298	427	704	1,116
Other professional services	287	308	971	951
Directors compensation	242	204	730	531
Collection and problem loan	39	108	187	306
Real estate owned expenses	94	42	195	116
Taxes other than income	186	239	594	691
Intangible asset amortization	10	51	85	156
Regulatory settlement	0	0	1,000	0
Other operating expenses	1,070	926	3,108	3,034
Total noninterest expenses	11,985	11,224	35,664	33,388

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Income before income taxes	1,567	2,923	5,691	7,923
Income tax expense	125	462	991	1,498
Net income	\$1,442	\$ 2,461	\$4,700	\$ 6,425
Per share information:				
Basic earnings per share	\$0.18	\$ 0.30	\$0.58	\$ 0.79
Diluted earnings per share	0.18	0.30	0.58	0.79
Dividends per share	0.09	0.07	0.26	0.14

The Notes to Consolidated Financial Statements are an integral part of these statements.

Table of ContentsConsolidated Statements of Comprehensive Income (Loss) (Unaudited)  
ORRSTOWN FINANCIAL SERVICES, INC. AND ITS WHOLLY-OWNED SUBSIDIARY

(Dollars in thousands)	Three Months Ended		Nine Months Ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Net income	\$ 1,442	\$ 2,461	\$4,700	\$ 6,425
Other comprehensive income, net of tax:				
Unrealized gains (losses) on securities available for sale arising during the period	(3,635 )	3,816	7,357	4,421
Reclassification adjustment for gains realized in net income	0	(29 )	(1,420 )	(1,911 )
Net unrealized gains (losses)	(3,635 )	3,787	5,937	2,510
Tax effect	1,350	(1,325 )	(2,000 )	(879 )
Total other comprehensive income (loss), net of tax and reclassification adjustments	(2,285 )	2,462	3,937	1,631
Total comprehensive income (loss)	\$ (843 )	\$ 4,923	\$8,637	\$ 8,056

The Notes to Consolidated Financial Statements are an integral part of these statements.



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## Consolidated Statements of Changes in Shareholders' Equity (Unaudited)

## ORRSTOWN FINANCIAL SERVICES, INC. AND ITS WHOLLY-OWNED SUBSIDIARY

(Dollars in thousands, except per share data)	Nine Months Ended September 30, 2016 and 2015					
	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income	Treasury Stock	Total Shareholders' Equity
Balance, January 1, 2015	\$430	\$123,392	\$1,887	\$ 1,576	\$(20 )	\$ 127,265
Net income	0	0	6,425	0	0	6,425
Total other comprehensive income, net of taxes	0	0	0	1,631	0	1,631
Cash dividends (\$0.14 per share)	0	0	(1,161 )	0	0	(1,161 )
Stock-based compensation plans:						
Issuance of stock (52,686 shares), including compensation expense of \$525	5	620	0	0	0	625
Issuance of stock through dividend reinvestment plan (5,239 shares)	0	90	0	0	0	90
Acquisition of treasury stock (8,813 shares)	0	0	0	0	(147 )	(147 )
Balance, September 30, 2015	\$435	\$124,102	\$7,151	\$ 3,207	\$(167 )	\$ 134,728
Balance, January 1, 2016	\$435	\$124,317	\$7,939	\$ 1,199	\$(829 )	\$ 133,061
Net income	0	0	4,700	0	0	4,700
Total other comprehensive income, net of taxes	0	0	0	3,937	0	3,937
Cash dividends (\$0.26 per share)	0	0	(2,156 )	0	0	(2,156 )
Stock-based compensation plans:						
Issuance of stock (37,462 shares), including compensation expense of \$762	2	760	0	0	0	762
Issuance of treasury stock (15,334 shares), including compensation expense of \$16	0	(142 )	0	0	264	122
Acquisition of treasury stock (35,648 shares)	0	0	0	0	(631 )	(631 )
Balance, September 30, 2016	\$437	\$124,935	\$10,483	\$ 5,136	\$(1,196)	\$ 139,795

The Notes to Consolidated Financial Statements are an integral part of these statements.

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## Consolidated Statements of Cash Flows (Unaudited)

## ORRSTOWN FINANCIAL SERVICES, INC. AND ITS WHOLLY-OWNED SUBSIDIARY

(Dollars in thousands)	Nine Months Ended	
	September 30, 2016	September 30, 2015
Cash flows from operating activities		
Net income	\$4,700	\$ 6,425
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization of premiums on securities available for sale	3,856	4,613
Depreciation and amortization	2,180	2,161
Provision for loan losses	250	(603 )
Stock-based compensation	778	525
Gain on sales of loans originated for sale	(2,197 )	(1,814 )
Mortgage loans originated for sale	(81,911 )	(66,140 )
Proceeds from sales of loans originated for sale	85,585	66,640
Net gain on disposal of other real estate owned	(88 )	(205 )
Writedown of other real estate owned	152	21
Net loss on disposal of premises and equipment	46	0
Deferred income taxes	(206 )	1,554
Investment securities gains	(1,420 )	(1,911 )
Earnings on cash surrender value of life insurance	(810 )	(731 )
Decrease (increase) in accrued interest receivable	155	(440 )
Increase (decrease) in accrued interest payable and other liabilities	(9 )	308
Other, net	(720 )	(2,200 )
Net cash provided by operating activities	10,341	8,203
Cash flows from investing activities		
Proceeds from sales of available for sale securities	64,742	65,598
Maturities, repayments and calls of available for sale securities	21,167	25,427
Purchases of available for sale securities	(63,185 )	(109,268 )
Net redemptions of restricted investments in bank stocks	2,105	1,244
Net increase in loans	(65,927 )	(59,740 )
Purchases of bank premises and equipment	(12,412 )	(1,169 )
Improvements to other real estate owned	(39 )	0
Proceeds from disposal of other real estate owned	577	1,310
Purchases of bank owned life insurance	0	(3,750 )
Net cash used in investing activities	(52,972 )	(80,348 )
Cash flows from financing activities		
Net increase in deposits	101,165	98,274
Net (decrease) increase in short term borrowings	(46,304 )	(31,911 )
Proceeds from long-term debt	0	20,000
Payments on long-term debt	(248 )	(10,237 )
Dividends paid	(2,156 )	(1,161 )
Net proceeds from issuance of common stock	0	190
Acquisition of treasury stock	(631 )	(147 )
Issuance of treasury stock	106	0
Net cash provided by financing activities	51,932	75,008
Net increase in cash and cash equivalents	9,301	2,863
Cash and cash equivalents at beginning of period	28,340	31,409
Cash and cash equivalents at end of period	\$37,641	\$ 34,272

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Supplemental disclosures of cash flow information:

Cash paid during the period for:

Interest	\$4,068	\$ 3,009
Income taxes	900	0

Supplemental schedule of noncash investing activities:

Other real estate acquired in settlement of loans	\$611	\$ 1,216
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The Notes to Consolidated Financial Statements are an integral part of these statements.

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Notes to Consolidated Financial Statements

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations – Orrstown Financial Services, Inc. (the “Company”) is a bank holding company (that has elected status as a financial holding company with the Board of Governors of the Federal Reserve System (the “FRB”)) whose primary activity consists of supervising its wholly-owned subsidiary, Orrstown Bank (the “Bank”). The Company operates through its office in Shippensburg, Pennsylvania. The Bank provides services through its network of 25 offices in Berks, Cumberland, Dauphin, Franklin, Lancaster, and Perry Counties of Pennsylvania and in Washington County, Maryland. The Bank engages in lending services for commercial, residential, commercial mortgages, construction, municipal, and various forms of consumer lending. Deposit services include checking, savings, time, and money market deposits. The Bank also provides investment and brokerage services through its Orrstown Financial Advisors division. The Company and the Bank are subject to the regulation of certain federal and state agencies and undergo periodic examinations by such regulatory authorities.

Basis of Presentation – The unaudited condensed Consolidated Financial Statements of the Company and its subsidiary are presented for the three and nine months ended September 30, 2016 and 2015 and have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) for interim financial information, the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. However, unaudited information reflects all adjustments (consisting solely of normal recurring adjustments) that are, in the opinion of management, considered necessary for a fair presentation of the financial position, results of operations and cash flows for the interim period. Information presented at December 31, 2015 is condensed from audited year-end financial statements. These condensed Consolidated Financial Statements should be read in conjunction with the audited Consolidated Financial Statements and footnotes thereto, included in the Annual Report on Form 10-K for the year ended December 31, 2015. The Consolidated Financial Statements include the accounts of the Company and the Bank. Operating results for the three and nine months ended September 30, 2016 are not necessarily indicative of the results that may be expected for the year ending December 31, 2016. All significant intercompany transactions and accounts have been eliminated.

Use of Estimates – The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions based on available information. These estimates and assumptions affect the amounts reported in the financial statements and the disclosures provided, and actual results could differ.

Subsequent Events – GAAP establishes standards for accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued. The subsequent events principle sets forth the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition in the financial statements, identifies the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements, and specifies the disclosures that should be made about events or transactions that occur after the balance sheet date.

Concentration of Credit Risk – The Company generally grants commercial, residential, construction, municipal, and various forms of consumer lending to customers in its market area. Although the Company maintains a diversified loan portfolio, a significant portion of its customers’ ability to honor their contracts is dependent upon economic sectors for commercial real estate, including office space, retail strip centers, multi-family and hospitality, residential building operators, sales finance, sub-dividers and developers. Management evaluates each customer’s creditworthiness on a case-by-case basis. The amount of collateral obtained, if collateral is deemed necessary by the Company upon the extension of credit, is based on management’s credit evaluation of the customer. Collateral held varies, but generally includes real estate and equipment.

The types of securities the Company invests in are included in Note 2, “Securities Available for Sale” and the type of lending the Company engages in are included in Note 3, “Loans Receivable and Allowance for Loan Losses.”

Cash and Cash Equivalents – For purposes of the consolidated statements of cash flows, cash and cash equivalents include cash, balances due from banks, federal funds sold and interest bearing deposits due on demand, all of which have original maturities of 90 days or less. Net cash flows are reported for customer loan and deposit transactions, loans held for sale and redemption (purchases) of restricted investments in bank stocks, and short-term borrowings.

Restricted Investments in Bank Stocks – Restricted investments in bank stocks, which represents required investments in the common stock of correspondent banks, are carried at cost as of September 30, 2016 and December 31, 2015, and consists of common stock of the Federal Reserve Bank of Philadelphia (“Federal Reserve Bank”), Atlantic Community Bankers Bank and the Federal Home Loan Bank of Pittsburgh (“FHLB”).

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Management evaluates the restricted investments in bank stocks for impairment in accordance with Accounting Standard Codification (ASC) Topic 942, Accounting by Certain Entities (Including Entities with Trade Receivables) That Lend to or Finance the Activities of Others. Management's determination of whether these investments are impaired is based on their assessment of the ultimate recoverability of their cost rather than by recognizing temporary declines in value. The determination of whether a decline affects the ultimate recoverability of their cost is influenced by criteria such as (1) the significance of the decline in net assets of the correspondent bank as compared to the capital stock amount for the correspondent bank and the length of time this situation has persisted, (2) commitments by the correspondent bank to make payments required by law or regulation and the level of such payments in relation to the operating performance of the correspondent bank, and (3) the impact of legislative and regulatory changes on institutions and, accordingly, on the customer base of the correspondent bank.

Management believes no impairment charge is necessary related to the restricted investments in bank stocks as of September 30, 2016. However, security impairment analysis is completed quarterly and the determination that no impairment had occurred as of September 30, 2016 is no assurance that impairment may not occur in the future. Securities – Certain debt securities that management has the positive intent and ability to hold to maturity are classified as “held to maturity” and recorded at amortized cost. “Trading” securities are recorded at fair value with changes in fair value included in earnings. As of September 30, 2016 and December 31, 2015, the Company had no held to maturity or trading securities. Securities not classified as held to maturity or trading, including equity securities with readily determinable fair values, are classified as “available for sale” and recorded at fair value, with unrealized gains and losses excluded from earnings and reported in other comprehensive income. Purchase premiums and discounts are recognized in interest income using the interest method over the terms of the securities and approximate the level yield method. Gains and losses on the sale of securities are recorded on the trade date and are determined using the specific identification method.

Management evaluates securities for other-than-temporary impairment (“OTTI”) on at least a quarterly basis, and more frequently when economic or market conditions warrant such an evaluation. For securities in an unrealized loss position, management considers the extent and duration of the unrealized loss, and the financial condition and near-term prospects of the issuer. Management also assesses whether it intends to sell, or it is more likely than not that it will be required to sell, a security in an unrealized loss position before recovery of its amortized cost basis. If either of the criteria regarding intent or requirement to sell is met, the entire difference between amortized cost and fair value is recognized as impairment through earnings. For debt securities that do not meet the aforementioned criteria, the amount of impairment is split into two components as follows: 1) OTTI related to credit loss, which must be recognized in the income statement and 2) OTTI related to other factors, which is recognized in other comprehensive income. The credit loss is defined as the difference between the present value of the cash flows expected to be collected and the amortized cost basis. For equity securities, the entire amount of impairment is recognized through earnings.

The Company had no debt securities it deemed to be other than temporarily impaired at September 30, 2016 or December 31, 2015.

The Company's securities are exposed to various risks, such as interest rate risk, market risk, and credit risks. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in risks in the near term would materially affect investment assets reported in the Consolidated Financial Statements.

Loans Held for Sale – Loans originated and intended for sale in the secondary market are carried at the lower of aggregate cost or fair value (LOCM). Gains and losses on loan sales (sales proceeds minus carrying value) are recorded in non-interest income.

Loans – The Company grants commercial, residential, commercial mortgage, construction, municipal, mortgage and various forms of consumer loans to its customers located principally in south-central Pennsylvania and northern Maryland. The ability of the Company's debtors to honor their contracts is dependent largely upon the real estate and general economic conditions in this area.

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or pay-off generally are reported at their outstanding unpaid principal balances adjusted for charge-offs, the allowance for loan

losses, and any deferred fees or costs on originated loans. Interest income is accrued on the unpaid principal balance. Loan origination fees, net of certain direct origination costs, are deferred and amortized as a yield adjustment over the respective term of the loan.

For all classes of loans, the accrual of interest income on loans, including impaired loans, generally ceases when principal or interest is past due 90 days or more or immediately if, in the opinion of management, full collection is unlikely. Interest will continue to accrue on loans past due 90 days or more if the collateral is adequate to cover principal and interest, and the loan is

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in the process of collection. Interest accrued, but not collected, as of the date of placement on nonaccrual status, is reversed and charged against current interest income, unless fully collateralized. Subsequent payments received are either applied to the outstanding principal balance or recorded as interest income, depending upon management's assessment of the ultimate collectability of principal. Loans are returned to accrual status, for all loan classes, when all the principal and interest amounts contractually due are brought current, the loan has performed in accordance with the contractual terms of the note for a reasonable period of time, generally six months, and the ultimate collectability of the total contractual principal and interest is reasonably assured. Past due status is based on contractual terms of the loan.

Loans, the terms of which are modified, are classified as troubled debt restructurings ("TDRs") if a concession was granted in connection with the modification, for legal or economic reasons, related to the debtor's financial difficulties. Concessions granted under a TDR typically involve a temporary deferral of scheduled loan payments, an extension of a loan's stated maturity date, a temporary reduction in interest rates, or granting of an interest rate below market rates given the risk of the transaction. If a modification occurs while the loan is on accruing status, it will continue to accrue interest under the modified terms. Nonaccrual TDRs may be restored to accrual status if scheduled principal and interest payments, under the modified terms, are current for six months after modification, and the borrower continues to demonstrate its ability to meet the modified terms. TDRs are evaluated individually for impairment on a quarterly basis including monitoring of performance according to their modified terms.

Allowance for Loan Losses – The allowance for loan losses is a valuation allowance for probable incurred credit losses. Loan losses are charged against the allowance when management believes the uncollectability of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance.

The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectability of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

See Note 3, "Loans Receivable and Allowance for Loan Losses," for additional details.

Loan Commitments and Related Financial Instruments – Financial instruments include off-balance sheet credit instruments, such as commitments to make loans and commercial letters of credit, issued to meet customer financing needs. The face amount for these items represents the exposure to loss, before considering customer collateral or ability to repay. Such financial instruments are recorded when they are funded.

Loans Serviced – The Bank administers secondary market mortgage programs available through the FHLB and the Federal National Mortgage Association and offers residential mortgage products and services to customers. The Bank originates single-family residential mortgage loans for immediate sale in the secondary market, and retains the servicing of those loans sold to these investors. At September 30, 2016 and December 31, 2015, the balance of loans serviced for others was \$326,461,000 and \$317,793,000.

Transfers of Financial Assets – Transfers of financial assets are accounted for as sales when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Company, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and (3) the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity.

Cash Surrender Value of Life Insurance – The Company has purchased life insurance policies on certain employees. Company owned life insurance is recorded at the amount that can be realized under the insurance contract at the balance sheet date, which is the cash surrender value adjusted for other charges or other amounts due that are probable at settlement.

Premises and Equipment – Buildings, improvements, equipment, furniture and fixtures are carried at cost less accumulated depreciation and amortization. Land is carried at cost. Depreciation and amortization has been provided generally on the straight-line method and is computed over the estimated useful lives of the various assets as follows: buildings and improvements, including leasehold improvements – 10 to 40 years; and furniture and equipment – 3 to 15 years. Repairs and maintenance are charged to operations as incurred, while major additions and improvements are



capitalized. Gain or loss on retirement or disposal of individual assets is recorded as income or expense in the period of retirement or disposal.

Intangible Assets – Intangible assets represent purchased assets that lack physical substance but can be distinguished from goodwill because of contractual or other legal rights. The Company’s intangible assets have finite lives and are amortized, on a straight line basis, over their estimated lives, generally 10 years for deposit premiums and 15 years for customer lists.

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**Mortgage Servicing Rights** – The estimated fair value of mortgage servicing rights (MSRs) related to loans sold and serviced by the Company is recorded as an asset upon the sale of such loans. MSRs are amortized as a reduction to servicing income over the estimated lives of the underlying loans. MSRs are evaluated periodically for impairment, by comparing the carrying amount to estimated fair value. Fair value is determined periodically through a discounted cash flows valuation performed by a third party. Significant inputs to the valuation include expected servicing income, net of expense, the discount rate and the expected life of the underlying loans. To the extent the amortized cost of the MSRs exceeds their estimated fair values, a valuation allowance is established for such impairment through a charge against servicing income on the consolidated statement of income. If the Company determines, based on subsequent valuations, that impairment no longer exists or is reduced, the valuation allowance is reduced through a credit to earnings. The balance of mortgage servicing rights was \$2,671,000 and \$2,672,000 as of September 30, 2016 and December 31, 2015, and is included in other assets.

**Foreclosed Real Estate** – Real estate properties acquired through, or in lieu of, loan foreclosure are held for sale and are initially recorded at fair value less estimated costs to sell the underlying collateral. Capitalized costs include any costs that significantly improve the value of the properties. After foreclosure, valuations are periodically performed by management and the real estate is carried at the lower of carrying amount or fair value less estimated costs to sell. Foreclosed real estate totaled \$719,000 and \$710,000 as of September 30, 2016 and December 31, 2015 and is included in other assets.

**Investments in Real Estate Partnerships** – The Company currently has a 99% limited partner interest in several real estate partnerships in central Pennsylvania. These investments are affordable housing projects which entitle the Company to tax deductions and credits that expire through 2025. The Company accounts for its investments in affordable housing projects under the proportional amortization method when the criteria are met, which is limited to one investment entered into in 2015. Investments prior to 2015 did not meet the criteria, and are accounted for under the equity method of accounting. The recorded investment in these real estate partnerships, included in other assets in the balance sheet, totaled \$5,051,000 and \$5,450,000 as of September 30, 2016 and December 31, 2015, of which \$2,045,000 and \$2,205,000 are accounted for under the proportional amortization method, respectively.

Losses accounted for under the equity method of \$83,000 and \$89,000 were recorded for the three months ended September 30, 2016 and 2015, and \$261,000 and \$273,000 for the nine months ended September 30, 2016 and 2015, and are included in other noninterest income. Losses on the investments accounted for under the proportional amortization method of \$52,000 for the three months ended September 30, 2016, and \$138,000 for the nine months ended September 30, 2016, net of federal income tax benefit, is netted against income tax expense. The Company recognized federal tax credits from the projects totaling \$184,000 and \$119,000 during the three months ended September 30, 2016 and 2015, and \$552,000, and \$357,000 during the nine months ended September 30, 2016 and 2015, which is included in income tax expense.

**Advertising** – The Company follows the policy of charging costs of advertising to expense as incurred. Advertising expense was \$238,000 and \$244,000 for the three months ended September 30, 2016 and 2015, and \$591,000 and \$500,000 for the nine months ended September 30, 2016 and 2015.

**Securities Sold Under Agreements to Repurchase (“Repurchase Agreements”)** – The Company enters into agreements under which it sells securities subject to an obligation to repurchase the same or similar securities which are included in short-term borrowings. Under these Repurchase Agreements, the Company may transfer legal control over the assets but still retain effective control through an agreement that both entitles and obligates the Company to repurchase the assets. As a result, these Repurchase Agreements are accounted for as collateralized financing arrangements (i.e., secured borrowings) and not as a sale and subsequent repurchase of securities. The obligation to repurchase the securities is reflected as a liability in the Company’s consolidated balance sheet, while the securities underlying the Repurchase Agreements remain in the respective investment securities asset accounts. In other words, there is no offsetting or netting of the investment securities assets with the Repurchase Agreement liabilities. In addition, as the Company does not enter into reverse Repurchase Agreements, there is no such offsetting to be done with the Repurchase Agreements.

The right of setoff for a Repurchase Agreement resembles a secured borrowing, whereby the collateral would be used to settle the fair value of the Repurchase Agreement should the Company be in default (e.g., fails to make an interest

payment to the counterparty). For the Repurchase Agreements, the collateral is held by the Company in a segregated custodial account under a third party agreement. Repurchase agreements are secured by U.S. Government Sponsored Enterprises mortgage-backed securities and mature overnight.

Stock Compensation Plans – The Company has stock compensation plans that cover employees and non-employee directors. Stock compensation accounting guidance (Financial Accounting Standards Board ("FASB") ASC 718, Compensation – Stock Compensation) requires that the compensation cost relating to share-based payment transactions be recognized in financial statements. That cost is measured based on the grant date fair value of the stock award, including a Black-Scholes

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model for stock options. Compensation cost for all stock awards is calculated and recognized over the employees' service period, generally defined as the vesting period.

**Income Taxes** – The Company accounts for income taxes in accordance with income tax accounting guidance (FASB ASC 740, Income Taxes). The income tax accounting guidance results in two components of income tax expense: current and deferred. Current income tax expense reflects taxes to be paid or refunded for the current period by applying the provisions of the enacted tax law to the taxable income or excess of deductions over revenues. The Company determines deferred income taxes using the liability (or balance sheet) method. Under this method, the net deferred tax asset or liability is based on the tax effects of the differences between the book and tax bases of assets and liabilities, and enacted changes in tax rates and laws are recognized in the period in which they occur.

Deferred income tax expense results from changes in deferred tax assets and liabilities between periods. Deferred tax assets are recognized if it is more likely than not, based on the technical merits, that the tax position will be realized or sustained upon examination. The term more likely than not means a likelihood of more than 50 percent; the terms examined and upon examination also include resolution of the related appeals or litigation processes, if any. A tax position that meets the more-likely-than-not recognition threshold is initially and subsequently measured as the largest amount of tax benefit that has a greater than 50 percent likelihood of being realized upon settlement with a taxing authority that has full knowledge of all relevant information. The determination of whether or not a tax position has met the more-likely-than-not recognition threshold considers the facts, circumstances, and information available at the reporting date and is subject to management's judgment. Deferred tax assets are reduced by a valuation allowance if, based on the weight of evidence available, it is more likely than not that some portion or all of a deferred tax asset will not be realized. The Company recognizes interest and penalties, if any, on income taxes as a component of income tax expense.

