UNITY BANCORP INC /NJ/
Form 10-Q
November 07, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2014

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 1-12431

Unity Bancorp, Inc.

(Exact name of registrant as specified in its charter)

New Jersey	22-3282551
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
64 Old Highway 22, Clinton, NJ	08809
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (908) 730-7630

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, as amended, 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 is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act):

Large accelerated filer Accelerated filer Nonaccelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act:

Yes No

The number of shares outstanding of each of the registrant's classes of common equity stock, as of October 31, 2014 common stock, no par value: 8,378,101 shares outstanding.

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PART ICONSOLIDATED FINANCIAL INFORMATION

ITEM 1Consolidated Financial Statements (Unaudited)

Unity Bancorp, Inc.

Consolidated Balance Sheets

(Unaudited)

(In thousands)	September 30, 2014	December 31, 2013
ASSETS		
Cash and due from banks	$ 29,384	$ 24,272
Federal funds sold and interest-bearing deposits	72,205	75,132
Cash and cash equivalents	101,589	99,404
Securities:		
Securities available for sale	66,054	81,133
Securities held to maturity (fair value of $20,738 and $25,549, respectively)	20,825	26,381
Total securities	86,879	107,514
Loans:		
SBA loans held for sale	7,835	6,673
SBA loans held for investment	44,502	48,918
SBA 504 loans	34,152	31,564
Commercial loans	391,338	363,340
Residential mortgage loans	211,450	182,067
Consumer loans	55,089	46,139
Total loans	744,366	678,701
Allowance for loan losses	(12,918)	(13,141)
Net loans	731,448	665,560
Premises and equipment, net	15,420	15,672
Bank owned life insurance ("BOLI")	12,907	12,749
Deferred tax assets	6,066	6,752
Federal Home Loan Bank stock	4,907	5,392
Accrued interest receivable	3,422	3,272
Other real estate owned ("OREO")	1,658	633
Goodwill and other intangibles	1,516	1,516
Other assets	3,781	2,654
Total assets	$ 969,593	$ 921,118
LIABILITIES AND SHAREHOLDERS' EQUITY		
Liabilities:		
Deposits:		
Noninterest-bearing demand deposits	$ 149,272	$ 136,035
Interest-bearing demand deposits	117,260	130,806
Savings deposits	292,108	266,503
Time deposits, under $100,000	115,143	108,258
Time deposits, $100,000 and over	108,137	97,096
Total deposits	781,920	738,698
Borrowed funds	100,000	107,000
Subordinated debentures	15,465	15,465

Accrued interest payable	476	454
Accrued expenses and other liabilities	3,348	2,328
Total liabilities	901,209	863,945
Commitments and contingencies	-	-
Shareholders' equity:		
Common stock	58,638	52,051
Retained earnings	9,751	5,598
Accumulated other comprehensive loss	(5)	(476)
Total shareholders' equity	68,384	57,173
Total liabilities and shareholders' equity	$ 969,593	$ 921,118
Issued and outstanding common shares	8,370	7,577

The accompanying notes to the Consolidated Financial Statements are an integral part of these statements.

Unity Bancorp, Inc.

Consolidated Statements of Income

(Unaudited)

(In thousands, except per share amounts)	For the three months ended September 30, 2014	2013	For the nine months ended September 30, 2014	2013
INTEREST INCOME				
Federal funds sold and interest-bearing deposits	$ 12	$ 9	$ 31	$1
Federal Home Loan Bank stock	40	40	127	118
Securities:				
Taxable	461	591	1,740	1,858
Tax-exempt	81	109	275	354
Total securities	542	700	2,015	2,212
Loans:				
SBA loans	636	586	1,863	2,141
SBA 504 loans	419	411	1,251	1,503
Commercial loans	4,926	4,387	14,264	12,638
Residential mortgage loans	2,327	1,861	6,438	5,060
Consumer loans	589	480	1,628	1,485
Total loans	8,897	7,725	25,444	22,827
Total interest income	9,491	8,474	27,617	25,188
INTEREST EXPENSE				
Interest-bearing demand deposits	98	90	318	281
Savings deposits	216	183	586	524
Time deposits	725	510	2,062	1,593
Borrowed funds and subordinated debentures	820	820	2,426	2,428
Total interest expense	1,859	1,603	5,392	4,826
Net interest income	7,632	6,871	22,225	20,362
Provision for loan losses	550	600	1,700	1,550
Net interest income after provision for loan losses	7,082	6,271	20,525	18,812
NONINTEREST INCOME				
Branch fee income	388	398	1,106	1,093
Service and loan fee income	292	351	872	975
Gain on sale of SBA loans held for sale, net	295	280	633	607
Gain on sale of mortgage loans, net	263	314	816	1,339
BOLI income	400	100	593	246
Net security gains	-	34	378	367
Other income	215	173	621	505
Total noninterest income	1,853	1,650	5,019	5,132
NONINTEREST EXPENSE				
Compensation and benefits	3,214	2,984	9,553	9,325
Occupancy	604	598	1,882	1,918

Processing and communications	667	598	1,847	1,720
Furniture and equipment	377	374	1,112	1,110
Professional services	159	210	617	634
Loan costs	225	188	569	594
OREO expenses	71	174	414	364
Deposit insurance	166	165	515	493
Advertising	291	218	729	519
Other expenses	467	426	1,406	1,457
Total noninterest expense	6,241	5,935	18,644	18,134
Income before provision for income taxes	2,694	1,986	6,900	5,810
Provision for income taxes	808	684	2,193	1,962
Net income	1,886	1,302	4,707	3,848
Preferred stock dividends and discount accretion	-	119	-	988
Income available to common shareholders	$ 1,886	$ 1,183	$ 4,707	$ 2,860
Net income per common share - Basic	$ 0.24	$ 0.16	$ 0.61	$ 0.38
Net income per common share - Diluted	$ 0.24	$ 0.15	$ 0.61	$ 0.36
Weighted average common shares outstanding - Basic	7,847	7,545	7,680	7,542
Weighted average common shares outstanding - Diluted	7,946	7,822	7,765	7,867

The accompanying notes to the Consolidated Financial Statements are an integral part of these statements.

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Unity Bancorp, Inc.

Consolidated Statements of Comprehensive Income

(Unaudited)

(In thousands)	For the three months ended September 30, 2014	2013	For the nine months ended September 30, 2014	2013
Net income	$ 1,886	$ 1,302	$ 4,707	$ 3,848
Other comprehensive income (loss), net of tax:				
Unrealized holding gains (losses) on securities arising during period	(12)	(618)	729	(1,502)
Less: Reclassification adjustment for gains on securities included in net income	-	22	258	244
Total other comprehensive income (loss)	(12)	(640)	471	(1,746)
Total comprehensive income	$ 1,874	$ 662	$ 5,178	$ 2,102

The accompanying notes to the Consolidated Financial Statements are an integral part of these statements.

Unity Bancorp, Inc.

Consolidated Statements of Changes in Shareholders' Equity

For the nine months ended September 30, 2014 and 2013

(Unaudited)

(In thousands)	Preferred stock	Common stock Shares	Common stock Amount	Retained earnings	Accumulated other comprehensive income (loss)	Total shareholders' equity
Balance, December 31, 2013	$ -	7,577	$ 52,051	$ 5,598	$ (476)	$ 57,173
Net income				4,707		4,707
Other comprehensive income, net of tax					471	471
Dividends on common stock ($0.07 per share)			37	(554)		(517)
Common stock issued and related tax effects (1)		32	389			389
Proceeds from rights offering		761	6,161			6,161
Balance, September 30, 2014	$ -	8,370	$ 58,638	$ 9,751	$ (5)	$ 68,384

(In thousands)	Preferred stock	Common stock Shares	Common stock Amount	Retained earnings	Accumulated other comprehensive income (loss)	Total shareholders' equity
Balance, December 31, 2012	$ 20,115	7,534	$ 54,274	$ 1,788	$ 1,333	$ 77,510
Net income				3,848		3,848
Other comprehensive loss, net of tax					(1,746)	(1,746)
Redemption of perpetual preferred stock from U.S. Treasury	(20,649)					(20,649)
Repurchase of warrants from U.S. Treasury			(2,617)	(90)		(2,707)
Accretion of discount on preferred stock	534			(534)		-
Dividends on common stock ($0.01 per share)			33	(150)		(117)
Dividends on preferred stock (5% annually)				(454)		(454)
Common stock issued and related tax effects (1)		12	254			254
Balance, September 30, 2013	$ -	7,546	$ 51,944	$ 4,408	$ (413)	$ 55,939

(1) Includes the issuance of common stock under employee benefit plans, which includes nonqualified stock options and restricted stock expense related entries, employee option exercises and the tax benefit of options exercised.

The accompanying notes to the Consolidated Financial Statements are an integral part of these statements.

Unity Bancorp, Inc.