**Loss Contingencies** – Loss contingencies, including claims and legal actions arising in the ordinary course of business, are recorded as liabilities when the likelihood of loss is probable and an amount or range of loss can be reasonably estimated.

**Treasury Stock** – Common stock shares repurchased are recorded as treasury stock at cost.

**Earnings Per Share** – Basic earnings per share represent net income available to common stockholders divided by the weighted-average number of common shares outstanding during the period. Restricted stock awards are included in weighted average common shares outstanding as they are earned. Diluted earnings per share reflect the additional common shares that would have been outstanding if dilutive potential common shares had been issued. Potential common shares that may be issued by the Company relate solely to outstanding stock options and restricted stock awards.

Treasury shares are not deemed outstanding for earnings per share calculations.

**Comprehensive Income** – Comprehensive income consists of net income and other comprehensive income. Other comprehensive income is limited to unrealized gains on securities available for sale for all years presented. The component of accumulated other comprehensive income, net of taxes, at September 30, 2016 and December 31, 2015 consisted of unrealized gains on securities available for sale and totaled \$5,136,000 and \$1,199,000.

**Fair Value of Financial Instruments** – Fair values of financial instruments are estimated using relevant market information and other assumptions, as more fully disclosed in Note 9. Fair value estimates involve uncertainties and matters of significant judgment. Changes in assumptions or in market conditions could significantly affect the estimates.

**Segment Reporting** – The Company only operates in one significant segment – Community Banking. The Company's non-banking activities are insignificant to the Consolidated Financial Statements.

**Reclassification** – Certain amounts in the 2015 Consolidated Financial Statements have been reclassified to conform to the 2016 presentation. Reclassifications had no effect on prior year net income or shareholders' equity.

**Recent Accounting Pronouncements** – In May 2014, the FASB issued ASU 2014-9, Revenue from Contracts with Customers (Topic 606). ASU 2014-9, as amended, creates a new topic, Topic 606, to provide guidance on revenue recognition for entities that enter into contracts with customers to transfer goods or services or enter into contracts for the transfer of nonfinancial assets. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the

entity expects to be entitled in exchange for those goods or services. Additional disclosures are required to provide quantitative and qualitative information regarding the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. These amendments are effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. Early application is permitted only as of annual reporting periods beginning after December 15, 2016,

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including interim reporting periods within that period. The Company is evaluating the impact of this standard on its financial position and results of operations.

In January 2016, the FASB issued ASU No. 2016-01, Financial Instruments-Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities. The update provides updated accounting and reporting requirements for both public and non-public entities. The most significant provisions that will impact the Company are: 1) equity securities available for sale will be measured at fair value, with the changes in fair value recognized in the income statement; 2) the requirement to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments at amortized cost on the balance sheet has been eliminated; 3) a provision to permit the utilization of the exit price notion when measuring the fair value of financial instruments for disclosure purposes; 4) a requirement for separate presentation of both financial assets and liabilities by measurement category and form of financial asset on the balance sheet or accompanying notes to the financial statements. The update will be effective for interim and annual periods beginning after December 15, 2017, using a cumulative-effect adjustment to the balance sheet as of the beginning of the year of adoption. Early adoption is not permitted. The Company is evaluating the impact of this standard on its financial position and results of operations. In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842). The update provides updated accounting and reporting requirements, which, among other things, requires lessees to recognize the following for all leases (with the exception of short-term leases) at the commencement date: (1) A lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis; and (2) A right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term. The amendments in this ASU are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early application is permitted upon issuance. Lessees must apply a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The modified retrospective approach would not require any transition accounting for leases that expired before the earliest comparative period presented. The Company anticipates that the impact on the balance sheet will result in an increase in assets and liabilities for its right of use assets and related lease liabilities for those leases that are outstanding at the date of adoption, however, it does not anticipate it will have a material impact on its results of operations. We are currently evaluating the other effects of adoption of this new standard on our financial position, including regulatory capital.

In March 2016, the FASB issued ASU 2016-09, Compensation - Stock Compensation: Improvements to Employee Share-Based Payment Accounting (Topic 718). The update will require recognition of the income tax effects of share-based awards in the income statement when the awards vest or are settled, eliminating the additional paid-in-capital pools. The guidance will be effective for interim and annual reporting periods beginning after December 15, 2016, with early adoption permitted. The Company does not anticipate this update will have a material impact on its financial position or results of operations.

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. The amendments in this update replace the existing incurred loss impairment methodology in current GAAP with an expected loss impairment methodology, which considers a broader range of reasonable and supportable information to support credit loss estimates, including historical loss experience, current conditions and reasonable and foreseeable forecasts. ASU No. 2016-13 also requires enhanced and greater disclosure pertaining to significant estimates and judgments used in estimating credit losses, as well as the credit quality and underwriting standards of the Company's financial instrument portfolio, including loans and securities. These amendments are effective for annual reporting periods beginning after December 15, 2019, including interim periods within that reporting period, with earlier adoption permitted as of one year earlier. The Company is currently evaluating the impact of the significance of this amendment, and the impact it will have on its financial position, results of operations, and regulatory capital ratios.

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments. The update makes eight targets changes to how cash receipts and cash payments are presented and classified in the consolidated statement of cash flows. This guidance will be effective for interim and annual reporting periods beginning after December 15, 2017, and will require adoption on a retrospective basis. The

Company does not anticipate this update will have a material impact on its financial position or results of operations.

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## NOTE 2. SECURITIES AVAILABLE FOR SALE

At September 30, 2016 and December 31, 2015, the investment securities portfolio was comprised exclusively of securities classified as “available for sale,” resulting in investment securities being carried at fair value. The amortized cost and fair values of investment securities available for sale at September 30, 2016 and December 31, 2015 were:

(Dollars in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
September 30, 2016				
U.S. Government Agencies	\$ 41,748	\$ 203	\$ 82	\$41,869
States and political subdivisions	123,698	6,903	202	130,399
U.S. Government Sponsored Enterprises (GSE) residential mortgage-backed securities	121,489	2,392	0	123,881
GSE residential collateralized mortgage obligations (CMOs)	74,106	378	1,786	72,698
Private label CMOs	6,029	0	52	5,977
Total debt securities	367,070	9,876	2,122	374,824
Equity securities	50	28	0	78
Totals	\$ 367,120	\$ 9,904	\$ 2,122	\$374,902
December 31, 2015				
U.S. Government Agencies	\$ 47,209	\$ 200	\$ 182	\$47,227
States and political subdivisions	124,421	2,483	943	125,961
GSE residential mortgage-backed securities	132,389	229	269	132,349
GSE residential CMOs	15,668	215	40	15,843
GSE commercial CMOs	63,598	735	563	63,770
Private label CMOs	8,944	0	43	8,901
Total debt securities	392,229	3,862	2,040	394,051
Equity securities	50	23	0	73
Totals	\$ 392,279	\$ 3,885	\$ 2,040	\$394,124



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The following table shows gross unrealized losses and fair value of the Company's available for sale securities that are not deemed to be other-than-temporarily impaired, aggregated by investment category and length of time that the individual securities have been in a continuous unrealized loss position at September 30, 2016 and December 31, 2015:

(Dollars in thousands)	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
<b>September 30, 2016</b>						
U.S. Government Agencies	\$5,875	\$ 12	\$14,233	\$ 70	\$20,108	\$ 82
States and political subdivisions	0	0	5,452	202	5,452	202
GSE residential collateralized mortgage obligations (CMOs)	63,107	1,779	712	7	63,819	1,786
Private label CMOs	5,976	52	0	0	5,976	52
Total temporarily impaired securities	\$74,958	\$ 1,843	\$20,397	\$ 279	\$95,355	\$ 2,122
<b>December 31, 2015</b>						
U.S. Government Agencies	\$27,640	\$ 182	\$0	\$ 0	\$27,640	\$ 182
States and political subdivisions	30,252	373	14,139	570	44,391	943
GSE residential mortgage-backed securities	82,911	269	0	0	82,911	269
GSE residential CMOs	0	0	4,237	40	4,237	40
GSE commercial CMOs	33,606	563	0	0	33,606	563
Private label CMOs	8,901	43	0	0	8,901	43
Total temporarily impaired securities	\$183,310	\$ 1,430	\$18,376	\$ 610	\$201,686	\$ 2,040

The Company had 18 securities and 53 securities at September 30, 2016 and December 31, 2015 in which the amortized cost exceed their values, as discussed below.

U.S. Agencies and Government Sponsored Enterprises (GSE). Fourteen U.S. Agencies and GSE securities, including mortgage-backed securities and collateralized mortgage obligations, have amortized costs which exceed their fair values, 11 of which are in the less than 12 months category, and three had amortized costs which exceed their fair value for more than 12 months at September 30, 2016. At December 31, 2015, the Company had 29 U.S. Government Agencies and GSE securities, including mortgage-backed and collateralized mortgage obligations with unrealized losses of which 25 GSE securities have had amortized costs which exceeded their fair values for less than 12 months, and four have had amortized costs which exceed their fair values for more than 12 months. These unrealized losses have been caused by a rise in interest rates or widening of spreads from the time the securities were purchased. The contractual terms of those investments do not permit the issuer to settle the securities at a price less than the par value basis of the investments. Because the Company does not intend to sell the investments and it is not more likely than not that the Company will be required to sell the investments before recovery of their amortized cost basis, which may be maturity, the Company does not consider these investments to be other-than-temporarily impaired at September 30, 2016 or at December 31, 2015.

State and Political Subdivisions. One state and political subdivision security had an amortized cost which exceeded its fair value in the more than 12 months category at September 30, 2016. At December 31, 2015, 21 state and political subdivision securities have an amortized cost which exceeded their fair value, 16 of which are in the less than 12 months category, and five are in the more than 12 months category. These unrealized losses have been caused by a rise in interest rates or a widening of spreads from the time the securities were purchased. Management considers the investment rating, the state of the issuer of the security and other credit support in determining whether the security is other-than-temporarily impaired. Because the Company did not intend to sell the investments and it is not more likely than not that the Company will be required to sell the investments before recovery of their amortized cost basis, which may be maturity, the Company does not consider these investments to be other-than-temporarily impaired at

September 30, 2016 or at December 31, 2015.

Private Label. Three private label collateralized mortgage obligations have unrealized losses, all of which were in the less than 12 months category at September 30, 2016. At December 31, 2015, three private label securities have an amortized cost which exceeded their fair value for less than 12 months. These unrealized losses have been caused by a rise in interest rates from the time the securities were purchased. Because the Company does not intend to sell the investments and it is not more likely than not that the Company will be required to sell the investments before recovery of their amortized cost basis, which

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may be maturity, the Company does not consider these investments to be other-than-temporarily impaired at September 30, 2016 or at December 31, 2015.

The amortized cost and fair values of securities available for sale at September 30, 2016 by contractual maturity are shown below. Contractual maturities will differ from expected maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

(Dollars in thousands)	Available for Sale	
	Amortized Cost	Fair Value
Due in one year or less	\$0	\$0
Due after one year through five years	3,210	3,358
Due after five years through ten years	71,653	75,769
Due after ten years	90,583	93,141
Mortgage-backed securities and collateralized mortgage obligations	201,624	202,556
Total debt securities	367,070	374,824
Equity securities	50	78
	\$367,120	\$374,902

Gross gains on the sales of securities were \$0 and \$29,000 for the three months ended September 30, 2016 and 2015. Gross gains on the sales of securities were \$1,468,000 and \$1,935,000 for the nine months ended September 30, 2016 and 2015. Gross losses on securities available for sale were \$48,000 and \$24,000 for the nine months ended September 30, 2016 and 2015.

Securities with a fair value of \$279,270,000 and \$250,397,000 at September 30, 2016 and December 31, 2015 were pledged to secure public funds and for other purposes as required or permitted by law.

**NOTE 3. LOANS RECEIVABLE AND ALLOWANCE FOR LOAN LOSSES**

The Company's loan portfolio is broken down into segments to an appropriate level of disaggregation to allow management to monitor the performance by the borrower and to monitor the yield on the portfolio. Consistent with ASU 2010-20, Disclosures about the Credit Quality of Financing Receivables and the Allowance for Loan Losses, the segments were further broken down into classes, to allow for differing risk characteristics within a segment.

The risks associated with lending activities differ among the various loan classes, and are subject to the impact of changes in interest rates, market conditions for the collateral securing the loans, and general economic conditions. All of these factors may adversely impact the borrower's ability to repay its loans, and impact the associated collateral. The Company has various types of commercial real estate loans which have differing levels of credit risk associated with them. Owner-occupied commercial real estate loans are generally dependent upon the successful operation of the borrower's business, with the cash flows generated from the business being the primary source of repayment of the loan. If the business suffers a downturn in sales or profitability, the borrower's ability to repay the loan could be in jeopardy.

Non-owner occupied and multi-family commercial real estate loans and non-owner occupied residential loans present a different credit risk to the Company than owner-occupied commercial real estate loans, as the repayment of the loan is dependent upon the borrower's ability to generate a sufficient level of occupancy to produce rental income that exceeds debt service requirements and operating expenses. Lower occupancy or lease rates may result in a reduction in cash flows, which hinders the ability of the borrower to meet debt service requirements, and may result in lower collateral values. The Company generally recognizes that greater risk is inherent in these credit relationships as compared to owner-occupied loans mentioned above.

Acquisition and development loans consist of 1-4 family residential construction and commercial and land development loans. The risk of loss on these loans is largely dependent on the Company's ability to assess the property's value at the completion of the project, which should exceed the property's construction costs. During the construction phase, a number of factors could potentially negatively impact the collateral value, including cost overruns, delays in completing the project, competition, and real estate market conditions which may change based on

the supply of similar properties in the area. In the

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event the collateral value at the completion of the project is not sufficient to cover the outstanding loan balance, the Company must rely upon other repayment sources, including the guarantors of the project or other collateral securing the loan.

Commercial and industrial loans include advances to local and regional businesses for general commercial purposes and include permanent and short-term working capital, machinery and equipment financing, and may be either in the form of lines of credit or term loans. Although commercial and industrial loans may be unsecured for our highest-rated borrowers, the majority of these loans are secured by the borrower's accounts receivable, inventory and machinery and equipment. In a significant number of these loans, the collateral also includes the business real estate or the business owner's personal real estate or assets. Commercial and industrial loans present credit exposure to the Company, as they are more susceptible to risk of loss during a downturn in the economy, as borrowers may have greater difficulty in meeting their debt service requirements and the value of the collateral may decline. The Company attempts to mitigate this risk through its underwriting standards, including evaluating the credit worthiness of the borrower and, to the extent available, credit ratings on the business. Additionally, monitoring of the loans through annual renewals and meetings with the borrowers are typical. However, these procedures cannot eliminate the risk of loss associated with commercial and industrial lending.

Municipal loans consist of extensions of credit to municipalities and school districts within the Company's market area. These loans generally present a lower risk than commercial and industrial loans, as they are generally secured by the municipality's full taxing authority, by revenue obligations, or by its ability to raise assessments on its customers for a specific utility.

The Company originates loans to its retail customers, including fixed-rate and adjustable rate first lien mortgage loans with the underlying 1-4 family owner-occupied residential property securing the loan. The Company's risk exposure is minimized in these types of loans through the evaluation of the credit worthiness of the borrower, including credit scores and debt-to-income ratios, and underwriting standards which limit the loan-to-value ratio to generally no more than 80% upon loan origination, unless the borrower obtains private mortgage insurance.

Home equity loans, including term loans and lines of credit, present a slightly higher risk to the Company than 1-4 family first liens, as these loans can be first or second liens on 1-4 family owner-occupied residential property, but generally can have loan-to-value ratios of no greater than 90% of the value of the real estate taken as collateral. The credit worthiness of the borrower is considered including credit scores and debt-to-income ratios, which generally cannot exceed 43%.

Installment and other loans' credit risk are mitigated through prudent underwriting standards, including the evaluation of the credit worthiness of the borrower through credit scores and debt-to-income ratios, and if secured, the collateral value of the assets. As these loans can be unsecured or secured by assets the value of which may depreciate quickly or may fluctuate, they typically present a greater risk to the Company than 1-4 family residential loans.

The loan portfolio, excluding residential loans held for sale, broken out by class, as of September 30, 2016 and December 31, 2015 was as follows:

(Dollars in thousands)	September 30, 2016	December 31, 2015
Commercial real estate:		
Owner-occupied	\$ 111,437	\$ 103,578
Non-owner occupied	192,449	145,401
Multi-family	39,394	35,109
Non-owner occupied residential	56,759	54,175
Acquisition and development:		
1-4 family residential construction	6,379	9,364
Commercial and land development	28,030	41,339
Commercial and industrial	87,492	73,625
Municipal	54,241	57,511
Residential mortgage:		
First lien	134,498	126,022

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Home equity - term	14,896	17,337
Home equity - lines of credit	114,274	110,731
Installment and other loans	7,212	7,521
	\$ 847,061	\$ 781,713

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In order to monitor ongoing risk associated with its loan portfolio and specific loans within the segments, management uses an internal grading system. The first several rating categories, representing the lowest risk to the Bank, are combined and given a “Pass” rating. Management generally follows regulatory definitions in assigning criticized ratings to loans, including special mention, substandard, doubtful or loss. The “Special Mention” category includes loans that have potential weaknesses that may, if not monitored or corrected, weaken the asset or inadequately protect the Bank’s position at some future date. These assets pose elevated risk, but their weakness does not yet justify a more severe, or classified rating. “Substandard” loans are classified as they have a well-defined weakness, or weaknesses that jeopardize liquidation of the debt. These loans are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected. “Substandard” loans include loans that management has determined not to be impaired, as well as loans considered to be impaired. A “Doubtful” loan has a high probability of total or substantial loss, but because of specific pending events that may strengthen the asset, its classification of loss is deferred. “Loss” assets are considered uncollectible, as the underlying borrowers are often in bankruptcy, have suspended debt repayments, or have ceased business operations. Once a loan is classified as “Loss,” there is little prospect of collecting the loan’s principal or interest and it is generally written off.

The Bank has a loan review policy and program which is designed to identify and manage risk in the lending function. The Enterprise Risk Management (“ERM”) Committee, comprised of executive officers and loan department personnel, is charged with the oversight of overall credit quality and risk exposure of the Bank’s loan portfolio. This includes the monitoring of the lending activities of all Bank personnel with respect to underwriting and processing new loans and the timely follow-up and corrective action for loans showing signs of deterioration in quality. The loan review program provides the Bank with an independent review of the Bank’s loan portfolio on an ongoing basis. Generally, consumer and residential mortgage loans are included in the “Pass” categories unless a specific action, such as extended delinquencies, bankruptcy, repossession or death of the borrower occurs, which heightens awareness as to a possible credit event.

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The following summarizes the Bank's ratings based on its internal risk rating system as of September 30, 2016 and December 31, 2015:

(Dollars in thousands)	Pass	Special Mention	Non-Impaired Substandard	Impaired - Substandard	Doubtful	Total
September 30, 2016						
Commercial real estate:						
Owner-occupied	\$99,563	\$ 8,318	\$ 2,077	\$ 1,479	\$ 0	\$111,437
Non-owner occupied	168,158	12,261	5,127	6,253	650	192,449
Multi-family	37,108	1,284	795	207	0	39,394
Non-owner occupied residential	53,777	1,308	1,167	507	0	56,759
Acquisition and development:						
1-4 family residential construction	5,859	364	156	0	0	6,379
Commercial and land development	27,371	11	646	2	0	28,030
Commercial and industrial	86,184	711	34	339	224	87,492
Municipal	54,241	0	0	0	0	54,241
Residential mortgage:						
First lien	130,139	0	0	4,359	0	134,498
Home equity - term	14,802	0	0	94	0	14,896
Home equity - lines of credit	113,704	188	52	330	0	114,274
Installment and other loans	7,203	0	0	9	0	7,212
	\$798,109	\$24,445	\$ 10,054	\$ 13,579	\$ 874	\$847,061
December 31, 2015						
Commercial real estate:						
Owner-occupied	\$96,715	\$ 1,124	\$ 3,630	\$ 2,109	\$ 0	\$103,578
Non-owner occupied	125,043	12,394	108	7,856	0	145,401
Multi-family	31,957	1,779	1,140	233	0	35,109
Non-owner occupied residential	50,601	1,305	1,374	895	0	54,175
Acquisition and development:						
1-4 family residential construction	9,364	0	0	0	0	9,364
Commercial and land development	40,181	219	934	5	0	41,339
Commercial and industrial	70,967	1,380	544	734	0	73,625
Municipal	57,511	0	0	0	0	57,511
Residential mortgage:						
First lien	121,214	0	0	4,808	0	126,022
Home equity - term	17,234	0	0	103	0	17,337
Home equity - lines of credit	109,731	230	180	590	0	110,731
Installment and other loans	7,504	0	0	17	0	7,521
	\$738,022	\$18,431	\$ 7,910	\$ 17,350	\$ 0	\$781,713

Classified loans may also be evaluated for impairment. For commercial real estate, acquisition and development and commercial and industrial loans, a loan is considered impaired when, based on current information and events, it is probable that the Bank will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Generally, loans that are more than 90 days past due are deemed impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed to determine if the loan



should be placed on nonaccrual status. Nonaccrual loans in the commercial and

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commercial real estate portfolios and any TDRs are, by definition, deemed to be impaired. Impairment is measured on a loan-by-loan basis for commercial, construction and restructured loans by either the present value of the expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral if the loan is collateral dependent. A loan is collateral dependent if the repayment of the loan is expected to be provided solely by the underlying collateral. For loans that are deemed to be impaired for extended periods of time, periodic updates on fair values are obtained, which may include updated appraisals. The updated fair values are incorporated into the impairment analysis as of the next reporting period.

Loan charge-offs, which may include partial charge-offs, are taken on an impaired loan that is collateral dependent if the loan's carrying balance exceeds its collateral's appraised value; the loan has been identified as uncollectible; and it is deemed to be a confirmed loss. Typically, impaired loans with a charge-off or partial charge-off will continue to be considered impaired, unless the note is split into two, and management expects the performing note to continue to perform and is adequately secured. The second, or non-performing note, would be charged-off. Generally, an impaired loan with a partial charge-off may continue to have an impairment reserve on it after the partial charge-off, if factors warrant.

As of September 30, 2016 and December 31, 2015, nearly all of the Company's impaired loans' extent of impairment was measured based on the estimated fair value of the collateral securing the loan, except for TDRs. By definition, TDRs are considered impaired. All restructured loan impairments were determined based on discounted cash flows for those loans classified as TDRs and still accruing interest. For real estate loans, collateral generally consists of commercial real estate, but in the case of commercial and industrial loans, it would also consist of accounts receivable, inventory, equipment or other business assets. Commercial and industrial loans may also have real estate collateral. According to policy, updated appraisals are generally required every 18 months for classified loans in excess of \$250,000. The "as is value" provided in the appraisal is often used as the fair value of the collateral in determining impairment, unless circumstances, such as subsequent improvements, approvals, or other circumstances dictate that another value provided by the appraiser is more appropriate.