Consolidated Statements of Cash Flows

(Unaudited)

(In thousands)	For the nine months ended September 30, 2014		2013	
OPERATING ACTIVITIES:				
Net income	$	4,707	$	3,848
Adjustments to reconcile net income to net cash provided by operating activities:				
Provision for loan losses		1,700		1,550
Net amortization of purchase premiums and discounts on securities		420		550
Depreciation and amortization		902		961
Deferred income tax expense		384		225
Net security gains		(378)		(367)
Stock compensation expense		306		250
Loss on sale of OREO		138		61
Valuation writedowns on OREO		-		170
Gain on sale of mortgage loans held for sale, net		(676)		(1,339)
Gain on sale of SBA loans held for sale, net		(633)		(607)
Origination of mortgage loans held for sale		(45,066)		(62,589)
Origination of SBA loans held for sale		(8,758)		(5,323)
Proceeds from sale of mortgage loans held for sale, net		45,742		63,928
Proceeds from sale of SBA loans held for sale, net		7,034		6,940
Net change in other assets and liabilities		(625)		1,456
Net cash provided by operating activities		5,197		9,714
INVESTING ACTIVITIES				
Purchases of securities held to maturity		(309)		(8,578)
Purchases of securities available for sale		(9,947)		(25,863)

Purchases of Federal Home Loan Bank stock, at cost		(6,318)		(3,224)
Maturities and principal payments on securities held to maturity		5,793		3,983
Maturities and principal payments on securities available for sale		7,909		19,370
Proceeds from sales of securities available for sale		17,919		12,155
Proceeds from redemption of Federal Home Loan Bank stock		6,803		3,261
Proceeds from sale of OREO		2,974		1,146
Net increase in loans		(69,673)		(78,238)
Proceeds from BOLI		435		-
Purchase of BOLI		-		(3,000)
Purchases of premises and equipment		(526)		(4,486)
Net cash used in investing activities		(44,940)		(83,474)
FINANCING ACTIVITIES				
Net increase in deposits		43,222		78,352
Proceeds from new borrowings		25,000		-
Repayments of borrowings		(32,000)		-
Redemption of perpetual preferred stock from U.S. Treasury		-		(20,649)
Repurchase of warrant from U.S. Treasury		-		(2,707)
Proceeds from exercise of stock options		62		-
Dividends on preferred stock		-		(585)
Dividends on common stock		(517)		(117)
Proceeds from rights offering		6,161		-
Net cash provided by financing activities		41,928		54,294
Increase (decrease) in cash and cash equivalents		2,185		(19,466)
Cash and cash equivalents, beginning of period		99,404		94,192
Cash and cash equivalents, end of period	$	101,589	$	74,726
SUPPLEMENTAL DISCLOSURES				
Cash:				
Interest paid	$	5,370	$	4,830

Income taxes paid	1,519	2,047
Noncash investing activities:		
Transfer of SBA loans held for sale to held to maturity	83	34
Transfer of loans to OREO	4,317	800

The accompanying notes to the Consolidated Financial Statements are an integral part of these statements

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Unity Bancorp, Inc.

Notes to the Consolidated Financial Statements (Unaudited)

September 30, 2014

NOTE 1. Significant Accounting Policies

The accompanying Consolidated Financial Statements include the accounts of Unity Bancorp, Inc. (the "Parent Company") and its wholly-owned subsidiary, Unity Bank (the "Bank" or when consolidated with the Parent Company, the "Company"), and reflect all adjustments and disclosures which are generally routine and recurring in nature, and in the opinion of management, necessary for a fair presentation of interim results. The Bank has multiple subsidiaries used to hold part of its investment and loan portfolios and other real estate owned ("OREO") properties. All significant intercompany balances and transactions have been eliminated in consolidation. Certain reclassifications have been made to prior period amounts to conform to the current year presentation, with no impact on current earnings or shareholders' equity. The financial information has been prepared in accordance with U.S. generally accepted accounting principles and has not been audited. In preparing the financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and revenues and expenses during the reporting periods. Actual results could differ from those estimates. Amounts requiring the use of significant estimates include the allowance for loan losses, valuation of deferred tax and servicing assets, the carrying value of loans held for sale and other real estate owned, the valuation of securities and the determination of other-than-temporary impairment for securities and fair value disclosures. Management believes that the allowance for loan losses is adequate. While management uses available information to recognize losses on loans, future additions to the allowance for loan losses may be necessary based on changes in economic conditions. The Company has evaluated subsequent events for potential recognition and/or disclosure through the date the Consolidated Financial Statements included in this Quarterly Report on Form 10-Q were available to be issued.

The interim unaudited Consolidated Financial Statements included herein have been prepared in accordance with instructions for Form 10-Q and the rules and regulations of the Securities and Exchange Commission ("SEC") and consist of normal recurring adjustments necessary for the fair presentation of interim results. The results of operations for the three and nine months ended September 30, 2014 are not necessarily indicative of the results which may be expected for the entire year. As used in this Form 10-Q, "we" and "us" and "our" refer to Unity Bancorp, Inc., and its consolidated subsidiary, Unity Bank, depending on the context. Certain information and financial disclosures required by U.S. generally accepted accounting principles have been condensed or omitted from interim reporting pursuant to SEC rules. Interim financial statements should be read in conjunction with the Company's Consolidated Financial Statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2013.

Stock Transactions

Stock Option Plans

The Company has incentive and nonqualified option plans, which allow for the grant of options to officers, employees and members of the Board of Directors. Transactions under the Company’s stock option plans for the nine months ended September 30, 2014 are summarized in the following table:

	Shares	Weighted average exercise price	Weighted average remaining contractual life in years	Aggregate intrinsic value
Outstanding at December 31, 2013	448,975	$ 6.70	5.6	$ 739,951
Options granted	41,000	7.90		
Options exercised	(19,950)	4.62		
Options cancelled	(13,697)	11.12		
Outstanding at September 30, 2014	456,328	$ 6.77	5.4	$ 1,436,588
Exercisable at September 30, 2014	354,497	$ 6.69	4.5	$ 1,172,932

Grants under the Company’s incentive and nonqualified option plans generally vest over 3 years and must be exercised within 10 years of the date of grant. The exercise price of each option is the market price on the date of grant. As of September 30, 2014, 1,720,529 shares have been reserved for issuance upon the exercise of options, 456,328 option grants are outstanding, and 1,211,509 option grants have been exercised, forfeited or expired, leaving 52,692 shares available for grant.

The fair values of the options granted during the three and nine months ended September 30, 2014 and 2013 were estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions:

	For the three months ended September 30,		For the nine months ended September 30,	
	2014	2013	2014	2013
Number of options granted	-	-	41,000	25,000
Weighted average exercise price	$ -	$ -	$ 7.90	$ 6.02
Weighted average fair value of options	$ -	$ -	$ 3.03	$ 2.91
Expected life in years (1)	-	-	5.40	5.11
Expected volatility (2)	- %	- %	45.05 %	52.81 %
Risk-free interest rate (3)	- %	- %	1.52 %	0.77 %
Dividend yield (4)	- %	- %	1.02 %	- %

(1) The expected life of the options was estimated based on historical employee behavior and represents the period of time that options granted are expected to be outstanding.
(2) The expected volatility of the Company's stock price was based on the historical volatility over the period commensurate with the expected life of the options.
(3) The risk-free interest rate is the U.S. Treasury rate commensurate with the expected life of the options on the date of grant.
(4) The expected dividend yield is the projected annual yield based on the grant date stock price.

Upon exercise, the Company issues shares from its authorized but unissued common stock to satisfy the options. The following table presents information about options exercised during the three and nine months ended September 30, 2014 and 2013:

	For the three months ended September 30,		For the nine months ended September 30,	
	2014	2013	2014	2013
Number of options exercised	-	11,667	19,950	11,667
Total intrinsic value of options exercised	$ -	$ 15,367	$ 67,417	$ 15,367
Cash received from options exercised	-	-	62,445	-
Tax deduction realized from options exercised	-	-	26,926	-

The following table summarizes information about stock options outstanding and exercisable at September 30, 2014:

	Options outstanding			Options exercisable	
Range of exercise prices	Options outstanding	Weighted average remaining contractual life (in years)	Weighted average exercise price	Options exercisable	Weighted average exercise price
$ 0.00 - 4.00	107,000	4.6	$ 3.87	107,000	$ 3.87
4.01 - 7.00	167,000	7.0	6.14	118,669	6.14
7.01 - 10.00	139,882	5.1	7.96	86,382	8.03
10.01 - 13.00	42,446	2.3	12.60	42,446	12.60
Total	456,328	5.4	$ 6.77	354,497	$ 6.69

Financial Accounting Standards Board Accounting Standards Codification ("FASB ASC") Topic 718, "Compensation - Stock Compensation," requires an entity to recognize the fair value of equity awards as compensation expense over the period during which an employee is required to provide service in exchange for such an award (vesting period). Compensation expense related to stock options and the related income tax benefit for the three and nine months ended September 30, 2014 and 2013 are detailed in the following table:

	For the three months ended September 30,		For the nine months ended September 30,	
	2014	2013	2014	2013
Compensation expense	$ 36,564	$ 30,431	$ 120,961	$ 105,076
Income tax benefit	14,604	12,154	48,312	41,967

As of September 30, 2014, unrecognized compensation costs related to nonvested share-based compensation arrangements granted under the Company's stock option plans totaled approximately $197 thousand. That cost is expected to be recognized over a weighted average period of 2.0 years.