Generally, impaired loans secured by real estate, other than performing TDRs, are measured at fair value using certified real estate appraisals that had been completed within the last 18 months. Appraised values are further discounted for estimated costs to sell the property and other selling considerations to arrive at the property's fair value. In those situations in which it is determined an updated appraisal is not required for loans individually evaluated for impairment, fair values are based on one or a combination of the following approaches. In those situations in which a combination of approaches is considered, the factor that carries the most consideration will be the one management believes is warranted. The approaches are as follows:

Original appraisal – if the original appraisal provides a strong loan-to-value ratio (generally 70% or lower) and, after consideration of market conditions and knowledge of the property and area, it is determined by the Credit Administration staff that there has not been a significant deterioration in the collateral value, the original certified appraised value may be used. Discounts as deemed appropriate for selling costs are factored into the appraised value in arriving at fair value.

Discounted cash flows – in limited cases, discounted cash flows may be used on projects in which the collateral is liquidated to reduce the borrowings outstanding, and is used to validate collateral values derived from other approaches.

Collateral on certain impaired loans is not limited to real estate, and may consist of accounts receivable, inventory, equipment or other business assets. Estimated fair values are determined based on borrowers' financial statements, inventory ledgers, accounts receivable agings or appraisals from individuals with knowledge in the business. Stated balances are generally discounted for the age of the financial information or the quality of the assets. In determining fair value, liquidation discounts are applied to this collateral based on existing loan evaluation policies.

The Company distinguishes Substandard loans on both an impaired and non-impaired basis, as it places less emphasis on a loan's classification, and increased reliance on whether the loan was performing in accordance with the contractual terms. A "Substandard" classification does not automatically meet the definition of "impaired." A "Substandard" loan is one that is inadequately protected by the current sound worth and paying capacity of the obligor or the collateral pledged, if any. Extensions of credit so classified have well-defined weaknesses which may

jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected. Loss potential, while existing in the aggregate amount of substandard loans, does not have to exist in individual extensions of credit classified as "Substandard." As a result, the Company's methodology includes an evaluation of certain accruing commercial real estate, acquisition and development and commercial and industrial loans rated "Substandard" to be collectively evaluated for impairment as opposed to evaluating these loans individually for impairment. Although we believe these loans have well defined weaknesses and meet the definition of "Substandard," they are generally performing and management has concluded

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that it is likely it will be able to collect the scheduled payments of principal and interest when due according to the contractual terms of the loan agreement.

Larger groups of smaller balance homogeneous loans are collectively evaluated for impairment. Generally, the Bank does not separately identify individual consumer and residential loans for impairment disclosures, unless such loans are the subject of a restructuring agreement due to financial difficulties of the borrower.

The following table summarizes impaired loans by class, segregated by those for which a specific allowance was required and those for which a specific allowance was not required as of September 30, 2016 and December 31, 2015. The recorded investment in loans excludes accrued interest receivable due to insignificance. Related allowances established generally pertain to those loans in which loan forbearance agreements were in the process of being negotiated or updated appraisals were pending, and the partial charge-off will be recorded when final information is received.

(Dollars in thousands)	Impaired Loans with a Specific Allowance			Impaired Loans with No Specific Allowance	
	Recorded Investment (Book Balance)	Unpaid Principal Balance (Legal Balance)	Related Allowance	Recorded Investment (Book Balance)	Unpaid Principal Balance (Legal Balance)
September 30, 2016					
Commercial real estate:					
Owner-occupied	\$ 0	\$ 0	\$ 0	\$ 1,479	\$ 2,673
Non-owner occupied	6,095	6,428	650	808	1,405
Multi-family	0	0	0	207	372
Non-owner occupied residential	0	0	0	507	755
Acquisition and development:					
Commercial and land development	0	0	0	2	17
Commercial and industrial	224	227	158	339	392
Residential mortgage:					
First lien	781	781	64	3,578	4,261
Home equity - term	0	0	0	94	104
Home equity - lines of credit	0	0	0	330	432
Installment and other loans	2	3	2	7	34
	\$ 7,102	\$ 7,439	\$ 874	\$ 7,351	\$ 10,445
December 31, 2015					
Commercial real estate:					
Owner-occupied	\$ 0	\$ 0	\$ 0	\$ 2,109	\$ 3,344
Non-owner occupied	0	0	0	7,856	8,600
Multi-family	0	0	0	233	385
Non-owner occupied residential	0	0	0	895	1,211
Acquisition and development:					
Commercial and land development	0	0	0	5	19
Commercial and industrial	0	0	0	734	780
Residential mortgage:					
First lien	1,952	1,984	271	2,856	3,369
Home equity - term	0	0	0	103	110
Home equity - lines of credit	22	23	10	568	688
Installment and other loans	8	9	8	9	35
	\$ 1,982	\$ 2,016	\$ 289	\$ 15,368	\$ 18,541



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The following tables summarize the average recorded investment in impaired loans and related interest income recognized on loans deemed impaired, generally on a cash basis, for the three and nine months ended September 30, 2016 and 2015:

(Dollars in thousands)	Three Months Ended September 30,			
	2016		2015	
	Average Interest	Average Interest	Average Interest	Average Interest
	Impaired Income	Impaired Income	Impaired Income	Impaired Income
	Balance	Recognized	Balance	Recognized
Commercial real estate:				
Owner-occupied	\$1,650	\$ 0	\$2,336	\$ 0
Non-owner occupied	6,979	0	2,900	0
Multi-family	212	0	369	0
Non-owner occupied residential	525	0	866	0
Acquisition and development:				
Commercial and land development	2	0	224	132
Commercial and industrial	494	0	797	0
Residential mortgage:				
First lien	4,366	8	4,280	15
Home equity - term	95	0	174	0
Home equity - lines of credit	334	0	599	0
Installment and other loans	10	0	20	0
	\$14,667	\$ 8	\$12,565	\$ 147

(Dollars in thousands)	Nine Months Ended September 30,			
	2016		2015	
	Average Interest	Average Interest	Average Interest	Average Interest
	Impaired Income	Impaired Income	Impaired Income	Impaired Income
	Balance	Recognized	Balance	Recognized
Commercial real estate:				
Owner-occupied	\$1,891	\$ 0	\$2,749	\$ 0
Non-owner occupied	7,334	0	2,120	0
Multi-family	221	0	452	0
Non-owner occupied residential	700	0	1,055	0
Acquisition and development:				
Commercial and land development	3	0	313	137
Commercial and industrial	577	0	1,346	0
Residential mortgage:				
First lien	4,587	25	4,771	33
Home equity - term	98	0	139	0
Home equity - lines of credit	474	0	562	0
Installment and other loans	14	0	23	0
	\$15,899	\$ 25	\$13,530	\$ 170

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The following table presents impaired loans that are TDRs, with the recorded investment as of September 30, 2016 and December 31, 2015.

(Dollars in thousands)	September 30, 2016		December 31, 2015	
	Number of Contracts	Recorded Investment	Number of Contracts	Recorded Investment
Accruing:				
Residential mortgage:				
First lien	8	\$ 901	8	\$ 793
	8	901	8	793
Nonaccruing:				
Commercial real estate:				
Non-owner occupied	1	6,095	0	0
Residential mortgage:				
First lien	12	1,057	12	1,153
Installment and other loans	1	7	1	10
	14	7,159	13	1,163
	22	\$ 8,060	21	\$ 1,956

The loans presented above were considered TDRs as the result of the Company agreeing to below market interest rates for the risk of the transaction, allowing the loan to remain on interest-only status, or agreeing to a reduction in interest rates, in order to give the borrowers an opportunity to improve their cash flows. For TDRs in default of their original terms, impairment is generally determined on a collateral-dependent approach, except for accruing residential mortgage TDRs, which are generally on the discounted cash flow approach.

The following table presents the number of loans modified, and their pre-modification and post-modification investment balances for the three and nine months ended September 30, 2016 and 2015:

(Dollars in thousands)	2016		2015	
	Pre- Modification Number of Contracts	Post Modification Recorded Investment	Pre- Modification Number of Contracts	Post Modification Recorded Investment
	Recorded Investment	Recorded Investment	Recorded Investment	Recorded Investment
Three Months Ended September 30,				
Commercial real estate:				
Non-owner occupied	1	\$ 6,095	0	\$ 0
	1	\$ 6,095	0	\$ 0
Nine Months Ended September 30,				
Commercial real estate:				
Non-owner occupied	1	\$ 6,095	0	\$ 0
Residential mortgage:				
First lien	1	257	1	59
	2	\$ 6,352	1	\$ 59
				0
				\$ 0

Certain loans modified during a period may no longer be outstanding at the end of the period if the loan was paid off.

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The following table presents restructured loans, included in nonaccrual loans, that were modified as TDRs within the previous 12 months and for which there was a payment default during the three and nine months ended September 30, 2016 and 2015:

(Dollars in thousands)	2016		2015	
	Number of Contracts	Recorded Investment	Number of Contracts	Recorded Investment
Three Months Ended September 30,				
Residential mortgage:				
First lien	0	\$ 0	0	\$ 0
	0	\$ 0	0	\$ 0
Nine Months Ended September 30,				
Residential mortgage:				
First lien	0	\$ 0	4	\$ 308
	0	\$ 0	4	\$ 308

No additional commitments have been made to borrowers whose loans are considered TDRs.



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Management further monitors the performance and credit quality of the loan portfolio by analyzing the average length of time a portfolio is past due, by aggregating loans based on their delinquencies. The following table presents the classes of the loan portfolio summarized by aging categories of performing loans and nonaccrual loans as of September 30, 2016 and December 31, 2015:

(Dollars in thousands)	Days Past Due				Total Past Due	Non- Accrual	Total Loans
	Current	30-59	60-89	90+ (still accruing)			
September 30, 2016							
Commercial real estate:							
Owner-occupied	\$ 109,958	\$ 0	\$ 0	\$ 0	\$ 0	\$ 1,479	\$ 111,437
Non-owner occupied	185,546	0	0	0	0	6,903	192,449
Multi-family	39,187	0	0	0	0	207	39,394
Non-owner occupied residential	56,252	0	0	0	0	507	56,759
Acquisition and development:							
1-4 family residential construction	6,379	0	0	0	0	0	6,379
Commercial and land development	28,028	0	0	0	0	2	28,030
Commercial and industrial	86,828	100	0	0	100	564	87,492
Municipal	54,241	0	0	0	0	0	54,241
Residential mortgage:							
First lien	130,243	345	453	0	798	3,457	134,498
Home equity - term	14,772	21	9	0	30	94	14,896
Home equity - lines of credit	113,448	382	75	39	496	330	114,274
Installment and other loans	7,187	7	9	0	16	9	7,212
	\$ 832,069	\$ 855	\$ 546	\$ 39	\$ 1,440	\$ 13,552	\$ 847,061
December 31, 2015							
Commercial real estate:							
Owner-occupied	\$ 101,395	\$ 74	\$ 0	\$ 0	\$ 74	\$ 2,109	\$ 103,578
Non-owner occupied	137,545	0	0	0	0	7,856	145,401
Multi-family	34,876	0	0	0	0	233	35,109
Non-owner occupied residential	53,280	0	0	0	0	895	54,175
Acquisition and development:							
1-4 family residential construction	9,364	0	0	0	0	0	9,364
Commercial and land development	41,236	0	98	0	98	5	41,339
Commercial and industrial	72,846	24	21	0	45	734	73,625
Municipal	57,511	0	0	0	0	0	57,511
Residential mortgage:							
First lien	120,119	1,844	44	0	1,888	4,015	126,022
Home equity - term	17,200	34	0	0	34	103	17,337
Home equity - lines of credit	109,740	286	91	24	401	590	110,731
Installment and other loans	7,488	16	0	0	16	17	7,521
	\$ 762,600	\$ 2,278	\$ 254	\$ 24	\$ 2,556	\$ 16,557	\$ 781,713

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The Company maintains the allowance for loan losses at a level believed to be adequate by management for probable incurred credit losses. The allowance is established and maintained through a provision for loan losses charged to earnings. Quarterly, management assesses the adequacy of the allowance for loan losses utilizing a defined methodology, which considers specific credit evaluation of impaired loans as discussed above, past loan loss historical experience, and qualitative factors. Management believes the approach properly addresses the requirements of ASC Subtopic 310-10-35 for loans individually identified as impaired, and ASC Subtopic 450-20 for loans collectively evaluated for impairment, and other bank regulatory guidance.

In connection with its quarterly evaluation of the adequacy of the allowance for loan losses, management continually reviews its methodology to determine if it continues to properly address the risk in the loan portfolio. For each loan class presented above, general allowances are provided for loans that are collectively evaluated for impairment, which are based on quantitative factors, principally historical loss trends for the respective loan class, adjusted for qualitative factors. In addition, an adjustment to the historical loss factors is made to account for delinquency and other potential risk not elsewhere defined within the Allowance for Loan and Lease Loss methodology.

Prior to December 31, 2015, the look back period for historical losses was 12 quarters, weighted one-half for the most recent four quarters, and one-quarter for each of the two previous four quarter periods in order to appropriately capture the loss history in the loan segment. Effective December 31, 2015, the Company extended the look back period to 16 quarters which will increase to 20 quarters through December 31, 2016. The extended period was on a prospective basis, more heavily weighted to the most recent four quarters. The look back period was extended as it was determined that a longer look back period is more consistent with the duration of an economic cycle. Management considers current economic, business, and real estate conditions, and the trends in historical charge-off percentages that resulted from applying partial charge-offs to impaired loans, and the impact of distressed loan sales during the year in determining the look back period.

In addition to the quantitative analysis, adjustments to the reserve requirements are allocated on loans collectively evaluated for impairment based on additional qualitative factors. As of September 30, 2016 and December 31, 2015, the qualitative factors used by management to adjust the historical loss percentage to the allocation, which may range from a minus 150 basis points to a positive 150 basis points per factor, include:

Nature and Volume of Loans – Loan growth in the current and subsequent quarters based on the Bank’s targeted growth and strategic plan, coupled with the types of loans booked based on risk management and credit culture, and the number of exceptions to loan policy, and supervisory loan to value exceptions, etc.

Concentrations of Credit and Changes within Credit Concentrations – Factors considered include the composition of the Bank’s overall portfolio and management’s evaluation related to concentration risk management and the inherent risk associated with the concentrations identified.

Underwriting Standards and Recovery Practices – Factors considered include changes to underwriting standards and perceived impact on anticipated losses, trends in the number of exceptions to loan policy; supervisory loan to value exceptions; and administration of loan recovery practices.

Delinquency Trends – Factors considered include the delinquency percentages noted in the portfolio relative to economic conditions, severity of the delinquencies, and whether the ratios are trending upwards or downwards.

Classified Loans Trends – Factors considered include the internal loan ratings of the portfolio, the severity of the ratings, and whether the loan segment’s ratings show a more favorable or less favorable trend, and underlying market conditions and their impact on the collateral values securing the loans.

Experience, Ability and Depth of Management/Lending staff – Factors considered include the years of experience of senior and middle management and the lending staff and turnover of the staff, and instances of repeat criticisms of ratings.

Quality of Loan Review – Factors include the years of experience of the loan review staff, in-house versus outsourced provider of review, turnover of staff and the perceived quality of their work in relation to other external information.

National and Local Economic Conditions – Ratios and factors considered include trends in the consumer price index (CPI), unemployment rates, housing price index, housing statistics compared to the prior year, bankruptcy rates, regulatory and legal environment risks and competition



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Activity in the allowance for loan losses for the three months ended September 30, 2016 and 2015 was as follows:

(Dollars in thousands)	Commercial				Municipal	Total	Consumer		Total	Unallocated	Total
	Commercial Real Estate	Acquisition and Development	Commercial and Industrial	Residential Mortgage			Installment and Other				
September 30, 2016											
Balance, beginning of period	\$8,133	\$ 587	\$ 1,148	\$ 61	\$9,929	\$2,706	\$ 180	\$2,886	\$ 625	\$13,440	
Provision for loan losses	215	89	76	(7 )	373	(119 )	(3 )	(122 )	(1 )	250	
Charge-offs	0	0	0	0	0	(57 )	(47 )	(104 )	0	(104 )	
Recoveries	124	0	2	0	126	96	42	138	0	264	
Balance, end of period	\$8,472	\$ 676	\$ 1,226	\$ 54	\$10,428	\$2,626	\$ 172	\$2,798	\$ 624	\$13,850	
September 30, 2015											
Balance, beginning of period	\$8,132	\$ 720	\$ 844	\$ 119	\$9,815	\$2,918	\$ 182	\$3,100	\$ 937	\$13,852	
Provision for loan losses	9	(684 )	151	(2 )	(526 )	(54 )	8	(46 )	(31 )	(603 )	
Charge-offs	(170 )	0	(27 )	0	(197 )	(222 )	(18 )	(240 )	0	(437 )	
Recoveries	64	604	17	0	685	34	6	40	0	725	
Balance, end of period	\$8,035	\$ 640	\$ 985	\$ 117	\$9,777	\$2,676	\$ 178	\$2,854	\$ 906	\$13,537	

Activity in the allowance for loan losses for the nine months ended September 30, 2016 and 2015 was as follows:

(Dollars in thousands)	Commercial				Municipal	Total	Consumer		Total	Unallocated	Total
	Commercial Real Estate	Acquisition and Development	Commercial and Industrial	Residential Mortgage			Installment and Other				
September 30, 2016											
Balance, beginning of period	\$7,883	\$ 850	\$ 1,012	\$ 58	\$9,803	\$2,870	\$ 121	\$2,991	\$ 774	\$13,568	
Provision for loan losses	236	(174 )	225	(4 )	283	(8 )	125	117	(150 )	250	
Charge-offs	(26 )	0	(21 )	0	(47 )	(381 )	(159 )	(540 )	0	(587 )	
Recoveries	379	0	10	0	389	145	85	230	0	619	
Balance, end of period	\$8,472	\$ 676	\$ 1,226	\$ 54	\$10,428	\$2,626	\$ 172	\$2,798	\$ 624	\$13,850	
September 30, 2015											
Balance, beginning of period	\$9,462	\$ 697	\$ 806	\$ 183	\$11,148	\$2,262	\$ 119	\$2,381	\$ 1,218	\$14,747	
Provision for loan losses	(804 )	(639 )	202	(66 )	(1,307 )	919	97	1,016	(312 )	(603 )	
Charge-offs	(711 )	(22 )	(77 )	0	(810 )	(574 )	(47 )	(621 )	0	(1,431 )	
Recoveries	88	604	54	0	746	69	9	78	0	824	
Balance, end of period	\$8,035	\$ 640	\$ 985	\$ 117	\$9,777	\$2,676	\$ 178	\$2,854	\$ 906	\$13,537	

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The following table summarizes the ending loan balances individually evaluated for impairment based upon loan segment, as well as the related allowance for loan losses allocation for each at September 30, 2016 and December 31, 2015:

(Dollars in thousands)	Commercial Real Estate	Commercial Acquisition and Development	Commercial and Industrial	Municipal	Total	Consumer Residential Mortgage	Installment and Other	Total	Unallo-	Total
September 30, 2016										
Loans allocated by:										
Individually evaluated for impairment	\$9,096	\$2	\$563	\$0	\$9,661	\$4,783	\$9	\$4,792	\$0	\$14,453
Collectively evaluated for impairment	390,943	34,407	86,929	54,241	566,520	258,885	7,203	266,088	0	832,608
	\$400,039	\$34,409	\$87,492	\$54,241	\$576,181	\$263,668	\$7,212	\$270,880	\$0	\$847,061
Allowance for loan losses allocated by:										
Individually evaluated for impairment	\$650	\$0	\$158	\$0	\$808	\$64	\$2	\$66	\$0	\$874
Collectively evaluated for impairment	7,822	676	1,068	54	9,620	2,562	170	2,732	624	12,976
	\$8,472	\$676	\$1,226	\$54	\$10,428	\$2,626	\$172	\$2,798	\$624	\$13,850
December 31, 2015										
Loans allocated by:										
Individually evaluated for impairment	\$11,093	\$5	\$734	\$0	\$11,832	\$5,501	\$17	\$5,518	\$0	\$17,350
Collectively evaluated for impairment	327,170	50,698	72,891	57,511	508,270	248,589	7,504	256,093	0	764,363
	\$338,263	\$50,703	\$73,625	\$57,511	\$520,102	\$254,090	\$7,521	\$261,611	\$0	\$781,713
Allowance for loan losses allocated by:										
Individually evaluated for impairment	\$0	\$0	\$0	\$0	\$0	\$281	\$8	\$289	\$0	\$289
Collectively evaluated for impairment	7,883	850	1,012	58	9,803	2,589	113	2,702	774	13,279
	\$7,883	\$850	\$1,012	\$58	\$9,803	\$2,870	\$121	\$2,991	\$774	\$13,568

**NOTE 4. INCOME TAXES**

The Company files income tax returns in the U.S. federal jurisdiction and the Commonwealth of Pennsylvania. The Bank also files an income tax return in the State of Maryland. The Company is no longer subject to U.S. federal, state or local income tax examination by tax authorities for years before 2013.

The components of income tax expense for the three and nine months ended September 30, 2016 and 2015 are summarized as follows:

(Dollars in thousands)	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Current year provision (benefit):				
Federal	\$1,066	\$(104)	\$1,192	\$(63)
State	8	(1)	5	7

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	1,074	(105 )	1,197	(56 )
Deferred tax expense (benefit):				
Federal	(948 )	561	(216 )	1,538
State	(1 )	6	10	16
	(949 )	567	(206 )	1,554
Net income tax expense	\$125	\$462	\$991	\$1,498

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The provision for income taxes includes zero and \$10,000 of applicable income tax expense related to net security gains for the three months ended September 30, 2016 and 2015. The provision for income taxes includes \$483,000 and \$669,000 of applicable income tax expense related to net securities gains for the nine months ended September 30, 2016 and 2015.

In the third quarter of 2016, the Company reassessed its estimated annual effective tax rate and changed the federal statutory rate from 35% to 34%, effective January 1, 2016, to reflect management's assessment that it will not be in the higher tax bracket. As a result, income tax expense reported for the first nine months was adjusted to reflect the change in tax rates and resulted in an increase in deferred income tax expense of \$176,000, which was charged to the third quarter. This amount is comprised of \$235,000 of additional income tax for the six months ended June 30, 2016 and \$59,000 benefit for the three months ended September 30, 2016 from the application of the new rate to existing deferred balances.

The components of the net deferred tax asset, included in other assets, are as follows:

(Dollars in thousands)	September 30, 2016	December 31, 2015
Deferred tax assets:		
Allowance for loan losses	\$ 5,059	\$ 5,111
Deferred compensation	532	547
Retirement plans and salary continuation	1,904	1,824
Share-based compensation	521	343
Off balance sheet reserves	301	218
Nonaccrual loan interest	415	246
Goodwill	99	124
Bonus accrual	127	359
Low income housing credit carryforward	1,900	1,652
Alternative minimum tax credit carryforward	3,648	2,195
Charitable contribution carryforward	50	211
Net operating loss carryforward	2,591	4,431
Other	420	182
Total deferred tax assets	17,567	17,443
Deferred tax liabilities:		
Depreciation	719	815
Net unrealized gains on securities available for sale	2,646	646
Mortgage servicing rights	704	669
Purchase accounting adjustments	320	352
Other	192	181
Total deferred tax liabilities	4,581	2,663
Net deferred tax asset	\$ 12,986	\$ 14,780

The provision for income taxes differs from that computed by applying statutory rates to income before income taxes primarily due to the effects of tax-exempt income, non-deductible expenses and tax credits.

As of September 30, 2016, the Company had charitable contribution, low-income housing, and net operating loss carryforwards that expire through 2019, 2036 and 2032, respectively.