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Restricted Stock Awards

Restricted stock is issued under the stock bonus program to reward employees and directors and to retain them by distributing stock over a period of time. The following table summarizes nonvested restricted stock activity for the nine months ended September 30, 2014:

	Shares	Average grant date fair value
Nonvested restricted stock at December 31, 2013	95,625	$ 6.67
Granted	11,000	7.92
Vested	(11,125)	6.15
Forfeited	-	-
Nonvested restricted stock at September 30, 2014	95,500	$ 6.87

Restricted stock awards granted to date vest over a period of 4 years and are recognized as compensation to the recipient over the vesting period. The awards are recorded at fair market value at the time of grant and amortized into salary expense on a straight line basis over the vesting period. As of September 30, 2014, 471,551 shares of restricted stock were reserved for issuance, of which 221,838 shares are available for grant.

Restricted stock awards granted during the three and nine months ended September 30, 2014 and 2013 were as follows:

	For the three months ended September 30,		For the nine months ended September 30,	
	2014	2013	2014	2013
Number of shares granted	-	-	11,000	14,000
Average grant date fair value	$ -	$ -	$ 7.92	$ 6.02

Compensation expense related to restricted stock for the three and nine months ended September 30, 2014 and 2013 is detailed in the following table:

	For the three months ended September 30,		For the nine months ended September 30,	
	2014	2013	2014	2013
Compensation expense	$ 63,239	$ 50,628	$ 184,889	$ 145,014
Income tax benefit	25,258	20,221	73,845	57,919

As of September 30, 2014, there was approximately $483 thousand of unrecognized compensation cost related to nonvested restricted stock awards granted under the Company's stock incentive plans. That cost is expected to be recognized over a weighted average period of 2.5 years.

Perpetual Preferred Stock

On October 3, 2008, Congress passed the Emergency Economic Stabilization Act of 2008 ("EESA"), which provided the U.S. Secretary of the Treasury with broad authority to implement certain actions to help restore stability and liquidity to the U.S. markets. One of the programs resulting from the EESA was the Treasury's Capital Purchase Program ("CPP") which provided direct equity investment of perpetual preferred stock by the U.S. Treasury in qualified financial institutions. The Company received an investment in perpetual preferred stock of $20.6 million on December 5, 2008.

On May 9, 2013, the Company announced that it received approval of its application from the U.S. Department of Treasury to redeem half of the 20,649 shares of preferred stock issued in connection with the Company's participation in the Treasury's CPP. On May 15, 2013, the Company paid $10.3 million to the Treasury to repurchase 10,324 shares of the preferred stock, including accrued and unpaid dividends for the shares. On July 1, 2013, the Company announced that it received approval to redeem the remaining 10,325 shares of preferred stock. On July 3, 2013, the Company paid $10.4 million to the Treasury to repurchase the remaining shares of the preferred stock, including accrued and unpaid dividends for the shares. On August 28, 2013, the Company completed the $2.7 million repurchase of the warrant to purchase 764,788 shares of the Company's common stock issued to the U.S. Department of the Treasury as part of the Company's participation in the Treasury's CPP.

Other-Than-Temporary Impairment

The Company has a process in place to identify debt securities that could potentially incur credit impairment that is other-than-temporary. This process involves monitoring late payments, pricing levels, downgrades by rating agencies, key financial ratios, financial statements, revenue forecasts and cash flow projections as indicators of credit issues. Management evaluates securities for other-than-temporary impairment at least on a quarterly basis, and more frequently when economic or market concern warrants such evaluation. This evaluation considers relevant facts and circumstances in evaluating whether a credit or interest rate-related impairment of a security is other-than-temporary. Relevant facts and circumstances considered include: (1) the extent and length of time the fair value has been below cost; (2) the reasons for the decline in value; (3) the financial position and access to capital of the issuer, including the current and future impact of any specific events and (4) for fixed maturity securities, our intent to sell a security or whether it is more likely than not we will be required to sell the security before the recovery of its amortized cost which, in some cases, may extend to maturity and for equity securities, our ability and intent to hold the security for a forecasted period of time that allows for the recovery in value.

Management assesses its intent to sell or whether it is more likely than not that it will be required to sell a security before recovery of its amortized cost basis less any current-period credit losses. For debt securities that are considered other-than-temporarily impaired with no intent to sell and no requirement to sell prior to recovery of its amortized cost basis, the amount of the impairment is separated into the amount that is credit related (credit loss component) and the amount due to all other factors. The credit loss component is recognized in earnings and is the difference between the security’s amortized cost basis and the present value of its expected future cash flows. The remaining difference between the security’s fair value and the present value of future expected cash flows is due to factors that are not credit related and is recognized in other comprehensive income. For debt securities where management has the intent to sell, the amount of the impairment is reflected in earnings as realized losses.

The present value of expected future cash flows is determined using the best estimate cash flows discounted at the effective interest rate implicit to the security at the date of purchase or the current yield to accrete an asset-backed or floating rate security. The methodology and assumptions for establishing the best estimate cash flows vary depending on the type of security. The asset-backed securities cash flow estimates are based on bond specific facts and circumstances that may include collateral characteristics, expectations of delinquency and default rates, loss severity and prepayment speeds and structural support, including subordination and guarantees. The corporate bond cash flow estimates are derived from scenario-based outcomes of expected corporate restructurings or the disposition of assets using bond specific facts and circumstances including timing, security interests and loss severity.

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.

Loans

Loans Held for Sale

Loans held for sale represent the guaranteed portion of SBA loans and are reflected at the lower of aggregate cost or market value. The Company originates loans to customers under an SBA program that historically has provided for SBA guarantees of up to 90 percent of each loan. The Company generally sells the guaranteed portion of its SBA loans to a third party and retains the servicing, holding the nonguaranteed portion in its portfolio. The net amount of loan origination fees on loans sold is included in the carrying value and in the gain or loss on the sale. When sales of SBA loans do occur, the premium received on the sale and the present value of future cash flows of the servicing assets are recognized in income. All criteria for sale accounting must be met in order for the loan sales to occur; see details under the “Transfers of Financial Assets” heading above.

Servicing assets represent the estimated fair value of retained servicing rights, net of servicing costs, at the time loans are sold. Servicing assets are amortized in proportion to, and over the period of, estimated net servicing revenues. Impairment is evaluated based on stratifying the underlying financial assets by date of origination and term. Fair value is determined using prices for similar assets with similar characteristics, when available, or based upon discounted cash flows using market-based assumptions. Any impairment, if temporary, would be reported as a valuation allowance.

Serviced loans sold to others are not included in the accompanying Consolidated Balance Sheets. Income and fees collected for loan servicing are credited to noninterest income when earned, net of amortization on the related servicing assets.

Loans Held to Maturity

Loans held to maturity are stated at the unpaid principal balance, net of unearned discounts and deferred loan origination fees and costs. In accordance with the level yield method, loan origination fees, net of direct loan origination costs, are deferred and recognized over the estimated life of the related loans as an adjustment to the loan yield. Interest is credited to operations primarily based upon the principal balance outstanding.

Loans are reported as past due when either interest or principal is unpaid in the following circumstances: fixed payment loans when the borrower is in arrears for two or more monthly payments; open end credit for two or more billing cycles; and single payment notes if interest or principal remains unpaid for 30 days or more.

Nonperforming loans consist of loans that are not accruing interest as a result of principal or interest being in default for a period of 90 days or more or when the ability to collect principal and interest according to the contractual terms is in doubt (nonaccrual loans). When a loan is classified as nonaccrual, interest accruals are discontinued and all past due interest previously recognized as income is reversed and charged against current period earnings. Generally, until the loan becomes current, any payments received from the borrower are applied to outstanding principal until such time as management determines that the financial condition of the borrower and other factors merit recognition of a portion of such payments as interest income. Loans may be returned to an accrual status when the ability to collect is reasonably assured and when the loan is brought current as to principal and interest.

Loans are charged off when collection is sufficiently questionable and when the Company can no longer justify maintaining the loan as an asset on the balance sheet. Loans qualify for charge-off when, after thorough analysis, all possible sources of repayment are insufficient. These include: 1) potential future cash flows, 2) value of collateral, and/or 3) strength of co-makers and guarantors. All unsecured loans are charged off upon the establishment of the loan’s nonaccrual status. Additionally, all loans classified as a loss or that portion of the loan classified as a loss is charged off. All loan charge-offs are approved by the Board of Directors.

Troubled debt restructurings ("TDRs") occur when a creditor, for economic or legal reasons related to a debtor’s financial condition, grants a concession to the debtor that it would not otherwise consider. These concessions typically include reductions in interest rate, extending the maturity of a loan, or a combination of both. Interest income on accruing TDRs is credited to operations primarily based upon the principal amount outstanding, as stated in the paragraphs above.