In assessing whether or not some or all of our deferred tax asset is more likely than not to be realized in the future, management considers all positive and negative evidence, including projected future taxable income, tax planning strategies and recent financial operating results. The ultimate realization of deferred tax assets is dependent upon existence, or generation, of taxable income in the periods when those temporary differences and net operating loss and credit carryforwards are deductible. Management considered projected future taxable income, length of time needed for carryforwards to reverse, available tax planning strategies, and other factors in making its assessment that it was more likely than not the net deferred tax assets would be realized, and that no valuation allowance was required at

September 30, 2016 or December 31, 2015.

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## NOTE 5. SHARE-BASED COMPENSATION PLANS

The Company maintains share-based compensation plans, the purpose of which are to provide officers, employees, and non-employee members of the Board of Directors of the Company and the Bank, with additional incentive to further the success of the Company. In May 2011, the shareholders of the Company approved the 2011 Orrstown Financial Services, Inc. Incentive Stock Plan (the "Plan"). Under the Plan, 381,920 shares of the common stock of the Company were reserved to be issued. As of September 30, 2016, 132,945 shares were available to be issued under the Plan.

Incentive awards under the Plan may consist of grants of incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock, deferred stock units and performance shares. All employees of the Company and its present or future subsidiaries, and members of the Board of Directors of the Company or any subsidiary of the Company, are eligible to participate in the Plan. The Plan allows for the Compensation Committee of the Board of Directors to determine the type of incentive to be awarded, its term, manner of exercise, vesting of awards and restrictions on shares. Generally, awards are nonqualified under the IRS code, unless the awards are deemed to be incentive awards to employees, at the Compensation Committee's discretion.

A roll forward of the Company's nonvested restricted shares for the nine months ended September 30, 2016 is presented below:

	Shares	Weighted Average Grant Date Fair Value
Nonvested shares, beginning of year	197,381	\$ 16.17
Granted	50,045	18.12
Forfeited	(3,583 )	16.91
Vested	(12,500 )	15.97
Nonvested shares, at period end	231,343	\$ 16.59

For the three months ended September 30, 2016 and 2015, \$266,000 and \$229,000 was recognized as expense on the restricted stock awards, with tax benefits recorded of \$85,000 and \$80,000 for the respective periods. For the nine months ended September 30, 2016 and 2015, \$762,000 and \$525,000 was recognized as expense on the restricted stock awards, with tax benefits recorded of \$259,000 and \$184,000 for the respective periods. As of September 30, 2016 and December 31, 2015, the unrecognized compensation expense related to the stock awards were \$2,321,000 and \$2,293,000. The unrecognized compensation expense at September 30, 2016 is expected to be recognized over a weighted-average period of 2.6 years.

The intrinsic value of restricted share awards that vested during the period totaled \$237,000 for the nine months ended September 30, 2016.

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A roll forward of the Company's outstanding stock options for the nine months ended September 30, 2016 is presented below:

	Shares	Weighted Average Exercise Price
Outstanding at beginning of year	101,460	\$ 28.72
Forfeited	(2,725 )	25.78
Expired	(18,265 )	35.11
Options outstanding and exercisable, at period end	80,470	\$ 27.36

The exercise price of each option equals the market price of the Company's stock on the date of grant and an option's maximum term is ten years. All options are fully vested upon issuance. Information pertaining to options outstanding and exercisable at September 30, 2016 is as follows:

Range of Exercise Prices	Number Outstanding	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price
\$21.14 - \$24.99	35,099	3.66	\$ 21.47
\$25.00 - \$29.99	2,792	3.50	25.76
\$30.00 - \$34.99	35,231	1.18	31.34
\$35.00 - \$37.59	7,348	2.81	37.08
\$21.14 - \$37.59	80,470	2.49	\$ 27.36

The options outstanding and exercisable had no intrinsic value at September 30, 2016 and December 31, 2015 as each exercise price exceeded the market value.

The Company also maintains an employee stock purchase plan, in order to provide employees of the Company and its subsidiaries an opportunity to purchase stock of the Company. Under the employee stock purchase plan, eligible employees may purchase shares in an amount that does not exceed 10% of their annual salary, up to the IRS limit, at the lower of 95% of the fair market value of the shares on the semi-annual offering date, or related purchase date. The Company reserved 350,000 shares of its common stock, after making adjustments for stock dividends and a stock split, to be issued under the employee stock purchase plan. As of September 30, 2016, 186,004 shares were available to be issued under the employee stock purchase plan. Employees purchased 3,873 and 3,341 shares at a weighted average price of \$16.68 and \$15.91 for the three months ended September 30, 2016 and 2015. For the nine months ended September 30, 2016 and 2015, employees purchased 6,334 and 6,305 shares at a weighted average price of \$16.64 and \$15.83. Compensation expense recognized on the employee stock purchase plan totaled \$14,000 and \$5,000 for the three months ended September 30, 2016 and 2015. For the nine months ended September 30, 2016 and 2015, compensation expense recognized on the employee stock purchase plan totaled \$17,000 and \$8,000.

The Company uses a combination of issuing new shares or treasury shares to meet stock compensation exercises depending on market conditions.

**NOTE 6. SHAREHOLDERS' EQUITY AND REGULATORY CAPITAL**

On January 19, 2016, the Company filed a shelf registration statement on Form S-3 with the Securities and Exchange Commission (the "Commission") that provides for up to an aggregate of \$100,000,000, through the sale of common stock, preferred stock, warrants, debt securities, and units. To date, the Company has not issued any securities under this shelf registration.

The Company (on a consolidated basis) and the Bank are subject to various regulatory capital requirements administered by the federal and state banking agencies. Failure to meet minimum capital requirements can initiate

certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's

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and Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and the Bank must meet specific guidelines that involve quantitative measures of assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors. Although applicable to the Bank, prompt corrective action provisions are not applicable to bank holding companies, including financial holding companies.

Quantitative measures established by regulators to ensure capital adequacy require the Company and the Bank to maintain minimum amounts and ratios (as set forth in the following table) of total and Tier 1 capital (as defined in regulations) to risk-weighted assets (as defined), common equity Tier 1 capital (as defined) to risk weighted assets, and of Tier 1 capital (as defined) to average assets (as defined). Management believes, as of September 30, 2016 and December 31, 2015, the Company and the Bank meet all capital adequacy requirements to which they are subject. Effective January 1, 2015, the Company and Bank became subject to final rules establishing a new comprehensive capital framework for U.S. banking organizations, including community banks (the "Basel III Capital Rules"), which substantially revised the risk-based capital requirements in comparison to the previously existing U.S. risk-based capital rules. The Basel III Capital Rules, among other things, (i) introduced a new capital measure called "Common Equity Tier 1" ("CET1"), (ii) increased the minimum requirements for Tier 1 Capital ratio as well as the minimum levels to be considered well capitalized under prompt corrective action; (iii) and introduced the "capital conservation buffer", designed to absorb losses during periods of economic stress. Institutions with a ratio of CET1 to risk-weighted assets above the minimum but below the conservation buffer are subject to constraints on dividends, equity repurchases and discretionary bonuses to executive officers based on the amount of the shortfall. The implementation of the capital conservation buffer began on January 1, 2016 at the 0.625% level and will be phased in over a four-year period (increasing by that amount on each subsequent January 1, until it reaches 2.5% on January 1, 2019).

As of September 30, 2016, the most recent notification from the Federal Deposit Insurance Corporation categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, an institution must maintain minimum total risk-based, Tier 1 risk-based, Common Equity Tier 1, and Tier 1 leverage ratios as set forth in the following table. There are no conditions or events since the notification that management believes have changed the Bank's category.

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The Company and the Bank's actual capital ratios as of September 30, 2016 and December 31, 2015, are also presented in the table.

(Dollars in thousands)	Actual		Minimum Capital Requirement		Minimum to Be Well Capitalized Under Prompt Corrective Action Provisions		
	Amount	Ratio	Amount	Ratio	Amount	Ratio	
September 30, 2016							
Total capital to risk weighted assets							
Orrstown Financial Services, Inc.	\$ 138,574	14.9%	\$ 74,381	8.0 %	n/a	n/a	
Orrstown Bank	124,299	13.4%	74,322	8.0 %	\$ 92,902	10.0	%
Tier 1 capital to risk weighted assets							
Orrstown Financial Services, Inc.	126,876	13.7%	55,786	6.0 %	n/a	n/a	
Orrstown Bank	112,610	12.1%	55,741	6.0 %	74,322	8.0	%
CET1 to risk weighted assets							
Orrstown Financial Services, Inc.	126,876	13.7%	41,839	4.5 %	n/a	n/a	
Orrstown Bank	112,610	12.1%	41,806	4.5 %	60,386	6.5	%
Tier 1 capital to average assets							
Orrstown Financial Services, Inc.	126,876	9.6 %	52,847	4.0 %	n/a	n/a	
Orrstown Bank	112,610	8.5 %	52,851	4.0 %	66,064	5.0	%
December 31, 2015							
Total capital to risk weighted assets							
Orrstown Financial Services, Inc.	\$ 134,562	15.8%	\$ 68,078	8.0 %	n/a	n/a	
Orrstown Bank	118,671	14.0%	68,027	8.0 %	\$ 85,034	10.0	%
Tier 1 capital to risk weighted assets							
Orrstown Financial Services, Inc.	123,825	14.6%	51,058	6.0 %	n/a	n/a	
Orrstown Bank	107,942	12.7%	51,021	6.0 %	68,027	8.0	%
CET1 to risk weighted assets							
Orrstown Financial Services, Inc.	123,825	14.6%	38,294	4.5 %	n/a	n/a	
Orrstown Bank	107,942	12.7%	38,265	4.5 %	55,272	6.5	%
Tier 1 capital to average assets							
Orrstown Financial Services, Inc.	123,825	9.8 %	50,684	4.0 %	n/a	n/a	
Orrstown Bank	107,942	8.5 %	50,695	4.0 %	63,368	5.0	%

On September 14, 2015, the Board of Directors of the Company authorized a stock repurchase program under which the Company may repurchase up to 5% of the Company's outstanding shares of common stock, or approximately 416,000 shares, in the open market, in accordance with all applicable securities laws and regulations, including Rule 10b-18 of the Securities Exchange Act of 1934, as amended. The extent to which the Company repurchases its shares, and the timing of such repurchases, will depend upon a variety of factors, including market conditions, regulatory requirements and other corporate considerations, as determined by management. Purchases may be made from time to time on open market or privately negotiated transactions. The repurchase program may be suspended or discontinued at any time. As of September 30, 2016, 82,725 shares had been repurchased under the program at a total cost of \$1,438,000, or \$17.38 per share.

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## NOTE 7. EARNINGS PER SHARE

Earnings per share for the three and nine months ended September 30, 2016 and 2015 were as follows:

	Three Months		Nine Months	
	Ended	Ended	Ended	Ended
	September 30,	September 30,	September 30,	September 30,
(Dollars in thousands, except per share data)	2016	2015	2016	2015
Net income	\$1,442	\$2,461	\$4,700	\$6,425
Weighted average shares outstanding (basic)	8,056	8,119	8,060	8,115
Impact of common stock equivalents	93	38	82	28
Weighted average shares outstanding (diluted)	8,149	8,157	8,142	8,143
Per share information:				
Basic earnings per share	\$0.18	\$0.30	\$0.58	\$0.79
Diluted earnings per share	0.18	0.30	0.58	0.79

Stock options amounting to 81,000 and 102,000 shares of common stock were not considered in computing diluted earnings per share for the three months ended September 30, 2016 and 2015 as their exercise would have been antidilutive as the exercise price exceeded the average market value. Stock options amounting to 93,000 and 112,000 shares of common stock were not considered in computing diluted earnings per share for the nine months ended September 30, 2016 and 2015 as their exercise would have been antidilutive as the exercise price exceeded the average market value.

## NOTE 8. FINANCIAL INSTRUMENTS WITH OFF-BALANCE-SHEET RISK

The Company is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financial needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. Those instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the balance sheets. The contract amounts of those instruments reflect the extent of involvement the Company has in particular classes of financial instruments.

The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby letters of credit and financial guarantees written is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance-sheet instruments.

(Dollars in thousands)	Contract or Notional Amount	
	September 30, 2016	December 31, 2015
Commitments to fund:		
Revolving, open ended home equity loans	\$ 122,959	\$ 110,473
1-4 family residential construction loans	10,624	6,153
Commercial real estate, construction and land development loans	44,765	14,174
Commercial, industrial and other loans	122,136	84,480
Standby letters of credit	7,865	6,510

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Company evaluates each customer's credit-worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Company upon extension of credit, is based on management's credit evaluation of the customer. Collateral held varies but may include accounts receivable, inventory, equipment, residential real estate, and income-producing commercial

properties.

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Standby letters of credit and financial guarantees written are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. Those guarantees are primarily issued to support public and private borrowing arrangements. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loans to customers. The Company holds collateral supporting those commitments when deemed necessary by management. The current amount of liability, as of September 30, 2016 and December 31, 2015, for guarantees under standby letters of credit issued was not material.

The Company currently maintains a reserve in other liabilities totaling \$862,000 and \$472,000 at September 30, 2016 and December 31, 2015 for off-balance sheet credit exposures that currently are not funded, based on historical loss experience of the related loan class. For the three months ended September 30, 2016 and 2015, \$91,000 and \$(45,000) was expensed (recovered) through noninterest expense for this exposure and for the nine months ended September 30, 2016 and 2015, the amount expensed (recovered) was \$390,000 and \$(30,000).

The Company has sold loans to the Federal Home Loan Bank of Chicago as part of its Mortgage Partnership Finance Program (“MPF Program”). Under the terms of the MPF Program, there is limited recourse back to the Company for loans that do not perform in accordance with the terms of the loan agreement. Each loan that is sold under the program is “credit enhanced” such that the individual loan’s rating is raised to “AA,” as determined by the Federal Home Loan Bank of Chicago. The sum of total loans sold under the MPF Program with limited recourse was \$38,538,000 and \$44,124,000 at September 30, 2016 and December 31, 2015, with limited recourse back to the Company on these loans of \$8,199,000 and \$8,230,000 at these dates. Many of the loans sold under the MPF Program have primary mortgage insurance, which reduces the Company’s overall exposure. The Company is in the process of foreclosing on loans sold under the MPF Program or recovering amounts previously charged off, with a resulting net charge (recovery) of \$0 and \$(32,000) for the three months ended September 30, 2016 and 2015, and of \$(112,000) and \$127,000 for the nine months ended September 30, 2016 and 2015. These amounts, charged to other expenses represent an estimate of the Company’s loss under its recourse exposure.

**NOTE 9. FAIR VALUE DISCLOSURES**

The Company meets the requirements for disclosure of fair value information about financial instruments, whether or not recognized in the balance sheet. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. In that regard, the derived fair value estimates cannot be substantiated by comparison to independent markets and, in many cases, could not be realized in immediate settlement of the instruments. Certain financial instruments and all non-financial instruments are excluded from disclosure requirements. Accordingly, the aggregate fair value amounts presented do not represent the underlying value of the Company.

Fair value measurements under GAAP describes a framework for measuring fair value and requires disclosures about fair value measurements by establishing a three-level hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to valuation techniques that employ unobservable inputs (Level 3). If the inputs used to measure the assets or liabilities fall within different levels of the hierarchy, the classification is based on the lowest level input that is significant to the fair value measurement of the asset or liability. Classification of assets and liabilities within the hierarchy considers the markets in which the assets and liabilities are traded and the reliability and transparency of the assumptions used to determine fair value.

The three levels are defined as follows: Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets. Level 2 – inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar instruments in markets that are not active or by model-based techniques in which all significant inputs are observable in the market for the asset or liability, for substantially the full term of the financial instrument. Level 3 – the valuation methodology is derived from model-based techniques in which at least one significant input is unobservable to the fair value measurement and based on the Company’s own assumptions about market participants’ assumptions.

Following is a description of the valuation methodologies used for instruments measured on a recurring basis at estimated fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy:





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## Securities

Where quoted prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities would include highly liquid government bonds, mortgage products and exchange traded equities. If quoted market prices are not available, securities are classified within Level 2 and fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flow. Level 2 securities would include U.S. agency securities, mortgage-backed agency securities, obligations of states and political subdivisions and certain corporate, asset backed and other securities. In certain cases where there is limited activity or less transparency around inputs to the valuation, securities are classified within Level 3 of the valuation hierarchy. All of the Company's securities are classified as available for sale.

The Company had no fair value liabilities measured on a recurring basis at September 30, 2016 and December 31, 2015. A summary of assets at September 30, 2016 and December 31, 2015, measured at estimated fair value on a recurring basis was as follows:

(Dollars in Thousands)	Level 1	Level 2	Level 3	Total Fair Value Measurements
September 30, 2016				
Securities available for sale:				
U.S. Government Agencies	\$ 0	\$41,869	\$ 0	\$ 41,869
States and political subdivisions	0	130,399	0	130,399
U.S. Government Sponsored enterprises (GSE) residential mortgage-backed securities	0	123,881	0	123,881
GSE residential collateralized mortgage obligations (CMOs)	0	72,698	0	72,698
Private label CMOs	0	5,977	0	5,977
Total debt securities	0	374,824	0	374,824
Equity securities	0	78	0	78
Total securities	\$ 0	\$374,902	\$ 0	\$ 374,902
December 31, 2015				
Securities available for sale:				
U.S. Government Agencies	\$ 0	\$47,227	\$ 0	\$ 47,227
States and political subdivisions	0	125,961	0	125,961
GSE residential mortgage-backed securities	0	132,349	0	132,349
GSE residential collateralized mortgage obligations (CMOs)	0	15,843	0	15,843
GSE commercial CMOs	0	63,770	0	63,770
Private label CMOs	0	8,901	0	8,901
Total debt securities	0	394,051	0	394,051
Equity securities	0	73	0	73
Total securities	\$ 0	\$394,124	\$ 0	\$ 394,124

Certain financial assets are measured at fair value on a nonrecurring basis in accordance with GAAP. Adjustments to the fair value of these assets usually result from the application of lower-of-cost-or-market accounting or write-downs of individual assets.

The following describes the valuation techniques used by the Company to measure certain financial assets recorded at fair value on a nonrecurring basis in the financial statements:

Table of Contents**Impaired Loans**

The measurement of loss associated with impaired loans can be based on either the observable market price of the loan or the fair value of the collateral, or discounted cash flows based on a market rate of interest for performing TDRs. For collateral dependent loans, fair value is measured based on the value of the collateral securing the loan, less estimated costs to sell. Collateral may be in the form of real estate or business assets including equipment, inventory, and accounts receivable. The value of the real estate collateral is determined utilizing an income or market valuation approach based on an appraisal conducted by an independent, licensed appraiser outside of the Company using observable market data (Level 2). However, if the collateral is a house or building in the process of construction, or if management adjusts the appraisal value, then the fair value is considered Level 3. The value of business equipment is based upon an outside appraisal, if deemed significant, or the net book value on the applicable business' financial statements if not considered significant using observable market data. Likewise, values for inventory and accounts receivable collateral are based on financial statement balances or aging reports (Level 3). Impaired loans with an allocation to the allowance for loan losses are measured at fair value on a nonrecurring basis. Any fair value adjustments are recorded in the period incurred as provision for loan losses on the consolidated statements of income. Specific allocations to the allowance for loan losses or partial charge-offs were \$2,695,000 and \$2,246,000 at September 30, 2016 and December 31, 2015. Changes in the fair value of impaired loans for those still held at September 30, considered in the determination as to the provision for loan losses, totaled \$684,000 and \$75,000 for the three months ended September 30, 2016 and 2015, and \$815,000 and \$766,000 for the nine months ended September 30, 2016 and 2015.

**Foreclosed Real Estate**

Other real estate property acquired through foreclosure is initially recorded at the fair value of the property at the transfer date less estimated selling cost. Subsequently, other real estate owned is carried at the lower of its carrying value or the fair value less estimated selling cost. Fair value is usually determined based upon an independent third-party appraisal of the property or occasionally upon a recent sales offer. Specific charges to value the real estate owned at the lower of cost or fair value on properties held at September 30, 2016 and December 31, 2015 were \$204,000 and \$129,000. Changes in the fair value of foreclosed real estate for those still held at September 30, charged to real estate expenses, totaled \$42,000 and \$21,000 for the three months ended September 30, 2016 and 2015, and totaled \$109,000 and \$21,000 for the nine months ended September 30, 2016 and 2015.

**Mortgage Servicing Rights**

The fair value of mortgage servicing rights is estimated to be equal to its carrying value, unless the quarterly valuation model calculates the present value of the estimated net servicing income is less than its carrying value, in which case a lower of cost or fair value charge is taken. As of September 30, 2016 and December 31, 2015, a \$139,000 and \$0 lower of cost or fair value reserve existed on the mortgage servicing right portfolio. For the three and nine months ended September 30, 2016, impairment charges of \$128,000 and \$139,000 were recorded.

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The following table presents additional qualitative information about assets measured on a nonrecurring basis and for which the Company has utilized Level 3 inputs to determine fair value:

(Dollars in thousands)	Fair Value Estimate	Valuation Techniques	Unobservable Input	Range
September 30, 2016				
Impaired loans	\$ 9,841	Appraisal of collateral	Management adjustments on appraisals for property type and recent activity	0% - 68% discount
			Management adjustments for liquidation expenses	0% - 41% discount
Foreclosed real estate	149	Appraisal of collateral	Management adjustments on appraisals for property type and recent activity	15% - 100% discount
			Management adjustments for liquidation expenses	3% - 6% discount
Mortgage servicing rights	2,532	Discounted cash flows	Weighted average CPR	12.80%
			Discount rate	9.55%
December 31, 2015				
Impaired loans	\$ 4,757	Appraisal of collateral	Management adjustments on appraisals for property type and recent activity	0% - 70% discount
			Management adjustments for liquidation expenses	6% - 44% discount
Foreclosed real estate	175	Appraisal of collateral	Management adjustments on appraisals for property type and recent activity	10% - 20% discount
			Management adjustments for liquidation expenses	5% - 6% discount

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A summary of assets at September 30, 2016 and December 31, 2015, measured at estimated fair value on a nonrecurring basis was as follows:

(Dollars in thousands)	Level 1	Level 2	Level 3	Total Fair Value Measurements
September 30, 2016				
Impaired Loans				
Commercial real estate:				
Owner-occupied	\$ 0	\$0	\$823	\$ 823
Non-owner occupied	0	0	6,181	6,181
Multi-family	0	0	207	207
Non-owner occupied residential	0	0	425	425
Acquisition and development:				
Commercial and land development	0	0	2	2
Commercial and industrial	0	0	66	66
Residential mortgage:				
First lien	0	0	1,980	1,980
Home equity - lines of credit	0	0	150	150
Installment and other loans	0	0	7	7
Impaired loans, net	\$ 0	\$0	\$9,841	\$ 9,841
Foreclosed real estate				
Residential	\$ 0	\$0	\$127	\$ 127
Commercial and land development	0	0	22	22
Total foreclosed real estate	\$ 0	\$0	\$149	\$ 149
Mortgage servicing rights	\$ 0	\$2,532	\$0	\$ 2,532
December 31, 2015				
Impaired Loans				
Commercial real estate:				
Owner-occupied	\$ 0	\$0	\$881	\$ 881
Non-owner occupied	0	0	736	736
Multi-family	0	0	233	233
Non-owner occupied residential	0	0	570	570
Acquisition and development:				
Commercial and land development	0	0	5	5
Residential mortgage:				
First lien	0	0	2,094	2,094
Home equity - lines of credit	0	0	229	229
Installment and other loans	0	0	9	9
Impaired loans, net	\$ 0	\$0	\$4,757	\$ 4,757
Foreclosed real estate				
Residential	\$ 0	\$0	\$101	\$ 101
Commercial and land development	0	0	74	74
Total foreclosed real estate	\$ 0	\$0	\$175	\$ 175



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Fair values of financial instruments

In addition to those disclosed above, the following methods and assumptions were used by the Company in estimating fair values of financial instruments as disclosed herein:

Cash and Due from Banks and Interest Bearing Deposits with Banks

The carrying amounts of cash and due from banks and interest bearing deposits with banks approximate their fair value.