The Company evaluates its loans for impairment. A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement. The Company has defined impaired loans to be all TDRs and nonperforming loans individually evaluated for impairment. Impairment is evaluated in total for smaller-balance loans of a similar nature (consumer and residential mortgage loans), and on an individual basis for all other loans. Impairment of a loan is measured based on the present value of expected future cash flows, discounted at the loan's effective interest rate, or as a practical expedient, based on a loan’s observable market price or the fair value of collateral, net of estimated costs to sell, if the loan is collateral-dependent. If the value of the impaired loan is less than the recorded investment in the loan, the Company establishes a valuation allowance, or adjusts existing valuation allowances, with a corresponding charge to the provision for loan losses.

For additional information on loans, see Note 8 to the Consolidated Financial Statements and the section titled "Loan Portfolio" under Item 2. Management's Discussion and Analysis.

Allowance for Loan Losses and Reserve for Unfunded Loan Commitments

The allowance for loan losses is maintained at a level management considers adequate to provide for probable loan losses as of the balance sheet date. The allowance is increased by provisions charged to expense and is reduced by net charge-offs.

The level of the allowance is based on management's evaluation of probable losses in the loan portfolio, after consideration of prevailing economic conditions in the Company's market area, the volume and composition of the loan portfolio, and historical loan loss experience. The allowance for loan losses consists of specific reserves for individually impaired credits and TDRs, reserves for nonimpaired loans based on historical loss factors and reserves based on general economic factors and other qualitative risk factors such as changes in delinquency trends, industry concentrations or local/national economic trends. This risk assessment process is performed at least quarterly, and, as adjustments become necessary, they are realized in the periods in which they become known.

Although management attempts to maintain the allowance at a level deemed adequate to provide for probable losses, future additions to the allowance may be necessary based upon certain factors including changes in market conditions and underlying collateral values. In addition, various regulatory agencies periodically review the adequacy of the Company's allowance for loan losses. These agencies may require the Company to make additional provisions based on their judgments about information available to them at the time of their examination.

The Company maintains an allowance for unfunded loan commitments that is maintained at a level that management believes is adequate to absorb estimated probable losses. Adjustments to the allowance are made through other expenses and applied to the allowance which is maintained in other liabilities.

For additional information on the allowance for loan losses and unfunded loan commitments, see Note 9 to the Consolidated Financial Statements and the sections titled "Asset Quality" and "Allowance for Loan Losses and Reserve for Unfunded Loan Commitments" under Item 2. Management's Discussion and Analysis.

Income Taxes

The Company accounts for income taxes according to the asset and liability method. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using the enacted tax rates applicable to taxable income for the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

Valuation reserves are established against certain deferred tax assets when it is more likely than not that the deferred tax assets will not be realized. Increases or decreases in the valuation reserve are charged or credited to the income tax provision.

When tax returns are filed, it is highly certain that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that ultimately would be sustained. The benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. The evaluation of a tax position taken is considered by itself and not offset or aggregated with other positions. Tax positions that meet the more likely than not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of benefits associated with tax positions taken that exceeds the amount measured as described above is reflected as a liability for unrecognized tax benefits in the accompanying balance sheet along with any associated interest and penalties that would be payable to the taxing authorities upon examination.

Interest and penalties associated with unrecognized tax benefits would be recognized in income tax expense on the income statement.

NOTE 2. Litigation

The Company may, in the ordinary course of business, become a party to litigation involving collection matters, contract claims and other legal proceedings relating to the conduct of its business. In the best judgment of management, based upon consultation with counsel, the consolidated financial position and results of operations of the Company will not be affected materially by the final outcome of any pending legal proceedings or other contingent liabilities and commitments.

NOTE 3. Net Income per Share

Basic net income per common share is calculated as net income available to common shareholders divided by the weighted average common shares outstanding during the reporting period. Net income available to common shareholders is calculated as net income less accrued dividends and discount accretion related to preferred stock.

Diluted net income per common share is computed similarly to that of basic net income per common share, except that the denominator is increased to include the number of additional common shares that would have been outstanding if all potentially dilutive common shares, principally stock options and warrants, were issued during the reporting period utilizing the Treasury stock method.

The following is a reconciliation of the calculation of basic and diluted income per share.

	For the three months ended September 30,		For the nine months ended September 30,	
(In thousands, except per share amounts)	2014	2013	2014	2013
Net income	$ 1,886	$ 1,302	$ 4,707	$ 3,848
Less: Preferred stock dividends and discount accretion	-	119	-	988
Income available to common shareholders	$ 1,886	$ 1,183	$ 4,707	$ 2,860
Weighted average common shares outstanding - Basic	7,847	7,545	7,680	7,542
Plus: Potential dilutive common stock equivalents	99	277	85	325
Weighted average common shares outstanding - Diluted	7,946	7,822	7,765	7,867
Net income per common share - Basic	$ 0.24	$ 0.16	$ 0.61	$ 0.38
Net income per common share - Diluted	0.24	0.15	0.61	0.36
Stock options and common stock excluded from the income per share calculation as their effect would have been anti-dilutive	120	282	115	383

The "potential dilutive common stock equivalents" shown in the table above for September 30, 2013 includes the impact of 764,778 common stock warrants issued to the U.S. Department of Treasury under the Capital Purchase Program in December 2008, utilizing the Treasury stock method. These warrants were repurchased on August 28, 2013 for a price of $2.7 million utilizing the Treasury Stock Method for the period outstanding.

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NOTE 4. Income Taxes

The Company follows FASB ASC Topic 740, “Income Taxes,” which prescribes a threshold for the financial statement recognition of income taxes and provides criteria for the measurement of tax positions taken or expected to be taken in a tax return. ASC 740 also includes guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition of income taxes.

For the quarter ended September 30, 2014, the Company reported income tax expense of $808 thousand for an effective tax rate of 30.0 percent, compared to an income tax expense of $684 thousand and effective tax rate of 34.4 percent for the prior year’s quarter. For the nine months ended September 30, 2014, the Company reported income tax expense of $2.2 million for an effective tax rate of 31.8 percent, compared to an income tax expense of $2.0 million and effective tax rate of 33.8 percent for the nine months ended September 30, 2013. Income for the quarter ended September 30, 2014 included $305 thousand in tax-exempt income from a death benefit on BOLI. Excluding this death benefit income the effective tax rate would have been 33.8 percent and 33.3 percent for the three and nine month periods, respectively.

The Company did not recognize or accrue any interest or penalties related to income taxes during the three or nine months ended September 30, 2014 or 2013. The Company did not have an accrual for uncertain tax positions as of September 30, 2014 or December 31, 2013, as deductions taken and benefits accrued are based on widely understood administrative practices and procedures and are based on clear and unambiguous tax law. Tax returns for all years 2010 and thereafter are subject to future examination by tax authorities.

NOTE 5. Other Comprehensive Income (Loss)

The following table shows the changes in other comprehensive income for the three months ended September 30, 2014 and 2013:

	For the three months ended September 30,					
	2014			2013		
(In thousands)	Pre-tax	Tax	After-tax	Pre-tax	Tax	After-tax
Balance, beginning of period			$ 7			$ 227
Unrealized holding gains (losses) on securities arising during period	$ (19)	$ (7)	(12)	$ (1,031)	$ (413)	(618)
Less: Reclassification adjustment for gains on securities included in net income	-	-	-	33	11	22
	$ (19)	$ (7)	$ (12)	$ (1,064)	$ (424)	$ (640)

Net unrealized gains (losses) on securities arising during the period		
Balance, end of period	$ (5)	$ (413)

The following table shows the changes in other comprehensive income for the nine months ended September 30, 2014 and 2013:

	For the nine months ended September 30,					
	2014			2013		
(In thousands)	Pre-tax	Tax	After-tax	Pre-tax	Tax	After-tax
Balance, beginning of period			$ (476)			$ 1,333
Unrealized holding gains (losses) on securities arising during the period	$ 1,152	$ 423	729	$ (2,530)	$ (1,028)	(1,502)
Less: Reclassification adjustment for gains on securities included in net income	378	120	258	367	123	244
Net unrealized gains (losses) on securities arising during the period	$ 774	$ 303	$ 471	$ (2,897)	$ (1,151)	$ (1,746)
Balance, end of period			$ (5)			$ (413)

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NOTE 6. Fair Value

Fair Value Measurement

The Company follows FASB ASC Topic 820, "Fair Value Measurement and Disclosures," which requires additional disclosures about the Company's assets and liabilities that are measured at fair value. Fair value is the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. In determining fair value, the Company uses various methods including market, income and cost approaches. Based on these approaches, the Company often utilizes certain assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and/or the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable inputs. The Company utilizes techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Financial assets and liabilities carried at fair value will be classified and disclosed as follows:

Level 1 Inputs

- Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Generally, this includes debt and equity securities and derivative contracts that are traded in an active exchange market (i.e. New York Stock Exchange), as well as certain U.S. Treasury, U.S. Government and sponsored entity agency mortgage-backed securities that are highly liquid and are actively traded in over-the-counter markets.

Level 2 Inputs

- Quoted prices for similar assets or liabilities in active markets.
- Quoted prices for identical or similar assets or liabilities in inactive markets.
- Inputs other than quoted prices that are observable, either directly or indirectly, for the term of the asset or liability (i.e., interest rates, yield curves, credit risks, prepayment speeds or volatilities) or "market corroborated inputs."
- Generally, this includes U.S. Government and sponsored entity mortgage-backed securities, corporate debt securities and derivative contracts.

Level 3 Inputs

- Prices or valuation techniques that require inputs that are both unobservable (i.e. supported by little or no market activity) and that are significant to the fair value of the assets or liabilities.
- These assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

Fair Value on a Recurring Basis

The following is a description of the valuation methodologies used for instruments measured at fair value on a recurring basis:

Securities Available for Sale

The fair value of available for sale ("AFS") securities is the market value based on quoted market prices, when available, or market prices provided by recognized broker dealers (Level 1). If listed prices or quotes are not available, fair value is based upon quoted market prices for similar or identical assets or other observable inputs (Level 2) or externally developed models that use unobservable inputs due to limited or no market activity of the instrument (Level 3).

As of September 30, 2014, the fair value of the Company's AFS securities portfolio was $66.1 million. Approximately 55 percent of the portfolio was made up of residential mortgage-backed securities, which had a fair value of $36.1 million at September 30, 2014. Approximately $35.0 million of the residential mortgage-backed securities are guaranteed by the Government National Mortgage Association ("GNMA"), the Federal National Mortgage Association ("FNMA") or the Federal Home Loan Mortgage Corporation ("FHLMC"). The underlying loans for these securities are residential mortgages that are geographically dispersed throughout the United States.

All of the Company’s AFS securities were classified as Level 2 assets at September 30, 2014. The valuation of AFS securities using Level 2 inputs was primarily determined using the market approach, which uses quoted prices for similar assets or liabilities in active markets and all other relevant information. It includes model pricing, defined as valuing securities based upon their relationship with other benchmark securities.

At December 31, 2013, the Company’s AFS securities included commercial mortgage-backed securities which were classified as Level 3 assets. For commercial mortgage-backed securities, the inputs used by either dealer market participants or an independent pricing service, may be derived from unobservable market information (Level 3 inputs). In these instances, management evaluates the appropriateness and quality of the assumptions and the resulting prices. In addition, management reviews the volume and level of activity for all AFS securities and attempts to identify transactions which may not be orderly or reflective of a significant level of activity and volume. For securities meeting these criteria, the quoted prices received from either market participants or an independent pricing service may be adjusted, as necessary, to estimate fair value and this results in fair values based on Level 3 inputs. In determining fair value, the Company utilizes unobservable inputs which reflect its own assumptions about the inputs that market participants would use in pricing each security. In developing its assertion of market participant assumptions, the Company utilizes the best information that is both reasonable and available without undue cost and effort.

In calculating the fair value for AFS securities under Level 3, management prepared present value cash flow models for certain private label commercial mortgage-backed securities. Private label commercial mortgage-backed securities owned by the Bank are A1 and A2 tranche sequential structures and are currently paying principal. The cash flows for the commercial mortgage-backed securities incorporated the expected cash flow of each security adjusted for default rates, loss severities and prepayments of the individual loans collateralizing the security. The following table presents quantitative information about Level 3 inputs used to measure the fair value of commercial mortgage-backed securities at December 31, 2013:

Valuation Technique	Unobservable Input	Range		Weighted Average	
Discounted Cash Flow	Prepayment rate	8 through 15	%	10.0	%
	Default rate	10 through 15	%	12.5	%
	Loss severity	10 through 25	%	18.0	%

Significant increases or decreases in any of the unobservable inputs in the table above in isolation would result in a significantly lower or higher fair value measurement of the securities. Generally, a change in the assumption used for the default rate is accompanied by a directionally similar change in the assumption used for the loss severity and a directionally opposite change in the assumption used for prepayment rates.

For the Level 3 available for sale private label commercial mortgage-backed securities, cash flow assumptions incorporate independent third party market participant data based on vintage year for each security. The discount rate utilized in determining the present value of cash flows for the commercial mortgage-backed securities was arrived at by combining the yield on orderly transactions for similar maturity government sponsored mortgage-backed securities with (i) the historical average risk premium of similar structured private label securities, (ii) a risk premium reflecting current market conditions, including liquidity risk and (iii) if applicable, a forecasted loss premium derived from the expected cash flows of each security. The estimated cash flows for each private label commercial mortgage-backed security are then discounted at the aforementioned effective rate to determine the fair value. The quoted prices received from either market participants or independent pricing services are weighted with the internal price estimate to determine the fair value of each instrument.

There were no changes in the inputs or methodologies used to determine fair value during the period ended September 30, 2014, as compared to the periods ended December 31, 2013 and September 30, 2013.

The tables below present the balances of assets and liabilities measured at fair value on a recurring basis as of September 30, 2014 and December 31, 2013:

	September 30, 2014			
(In thousands)	Level 1	Level 2	Level 3	Total
Securities available for sale:				
U.S. Government sponsored entities	$ -	$ 4,584	$ -	$ 4,584
State and political subdivisions	-	13,345	-	13,345
Residential mortgage-backed securities	-	36,112	-	36,112
Corporate and other securities	-	12,013	-	12,013
Total securities available for sale	$ -	$ 66,054	$ -	$ 66,054

	December 31, 2013			
(In thousands)	Level 1	Level 2	Level 3	Total
Securities available for sale:				
U.S. Government sponsored entities	$ -	$ 6,418	$ -	$ 6,418
State and political subdivisions	-	16,598	-	16,598
Residential mortgage-backed securities	-	44,389	-	44,389
Commercial mortgage-backed securities	-	-	888	888
Corporate and other securities	-	12,840	-	12,840
Total securities available for sale	$ -	$ 80,245	$ 888	$ 81,133

The following table summarizes changes in Level 3 assets during the three and nine months ended September 30, 2014 and 2013, consisting of commercial mortgage-backed available for sale securities, measured at fair value on a recurring basis:

(In thousands)	For the three months ended September 30, 2014	2013	For the nine months ended September 30, 2014	2013
Commercial mortgage-backed securities:				
Balance, beginning of period	$ -	$ 1,594	$ 888	$ 4,463
Payoffs	-	(75)	(714)	(815)
Principal paydowns	-	(219)	(173)	(2,301)
Total net losses included in:				
Other comprehensive income	-	8	(1)	(39)
Balance, end of period	$ -	$ 1,308	$ -	$ 1,308

There were no gains or losses (realized or unrealized) on Level 3 securities included in earnings for assets and liabilities held at September 30, 2014 or 2013.

Fair Value on a Nonrecurring Basis

Certain assets and liabilities are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment). The following is a description of the valuation methodologies used for instruments measured at fair value on a nonrecurring basis:

Appraisal Policy

All appraisals must be performed in accordance with the Uniform Standards of Professional Appraisal Practice ("USPAP"). Appraisals are certified to the Company and performed by appraisers on the Company's approved list of appraisers. Evaluations are completed by a person independent of Company management. The content of the appraisal depends on the complexity of the property. Appraisals are completed on a "retail value" and an "as is value".

The Company requires current real estate appraisals on all loans that become OREO or in-substance foreclosure, loans that are classified substandard, doubtful or loss, or loans that are over $100,000 and nonperforming. Prior to each balance sheet date, the Company values impaired collateral-dependent loans and OREO based upon a third party appraisal, broker's price opinion, drive by appraisal, automated valuation model, updated market evaluation, or a combination of these methods. The amount is discounted for the decline in market real estate values (for original appraisals), for any known damage or repair costs, and for selling and closing costs. The amount of the discount ranges from 10 to 25 percent and is dependent upon the method used to determine the original value. The original appraisal is generally used when a loan is first determined to be impaired. When applying the discount, the Company takes into consideration when the appraisal was performed, the collateral's location, the type of collateral, any known damage to the property and the type of business. Subsequent to entering impaired status and the Company determining that there is a collateral shortfall, the Company will generally, depending on the type of collateral, order a third party appraisal, broker's price opinion, automated valuation model or updated market evaluation. Subsequent to receiving the third party results, the Company will discount the value 8 to 10 percent for selling and closing costs.

Other Real Estate Owned ("OREO")

The fair value of OREO is determined using appraisals, which may be discounted based on management's review and changes in market conditions (Level 3 Inputs).

Impaired Collateral-Dependent Loans

The fair value of impaired collateral-dependent loans is derived in accordance with FASB ASC Topic 310, "Receivables." Fair value is determined based on the loan's observable market price or the fair value of the collateral. Partially charged-off loans are measured for impairment based upon an appraisal for collateral-dependent loans. When an updated appraisal is received for a nonperforming loan, the value on the appraisal is discounted in the manner discussed above. If there is a deficiency in the value after the Company applies these discounts, management applies a specific reserve and the loan remains in nonaccrual status. The receipt of an updated appraisal would not qualify as a reason to put a loan back into accruing status. The Company removes loans from nonaccrual status generally when the borrower makes nine months of contractual payments and demonstrates the ability to service the debt going forward. Charge-offs are determined based upon the loss that management believes the Company will incur after evaluating collateral for impairment based upon the valuation methods described above and the ability of the borrower to pay any deficiency.

The valuation allowance for impaired loans is included in the allowance for loan losses in the consolidated balance sheets. At September 30, 2014, the valuation allowance for impaired loans was $951 thousand, a decrease of $186 thousand from $1.1 million at December 31, 2013.