Loans Held for Sale

Loans held for sale are carried at the lower of cost or fair value. These loans typically consist of one-to-four family residential loans originated for sale in the secondary market. Fair value is based on the price secondary markets are currently offering for similar loans using observable market data which is not materially different than cost due to the short duration between origination and sale.

Loans Receivable

For variable-rate loans that reprice frequently and have no significant change in credit risk, fair values are based on carrying values. Fair values for fixed rate loans are estimated using discounted cash flow analyses, using interest rates currently being offered in the market for loans with similar terms to borrowers of similar credit quality.

Restricted Investment in Bank Stock

These investments are carried at cost. The Company is required to maintain minimum investment balances in these stocks, which are not actively traded and therefore have no readily determinable market value.

Deposits

The fair values disclosed for demand deposits are, by definition, equal to the amount payable on demand at the reporting date (that is, their carrying amounts). The carrying amounts of variable-rate, fixed-term money market accounts and certificates of deposit approximate their fair values at the reporting date. Fair values for fixed-rate certificates of deposits and IRAs are estimated using a discounted cash flow calculation that applies interest rates currently being offered in the market to a schedule of aggregated expected maturities on time deposits.

Short-Term Borrowings

The carrying amounts of federal funds purchased, borrowings under Repurchase Agreements, and other short-term borrowings maturing within 90 days approximate their fair values. Fair values of other short-term borrowings are estimated using discounted cash flow analysis based on the Company's current borrowing rates for similar types of borrowing arrangements.

Long-Term Debt

The fair value of the Company's fixed rate long-term borrowings is estimated using a discounted cash flow analysis based on the Company's current incremental borrowing rate for similar types of borrowing arrangements. The carrying amounts of variable-rate long-term borrowings approximate their fair values at the reporting date.

Accrued Interest

The carrying amounts of accrued interest receivable and payable approximate their fair values.

Off-Balance-Sheet Instruments

The Company generally does not charge commitment fees. Fees for standby letters of credit and other off-balance-sheet instruments are not significant.

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The estimated fair values of the Company's financial instruments were as follows at September 30, 2016 and December 31, 2015:

(Dollars in thousands)	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
September 30, 2016					
Financial Assets					
Cash and due from banks	\$ 17,787	\$ 17,787	\$17,787	\$ 0	\$ 0
Interest bearing deposits with banks	19,854	19,854	19,854	0	0
Restricted investments in bank stocks	6,615	n/a	n/a	n/a	n/a
Securities available for sale	374,902	374,902	0	374,902	0
Loans held for sale	3,956	4,066	0	4,066	0
Loans, net of allowance for loan losses	833,211	847,597	0	0	847,597
Accrued interest receivable	3,690	3,690	0	1,869	1,821
Financial Liabilities					
Deposits	1,133,332	1,140,146	0	1,140,146	0
Short-term borrowings	42,852	42,852	0	42,852	0
Long-term debt	24,247	25,162	0	25,162	0
Accrued interest payable	350	350	0	350	0
Off-balance sheet instruments	0	0	0	0	0
December 31, 2015					
Financial Assets					
Cash and due from banks	\$ 11,412	\$ 11,412	\$11,412	\$ 0	\$ 0
Interest bearing deposits with banks	16,928	16,928	16,928	0	0
Restricted investments in bank stocks	8,720	n/a	n/a	n/a	n/a
Securities available for sale	394,124	394,124	0	394,124	0
Loans held for sale	5,917	6,045	0	6,045	0
Loans, net of allowance for loan losses	768,145	776,067	0	0	776,067
Accrued interest receivable	3,845	3,845	0	2,257	1,588
Financial Liabilities					
Deposits	1,032,167	1,032,265	0	1,032,265	0
Short-term borrowings	89,156	89,156	0	89,156	0
Long-term debt	24,495	25,357	0	25,357	0
Accrued interest payable	366	366	0	366	0
Off-balance sheet instruments	0	0	0	0	0



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NOTE 10. CONTINGENCIES

The nature of the Company's business generates a certain amount of litigation involving matters arising out of the ordinary course of business. Except as described below, in the opinion of management, there are no legal proceedings that might have a material effect on the results of operations, liquidity, or the financial position of the Company at this time.

The Company, the Bank and certain current and former directors and executive officers (collectively, "Orrstown Defendants") are defendants in a putative class action filed by Southeastern Pennsylvania Transportation Authority ("SEPTA") on May 25, 2012, in the United States District Court for the Middle District of Pennsylvania. In a later amended complaint, the list of defendants was expanded to include the Company's then independent registered public accounting firm and the underwriters of the Company's March 2010 public offering of common stock. The complaint, as amended, alleges among other things that (i) in connection with the Company's Registration Statement on Form S-3 dated February 23, 2010 and its Prospectus Supplement dated March 23, 2010, and (ii) during the purported class period of March 15, 2010 through April 5, 2012, the Company issued materially false and misleading statements regarding the Company's lending practices and financial results, including misleading statements concerning the stringent nature of the Bank's credit practices and underwriting standards, the quality of its loan portfolio, and the intended use of the proceeds from the Company's March 2010 public offering of common stock. The complaint asserts claims under Sections 11, 12(a) and 15 of the Securities Act of 1933, Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder, and seeks class certification, unspecified money damages, interest, costs, fees and equitable or injunctive relief.

On June 22, 2015, the Court dismissed without prejudice SEPTA's amended complaint against all defendants, finding that SEPTA failed to state a claim under either the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended. The Court ordered that, within 30 days, SEPTA either seek leave to amend its amended complaint, accompanied by the proposed amendment, or file a notice of its intention to stand on the amended complaint.

On July 22, 2015, SEPTA filed a motion for leave to amend under Local Rule 15.1, as allowed by the Court's ruling on June 22, 2015. Many of the allegations of the proposed second amended complaint are essentially the same or similar to the allegations of the dismissed amended complaint. The proposed second amended complaint also alleges that the Orrstown Defendants did not publicly disclose certain alleged failures of internal controls over loan underwriting, risk management, and financial reporting during the period 2009 to 2012, in violation of the federal securities laws. On February 8, 2016, the Court granted SEPTA's motion for leave to amend and SEPTA filed its second amended complaint that same day.

On February 25, 2016, the Court issued a scheduling Order directing: all defendants to file any motions to dismiss by March 18, 2016; SEPTA to file an omnibus opposition to defendants' motions to dismiss by April 8, 2016; and all defendants to file reply briefs in support of their motions to dismiss by April 22, 2016. Defendants timely filed their motions to dismiss the second amended complaint and the parties filed their briefs in accordance with the Court-ordered schedule. The February 25, 2016 Order stays all discovery and other deadlines in the case (including the filing of SEPTA's motion for class certification) pending the outcome of the motions to dismiss.

The allegations of SEPTA's proposed second amended complaint disclosed the existence of a confidential, non-public, fact-finding inquiry regarding the Company being conducted by the Commission. On September 27, 2016, the Company entered into a settlement agreement with the Commission resolving the investigation of accounting and related matters at the Company for the periods ended June 30, 2010, to December 31, 2011. As part of the settlement of the Commission's administrative proceedings and pursuant to the cease-and-desist order, without admitting or denying the Commission's findings, the Company, its Chief Executive Officer, its former Chief Financial Officer, its former Executive Vice President and Chief Credit Officer and its Chief Accounting Officer, agreed to pay civil money penalties to the Commission. The Company agreed to pay a civil money penalty of \$1,000,000. The Company had previously established a reserve for that amount which was expensed in the second fiscal quarter of 2016.

On September 27, 2016, the Orrstown Defendants filed with the Court a Notice of Subsequent Event in Further Support of their Motion to Dismiss the Second Amended Complaint, regarding the settlement with the Commission. The Notice attached a copy of the Commission's cease-and-desist order and briefly described what the Company

believes are the most salient terms of the neither-admit-nor-deny settlement. On September 29, 2016, SEPTA filed a Response to the Notice, in which SEPTA argued that the settlement with the Commission did not support dismissal of the second amended complaint.

The Company believes that the allegations of SEPTA's second amended complaint are without merit and intends to vigorously defend itself against those claims. Given that the SEPTA litigation is still in the pleading stage, it is not possible at this time to estimate reasonably possible losses, or even a range of reasonably possible losses, in connection with the litigation.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

The Company, headquartered in Shippensburg, Pennsylvania, is a one-bank holding company that has elected status as a financial holding company. The consolidated financial information presented herein reflects the Company and its wholly-owned subsidiary, Orrstown Bank. At September 30, 2016, the Company had total assets of \$1,354,154,000, total liabilities of \$1,214,359,000 and total shareholders' equity of \$139,795,000.

The U.S. economy is in its eighth year of recovery. The average pace of economic growth has been well below the pace experienced in prior economic expansions. Unemployment has remained around the Federal Open Market Committee's 5.0% estimate of full employment for the last year and headline inflation is starting to creep higher as the effects of prior year's falling energy prices dissipate. Corporate profitability for publicly traded companies continues to decline which has led to a cut back in hiring and business investment. In addition, most of the rest of the world's developed economies appear to be struggling to increase their pace of economic growth which has resulted in volatile markets. U.S. manufacturing has been struggling since the dollar strengthened in 2014. While the dollar weakened in the first half of 2016, it has recently strengthened again in anticipation of additional increases in the Federal Funds rate. The FRB has repeatedly delayed their plans to tighten monetary policy due to the slowing pace of growth and increased uncertainty.

Caution About Forward Looking Statements

Certain statements appearing herein which are not historical in nature are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In addition, the Company may make other written and oral communications, from time to time, that contain such statements. Such forward-looking statements refer to a future period or periods, reflecting management's current beliefs as to likely future developments, and use words like "may," "will," "expect," "estimate," "anticipate" or similar terms. Forward-looking statements are statements that include projections, predictions, expectations, or beliefs about events or results or otherwise are not statements of historical facts, including, but not limited to, statements related to new business development, new loan opportunities, growth in the balance sheet and fee based revenue lines of business, reducing risk assets, and mitigating losses in the future. Actual results and trends could differ materially from those set forth in such statements and there can be no assurances that we will achieve the desired level of new business development and new loans, growth in the balance sheet and fee based revenue lines of business, continue to reduce risk assets or mitigate losses in the future. Factors that could cause actual results to differ from those expressed or implied by the forward-looking statements include, but are not limited to, the following: ineffectiveness of the Company's business strategy due to changes in current or future market conditions; the effects of competition, including industry consolidation and development of competing financial products and services; changes in laws and regulations, including the Dodd-Frank Wall Street Reform and Consumer Protection Act; interest rate movements; changes in credit quality; inability to raise capital under favorable conditions, volatilities in the securities markets; deteriorating economic conditions; and other risks and uncertainties, including those detailed in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015, the Company's Quarterly Reports on Form 10-Q for the quarters ended June 30, 2016 and March 31, 2016, and this Quarterly Report on Form 10-Q under the sections titled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" and in other filings made with the Commission. The statements are valid only as of the date hereof and the Company disclaims any obligation to update this information.

The following is a discussion of our consolidated financial condition at September 30, 2016 and results of operations for the three and nine months ended September 30, 2016 and 2015. Throughout this discussion, the yield on earning assets is stated on a fully taxable-equivalent basis and balances represent average daily balances unless otherwise stated. The discussion and analysis should be read in conjunction with our Consolidated Financial Statements (Unaudited) and Notes thereto presented elsewhere in this report. Certain prior period amounts, presented in this discussion and analysis, have been reclassified to conform to current period classifications.

Critical Accounting Policies

The Company's Consolidated Financial Statements are prepared in accordance with GAAP and follow general practices within the financial services industry in which it operates. Management, in order to prepare the Company's Consolidated Financial Statements, is required to make estimates, assumptions and judgments that affect the amounts

reported in the financial statements and accompanying notes. These estimates, assumptions, and judgments are based on information available as of the balance sheet date through the date the financial statements are filed with the Commission. As this information changes, the Consolidated Financial Statements could reflect different estimates, assumptions, and judgments. Certain policies inherently have a greater reliance on the use of estimates, assumptions, and judgments and as such have a greater possibility of

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producing results that could be materially different than originally reported. Estimates, assumptions, and judgments are necessary when assets and liabilities are required to be recorded at fair value, when a decline in the value of an asset not carried on the financial statements at fair value warrants an impairment write-down or valuation reserve to be established, or when an asset or liability needs to be recorded contingent upon a future event. Carrying assets and liabilities at fair value inherently results in more financial statement volatility. The fair values and the information used to record valuation adjustments for certain assets and liabilities are based either on quoted market prices or are provided by other third-party sources.

The most significant accounting policies followed by the Company are presented in Note 1 to the Consolidated Financial Statements. These policies, along with the disclosures presented in the other financial statement notes, provide information on how significant assets and liabilities are valued in the financial statements and how those values are determined. Based on the valuation techniques used and the sensitivity of financial statement amounts to the methods, assumptions, and estimates underlying those amounts, the Company has identified the adequacy of the allowance for loan losses and accounting for income taxes as critical accounting policies.

The allowance for loan losses represents management's estimate of probable incurred credit losses in the loan portfolio. Determining the amount of the allowance for loan losses is considered a critical accounting estimate because it requires significant judgment and the use of estimates related to the amount and timing of expected future cash flows on impaired loans, estimated losses on pools of homogeneous loans based on historical loss experience, and consideration of current economic trends and conditions, all of which may be susceptible to significant change. The loan portfolio also represents the largest asset type on the consolidated balance sheet.

The Company recognizes deferred tax assets and liabilities for the future effects of temporary differences and tax credits. Enacted tax rates are applied to cumulative temporary differences based on expected taxable income in the periods in which the deferred tax asset or liability is anticipated to be realized. In the third quarter of 2016, the Company reassessed its estimated annual effective tax rate and changed it from 35% to 34%, to reflect management's assessment that it will not be in the higher tax bracket. As a result, income tax expense recorded for the first nine months was adjusted to reflect the changes in tax rates and resulted in an increase in deferred income tax expense of \$176,000, which was charged to the third quarter. Future tax rate changes could occur that would require the recognition of income or expense in the statement of operations in the period in which they are enacted. Deferred tax assets must be reduced by a valuation allowance if in management's judgment it is "more likely than not" that some portion of the asset will not be realized. Management may need to modify its judgment in this regard, from one period to another, should a material change occur in the business environment, tax legislation, or in any other business factor that could impair the Company's ability to benefit from the asset in the future. Management considered projected future taxable income, length of time needed for carryforwards to reverse, available tax planning strategies, and other factors in making its assessment that it was more likely than not the net deferred taxes would be realized.

Readers of the Consolidated Financial Statements should be aware that the estimates and assumptions used in the Company's current financial statements may need to be updated in future financial presentations for changes in circumstances, business or economic conditions in order to fairly represent the condition of the Company at that time.

**RESULTS OF OPERATIONS****QUARTER ENDED SEPTEMBER 30, 2016 COMPARED TO QUARTER ENDED SEPTEMBER 30, 2015****Summary**

The Company recorded net income of \$1,442,000 for the third quarter of 2016 compared to net income of \$2,461,000 for the same period in 2015. Diluted earnings per share amounted to \$0.18 for the three months ended September 30, 2016, compared to \$0.30 for the same period in 2015. The results of operations for the three months ended September 30, 2016 were negatively influenced by a \$250,000 provision for loan losses, as compared to a negative provision, or recovery of amounts previously provided, of \$603,000 for the same period in the prior year. Net interest income totaled \$9,234,000 for the three months September 30, 2016, an increase of 6.0% over the same period in 2015.

**Net Interest Income**

Net interest income, which is the difference between interest income and fees on interest-earning assets and interest expense on interest-bearing liabilities, is the primary component of the Company's revenue. Interest-earning assets include loans, securities and federal funds sold. Interest bearing liabilities include deposits and borrowed funds. To compare the tax-

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exempt yields to taxable yields, amounts are adjusted to pretax equivalents based on a 34% federal corporate tax rate for 2016, and 35% in 2015, reflective of the change in the Company's estimated incremental tax rate.

Net interest income is affected by changes in interest rates, volumes of interest-earning assets and interest-bearing liabilities and the composition of those assets and liabilities. The “net interest spread” and “net interest margin” are two common statistics related to changes in net interest income. The net interest spread represents the difference between the yields earned on interest-earning assets and the rates paid for interest-bearing liabilities. The net interest margin is defined as the ratio of net interest income to average earning assets. Through the use of non-interest bearing demand deposits and shareholders' equity, the net interest margin exceeds the net interest spread, as these funding sources are non-interest bearing.

For the three months ended September 30, 2016, net interest income measured on a fully tax equivalent basis increased \$479,000, or 5.2%, to \$9,689,000 from \$9,210,000 in the corresponding period in 2015. A primary reason for the increase in net interest income was the 4.4% increase in interest earning assets complemented by an increase in net interest margin of 3 basis points.

Interest income earned on loans increased from \$8,183,000 for the quarter ended September 30, 2015 to \$8,860,000 for the same period in 2016, a \$677,000 increase. The reason for the increase was an increase in the average balance of loans from \$756,271,000 for the third quarter of 2015 to \$844,547,000 for the same period in 2016, partially offset by a decrease in the average rate earned from 4.29% in the quarter ended September 30, 2015 to 4.17% in the same period in 2016. Favorable market conditions and the addition of several seasoned loan officers resulted in favorable loan growth. However, new loans added were generally at lower interest rates than the existing portfolio, resulting in a 12 basis point reduction in yield.

Securities interest income increased \$29,000 to \$2,207,000 for the quarter ended September 30, 2016, from \$2,178,000 for the same period in 2015. Despite lower average balances, the increase resulted from the average tax equivalent yields on securities increasing from 2.16% for the three months ended September 30, 2015 to 2.45% for the corresponding period in the current year. The increase in yields resulted from a higher composition of tax free securities, and the higher tax-equivalent yields associated with them. The decrease in the average balance of securities is the result of sales and pay downs on securities available for sale used to fund loan growth which impacted averages.

Interest expense on deposits and borrowings for the three months ended September 30, 2016 was \$1,420,000, an increase of \$248,000, from \$1,172,000 in the same period in 2015. The Company has been able to gather both non-interest bearing and interest bearing deposit relationships from enhanced cash management offerings as it increases its commercial relationships which resulted in an increase in average interest-bearing deposits. Our cost of funds on interest-bearing liabilities increased to 0.56% for the quarter ended September 30, 2016 from 0.48% for the same period in 2015. Influencing the cost of funds was \$108,000 of accelerated interest expense on the call of brokered certificates of deposits issued by the Company during the three months ended September 30, 2016.

Additionally, the cost of interest bearing liabilities is influenced by changes in short-term interest rates.

The Company's net interest spread of 3.04% increased 1 basis point in the quarter ended September 30, 2016 as compared to the same period in 2015. Net interest margin was 3.14% for the quarter ended September 30, 2016, a 3 basis point increase from 3.11% for the quarter ended September 30, 2015. Despite higher average balances in loans during the three months ended September 30, 2016 as compared to 2015 and a 25 basis point increase in the prime lending rate between the two periods, the flattening yield curve affected the Company's net interest margin for the period. Payments on and maturities of existing loans were reinvested at lower rates due to competitive market conditions. The increase on securities yields helped increase the average yield earned on interest earning assets for the three months ended September 30, 2016 as compared to 2015 and helped expand the net interest margin slightly over the same period in 2015.

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The table below presents net interest income on a fully taxable equivalent basis (FTE), net interest spread and net interest margin for the quarters ended September 30, 2016 and 2015.

(Dollars in thousands)	September 30, 2016			September 30, 2015		
	Average Balance	Tax Equivalent Interest	Tax Equivalent Rate	Average Balance	Tax Equivalent Interest	Tax Equivalent Rate
<b>Assets</b>						
Federal funds sold & interest bearing bank balances	\$23,330	\$ 42	0.72 %	\$18,824	\$ 21	0.44 %
Securities	358,259	2,207	2.45	399,163	2,178	2.16
Loans	844,547	8,860	4.17	756,271	8,183	4.29
Total interest-earning assets	1,226,136	11,109	3.60	1,174,258	10,382	3.51
Other assets	102,828			90,874		
Total	\$1,328,964			\$1,265,132		
<b>Liabilities and Shareholders' Equity</b>						
Interest bearing demand deposits	\$584,257	\$ 330	0.22	\$487,710	\$ 226	0.18
Savings deposits	90,790	36	0.16	83,861	34	0.16
Time deposits	279,006	929	1.32	285,125	719	1.00
Short term borrowings	33,912	21	0.25	94,071	85	0.36
Long term debt	24,295	104	1.70	24,621	108	1.74
Total interest bearing liabilities	1,012,260	1,420	0.56	975,388	1,172	0.48
Non-interest bearing demand deposits	161,874			146,954		
Other	14,515			11,642		
Total Liabilities	1,188,649			1,133,984		
Shareholders' Equity	140,315			131,148		
Total	\$1,328,964			\$1,265,132		
Net interest income (FTE)/net interest spread		9,689	3.04 %		9,210	3.03 %
Net interest margin			3.14 %			3.11 %
Tax-equivalent adjustment		(455 )			(497 )	
Net interest income		\$ 9,234			\$ 8,713	

NOTES: (1) Yields and interest income on tax-exempt assets have been computed on a fully taxable equivalent basis assuming a 34% tax rate in 2016 and a 35% tax rate in 2015.

(2) For yield calculation purposes, nonaccruing loans are included in the average loan balance.

**Provision for Loan Losses**

The Company recorded a provision for loan losses of \$250,000 during the three months ended September 30, 2016, compared to a negative provision, or reversal of amounts previously provided, of \$603,000 for the same period in 2015. In calculating the required provision for loan losses, both quantitative and qualitative factors are considered in the determination of the adequacy of the allowance for loan losses. The provision for loans losses of \$250,000 for the three months ended September 30, 2016 is reflective of a growing loan portfolio, loan risk ratings migration, a specific reserve on one relationship, and other qualitative factors. The negative provision in the third quarter of 2015 is the result of a recovery on a loan with prior charge-offs totaling \$603,000.

See further discussion in the "Allowance for Loan Losses" section.



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## Noninterest Income

Noninterest income for the three months ended September 30, 2016, excluding securities gains, totaled \$4,568,000, a decrease of 4.9% from the \$4,802,000 earned in the same period in 2015. Several factors contributed to the net decrease in noninterest income, the components of which, varied during the three months ended September 30, 2016 compared to the same period in 2015, as noted below.

Other service charges, commissions and fees totaled \$188,000 for the three months ended September 30, 2016, a \$398,000 decrease from the same period in 2015. Favorably influencing 2015 results were incremental gains on the sales of SBA and USDA loans totaling \$177,000 for three months, and higher loan fees totaling \$187,000 for the same period in 2015 as compared to the current period.

Mortgage banking activities generated revenue of \$1,012,000 for the three months ended September 30, 2016, compared to \$837,000 for the corresponding period in 2015. Favorable interest rate conditions have supported increased new home purchases and refinancing activity resulting in the favorable increase in mortgage banking activities revenues during the year. However, the increased refinancing activity impacted the prepayment speeds on our mortgage servicing rights portfolio, and resulted in an impairment charge of \$128,000 for three months ended September 30, 2016, with no corresponding charge in 2015.