The following tables present the assets and liabilities carried on the balance sheet by caption and by level within the hierarchy (as described above) as of September 30, 2014 and the fair value gains (losses) recognized during the three and nine months ended September 30, 2014 and 2013:

	Fair value at September 30, 2014				Gains (losses) from fair value changes for the three months ended September 30, 2014	Gains (losses) from fair value changes for the nine months ended September 30, 2014
(In thousands)	Level 1	Level 2	Level 3	Total		
Financial assets:						
OREO	$ -	$ -	$ 166	$ 166	$ (160)	$ (839)
Impaired collateral-dependent loans	-	-	1,244	1,244	186	186

	Fair value at September 30, 2013				Gains (losses) from fair value changes for the three months ended September 30, 2013	Gains (losses) from fair value changes for the nine months ended September 30, 2013
(In thousands)	Level 1	Level 2	Level 3	Total		
Financial assets:						
OREO	$ -	$ -	$ 1,000	$ 1,000	$ (390)	$ (459)
Impaired collateral-dependent loans	-	-	8,782	8,782	286	554

Fair Value of Financial Instruments

FASB ASC Topic 825, "Financial Instruments," requires the disclosure of the estimated fair value of certain financial instruments, including those financial instruments for which the Company did not elect the fair value option. These estimated fair values as of September 30, 2014 and December 31, 2013 have been determined using available market information and appropriate valuation methodologies. Considerable judgment is required to interpret market data to develop estimates of fair value. The estimates presented are not necessarily indicative of amounts the Company could realize in a current market exchange. The use of alternative market assumptions and estimation methodologies could have had a material effect on these estimates of fair value. The methodology for estimating the fair value of financial assets and liabilities that are measured on a recurring or nonrecurring basis are discussed above. The following methods and assumptions were used to estimate the fair value of other financial instruments for which it is practicable to estimate that value:

Cash and Cash Equivalents

For these short-term instruments, the carrying value is a reasonable estimate of fair value.

Securities Held to Maturity

The fair value of held to maturity ("HTM") securities is based upon quoted market prices for similar or identical assets or other observable inputs (Level 2) or externally developed models that use unobservable inputs due to limited or no market activity of the instrument (Level 3).

SBA Loans Held for Sale

The fair value of SBA loans held for sale is estimated by using a market approach that includes significant other observable inputs.

Loans

The fair value of loans is estimated by discounting the future cash flows using current market rates that reflect the interest rate risk inherent in the loan, except for previously discussed impaired loans.

Federal Home Loan Bank Stock

Federal Home Loan Bank stock is carried at cost. Carrying value approximates fair value based on the redemption provisions of the issues.

SBA Servicing Assets

SBA servicing assets do not trade in an active, open market with readily observable prices. The Company estimates the fair value of SBA servicing assets using discounted cash flow models incorporating numerous assumptions from the perspective of a market participant including market discount rates and prepayment speeds.

Accrued Interest

The carrying amounts of accrued interest approximate fair value.

Deposit Liabilities

The fair value of demand deposits and savings accounts is the amount payable on demand at the reporting date (i.e. carrying value). The fair value of fixed-maturity certificates of deposit is estimated by discounting the future cash flows using current market rates.

Borrowed Funds and Subordinated Debentures

The fair value of borrowings is estimated by discounting the projected future cash flows using current market rates.

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Standby Letters of Credit

At September 30, 2014, the Bank had standby letters of credit outstanding of $1.4 million, consistent with December 31, 2013. The fair value of these commitments is nominal.

The table below presents the carrying amount and estimated fair values of the Company’s financial instruments not previously presented as of September 30, 2014 and December 31, 2013:

		September 30, 2014		December 31, 2013	
(In thousands)	Fair value level	Carrying amount	Estimated fair value	Carrying amount	Estimated fair value
Financial assets:					
Cash and cash equivalents	Level 1	$ 101,589	$ 101,589	$ 99,404	$ 99,404
Securities held to maturity (1)	Level 2	20,825	20,738	26,381	25,549
SBA loans held for sale	Level 2	7,835	8,575	6,673	7,267
Loans, net of allowance for loan losses (2)	Level 2	723,613	726,059	658,887	645,582
Federal Home Loan Bank stock	Level 2	4,907	4,907	5,392	5,392
Servicing assets	Level 3	643	643	437	437
Accrued interest receivable	Level 2	3,422	3,422	3,272	3,272
Financial liabilities:					
Deposits	Level 2	781,920	781,594	738,698	738,337
Borrowed funds and subordinated debentures	Level 2	115,465	120,845	122,465	129,732
Accrued interest payable	Level 2	476	476	454	454

(1) Includes held to maturity commercial mortgage-backed securities that are considered Level 3. These securities had book values of $4.0 million and $6.8 million at September 30, 2014 and December 31, 2013, respectively, and market values of $3.8 million and $6.4 million at September 30, 2014 and December 31, 2013, respectively.
(2) Includes collateral-dependent impaired loans that are considered Level 3 and reported separately in the tables under the “Fair Value on a Nonrecurring Basis” heading. Collateral-dependent impaired loans, net of specific reserves totaled $1.2 million and $4.5 million at September 30, 2014 and December 31, 2013, respectively.

NOTE 7. Securities

This table provides the major components of securities available for sale ("AFS") and held to maturity ("HTM") at amortized cost and estimated fair value at September 30, 2014 and December 31, 2013:

	September 30, 2014				December 31, 2013			
(In thousands)	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value
Available for sale:								
U.S. Government sponsored entities	$ 4,758	$ -	$ (174)	$ 4,584	$ 6,723	$ 27	$ (332)	$ 6,418
State and political subdivisions	13,273	200	(128)	13,345	16,960	192	(554)	16,598
Residential mortgage-backed securities	35,769	592	(249)	36,112	44,168	696	(475)	44,389
Commercial mortgage-backed securities	-	-	-	-	887	2	(1)	888
Corporate and other securities	12,258	44	(289)	12,013	13,173	67	(400)	12,840
Total securities available for sale	$ 66,058	$ 836	$ (840)	$ 66,054	$ 81,911	$ 984	$ (1,762)	$ 81,133
Held to maturity:								
U.S. Government sponsored entities	$ 4,625	$ -	$ (243)	$ 4,382	$ 5,814	$ -	$ (460)	$ 5,354
State and political subdivisions	2,418	254	-	2,672	2,441	121	(17)	2,545
Residential mortgage-backed securities	8,769	194	(64)	8,899	10,395	145	(198)	10,342
Commercial mortgage-backed securities	4,031	-	(200)	3,831	6,750	87	(437)	6,400
Corporate and other securities	982	-	(28)	954	981	-	(73)	908
Total securities held to maturity	$ 20,825	$ 448	$ (535)	$ 20,738	$ 26,381	$ 353	$ (1,185)	$ 25,549

This table provides the remaining contractual maturities and yields of securities within the investment portfolios. The carrying value of securities at September 30, 2014 is distributed by contractual maturity. Mortgage-backed securities and other securities, which may have principal prepayment provisions, are distributed based on contractual maturity. Expected maturities will differ materially from contractual maturities as a result of early prepayments and calls.

(In thousands, except percentages)	Within one year			After one through five years			After five through ten years			After ten years			Total carrying value		
	Amount	Yield		Amount	Yield		Amount	Yield		Amount	Yield		Amount	Yield	
Available for sale at fair value:															
U.S. Government sponsored entities	$ -	-	%	$ 1,011	1.00	%	$ 948	2.07	%	$ 2,625	2.04	%	$ 4,584	1.82	%
State and political subdivisions	-	-		1,129	2.70		8,454	2.70		3,762	2.63		13,345	2.68	
Residential mortgage-backed securities	-	-		1,912	1.73		2,454	1.86		31,746	2.80		36,112	2.68	
Corporate and other securities	-	-		2,407	1.00		3,533	2.08		6,073	1.44		12,013	1.54	
Total securities available for sale	$ -	-	%	$ 6,459	1.51	%	$ 15,389	2.39	%	$ 44,206	2.55	%	$ 66,054	2.41	%
Held to maturity at cost:															
U.S. Government sponsored entities	$ -	-	%	$ -	-	%	$ -	-	%	$ 4,625	1.96	%	$ 4,625	1.96	%
State and political subdivisions	309	0.75		-	-		-	-		2,109	4.71		2,418	4.21	
Residential mortgage-backed securities	-	-		532	4.89		285	5.20		7,952	2.32		8,769	2.57	
Commercial mortgage-backed securities	-	-		-	-		-	-		4,031	2.76		4,031	2.76	
Corporate and other securities	-	-		-	-		982	2.95		-	-		982	2.95	
Total securities held to maturity	$ 309	0.75	%	$ 532	4.89	%	$ 1,267	3.46	%	$ 18,717	2.60	%	$ 20,825	2.68	%

The fair value of securities with unrealized losses by length of time that the individual securities have been in a continuous unrealized loss position at September 30, 2014 and December 31, 2013 are as follows:

	September 30, 2014						
		Less than 12 months		12 months and greater		Total	
(In thousands, except number in a loss position)	Total number in a loss position	Estimated fair value	Unrealized loss	Estimated fair value	Unrealized loss	Estimated fair value	Unrealized loss
Available for sale:							
U.S. Government sponsored entities	4	$ -	$ -	$ 4,553	$ (174)	$ 4,553	$ (174)
State and political subdivisions	10	751	(2)	5,301	(126)	6,052	(128)
Residential mortgage-backed securities	13	11,289	(77)	7,250	(172)	18,539	(249)
Corporate and other securities	8	3,047	(74)	3,768	(215)	6,815	(289)
Total temporarily impaired securities	35	$ 15,087	$ (153)	$ 20,872	$ (687)	$ 35,959	$ (840)
Held to maturity:							
U.S. Government sponsored entities	2	$ -	$ -	$ 4,381	$ (243)	$ 4,381	$ (243)
Residential mortgage-backed securities	3	-	-	2,717	(64)	2,717	(64)
Commercial mortgage-backed securities	2	-	-	3,831	(200)	3,831	(200)
Corporate and other securities	1	-	-	953	(28)	953	(28)
Total temporarily impaired securities	8	$ -	$ -	$ 11,882	$ (535)	$ 11,882	$ (535)

	December 31, 2013						
		Less than 12 months		12 months and greater		Total	
(In thousands, except number in a loss position)	Total number in a loss position	Estimated fair value	Unrealized loss	Estimated fair value	Unrealized loss	Estimated fair value	Unrealized loss
Available for sale:							
U.S. Government sponsored entities	5	$ 5,591	$ (332)	$ -	$ -	$ 5,591	$ (332)
State and political subdivisions	19	8,575	(453)	934	(101)	9,509	(554)
Residential mortgage-backed securities	13	13,226	(398)	1,474	(77)	14,700	(475)
Commercial mortgage-backed securities	3	368	(1)	-	-	368	(1)
Corporate and other securities	9	3,994	(105)	3,088	(295)	7,082	(400)
Total temporarily impaired securities	49	$ 31,754	$ (1,289)	$ 5,496	$ (473)	$ 37,250	$ (1,762)
Held to maturity:							
U.S. Government sponsored entities	3	$ 5,355	$ (460)	$ -	$ -	$ 5,355	$ (460)
State and political subdivisions	2	986	(17)	-	-	986	(17)

Residential mortgage-backed securities	7	6,333	(193)	114	(5)	6,447	(198)
Commercial mortgage-backed securities	2	3,668	(437)	-	-	3,668	(437)
Corporate and other securities	1	907	(73)	-	-	907	(73)
Total temporarily impaired securities	15	$ 17,249	$ (1,180)	$ 114	$ (5)	$ 17,363	$ (1,185)

Unrealized Losses

The unrealized losses in each of the categories presented in the tables above are discussed in the paragraphs that follow:

U.S. government sponsored entities and state and political subdivision securities: The unrealized losses on investments in these types of securities were caused by the increase in interest rate spreads or the increase in interest rates at the long end of the Treasury curve. The contractual terms of these investments do not permit the issuer to settle the securities at a price less than the par value 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 at maturity, the Company did not consider these investments to be other-than temporarily impaired as of September 30, 2014. There was no impairment on these securities at December 31, 2013.

Residential and commercial mortgage-backed securities: The unrealized losses on investments in mortgage-backed securities were caused by increases in interest rate spreads or the increase in interest rates at the long end of the Treasury curve. The majority of contractual cash flows of these securities are guaranteed by Fannie Mae, Ginnie Mae and the Federal Home Loan Mortgage Corporation. It is expected that the securities would not be settled at a price significantly less than the par value of the investment. Because the decline in fair value is attributable to changes in interest rates and not credit quality, and 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 at maturity, the Company did not consider these investments to be other-than-temporarily impaired as of September 30, 2014 or December 31, 2013.

Corporate and other securities: Included in this category are corporate debt securities, Community Reinvestment Act ("CRA") investments, asset-backed securities, and one trust preferred security. The unrealized losses on corporate debt securities were due to widening credit spreads or the increase in interest rates at the long end of the Treasury curve and the unrealized losses on CRA investments were caused by decreases in the market prices of the shares. The Company evaluated the prospects of the issuers and forecasted a recovery period; and as a result determined it did not consider these investments to be other-than-temporarily impaired as of September 30, 2014 or December 31, 2013. The unrealized loss on the trust preferred security was caused by an inactive trading market and changes in market credit spreads. At September 30, 2014 and December 31, 2013, this category consisted of one single-issuer trust preferred security. The contractual terms do not allow the security to be settled at a price less than the par value. Because the Company does not intend to sell the security and it is not more likely than not that the Company will be required to sell the security before recovery of its amortized cost basis, which may be at maturity, the Company did not consider this security to be other-than-temporarily impaired as of September 30, 2014 or December 31, 2013.

Realized Gains and Losses

Gross realized gains (losses) on securities for the three and nine months ended September 30, 2014 and 2013 are detailed in the table below:

	For the three months ended September 30,		For the nine months ended September 30,	
(In thousands)	2014	2013	2014	2013
Available for sale:				
Realized gains	$ -	$ 34	$ 385	$ 371
Realized losses	-	-	(7)	(4)
Total securities available for sale	-	34	378	367
Held to maturity:				
Realized gains	-	-	-	-
Realized losses	-	-	-	-
Total securities held to maturity	-	-	-	-

Net gains on sales of securities	$ -	$ 34	$ 378	$ 367

The net realized gains are included in noninterest income in the Consolidated Statements of Income as net security gains. There were no realized gains or losses for the three months ended September 30, 2014 and there were gross realized gains of $385 thousand for the nine months ended September 30, 2014. There were no gross realized losses for the three months ended September 30, 2014 and there were gross realized losses of $7 thousand for the nine months ended September 30, 2014. The net realized gains during 2014 were a result of the following:

- For the nine months ended September 30, 2014, the Company sold approximately $17.5 million in book value of available for sale municipal securities, mortgage-backed securities, asset-backed securities, and corporate bonds, resulting in pre-tax gains of approximately $385 thousand.

For the three and nine months ended September 30, 2013, there were gross realized gains of $34 thousand and $371 thousand, respectively. There were no realized losses during the third quarter of 2013 and gross realized losses of $4 thousand for the year-to-date period. The net realized gains during 2013 were a result of the following:

- For the nine months ended September 30, 2013, the Company sold approximately $11.8 million in book value of available for sale asset-backed securities, mortgage-backed securities, and corporate bonds, resulting in pre-tax gains of approximately $371 thousand.

Pledged Securities

Securities with a carrying value of $53.1 million and $74.5 million at September 30, 2014 and December 31, 2013, respectively, were pledged to secure Government deposits, secure other borrowings and for other purposes required or permitted by law. Included in these figures was $33.6 million and $19.9 million pledged against municipal deposits at September 30, 2014 and December 31, 2013, respectively.

Note 8. Loans

The following table sets forth the classification of loans by class, including unearned fees, deferred costs and excluding the allowance for loan losses as of September 30, 2014 and December 31, 2013:

(In thousands)	September 30, 2014	December 31, 2013
SBA loans held for investment	$ 44,502	$ 48,918
SBA 504 loans	34,152	31,564
Commercial loans		
Commercial other	38,649	37,611
Commercial real estate	337,827	317,471
Commercial real estate construction	14,862	8,258
Residential mortgage loans	211,450	182,067
Consumer loans		
Home equity	53,623	43,704
Consumer other	1,466	2,435
Total loans held for investment	$ 736,531	$ 672,028
SBA loans held for sale	7,835	6,673
Total loans	$ 744,366	$ 678,701

Loans are made to individuals as well as commercial entities. Specific loan terms vary as to interest rate, repayment, and collateral requirements based on the type of loan requested and the credit worthiness of the prospective borrower. Credit risk tends to be geographically concentrated in that a majority of the loan customers are located in the markets serviced by the Bank. As a preferred SBA lender, a portion of the SBA portfolio is to borrowers outside the Company’s lending area. However, during late 2008, the Company withdrew from SBA lending outside of its primary trade area, but continues to offer SBA loan products as an additional credit product within its primary trade area. Loan performance may be adversely affected by factors impacting the general economy or conditions specific to the real estate market such as geographic location and/or property type. A description of the Company's different loan segments follows:

SBA Loans: SBA 7(a) loans, on which the SBA has historically provided guarantees of up to 90 percent of the principal balance, are considered a higher risk loan product for the Company than its other loan products. The guaranteed portion of the Company’s SBA loans is generally sold in the secondary market with the nonguaranteed portion held in the portfolio as a loan held for investment. SBA loans are for the purpose of providing working capital, financing the purchase of equipment, inventory or commercial real estate and for other business purposes. Loans are guaranteed by the businesses' major owners. SBA loans are made based primarily on the historical and projected cash flow of the business and secondarily on the underlying collateral provided.

SBA 504 Loans: The SBA 504 program consists of real estate backed commercial mortgages where the Company has the first mortgage and the SBA has the second mortgage on the property. SBA 504 loans are made based primarily on the historical and projected cash flow of the business and secondarily on the underlying collateral provided. Generally, the Company has a 50 percent loan to value ratio on SBA 504 program loans at origination.