Trust department and brokerage income totaled \$1,706,000 for the three months ended September 30, 2016, and represented a 5.0% increase in the quarter-to-date period as compared to the same period in 2015. A comparison of trust and brokerage income indicates that increased estate fees were able to offset lower brokerage income.

Other income totaled \$20,000 for the three months ended September 30, 2016, representing a decline of \$84,000 from the \$104,000 earned in the same period in 2015. Contributing to the decline was lower gains on sale of other real estate owned for the three months ended September 30, 2016 compared to the same period in 2015.

Securities gains totaled \$0 for the three months ended September 30, 2016, compared to \$29,000 for the same period in 2015. Asset/liability management strategies and interest rate conditions resulted in gains on sales of securities for the three months ended September 30, 2015.

## Noninterest Expenses

Noninterest expenses totaled \$11,985,000 for the three months ended September 30, 2016, compared to \$11,224,000 for the corresponding prior year period, an increase of 6.8%. The following factors contributed to the net increase in noninterest expense.

Salaries and employee benefits totaled \$6,823,000 for the three months ended September 30, 2016 compared to \$6,051,000 for the same period in 2015, an increase of 12.8%. The higher salary expenses in 2016 were due to additional employees, including customer-facing bankers in the markets targeted for expansion as well as merit increases. Employee benefit costs also rose as additional medical expense was incurred for new employees and increased claim activity, as well as higher costs associated with supplemental executive compensation and additional share-based awards granted in 2016.

Consistent with the Bank's recent growth strategy in which new facilities were acquired in Berks, Cumberland, Dauphin and Lancaster counties, the Bank has experienced increases in occupancy expenses. For the three months ended September 30, 2016, these costs totaled \$683,000, compared to \$529,000 for the corresponding period in 2015. In the third quarter of 2016, the Federal Deposit Insurance Corporation ("FDIC") lowered the assessment rate on banks requiring their insurance, given the surplus accumulated in their fund. The Company benefited from the lower assessment, which lowered the cost of FDIC insurance to \$143,000 for the three months ended September 30, 2016, compared to \$201,000 for the same period in 2015.

Legal fees for the three months ended September 30, 2016 totaled \$298,000, and decreased from \$427,000 for the corresponding period in the prior year. In the third quarter of 2015, the Company had higher than normal legal expenses as it attended to legal matters, including the outstanding litigation against the Company and an ongoing investigation with the Commission which began in the second quarter of 2015. The SEC matter settled in September 2016, and the legal services associated with it in 2016 have been less than the heightened levels in 2015.

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Collection and problem loan expense for the three months ended September 30, 2016 and 2015 totaled \$39,000 and \$108,000, with the decrease in expense reflecting the lower level of classified loans that are being worked by the Company. However, we have seen an increase in other real estate owned properties, which has led to an increase in these costs from \$42,000 for the three months ended September 30, 2015 to \$94,000 for the corresponding period in 2016.

Taxes, other than income, totaled \$186,000 for the three months ended September 30, 2016, representing a decrease of \$53,000 for the three month period compared to the same period in 2015. The lower expense for the three months ended September 30, 2016 as compared to the corresponding period in 2015 is a result of filing PA Bank Shares tax return in the third quarter and adjusting the balances.

The Company's efficiency ratio increased for the three months ended September 30, 2016 to 83.2% compared to 79.6% for the same period in 2015. The higher, or less favorable, ratio between the two periods was primarily the result of the increase in noninterest expense which outpaced the growth in net interest and noninterest income. The efficiency ratio expresses noninterest expense as a percentage of tax equivalent net interest income and noninterest income, excluding securities gains, intangible asset amortization, other real estate income and expenses and the regulatory settlement charge.

**Income Tax Expense**

Income tax expense totaled \$125,000 for the three months ended September 30, 2016, for an effective tax rate of 8.0%, compared to \$462,000, or 15.8% of pre-tax income, for the same period in 2015. The Company's effective tax rate is significantly less than the federal statutory rate of 34% principally due to tax-free income, including interest earned on tax-free loans and securities, earnings on the cash surrender value of life insurance policies, offset by non-tax deductible expenses. The lower effective tax rate for the three months ended September 30, 2016 compared to the corresponding period in 2015 and the prior quarter's effective tax rate of 27.1% resulted from a lower projected annual tax rate for the year than at the end of the second quarter of 2016.

**NINE MONTHS ENDED SEPTEMBER 30, 2016 COMPARED TO NINE MONTHS ENDED SEPTEMBER 30, 2015**

**Summary**

The Company recorded net income of \$4,700,000 for the nine months ended September 30, 2016 compared to net income of \$6,425,000 for the same period in 2015. Diluted EPS for the nine months ended September 30, 2016 were \$0.58, compared to \$0.79 for the nine months ended September 30, 2015. The results of operations for the nine months ended September 30, 2016 were influenced by a \$250,000 provision for loan losses, as compared to a negative provision, or recovery of amounts previously provided, of \$603,000 for the same period in the prior year. In addition, the payment by the Company of a civil money penalty of \$1,000,000 to settle the Commission's administrative proceedings against the Company also had a negative impact on 2016 results in comparison to 2015. Net interest income positively influenced results of operations, and was \$26,835,000 for the nine months ended September 30, 2016, a 4.7% increase compared to the same period in 2015.

**Net Interest Income**

For the nine months ended September 30, 2016, net interest income measured on a fully tax equivalent basis increased \$1,484,000 to \$28,259,000 from \$26,775,000 in the corresponding period in 2015. The primary reason for the increase in net interest income was an increase in the average balance of loans and average rates earned on securities, offset partially by a higher average balance of interest bearing liabilities and higher cost of funds on them.

Interest income earned on loans increased \$1,946,000 from \$23,805,000 for the nine months ended September 30, 2015 to \$25,751,000 for the same period in 2016. The primary reason for the increase was growth in the average loan balance from \$738,204,000 for the nine months ended September 30, 2015 to \$821,528,000 for the same period in 2016, offset partially by a 12 basis point decrease in the yield on loans to 4.19% for the nine months ended September 30, 2016. A combination of cash received as payments and payoffs of loans with higher rates paying off and new loans made at lower rates due to competitive market conditions has led to the decrease in lower average interest rates earned on loans.

Securities interest income increased \$413,000 to \$6,374,000 for the nine months ended September 30, 2016, from \$5,961,000 for the same period in 2015. The average balance of securities decreased from \$375,212,000 for the nine months ended September 30, 2015 to \$350,975,000 for the same period in 2016. The increase in interest income on securities was positively affected by a higher composition of tax free securities and higher tax equivalent yields associated with them, and resulted in an after-tax yield earned on securities of 2.43% in 2016 compared to 2.12% for the same period in 2015. The

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decrease in the average balance of securities for the nine month period is primarily the result of sales and pay downs used to fund loan growth. Increases on yields on securities helped increase the average yield earned on interest earning assets in 2016.

Interest expense on deposits and borrowings for the nine months ended September 30, 2016 was \$4,052,000, an increase of \$997,000, from \$3,055,000 in the same period in 2015. The Company has been able to gather both non-interest bearing and interest bearing deposit relationships from enhanced cash management offerings as it increases its commercial relationships. The additional deposits that the Company obtained in the first nine months of 2016 were used to pay down short-term borrowings and fund a portion of the loan growth. The Company's cost of funds on interest bearing liabilities has increased to 0.54% for the nine months ended September 30, 2016 from 0.43% for the same period in 2015. The higher rate paid was primarily for intermediate term brokered deposits that were acquired in the latter half of 2015 to protect the Bank's earnings from a rising rate environment. Rates fell in 2016, and as a result, the Company elected to call a portion of these brokered deposits which accelerated interest expense on them by \$108,000 that was recorded in the third quarter of 2016. Additionally, the cost of interest bearing liabilities is influenced by changes in short-term interest rates.

The Company's net interest spread of 3.02% decreased 7 basis points for the nine months ended September 30, 2016 as compared to the same period in 2015. Net interest margin for the nine months ended September 30, 2016 was 3.12%, a 4 basis point decrease from 3.16% for the nine months ended September 30, 2015. Despite higher average balances in loans during the nine months ended September 30, 2016 as compared to 2015, the effect of the flattening yield curve negatively impacted the Company's net interest margin for the period. Maturing loans were reinvested at lower rates due to competitive market conditions. The increase on securities yields helped increase the average yield earned on interest earnings assets for the nine months ended September 30, 2016 as compared to 2015, but it was not enough to offset increased funding costs.

The table that follows shows average balances and interest yields on a fully taxable equivalent basis (FTE) for the nine months ended September 30, 2016 and 2015:

(Dollars in thousands)	September 30, 2016			September 30, 2015		
	Average Balance	Tax Equivalent Interest	Tax Equivalent Rate	Average Balance	Tax Equivalent Interest	Tax Equivalent Rate
<b>Assets</b>						
Federal funds sold & interest bearing bank balances	\$38,964	\$ 186	0.64 %	\$20,901	\$ 64	0.41 %
Securities	350,975	6,374	2.43	375,212	5,961	2.12
Loans	821,528	25,751	4.19	738,204	23,805	4.31
Total interest-earning assets	1,211,467	32,311	3.56	1,134,317	29,830	3.52
Other assets	98,517			85,221		
Total	\$1,309,984			\$1,219,538		
<b>Liabilities and Shareholders' Equity</b>						
Interest bearing demand deposits	\$549,385	\$ 861	0.21	\$498,028	\$ 671	0.18
Savings deposits	89,948	107	0.16	85,284	102	0.16
Time deposits	294,627	2,657	1.20	250,554	1,763	0.94
Short term borrowings	52,619	112	0.28	89,189	226	0.34
Long term debt	24,377	315	1.73	21,842	293	1.79
Total interest bearing liabilities	1,010,956	4,052	0.54	944,897	3,055	0.43
Non-interest bearing demand deposits	147,161			132,731		
Other	13,699			11,146		
Total Liabilities	1,171,816			1,088,774		
Shareholders' Equity	138,168			130,764		
Total	\$1,309,984			\$1,219,538		
Net interest income (FTE)/net interest spread		28,259	3.02 %		26,775	3.09 %

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Net interest margin		3.12 %		3.16 %
Tax-equivalent adjustment	(1,424 )		(1,149 )	
Net interest income	\$ 26,835		\$ 25,626	

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NOTES: (1) Yields and interest income on tax-exempt assets have been computed on a fully taxable equivalent basis assuming a 34% tax rate in 2016 and a 35% tax rate in 2015.

(2) For yield calculation purposes, nonaccruing loans are included in the average loan balance.

Provision for Loan Losses

The Company recorded a provision for loan losses of \$250,000 for the nine month period ended September 30, 2016 compared to a negative provision, or reversal of amounts previously provided, of \$603,000 for the nine months ended September 30, 2015. In calculating the required provision for loan losses, both quantitative and qualitative factors are considered in the determination of the adequacy of the allowance for loan losses. The provision for loans losses of \$250,000 for the nine months ended September 30, 2016 is reflective of a growing loan portfolio, loan risk ratings migration, a specific reserve on one relationship, and other qualitative factors. The negative provision in the third quarter of 2015 is the result of a recovery on a loan with prior charge-offs totaling \$603,000.

See further discussion in the "Allowance for Loan Losses" section.

Noninterest Income

Noninterest income, excluding securities gains, totaled \$13,350,000 for the nine months ended September 30, 2016, compared to \$13,171,000 for the same period in 2015. Several factors contributed to the net change in noninterest income for the first nine months of 2016 compared to the same period in 2015, as noted below.

The Company experienced an increase in service charges on deposit accounts of \$172,000 for the nine months ended September 30, 2016 to \$4,045,000 compared to the corresponding period in 2015, due principally to revenues generated from new cash management product offerings and higher interchange fees associated with increased usage by our customers.

Other service charges, commissions and fees totaled \$637,000 for the nine months ended September 30, 2016, a \$387,000 decrease from the same period in 2015. Favorably influencing 2015 results were incremental gains on the sales of SBA and USDA loans totaling \$203,000 for three months, and higher loan fees totaling \$191,000 for the same period in 2015.

Trust department income totaled \$3,771,000 for the nine months ended September 30, 2016, and represented a 7.2% increase in the year-to-date period. The increased revenue was attributed to estate settlements, as well as some new business added.

Mortgage banking activities generated revenue of \$2,381,000 for the nine months ended September 30, 2016, compared to \$2,150,000 for the corresponding periods in 2015. Favorable interest rate conditions have supported increased new home purchases and refinancing activity resulting in the favorable increase in mortgage banking activities revenues during the year. The increased refinancing activity impacted the prepayment speeds on our mortgage servicing rights portfolio, and resulted in incremental impairment charges of \$167,000 for nine months ended September 30, 2016 in comparison to 2015.

Other income totaled \$221,000 for the nine months ended September 30, 2016, representing a decline of 34.6% from the \$338,000 earned in the same period in 2015. The primary reason for the decrease is gains on sales of other real estate owned, which were \$107,000 lower in the nine months ended September 30, 2016 compared to the same period in 2015.

Securities gains totaled \$1,420,000 for the nine months ended September 30, 2016 compared to \$1,911,000 for the same period in 2015. For all periods in which securities were sold, asset/liability management strategies and interest rate conditions resulted in gains on sales of securities, as market conditions presented opportunities to accelerate earnings on securities through gains, while also meeting the funding requirements of current and anticipated lending activity.

Noninterest Expenses

Noninterest expenses totaled \$35,664,000 for the nine months ended September 30, 2016, compared to \$33,388,000 for the corresponding prior year period. The changes in certain components of noninterest expenses for the nine months ended September 30, 2016 and 2015, are described below.

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Salaries and employee benefits totaled \$19,318,000 for the nine months ended September 30, 2016, compared to \$18,109,000 for the same period in 2015. Excluding the impact of severance costs of \$63,000 and \$360,000 for the nine months ended September 30, 2016 and 2015, salaries and benefits increased 8.5% for the nine month period in 2016, compared to 2015. The higher salary expenses in 2016 were due to additional employees, including customer facing bankers in the markets targeted for expansion as well as merit increases. Employee benefit costs also rose as additional medical expense was incurred for new employees and increased claim activity, as well as higher costs associated with supplemental executive compensation and additional share-based awards granted in 2016.

Consistent with the Bank's recent growth strategy in which new facilities were acquired in Berks, Cumberland, Dauphin and Lancaster counties, the Bank has experienced increases in occupancy, furniture and equipment expenses. For the nine months ended September 30, 2016, these costs totaled \$4,117,000, compared to \$3,980,000 for the corresponding period in 2015.

Data processing costs of \$1,686,000 for the nine months ended September 30, 2016, increased \$113,000, or 7.2%, compared to \$1,573,000 for the same period in 2015. The increase in costs is reflective of overall higher volumes and costs associated with new and more sophisticated product and service offerings.

Advertising and bank promotion expense totaled \$1,244,000 for the nine months ended September 30, 2016, an increase of 19.6% over \$1,040,000 for the corresponding period in 2015. The increase is attributable to \$100,000 of incremental education improvement tax credit ("EITC") contributions that carried over to the first quarter of 2016, and increased expenditures as we continue to promote the Orrstown brand and expand into new markets.

Legal fees decreased \$412,000 to \$704,000 for the nine months ended September 30, 2016 compared to \$1,116,000 for the same period in 2015, a decline of 36.9%. In 2015, the Company had higher than normal legal expenses as it attended to legal matters, including the outstanding litigation against the Company and an ongoing investigation with the Commission which began in the second quarter of 2015. Although certain legal matters are ongoing, the legal expenses associated with them in 2016 have been less than the heightened levels in 2015.

Directors' compensation totaled \$730,000 for the nine months ended September 30, 2016, a 37.5% increase over \$531,000 for the same period in 2015. The increase is principally due to the addition of two new directors in 2016, and related compensation paid to them for their services. The remainder of the increase is attributable to directors' compensation that resulted from the issuance of restricted stock with expense totaling \$162,000 for the nine months ended September 30, 2016, compared to \$58,000 in the corresponding period in 2015.

Collection and problem loan expense for the nine months ended September 30, 2016 and 2015 totaled \$187,000 and \$306,000, and reflects the lower level of classified loans that are being worked by the Company. However, we have seen an increase in other real estate owned properties, which has led for the costs to increase from \$116,000 for the nine months ended September 30, 2015 to \$195,000 for the corresponding period in 2016.

Taxes, other than income, totaled \$594,000 for the nine months ended September 30, 2016, representing a decrease of \$97,000 for the nine month period compared to the same periods in 2015. The decrease in expense is the result of incremental EITC contributions made in the first quarter of 2016, with a corresponding \$90,000 credit recognized on our Pennsylvania Bank Shares Tax liability which lowered the tax expense for the period.

The Company paid a civil money penalty of \$1,000,000 to the Commission during the nine months ended September 30, 2016, to settle administrative proceedings against the Company. The amount was accrued as of June 30, 2016 as a legal reserve, but was paid in the third quarter of 2016.



The Company's efficiency ratio improved slightly for the nine months ended September 30, 2016 to 82.7%, compared to 83.3% for the same period in 2015. The improvement in the ratio was primarily the result of the increase in net interest income and noninterest income exceeding the increase in noninterest expenses, excluding the regulatory settlement charge.

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Income Tax Expense

Income tax expense totaled \$991,000, or an effective tax rate of 17.4%, for the nine months ended September 30, 2016, compared to \$1,498,000, or 18.9% of pre-tax earnings, for the nine months ended September 30, 2015. The Company's effective tax rate is significantly less than the federal statutory rate of 34.0% principally due to tax-free income, including interest earned on tax-free loans and securities, earnings on the cash surrender value of life insurance policies, and non-tax deductible expenses. The slightly lower effective tax rate for the nine months ended September 30, 2016 compared to the same period in 2015 is the result of a larger percentage of tax-free income, additional federal income tax credits in the current year's results, offset by nondeductible expenses, including the regulatory settlement charge, with no tax benefit.

FINANCIAL CONDITION

A substantial amount of time is devoted by management to overseeing the investment of funds in loans and securities and the formulation of policies directed toward the profitability and minimization of risk associated with such investments.

Securities Available for Sale

The Company utilizes securities available for sale as a tool for managing interest rate risk to enhance income through interest and dividend income, to provide liquidity and to provide collateral for certain deposits and borrowings. As of September 30, 2016, securities available for sale were \$374,902,000, a decrease of \$19,222,000, from December 31, 2015's balance of \$394,124,000. As a result of interest rate market conditions, the Company liquidated its government-sponsored enterprise commercial mortgage obligations portfolio during the first quarter of 2016 with an amortized cost of \$63,598,000, and fair value of \$63,770,000 at December 31, 2015, at a net gain of \$1,420,000. The proceeds from the sale were used to fund loan demand, reducing short-term borrowings and maintaining liquidity for the first half of 2016. In the third quarter of 2016, the Company elected to reduce its liquidity and enhance interest income and purchased securities, primarily government-sponsored CMOs, totaling \$63,185,000.

Loan Portfolio

The Company offers various products to meet the credit needs of our borrowers, principally consisting of commercial real estate loans, commercial and industrial loans, and retail loans consisting of loans secured by residential properties, and to a lesser extent, installment loans. No loans are extended to non-domestic borrowers or governments.

The risks associated with lending activities differ among the various loan classes, and are subject to the impact of changes in interest rates, market conditions of collateral securing the loans, and general economic conditions. All of these factors may adversely impact the borrower's ability to repay its loans, and impact the associated collateral. See Note 3, "Loans Receivable and Allowance for Loan Losses," in the Notes to the Consolidated Financial Statements for a detailed description of the Company's loan classes and differing levels of credit risk associated with each class, which information is incorporated herein by reference.

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The loan portfolio, excluding residential loans held for sale, broken out by classes as of September 30, 2016 and December 31, 2015 was as follows:

(Dollars in thousands)	September 30, 2016	December 31, 2015
Commercial real estate:		
Owner-occupied	\$ 111,437	\$ 103,578
Non-owner occupied	192,449	145,401
Multi-family	39,394	35,109
Non-owner occupied residential	56,759	54,175
Acquisition and development:		
1-4 family residential construction	6,379	9,364
Commercial and land development	28,030	41,339
Commercial and industrial	87,492	73,625
Municipal	54,241	57,511
Residential mortgage:		
First lien	134,498	126,022
Home equity - term	14,896	17,337
Home equity - lines of credit	114,274	110,731
Installment and other loans	7,212	7,521
	\$ 847,061	\$ 781,713

The loan portfolio at September 30, 2016 of \$847,061,000 reflected an increase of \$65,348,000, or 8.4%, from \$781,713,000 at December 31, 2015. Growth was experienced in many loan segments from December 31, 2015 to September 30, 2016, with the largest increase coming in the commercial real estate segment, which grew by \$61,776,000, and includes construction loans that were converted to permanent loans on a fully amortizing basis upon completion of the projects. The Company continues to capitalize on the market disruption caused by mergers of larger institutions in our market, aided by increased sales efforts and additional relationship managers, including our newer markets in Dauphin and Lancaster counties.

## Asset Quality

## Risk Elements

The Company's loan portfolio is subject to varying degrees of credit risk. Credit risk is mitigated through the Company's underwriting standards, on-going credit review, and monitoring of asset quality measures. Additionally, loan portfolio diversification, limiting exposure to a single industry or borrower, and requiring collateral also mitigate the Company's risk of credit loss.

The Company's loan portfolio consists principally of loans to borrowers in south central Pennsylvania and Washington County, Maryland. As the majority of loans are concentrated in this geographic region, a substantial portion of the debtor's ability to honor their obligations may be affected by the level of economic activity in the market area.

Nonperforming assets include nonaccrual loans and foreclosed real estate. In addition, restructured loans still accruing and loans past due 90 days or more and still accruing are also deemed to be risk assets. For all loan classes, generally the accrual of interest income ceases when principal or interest is past due 90 days or more and collateral is inadequate to cover principal and interest or immediately if, in the opinion of management, full collection is unlikely. Interest will continue to accrue on loans past due 90 days or more if the collateral is adequate to cover principal and interest, and the loan is in the process of collection. Interest accrued, but not collected, as of the date of placement on nonaccrual status, is generally reversed and charged against interest income, unless fully collateralized. Subsequent payments received are either applied to the outstanding principal balance or recorded as interest income, depending on management's assessment of the ultimate collectability of principal. Loans are returned to accrual status, for all loan classes, when all the principal and interest amounts contractually due are brought current, the loans have performed in accordance with the contractual terms of the note for a reasonable period of time, generally six months, and the ultimate collectability of the total contractual principal and interest is reasonably assured. Past due status is based on

contract terms of the loan.

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Loans, the terms of which are modified, are classified as TDRs if a concession was granted, for legal or economic reasons, related to a debtor's financial difficulties. Concessions granted under a TDR typically involve a temporary deferral of scheduled loan payments, an extension of a loan's stated maturity date, temporary reduction in interest rates, or below market rates. If a modification occurs while the loan is on accruing status, it will continue to accrue interest under the modified terms. Nonaccrual TDRs are restored to accrual status if scheduled principal and interest payments, under the modified terms, are current for six months after modification, and the borrower continues to demonstrate its ability to meet the modified terms. TDRs are evaluated individually for impairment if they have been restructured during the most recent calendar year, or if they are not performing according to their modified terms. The following table presents the Company's risk elements, including information concerning the aggregate balances of nonaccrual, restructured loans still accruing, loans past due 90 days or more, and foreclosed real estate as of September 30, 2016, December 31, 2015 and September 30, 2015. Relevant asset quality ratios are also presented.

(Dollars in thousands)	September 30, 2016	December 31, 2015	September 30, 2015		
Nonaccrual loans (cash basis)	\$ 13,552	\$ 16,557	\$ 16,266		
Other real estate (OREO)	719	710	1,022		
Total nonperforming assets	14,271	17,267	17,288		
Restructured loans still accruing	901	793	999		
Loans past due 90 days or more and still accruing	39	24	0		
Total risk assets	\$ 15,211	\$ 18,084	\$ 18,287		
Loans 30-89 days past due	\$ 1,401	\$ 2,532	\$ 1,964		
Asset quality ratios:					
Nonaccrual loans to loans	1.60	% 2.12	% 2.13		%
Nonperforming assets to assets	1.05	% 1.34	% 1.36		%
Total nonperforming assets to total loans and OREO	1.68	% 2.21	% 2.26		%
Total risk assets to total loans and OREO	1.79	% 2.31	% 2.39		%
Total risk assets to total assets	1.12	% 1.40	% 1.44		%
Allowance for loan losses to total loans	1.64	% 1.74	% 1.77		%
Allowance for loan losses to nonaccrual loans	102.20	% 81.95	% 83.22		%
Allowance for loan losses to nonaccrual and restructured loans still accruing	95.83	% 78.20	% 78.41		%

Risk assets, defined as nonaccrual loans, restructured loans, loans past due 90 days or more and still accruing, and other real estate owned, totaled \$15,211,000 at September 30, 2016, a decrease of \$2,873,000, or 15.9%, from the balance at December 31, 2015 of \$18,084,000, and a decrease of \$3,076,000, or 16.8% from September 30, 2015. The Company continues to work through risk assets in order to reduce the level of nonperforming assets and the risk of future credit losses.

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A further breakdown of impaired loans at September 30, 2016 and December 31, 2015 is as follows:

(Dollars in thousands)	September 30, 2016			December 31, 2015		
	Nonaccrual Loans	Restructured Loans Still Accruing	Total	Nonaccrual Loans	Restructured Loans Still Accruing	Total
Commercial real estate:						
Owner occupied	\$ 1,479	\$ 0	\$ 1,479	\$ 2,109	\$ 0	\$ 2,109
Non-owner occupied	6,903	0	6,903	7,856	0	7,856
Multi-family	207	0	207	233	0	233
Non-owner occupied residential	507	0	507	895	0	895
Acquisition and development						
Commercial and land development	2	0	2	5	0	5
Commercial and industrial	564	0	564	734	0	734
Residential mortgage:						
First lien	3,457	901	4,358	4,015	793	4,808
Home equity - term	94	0	94	103	0	103
Home equity - lines of credit	330	0	330	590	0	590
Installment and other loans	9	0	9	17	0	17
	\$ 13,552	\$ 901	\$ 14,453	\$ 16,557	\$ 793	\$ 17,350

As of September 30, 2016, the Company had 72 lending relationships with loans that were considered impaired, and were included in the impaired loan balance of \$14,453,000, compared to 84 lending relationships with an impaired loan balance of \$17,350,000 at December 31, 2015. The exposure to these borrowers with impaired loans is summarized in the following table, along with the partial charge-offs taken to date and the specific reserves established on the relationships at September 30, 2016 and December 31, 2015.

(Dollars in thousands)	# of Relationships	Recorded Investment	Partial Charge-offs to Date	Specific Reserves
September 30, 2016				
Relationships greater than \$1,000,000	1	\$ 6,095	\$ 0	\$ 650
Relationships greater than \$500,000 but less than \$1,000,000	2	1,382	620	0
Relationships greater than \$250,000 but less than \$500,000	4	1,335	120	0
Relationships less than \$250,000	65	5,641	1,081	224
	72	\$ 14,453	\$ 1,821	\$ 874
December 31, 2015				
Relationships greater than \$1,000,000	1	\$ 6,542	\$ 0	\$ 0
Relationships greater than \$500,000 but less than \$1,000,000	2	1,578	475	164
Relationships greater than \$250,000 but less than \$500,000	7	2,659	188	0
Relationships less than \$250,000	74	6,571	1,294	125
	84	\$ 17,350	\$ 1,957	\$ 289

The Company takes partial charge-offs on collateral-dependent loans the carrying value of which exceeded their estimated fair value, as determined by the most recent appraisal adjusted for current (within the quarter) conditions, less costs to dispose. ASC 310 impairment reserves remain in those situations in which updated appraisals are pending, and represent management's estimate of potential loss, or on restructured loans that are still accruing, and the impairment is based on discounted cash flows.

Of the relationships deemed to be impaired at September 30, 2016, one had an outstanding book balance in excess of \$1,000,000. Sixty-five (65) of the relationships, or 90% of the total number of impaired relationships, have recorded balances less than \$250,000, which reduces the likelihood of a large loss on one particular loan.

The largest impaired loan relationship, with an outstanding loan balance of \$6,095,000, migrated to impaired status during the third quarter of 2015. Despite the loan being current as to both principal and interest, the Company moved this loan secured by non-owner occupied commercial property to impaired status as the long-term revenue stream and the guarantors' ability to keep the loan current have weakened. As part of its quarterly review of impaired credits, the Company re-evaluated

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the collateral securing the loan, and in light of recent market conditions in the subject market for commercial real estate, determined that a reserve of \$650,000 was required on the relationship.

Internal loan reviews are completed annually on all commercial relationships with a committed loan balance in excess of \$500,000, which includes confirmation of risk rating by the appropriate credit authority, including Credit Administration for loans in excess of \$1,000,000. In addition, all relationships greater than \$250,000 rated Substandard, Doubtful or Loss are reviewed and corresponding risk ratings are reaffirmed by the Bank's Problem Loan Committee, with subsequent reporting to the ERM Committee.

In its individual loan impairment analysis, the Company determines the extent of any full or partial charge-offs that may be required, or any ASC 310 reserves that may be needed. The determination of the Company's charge-offs or impairment reserve determination included an evaluation of the outstanding loan balance, and the related collateral securing the credit. Through a combination of collateral securing the loans and partial charge-offs taken to date, the Company believes that it has adequately provided for the potential losses that it may incur on these relationships as of September 30, 2016. However, over time, additional information may become known that could result in increased reserve allocations or, alternatively, it may be deemed that the reserve allocations exceed those that are needed.

The Company's foreclosed real estate balance of \$719,000 consists of thirteen properties owned by the Company, eleven of which were commercial properties and totaled \$386,000, and two residential properties that totaled \$333,000. All properties have carrying values of \$207,000 or less and are carried at the lower of cost or fair value, less costs to dispose.

As of September 30, 2016, the Company believes the value of foreclosed assets represents their fair values, but if the real estate market remains challenging, additional charges may be needed.

Credit Risk Management

Allowance for Loan Losses

The Company maintains the allowance for loan losses at a level believed adequate by management for probable incurred credit losses. The allowance is established and maintained through a provision for loan losses charged to earnings. Quarterly, management assesses the adequacy of the allowance for loan losses utilizing a defined methodology, which considers specific credit evaluation of impaired loans, past loan loss historical experience, and qualitative factors. Management believes the approach properly addresses the requirements of ASC Section 310-10-35 for loans individually identified as impaired, and ASC Subtopic 450-20 for loans collectively evaluated for impairment, and other bank regulatory guidance.

The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectability of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available. See Note 3, "Loans Receivable and Allowance for Loan Losses" in the Notes to the Consolidated Financial Statements for a description of the methodology for establishing the allowance and provision for loan losses and related procedures in establishing the appropriate level of reserve, which information is incorporated herein by reference.



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The following tables summarize the Bank's ratings based on its internal risk rating system as of September 30, 2016 and December 31, 2015:

(Dollars in thousands)	Pass	Special Mention	Non-Impaired Substandard	Impaired - Substandard	Doubtful	Total
<b>September 30, 2016</b>						
Commercial real estate:						
Owner-occupied	\$99,563	\$8,318	\$ 2,077	\$ 1,479	\$ 0	\$111,437
Non-owner occupied	168,158	12,261	5,127	6,253	650	192,449
Multi-family	37,108	1,284	795	207	0	39,394
Non-owner occupied residential	53,777	1,308	1,167	507	0	56,759
Acquisition and development:						
1-4 family residential construction	5,859	364	156	0	0	6,379
Commercial and land development	27,371	11	646	2	0	28,030
Commercial and industrial	86,184	711	34	339	224	87,492
Municipal	54,241	0	0	0	0	54,241
Residential mortgage:						
First lien	130,139	0	0	4,359	0	134,498
Home equity - term	14,802	0	0	94	0	14,896
Home equity - lines of credit	113,704	188	52	330	0	114,274
Installment and other loans	7,203	0	0	9	0	7,212
	\$798,109	\$24,445	\$ 10,054	\$ 13,579	\$ 874	\$847,061
<b>December 31, 2015</b>						
Commercial real estate:						
Owner-occupied	\$96,715	\$1,124	\$ 3,630	\$ 2,109	\$ 0	\$103,578
Non-owner occupied	125,043	12,394	108	7,856	0	145,401
Multi-family	31,957	1,779	1,140	233	0	35,109
Non-owner occupied residential	50,601	1,305	1,374	895	0	54,175
Acquisition and development:						
1-4 family residential construction	9,364	0	0	0	0	9,364
Commercial and land development	40,181	219	934	5	0	41,339
Commercial and industrial	70,967	1,380	544	734	0	73,625
Municipal	57,511	0	0	0	0	57,511
Residential mortgage:						
First lien	121,214	0	0	4,808	0	126,022
Home equity - term	17,234	0	0	103	0	17,337
Home equity - lines of credit	109,731	230	180	590	0	110,731
Installment and other loans	7,504	0	0	17	0	7,521
	\$738,022	\$18,431	\$ 7,910	\$ 17,350	\$ 0	\$781,713

Potential problem loans are defined as performing loans, which have characteristics that cause management to have concerns as to the ability of the borrower to perform under present loan repayment terms and which may result in the reporting of these loans as non-performing loans in the future. Generally, management feels that "Substandard" loans that are currently performing and not considered impaired, result in some doubt as to the borrower's ability to continue to perform under the terms of the loan, and represent potential problem loans. Additionally, the "Special Mention" classification is intended to be a temporary classification, and is reflective of loans that have potential weaknesses that may, if not monitored or corrected, weaken the asset or inadequately protect the Bank's position at some future date. "Special Mention" loans represent an elevated risk, but their weakness does not yet justify a more severe, or classified rating. These loans require follow-up by lenders on the cause of the potential weakness, and once resolved, the loan classification may be downgraded to "Substandard," or alternatively, could be upgraded to "Pass."



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Activity in the allowance for loan losses for the three months ended September 30, 2016 and 2015 was as follows:

(Dollars in thousands)	Commercial Real Estate	Commercial Acquisition and Development	Commercial and Industrial	Municipal	Total	Consumer Residential Mortgage	Consumer Installment and Other	Total	Unallocated	Total
September 30, 2016										
Balance, beginning of period	\$8,133	\$ 587	\$ 1,148	\$ 61	\$9,929	\$2,706	\$ 180	\$2,886	\$ 625	\$13,440
Provision for loan losses	215	89	76	(7 )	373	(119 )	(3 )	(122 )	(1 )	250
Charge-offs	0	0	0	0	0	(57 )	(47 )	(104 )	0	(104 )
Recoveries	124	0	2	0	126	96	42	138	0	264
Balance, end of period	\$8,472	\$ 676	\$ 1,226	\$ 54	\$10,428	\$2,626	\$ 172	\$2,798	\$ 624	\$13,850
September 30, 2015										
Balance, beginning of period	\$8,132	\$ 720	\$ 844	\$ 119	\$9,815	\$2,918	\$ 182	\$3,100	\$ 937	\$13,852
Provision for loan losses	9	(684 )	151	(2 )	(526 )	(54 )	8	(46 )	(31 )	(603 )
Charge-offs	(170 )	0	(27 )	0	(197 )	(222 )	(18 )	(240 )	0	(437 )
Recoveries	64	604	17	0	685	34	6	40	0	725
Balance, end of period	\$8,035	\$ 640	\$ 985	\$ 117	\$9,777	\$2,676	\$ 178	\$2,854	\$ 906	\$13,537

Activity in the allowance for loan losses for the nine months ended September 30, 2016 and 2015 was as follows:

(Dollars in thousands)	Commercial Real Estate	Commercial Acquisition and Development	Commercial and Industrial	Municipal	Total	Consumer Residential Mortgage	Consumer Installment and Other	Total	Unallocated	Total
September 30, 2016										
Balance, beginning of period	\$7,883	\$ 850	\$ 1,012	\$ 58	\$9,803	\$2,870	\$ 121	\$2,991	\$ 774	\$13,568
Provision for loan losses	236	(174 )	225	(4 )	283	(8 )	125	117	(150 )	250
Charge-offs	(26 )	0	(21 )	0	(47 )	(381 )	(159 )	(540 )	0	(587 )
Recoveries	379	0	10	0	389	145	85	230	0	619
Balance, end of period	\$8,472	\$ 676	\$ 1,226	\$ 54	\$10,428	\$2,626	\$ 172	\$2,798	\$ 624	\$13,850
September 30, 2015										
Balance, beginning of period	\$9,462	\$ 697	\$ 806	\$ 183	\$11,148	\$2,262	\$ 119	\$2,381	\$ 1,218	\$14,747
Provision for loan losses	(804 )	(639 )	202	(66 )	(1,307 )	919	97	1,016	(312 )	(603 )
Charge-offs	(711 )	(22 )	(77 )	0	(810 )	(574 )	(47 )	(621 )	0	(1,431 )
Recoveries	88	604	54	0	746	69	9	78	0	824
Balance, end of period	\$8,035	\$ 640	\$ 985	\$ 117	\$9,777	\$2,676	\$ 178	\$2,854	\$ 906	\$13,537

The allowance for loan losses totaled \$13,850,000 at September 30, 2016, an increase of \$282,000 from \$13,568,000 at December 31, 2015, due to a \$250,000 provision and net recoveries for the period. The allowance for loan losses to nonaccrual loans totaled 102.2% at September 30, 2016 compared to 82.0% at December 31, 2015, and the allowance for loan losses to nonaccrual loans and restructured loans still accruing totaled 95.8% at September 30, 2016, compared to 78.2% at December 31, 2015. Management believes the allowance for loan losses to total loans ratio remains adequate at 1.64% as of September 30, 2016. Classified loans, defined as loans rated substandard, doubtful or loss, totaled \$24,507,000 at September 30, 2016, or approximately 2.9% of total loans outstanding, and decreased from \$25,260,000 at December 31, 2015, or 3.2% of loans outstanding.

Net recoveries were \$160,000 for the three months ended September 30, 2016 with net recoveries of \$32,000 for the nine months ended September 30, 2016, compared to net recoveries (chargeoffs) of \$288,000 and \$(607,000) for the same periods in 2015, resulting in a ratio of annualized net charge-offs to average loans outstanding of (0.08)% and (0.01)% for the three and nine months ended September 30, 2016 and (0.15%) and 0.11% for the same periods in 2015. Despite favorable historical charge-off data in 2015 and 2016 and improved asset quality ratios, the growth the Company has experienced in its loan portfolio may result in additional provisions for loan losses being needed in future quarters.

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The following summarizes the ending loan balances individually or collectively evaluated for impairment based upon loan type, as well as the allowance for loan losses allocation for each at September 30, 2016 and December 31, 2015.

(Dollars in thousands)	Commercial Real Estate	Commercial Acquisition and Development	Commercial and Industrial	Municipal	Total	Consumer Residential Mortgage	Installment and Other	Total	Unallocated	Total
September 30, 2016										
Loans allocated by:										
Individually evaluated for impairment	\$9,096	\$2	\$563	\$0	\$9,661	\$4,783	\$9	\$4,792	\$0	\$14,453
Collectively evaluated for impairment	390,943	34,407	86,929	54,241	566,520	258,885	7,203	266,088	0	832,608
	\$400,039	\$34,409	\$87,492	\$54,241	\$576,181	\$263,668	\$7,212	\$270,880	\$0	\$847,061
Allowance for loan losses allocated by:										
Individually evaluated for impairment	\$650	\$0	\$158	\$0	\$808	\$64	\$2	\$66	\$0	\$874
Collectively evaluated for impairment	7,822	676	1,068	54	9,620	2,562	170	2,732	624	12,976
	\$8,472	\$676	\$1,226	\$54	\$10,428	\$2,626	\$172	\$2,798	\$624	\$13,850
December 31, 2015										
Loans allocated by:										
Individually evaluated for impairment	\$11,093	\$5	\$734	\$0	\$11,832	\$5,501	\$17	\$5,518	\$0	\$17,350
Collectively evaluated for impairment	327,170	50,698	72,891	57,511	508,270	248,589	7,504	256,093	0	764,363
	\$338,263	\$50,703	\$73,625	\$57,511	\$520,102	\$254,090	\$7,521	\$261,611	\$0	\$781,713
Allowance for loan losses allocated by:										
Individually evaluated for impairment	\$0	\$0	\$0	\$0	\$0	\$281	\$8	\$289	\$0	\$289
Collectively evaluated for impairment	7,883	850	1,012	58	9,803	2,589	113	2,702	774	13,279
	\$7,883	\$850	\$1,012	\$58	\$9,803	\$2,870	\$121	\$2,991	\$774	\$13,568

The allowance for loan losses allocations presented above represent the reserve allocations on loan balances outstanding at September 30, 2016 and December 31, 2015. In addition to the reserve allocations on impaired loans noted above, 19 loans, with aggregate outstanding general ledger principal balances of \$3,613,000, have had cumulative partial charge-offs to the allowance for loan losses recorded totaling \$1,821,000 at September 30, 2016. As updated appraisals were received on collateral-dependent loans, partial charge-offs were taken to the extent the loans' principal balance exceeded their fair value.

Management believes the allocation of the allowance for loan losses between the various loan segments adequately reflects the probable incurred credit losses in each portfolio, and is based on the methodology outlined in "Note 3 – Loans Receivable and Allowance for Loan Losses" included in the Notes to the Consolidated Financial Statements. Management re-evaluates and makes certain enhancements to its methodology used to establish a reserve to better reflect the risks inherent in the different segments of the portfolio, particularly in light of changes in levels of charge-offs, with noticeable differences between the different loan segments. Management believes these enhancements to the allowance for loan losses methodology improve the accuracy of quantifying losses presently incurred in the portfolio. Management charges actual loan losses to the reserve and bases the provision for loan losses on the overall analysis taking the methodology into account.

The unallocated portion of the allowance for loan losses reflects estimated probable incurred losses within the portfolio that have not been identified to specific loans or portfolio segments. This reserve results due to risk of error in the specific and general reserve allocation, other potential exposure in the loan portfolio, variances in management's assessment of national and local economic conditions and other factors management believes appropriate at the time. The unallocated portion of the allowance has decreased from \$774,000 at December 31, 2015 to \$624,000 at September 30, 2016 and represents 4.5% of the entire allowance for loan losses balance at September 30, 2016. While management believes the Company's allowance for loan losses is adequate based on information currently available, future adjustments to the reserve and enhancements to the methodology may be necessary due to changes in economic conditions, regulatory guidance, or management's assumptions as to future delinquencies or loss rates.

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## Deposits

Total deposits were \$1,133,332,000 at September 30, 2016, an increase of \$101,165,000, or 9.8%, from \$1,032,167,000 at December 31, 2015. Non-interest bearing deposits increased \$16,998,000, or 12.9%, from December 31, 2015 to September 30, 2016 and totaled \$148,388,000. Interest bearing deposits totaled \$984,944,000 at September 30, 2016, a 9.3% increase from December 31, 2015. The Company has been able to gather both non-interest bearing and interest bearing deposit relationships from enhanced cash management offerings as it increases its commercial relationships. The additional deposits that the Company obtained in the first nine months of 2016 were used to pay down short-term borrowings and fund a large portion of the loan growth.

## Capital Adequacy and Regulatory Matters

**Capital Resources.** The management of capital in a regulated financial services industry must properly balance return on equity to its stockholders while maintaining sufficient levels of capital and related risk-based regulatory capital ratios to satisfy statutory regulatory requirements. The Company's capital management strategies have historically been developed to provide attractive rates of returns to its shareholders, while maintaining a "well capitalized" position of regulatory strength.

Shareholders' equity totaled \$139,795,000 at September 30, 2016, an increase of \$6,734,000 or 5.1%, from \$133,061,000 at December 31, 2015. This increase was primarily the result of an increase in accumulated other comprehensive income, net of taxes of \$3,937,000 and net income of \$4,700,000 for the nine months ended September 30, 2016, offset by dividends declared on common stock of \$2,156,000.

**Capital Adequacy.** The Company (on a consolidated basis) and the Bank are subject to various regulatory capital requirements administered by the federal and state banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's and Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and the Bank must meet specific guidelines that involve quantitative measures of assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. Although applicable to the Bank, prompt corrective action provisions are not applicable to bank holding companies, including financial holding companies.

Quantitative measures established by regulators to ensure capital adequacy require the Company and the Bank to maintain minimum amounts and ratios (as set forth in the following table) of total and Tier 1 capital (as defined in regulations) to risk-weighted assets (as defined), common equity Tier 1 capital (as defined) to risk weighted assets, and of Tier 1 capital (as defined) to average assets (as defined). Management believes, as of September 30, 2016 and December 31, 2015, the Company and the Bank meet all capital adequacy requirements to which they are subject.

Effective January 1, 2015, the Company and the Bank became subject to the Basel III Capital Rules, which substantially revised the risk-based capital requirements in comparison to the previously effective U.S. risk-based capital rules. The Basel III Capital Rules, among other things, (i) introduced a new capital measure called "Common Equity Tier 1" ("CET1"), (ii) increased the minimum requirements for Tier 1 Capital ratio as well as the minimum levels to be considered well capitalized under prompt corrective action; (iii) and introduced the "capital conservation buffer", designed to absorb losses during periods of economic stress. Institutions with a ratio of CET1 to risk-weighted assets above the minimum but below the conservation buffer are subject to constraints on dividends, equity repurchases and discretionary bonuses to executive officers based on the amount of the shortfall.

Under the Basel III Capital Rules, the Company and Bank took the one-time option to permanently opt out of the requirement to include most components of accumulated other comprehensive income ("AOCI"), including unrealized gains or losses on certain securities available for sale, in regulatory capital. The Company and Bank made the one-time permanent election to opt out, with the result that most AOCI items will be excluded from regulatory capital. The Basel III Capital Rules provide for a number of deductions from and adjustments to CET1. These include, for example, the requirement that mortgage servicing rights, deferred tax assets dependent upon future taxable income and significant investments in non-consolidated financial entities be deducted from CET1 to the extent that any one such category exceeds 10% of CET1 or all such categories in the aggregate exceed 15% of CET1. As of September 30, 2016, \$7,611,000 of the Company's deferred tax asset was disallowed for Tier 1, CET1 and Total risk based capital, as it relates to operating loss and tax credit carryforwards which are not permissible as capital under

Basel III Capital Rules.

Implementation of the deductions and other adjustments to CET1 began on January 1, 2015 and will be phased-in over a 4-year period (beginning at 40% on January 1, 2015 and an additional 20% per year thereafter until fully phased-in at

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January 1, 2018). The implementation of the capital conservation buffer began on January 1, 2016 at the 0.625% level and be phased in over a four-year period (increasing by that amount on each subsequent January 1, until it reaches 2.5% on January 1, 2019).

The Basel III Capital Rules prescribe a standardized approach for risk weightings that expands the risk-weighting categories from the four categories of the previous capital standards (0%, 20%, 50% and 100%) to a much larger and more risk-sensitive number of categories, depending on the nature of the assets, generally ranging from 0% for U.S. government and agency securities, to 600% for certain equity exposures, and resulting in higher risk weights for a variety of asset categories. Significant provisions of the Basel III Capital Rules that impact the Company's capital calculations include, among other things:

- Restricting the amount of deferred tax assets that can be included in CET1 capital with assets relating to net operating loss and credit carry forwards being excluded, and a 10% - 15% limitation on deferred tax assets arising from temporary differences that cannot be realized through net operating loss carry backs.

• Applying a 150% risk weight for certain high volatility commercial real estate acquisition, development and construction loans;

• Assigning a 150% risk weight to exposures (other than residential mortgage exposures) that are 90 days past due or in nonaccrual status; and

• Providing for a 20% credit conversion factor for the unused portion of a commitment with an original maturity of one year or less that is not unconditionally cancellable.

The allowance for credit losses, including the allowance for loan losses and reserve for off-balance sheet credit commitments, is included as Tier 2 capital to the extent it does not exceed 1.25% of risk weighted assets. The amount that exceeds 1.25% of risk weighted assets, is disallowed as Tier 2 capital, but also reduces the Company's risk weighted assets. As of September 30, 2016, \$3,014,000 of the allowance for credit losses was excluded from Tier 2 capital.

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Regulatory Capital. As of September 30, 2016 and December 31, 2015, the Bank was considered well capitalized under applicable banking regulations. The Company's and the Bank's capital ratios as of September 30, 2016 and December 31, 2015 were as follows:

(Dollars in thousands)	Actual		Minimum Capital Requirement		Minimum to Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
September 30, 2016						
Total capital to risk weighted assets						
Orrstown Financial Services, Inc.	\$ 138,574	14.9%	\$ 74,381	8.0 %	n/a	n/a
Orrstown Bank	124,299	13.4%	74,322	8.0 %	\$ 92,902	10.0 %
Tier 1 capital to risk weighted assets						
Orrstown Financial Services, Inc.	126,876	13.7%	55,786	6.0 %	n/a	n/a
Orrstown Bank	112,610	12.1%	55,741	6.0 %	74,322	8.0 %
CET1 to risk weighted assets						
Orrstown Financial Services, Inc.	126,876	13.7%	41,839	4.5 %	n/a	n/a
Orrstown Bank	112,610	12.1%	41,806	4.5 %	60,386	6.5 %
Tier 1 capital to average assets						
Orrstown Financial Services, Inc.	126,876	9.6 %	52,847	4.0 %	n/a	n/a
Orrstown Bank	112,610	8.5 %	52,851	4.0 %	66,064	5.0 %
December 31, 2015						
Total capital to risk weighted assets						
Orrstown Financial Services, Inc.	\$ 134,562	15.8%	\$ 68,078	8.0 %	n/a	n/a
Orrstown Bank	118,671	14.0%	68,027	8.0 %	\$ 85,034	10.0 %
Tier 1 capital to risk weighted assets						
Orrstown Financial Services, Inc.	123,825	14.6%	51,058	6.0 %	n/a	n/a
Orrstown Bank	107,942	12.7%	51,021	6.0 %	68,027	8.0 %
CET1 to risk weighted assets						
Orrstown Financial Services, Inc.	123,825	14.6%	38,294	4.5 %	n/a	n/a
Orrstown Bank	107,942	12.7%	38,265	4.5 %	55,272	6.5 %
Tier 1 capital to average assets						
Orrstown Financial Services, Inc.	123,825	9.8 %	50,684	4.0 %	n/a	n/a
Orrstown Bank	107,942	8.5 %	50,695	4.0 %	63,368	5.0 %

As noted above, the Bank's capital ratios exceed the regulatory minimums to be considered well capitalized under applicable banking regulations. The Company routinely evaluates its capital levels in light of its risk profile to assess its capital needs. In addition to the minimum capital ratio requirement and minimum capital ratio to be well capitalized presented above, the Company must maintain a capital conservation buffer as discussed above. As of September 30, 2016, the Company's capital conservation buffer, based on the most restrictive capital ratio, is 6.90%, well above the phase in requirements of 0.625% for December 31, 2016.

On January 19, 2016, the Company filed a shelf registration statement on Form S-3 with the SEC, covering up to an aggregate of \$100,000,000 of securities, through the sale of common stock, preferred stock, warrants, debt securities, and units. To date, the Company has not issued any securities under this shelf registration.

On September 14, 2015, the Board of Directors of the Company authorized a stock repurchase program under which Orrstown Financial Services, Inc. may repurchase up to 5% of the Company's outstanding shares of common stock, or approximately 416,000 shares, in the open market, in accordance with all applicable securities laws and regulations, including Rule 10b-18 of the Securities Exchange Act of 1934, as amended. The extent to which the Company repurchases its shares, and the timing of such repurchases, will depend upon a variety of factors, including market conditions, regulatory requirements and other corporate considerations, as determined by management. Purchases may

be made from time to time on open market

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or privately negotiated transactions. The repurchase program may be suspended or discontinued at any time. As of September 30, 2016, 82,725 shares had been repurchased under the program at a total cost of \$1,438,000, or \$17.38 per share.

Liquidity

The primary function of asset/liability management is to ensure adequate liquidity and manage the Company's sensitivity to changing interest rates. Liquidity management involves the ability to meet the cash flow requirements of customers who may be either depositors wanting to withdraw funds or borrowers needing assurance that sufficient funds will be available to meet their credit needs. Our primary sources of funds consist of deposit inflows, loan repayments, maturities and sales of investment securities, the sale of mortgage loans and borrowings from the Federal Home Loan Bank of Pittsburgh. While maturities and scheduled amortization of loans and securities are predictable sources of funds, deposit flows and mortgage prepayments are greatly influenced by general interest rates, economic conditions and competition.

We regularly adjust our investments in liquid assets based upon our assessment of (1) expected loan demand, (2) expected deposit flows, (3) yields available on interest-earning deposits and securities and (4) the objectives of our asset/liability management policy.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Market risk is defined as the exposure to interest rate risk, foreign currency exchange rate risk, commodity price risk, and other relevant market rate or price risks. For domestic banks, including the Company, the majority of market risk is related to interest rate risk. Interest rate sensitivity management requires the maintenance of an appropriate balance between reward, in the form of net interest margin, and risk as measured by the amount of earnings and value at risk.

Interest Rate Risk

Interest rate risk is the exposure to fluctuations in the Company's future earnings (earnings at risk) and value (value at risk) resulting from changes in interest rates. This exposure results from differences between the amounts of interest earning assets and interest bearing liabilities that reprice within a specified time period as a result of scheduled maturities, scheduled and unscheduled repayments, the propensity of borrowers and depositors to react to changes in their economic interests, and security and contractual interest rate changes.

Management, through its asset/liability management process, attempts to manage the level of repricing and maturity mismatch so that fluctuations in net interest income is maintained within policy limits across a range of market conditions while satisfying liquidity and capital requirements. Management recognizes that a certain amount of interest rate risk is inherent, appropriate and necessary to ensure the Company's profitability. Thus, the goal of interest rate risk management is to evaluate the amount of reward for taking risk and adjusting both the size and composition of the balance sheet relative to the level of reward available for taking risk.

Management endeavors to control the exposure to changes in interest rates by understanding, reviewing and making decisions based on its risk position. The Company primarily uses the securities portfolio, FHLB advances, and brokered deposits to manage its interest rate risk position. Additionally, pricing, promotion and product development activities are directed in an effort to emphasize the loan and deposit term or repricing characteristics that best meet current interest rate risk objectives. At present, there is no use of hedging instruments, however management evaluates these instruments and may use them in the future.

The asset/liability committee operates under management policies defining guidelines and limits on the level of risk. These policies are approved by the Board of Directors.

The Company uses simulation analysis to assess earnings at risk and net present value analysis to assess value at risk. These methods allow management to regularly monitor both the direction and magnitude of the Company's interest rate risk exposure. These modeling techniques involve assumptions and estimates that inherently cannot be measured with complete precision. Key assumptions in the analyses include maturity and repricing characteristics of assets and liabilities, prepayments on amortizing assets, non-maturity deposit sensitivity, and loan and deposit pricing. These assumptions are inherently uncertain due to the timing, magnitude and frequency of rate changes and changes in market conditions and management strategies, among other factors. However, the analyses are useful in quantifying

risk and provide a relative gauge of the Company's interest rate risk position over time.

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Simulation analysis evaluates the effect of upward and downward changes in market interest rates on future net interest income. The analysis involves changing the interest rates used in determining net interest income over the next twelve months. The resulting percentage change in net interest income in various rate scenarios is an indication of the Company's short-term interest rate risk. The analysis assumes recent trends in new loan and deposit volumes will continue while the amount of investment securities remains constant. Additional assumptions are applied to modify volumes and pricing under the various rate scenarios. These include prepayment assumptions on mortgage assets, sensitivity of non-maturity deposit rates, and other factors deemed significant.

The simulation analysis results are presented in Table 3a. These results, as of September 30, 2016, indicate that the Company would expect net interest income to decrease over the next twelve months by 1.9% assuming a downward shock in market interest rates of 1.00%, and to decrease by 0.8% assuming an upward shock of 2.00%. A decrease in interest rates of 1.00% would create an environment in which deposit rates could not practically decline further, thus decreasing net interest income.

Earnings at risk simulations for September 30, 2016, exhibited greater sensitivity to rising interest rates and similar sensitivity in a declining rate environment, and asset/liability management strategies were taken in the first quarter of 2016 that resulted in a reduction of the Company's risk in an upward interest rate environment.

**Value at Risk**

Net present value analysis provides information on the risk inherent in the balance sheet that might not be taken into account in the simulation analysis due to the short time horizon used in that analysis. The net present value of the balance sheet is defined as the discounted present value of expected asset cash flows minus the discounted present value of the expected liability cash flows. The analysis involves changing the interest rates used in determining the expected cash flows and in discounting the cash flows. The resulting percentage change in net present value in various rate scenarios is an indication of the longer term repricing risk and options embedded in the balance sheet.

The net present value analysis results are presented in Table 3b. These results, as of September 30, 2016, indicate that the net present value would decrease 1.3% assuming a downward shift in market interest rates of 1.00% and increase 6.0% if interest rates shifted up 2.00% in the same manner, and indicates the Company would be positioned better if interest rates were to rise than it would if interest rates fell.

Table 3a - 12-Month

**Earnings at Risk**

% Change in Net  
Interest Income

Change  
in September

Market, December

September 30, 2015

Interest Rates

Change in September

Market, December

September 30, 2015

Interest Rates

(100) (1.9%) (1.4 %)

100 (0.3%) (1.2 %)

200 (0.8%) (1.8 %)

Table 3b - Value at Risk

% Change in  
Market Value

Change  
in September

Market, December

September 30, 2015

Interest Rates

Change in September

Market, December

September 30, 2015

Interest Rates

(100) (1.3%) 1.8 %

100 4.2 % 0.5 %

200 6.0 % 0.0 %

**Item 4. Controls and Procedures****(a) Evaluation of Disclosure Controls and Procedures**

The Company's Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of September 30, 2016. Based on such evaluation, such officers have concluded that the Company's disclosure controls and procedures were designed and functioning effectively, as of September 30, 2016, to provide reasonable assurance that the information required to be disclosed by the Company in

reports filed under the Securities Exchange Act of 1934, as amended, is (i) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and (ii) accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding disclosure.

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(b)Changes in Internal Control Over Financial Reporting

No change in the Company's internal control over financial reporting occurred during the fiscal quarter ended September 30, 2016, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART II – OTHER INFORMATION**

**Item 1 – Legal Proceedings**

The nature of the Company's business generates a certain amount of litigation involving matters arising out of the ordinary course of business. Except as described below, in the opinion of management, there are no legal proceedings that might have a material effect on the results of operations, liquidity, or the financial position of the Company at this time.

On May 25, 2012, SEPTA filed a putative class action complaint in the United States District Court for the Middle District of Pennsylvania against the Company, the Bank and certain current and former directors and executive officers (collectively, the "Defendants"). The complaint alleges, among other things, that (i) in connection with the Company's Registration Statement on Form S-3 dated February 23, 2010 and its Prospectus Supplement dated March 23, 2010, and (ii) during the purported class period of March 24, 2010 through October 27, 2011, the Company issued materially false and misleading statements regarding the Company's lending practices and financial results, including misleading statements concerning the stringent nature of the Bank's credit practices and underwriting standards, the quality of its loan portfolio, and the intended use of the proceeds from the Company's March 2010 public offering of common stock. The complaint asserts claims under Sections 11, 12(a) and 15 of the Securities Act of 1933, Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder, and seeks class certification, unspecified money damages, interest, costs, fees and equitable or injunctive relief. Under the Private Securities Litigation Reform Act of 1995 ("PSLRA"), motions for appointment of Lead Plaintiff in this case were due by July 24, 2012. SEPTA was the sole movant and the Court appointed SEPTA Lead Plaintiff on August 20, 2012. Pursuant to the PSLRA and the Court's September 27, 2012 Order, SEPTA was given until October 26, 2012 to file an amended complaint and the Defendants until December 7, 2012 to file a motion to dismiss the amended complaint. SEPTA's opposition to the Defendant's motion to dismiss was originally due January 11, 2013. Under the PSLRA, discovery and all other proceedings in the case were stayed pending the Court's ruling on the motion to dismiss. The September 27, 2012 Order specified that if the motion to dismiss were denied, the Court would schedule a conference to address discovery and the filing of a motion for class certification. On October 26, 2012, SEPTA filed an unopposed motion for enlargement of time to file its amended complaint in order to permit the parties and new defendants to be named in the amended complaint time to discuss plaintiff's claims and defendants' defenses. On October 26, 2012, the Court granted SEPTA's motion, mooted its September 27, 2012 scheduling Order, and requiring SEPTA to file its amended complaint on or before January 16, 2013 or otherwise advise the Court of circumstances that require a further enlargement of time. On January 14, 2013, the Court granted SEPTA's second unopposed motion for enlargement of time to file an amended complaint on or before March 22, 2013.

On March 4, 2013, SEPTA filed an amended complaint. The amended complaint expands the list of defendants in the action to include the Company's independent registered public accounting firm and the underwriters of the Company's March 2010 public offering of common stock. In addition, among other things, the amended complaint extends the purported 1934 Exchange Act class period from March 15, 2010 through April 5, 2012. Pursuant to the Court's March 28, 2013 Second Scheduling Order, on May 28, 2013 all defendants filed their motions to dismiss the amended complaint, and on July 22, 2013 SEPTA filed its "omnibus" opposition to all of the defendants' motions to dismiss. On August 23, 2013, all defendants filed reply briefs in further support of their motions to dismiss. On December 5, 2013, the Court ordered oral argument on the Orrstown Defendants' motion to dismiss the amended complaint to be heard on February 7, 2014. Oral argument on the pending motions to dismiss SEPTA's amended complaint was held on April 29, 2014.

The Second Scheduling Order stayed all discovery in the case pending the outcome of the motions to dismiss, and informed the parties that, if required, a telephonic conference to address discovery and the filing of SEPTA's motion for class certification would be scheduled after the Court's ruling on the motions to dismiss.



On April 10, 2015, pursuant to Court order, all parties filed supplemental briefs addressing the impact of the United States Supreme Court's March 24, 2015 decision in *Omnicare, Inc. v. Laborers District Council Construction Industry Pension Fund* on defendants' motions to dismiss the amended complaint.

On June 22, 2015, in a 96-page Memorandum, the Court dismissed without prejudice SEPTA's amended complaint against all defendants, finding that SEPTA failed to state a claim under either the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended. The Court ordered that, within 30 days, SEPTA either seek leave to amend its

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amended complaint, accompanied by the proposed amendment, or file a notice of its intention to stand on the amended complaint.

On July 22, 2015, SEPTA filed a motion for leave to amend under Local Rule 15.1, and attached a copy of its proposed second amended complaint to its motion. Many of the allegations of the proposed second amended complaint are essentially the same or similar to the allegations of the dismissed amended complaint. The proposed second amended complaint also alleges that the Orrstown Defendants did not publicly disclose certain alleged failures of internal controls over loan underwriting, risk management, and financial reporting during the period 2009 to 2012, in violation of the federal securities laws. On February 8, 2016, the Court granted SEPTA's motion for leave to amend and SEPTA filed its second amended complaint that same day.

On February 25, 2016, the Court issued a scheduling Order directing: all defendants to file any motions to dismiss by March 18, 2016; SEPTA to file an omnibus opposition to defendants' motions to dismiss by April 8, 2016; and all defendants to file reply briefs in support of their motions to dismiss by April 22, 2016. Defendants timely filed their motions to dismiss the second amended complaint and the parties filed their briefs in accordance with the Court-ordered schedule, above. The February 25, 2016 Order stays all discovery and other deadlines in the case (including the filing of SEPTA's motion for class certification) pending the outcome of the motions to dismiss. The allegations of SEPTA's proposed second amended complaint disclosed the existence of a confidential, non-public, fact-finding inquiry regarding the Company being conducted by the Commission. As disclosed in the Company's Form 8-K filed on September 27, 2016, on that date the Company entered into a settlement agreement with the Commission resolving the investigation of accounting and related matters at the Company for the periods ended June 30, 2010, to December 31, 2011. As part of the settlement of the Commission's administrative proceedings and pursuant to the cease-and-desist order, without admitting or denying the Commission's findings, the Company, its Chief Executive Officer, its former Chief Financial Officer, its former Executive Vice President and Chief Credit Officer its Chief Accounting Officer, agreed to pay civil money penalties to the Commission. The Company agreed to pay a civil money penalty of \$1 million. The Company had previously established a reserve for that amount which was expensed in the second fiscal quarter of 2016. In the settlement agreement with the Commission, the Company also agreed to cease and desist from committing or causing any violations and any future violations of Securities Act Sections 17(a)(2) and 17(a)(3) and Exchange Act Sections 13(a), 13(b)(2)(A) and 13(b)(2)(B), and Rules 12b-20, 13a-1 and 13a-13 promulgated thereunder.

On September 27, 2016, the Orrstown Defendants filed with the Court a Notice of Subsequent Event in Further Support of their Motion to Dismiss the Second Amended Complaint, regarding the settlement with the Commission. The Notice attached a copy of the Commission's cease-and-desist order and briefly described what the Company believes are the most salient terms of the neither-admit-nor-deny settlement. On September 29, 2016, SEPTA filed a Response to the Notice, in which SEPTA argued that the settlement with the Commission did not support dismissal of the second amended complaint.

The Company believes that the allegations of SEPTA's second amended complaint are without merit and intends to vigorously defend itself against those claims. Given that the SEPTA litigation is still in the pleading stage, it is not possible at this time to estimate reasonably possible losses, or even a range of reasonably possible losses, in connection with the litigation.

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## Item 1A – Risk Factors

There have been no material changes from the risk factors as disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2015, as updated by the Company's quarterly report on form 10-Q for the quarters ended March 31, 2016 and June 30, 2016, except as described herein.

The risk factor included in the Company's Annual Report on Form 10-K and the Quarterly Report on Form 10-Q for the quarter ended June 30, 2016 entitled "Pending litigation and legal proceedings and the impact of any finding of liability or damages could adversely impact the Company and its financial condition and results of operations" is replaced with the following:

Pending litigation and legal proceedings and the impact of any finding of liability or damages could adversely impact the Company and its financial condition and results of operations.

As set forth in Part II, Item I - Legal Proceedings, of this Quarterly Report on Form 10-Q, the allegations of Southeastern Pennsylvania Transportation Authority's ("SEPTA") proposed second amended complaint disclosed the existence of a confidential, non-public, fact finding inquiring regarding the Company being conducted by the Commission. On September 27, 2016, the Company entered into a settlement agreement with the Commission resolving the investigation of accounting and related matters at the Company for the periods ended June 30, 2010 to December 31, 2011. As part of the settlement agreement, the Company agreed to pay a civil money penalty of \$1 million, which was previously established in the second quarter of 2016. On September 27, 2016, the Company filed with the Court a Notice of Subsequent Event in Further Support of Their Motion to Dismiss the Second Amended Complaint, regarding the settlement with the Commission. SEPTA responded on September 29, 2016 and filed a Response to the Notice, in which SEPTA argued that the settlement with the Commission did not support dismissal of the second amended complaint.

The Company believes that the allegations of SEPTA's second amended complaint are without merit and intends to vigorously defend itself against those claims. Given that the SEPTA litigation is still in the pleading stage, it is not possible at this time to estimate losses, if any, with the litigation. However, there can be no assurances that the Company will not incur any losses associated with this litigation.

## Item 2 – Unregistered Sales of Equity Securities and Use of Proceeds

The following table represents the Company's monthly repurchases of its common stock during the quarter ended September 30, 2016:

	Total Number of Shares Repurchased	Average Price Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs
July 1, 2016 to July 31, 2016	0	\$ 0.00	0	333,275
August 1, 2016 to August 31, 2016	0	0.00	0	333,275
September 1, 2016 to September 30, 2016	0	0.00	0	333,275

On September 14, 2015, the Board of Directors of the Company authorized a stock repurchase program under which Orrstown Financial Services, Inc. may repurchase up to 5% of the Company's outstanding shares of common stock, or approximately 416,000 shares, in the open market, in accordance with all applicable securities laws and regulations, including Rule 10b-18 of the Securities Exchange Act of 1934, as amended.

The extent to which the Company repurchases its shares, and the timing of such repurchases, will depend upon a variety of factors, including market conditions, regulatory requirements and other corporate considerations, as

determined by management. Purchases may be made from time to time on open market or privately negotiated transactions. The repurchase program may be suspended or discontinued at any time. As of September 30, 2016, 82,725 shares had been repurchased under the program at a total cost of \$1,438,000, or \$17.38 per share. The Company did not sell any unregistered securities during the quarter ended September 30, 2016.

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Item 3 – Defaults Upon Senior Securities

Not applicable.

Item 4 – Mine Safety Disclosures

Not applicable.

Item 5 – Other Information

None.

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Item 6 – Exhibits

- 3.1 Articles of Incorporation as amended, incorporated by reference to Exhibit 3.1 of the Registrant’s Report on Form 8-K filed on January 29, 2010.
- 3.2 By-laws as amended, incorporated by reference to Exhibit 3.1 to the Registrant’s Report on Form 8-K filed March 1, 2013.
- 4.1 Specimen Common Stock Certificate, incorporated by reference to the Registrant’s Registration Statement on Form S-3 filed February 8, 2010 (File No. 333-164780).
- 31.1 Rule 13a – 14(a)/15d-14(a) Certification (Principal Executive Officer)
- 31.2 Rule 13a – 14(a)/15d-14(a) Certifications (Principal Financial Officer)
- 32.1 Section 1350 Certifications (Principal Executive Officer)
- 32.2 Section 1350 Certifications (Principal Financial Officer)
- 101.LAB XBRL Taxonomy Extension Label Linkbase \*
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase \*
- 101.INS XBRL Instance Document \*
- 101.SCH XBRL Taxonomy Extension Schema \*
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase \*
- 101.DEF XBRL Taxonomy Extension Definition Linkbase \*

\* Attached as Exhibit 101 to this Form 10-Q are documents formatted in XBRL (Extensive Business Reporting Language).

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

/s/ Thomas R. Quinn, Jr.  
Thomas R. Quinn, Jr.  
President and Chief Executive Officer  
(Principal Executive Officer)

/s/ David P. Boyle  
David P. Boyle  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

Date: November 7, 2016

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ORRSTOWN FINANCIAL SERVICES, INC. AND SUBSIDIARIES  
EXHIBIT INDEX

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- 101.DEF XBRL Taxonomy Extension Definition Linkbase \*
- All other exhibits for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are not required under the related instructions or are inapplicable and therefore have been omitted.

\* Attached as Exhibits 101 to this Form 10-Q are documents formatted in XBRL (Extensive Business Reporting Language).