Commercial Loans: Commercial credit is extended primarily to middle market and small business customers. Commercial loans are generally made in the Company’s market place for the purpose of providing working capital, financing the purchase of equipment, inventory or commercial real estate and for other business purposes. Loans will generally be guaranteed in full or for a meaningful amount by the businesses' major owners. Commercial loans are made based primarily on the historical and projected cash flow of the business and secondarily on the underlying collateral provided.

Residential Mortgage and Consumer Loans: The Company originates mortgage and consumer loans including principally residential real estate and home equity lines and loans. Each loan type is evaluated on debt to income, type of collateral and loan to collateral value, credit history and Company’s relationship with the borrower.

Inherent in the lending function is credit risk, which is the possibility a borrower may not perform in accordance with the contractual terms of their loan. A borrower’s inability to pay their obligations according to the contractual terms can create the risk of past due loans and, ultimately, credit losses, especially on collateral deficient loans. The Company minimizes its credit risk by loan diversification and adhering to credit administration policies and procedures. Due diligence on loans begins when we initiate contact regarding a loan with a borrower. Documentation, including a borrower’s credit history, materials establishing the value and liquidity of potential collateral, the purpose of the loan, the source of funds for repayment of the loan, and other factors, are analyzed before a loan is submitted for approval. The loan portfolio is then subject to on-going internal reviews for credit quality, as well as independent credit reviews by an outside firm.

The Company's extension of credit is governed by the Credit Risk Policy which was established to control the quality of the Company's loans. These policies and procedures are reviewed and approved by the Board of Directors on a regular basis.

Credit Ratings

For SBA 7(a), SBA 504 and commercial loans, management uses internally assigned risk ratings as the best indicator of credit quality. A loan's internal risk rating is updated at least annually and more frequently if circumstances warrant a change in risk rating. The Company uses a 1 through 10 loan grading system that follows regulatorily accepted definitions.

Pass: Risk ratings of 1 through 6 are used for loans that are performing, as they meet, and are expected to continue to meet, all of the terms and conditions set forth in the original loan documentation, and are generally current on principal and interest payments. These performing loans are termed "Pass".

Special Mention: Criticized loans are assigned a risk rating of 7 and termed "Special Mention", as the borrowers exhibit potential credit weaknesses or downward trends deserving management's close attention. If not checked or corrected, these trends will weaken the Bank's collateral and position. While potentially weak, these borrowers are currently marginally acceptable and no loss of interest or principal is anticipated. As a result, special mention assets do not expose an institution to sufficient risk to warrant adverse classification. Included in "Special Mention" could be turnaround situations, such as borrowers with deteriorating trends beyond one year, borrowers in startup or deteriorating industries, or borrowers with a poor market share in an average industry. "Special Mention" loans may include an element of asset quality, financial flexibility, or below average management. Management and ownership may have limited depth or experience. Regulatory agencies have agreed on a consistent definition of "Special Mention" as an asset with potential weaknesses which, if left uncorrected, may result in deterioration of the repayment prospects for the asset or in the Bank's credit position at some future date. This definition is intended to ensure that the "Special Mention" category is not used to identify assets that have as their sole weakness credit data exceptions or collateral documentation exceptions that are not material to the repayment of the asset.

Substandard: Classified loans are assigned a risk rating of an 8 or 9, depending upon the prospect for collection, and deemed "Substandard". A risk rating of 8 is used for borrowers with well-defined weaknesses that jeopardize the orderly liquidation of debt. The loan is inadequately protected by the current paying capacity of the obligor or by the collateral pledged, if any. Normal repayment from the borrower is in jeopardy, although no loss of principal is envisioned. There is a distinct possibility that a partial loss of interest and/or principal will occur if the deficiencies are not corrected. Loss potential, while existing in the aggregate amount of substandard assets, does not have to exist in individual assets classified "Substandard".

A risk rating of 9 is used for borrowers that have all the weaknesses inherent in a loan with a risk rating of 8, with the added characteristic that the weaknesses make collection of debt in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable. Serious problems exist to the point where partial loss of principal is likely. The possibility of loss is extremely high, but because of certain important, reasonably specific pending factors that may work to strengthen the assets, the loans' classification as estimated losses is deferred until a more exact status may be determined. Pending factors include proposed merger, acquisition, or liquidation procedures; capital injection; perfecting liens on additional collateral; and refinancing plans. Partial charge-offs are likely.

Loss: Once a borrower is deemed incapable of repayment of unsecured debt, the risk rating becomes a 10, the loan is termed a “Loss”, and charged-off immediately. Loans to such borrowers are considered uncollectible and of such little value that continuance as active assets of the Bank is not warranted. This classification does not mean that the loan has absolutely no recovery or salvage value, but rather it is not practical or desirable to defer writing off these basically worthless assets even though partial recovery may be affected in the future.

For residential mortgage and consumer loans, management uses performing versus nonperforming as the best indicator of credit quality. Nonperforming loans consist of loans that are not accruing interest (nonaccrual loans) as a result of principal or interest being in default for a period of 90 days or more or when the ability to collect principal and interest according to the contractual terms is in doubt. These credit quality indicators are updated on an ongoing basis, as a loan is placed on nonaccrual status as soon as management believes there is sufficient doubt as to the ultimate ability to collect interest on a loan.

The tables below detail the Company's loan portfolio by class according to their credit quality indicators discussed in the paragraphs above as of September 30, 2014:

	September 30, 2014 SBA, SBA 504 & Commercial loans - Internal risk ratings			
(In thousands)	Pass	Special mention	Substandard	Total
SBA loans held for investment	$ 39,529	$ 1,722	$ 3,251	$ 44,502
SBA 504 loans	24,175	7,670	2,307	34,152
Commercial loans				
Commercial other	35,732	1,839	1,078	38,649
Commercial real estate	313,023	20,700	4,104	337,827
Commercial real estate construction	14,862	-	-	14,862
Total commercial loans	363,617	22,539	5,182	391,338
Total SBA, SBA 504 and commercial loans	$ 427,321	$ 31,931	$ 10,740	$ 469,992

	Residential mortgage & Consumer loans - Performing/Nonperforming		
(In thousands)	Performing	Nonperforming	Total
Residential mortgage loans	$ 209,352	$ 2,098	$ 211,450
Consumer loans			
Home equity	53,256	367	53,623
Consumer other	1,466	-	1,466
Total consumer loans	54,722	367	55,089
Total residential mortgage and consumer loans	$ 264,074	$ 2,465	$ 266,539

The tables below detail the Company's loan portfolio by class according to their credit quality indicators discussed in the paragraphs above as of December 31, 2013:

	December 31, 2013 SBA, SBA 504 & Commercial loans - Internal risk ratings			
(In thousands)	Pass	Special mention	Substandard	Total
SBA loans held for investment	$ 43,778	$ 2,035	$ 3,105	$ 48,918
SBA 504 loans	20,641	9,595	1,328	31,564
Commercial loans				

Commercial other	34,946	1,499	1,166	37,611
Commercial real estate	289,220	21,137	7,114	317,471
Commercial real estate construction	8,081	-	177	8,258
Total commercial loans	332,247	22,636	8,457	363,340
Total SBA, SBA 504 and commercial loans	$ 396,666	$ 34,266	$ 12,890	$ 443,822

	Residential mortgage & Consumer loans - Performing/Nonperforming		
(In thousands)	Performing	Nonperforming	Total
Residential mortgage loans	$ 176,340	$ 5,727	$ 182,067
Consumer loans			
Home equity	42,029	1,675	43,704
Consumer other	2,430	5	2,435
Total consumer loans	44,459	1,680	46,139
Total residential mortgage and consumer loans	$ 220,799	$ 7,407	$ 228,206

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Nonperforming and Past Due Loans

Nonperforming loans consist of loans that are not accruing interest (nonaccrual loans) as a result of principal or interest being in default for a period of 90 days or more or when the ability to collect principal and interest according to the contractual terms is in doubt. Loans past due 90 days or more and still accruing interest are not included in nonperforming loans and generally represent loans that are well collateralized and in a continuing process expected to result in repayment or restoration to current status. The risk of loss is difficult to quantify and is subject to fluctuations in collateral values, general economic conditions and other factors. The improved state of the economy has resulted in a substantial reduction in nonperforming loans and loan delinquencies. The Company values its collateral through the use of appraisals, broker price opinions, and knowledge of its local market. In response to the credit risk in its portfolio, the Company has increased staffing in its credit monitoring department and increased efforts in the collection and analysis of borrowers' financial statements and tax returns.

The following tables set forth an aging analysis of past due and nonaccrual loans as of September 30, 2014 and December 31, 2013:

	September 30, 2014						
(In thousands)	30-59 days past due	60-89 days past due	90+ days and still accruing	Nonaccrual (1)	Total past due	Current	Total loans
SBA loans held for investment	$ 885	$ 30	$ -	$ 2,572	$ 3,487	$ 41,015	$ 44,502
SBA 504 loans	-	-	-	2,109	2,109	32,043	34,152
Commercial loans							
Commercial other	55	-	-	393	448	38,201	38,649
Commercial real estate	418	919	-	3,618	4,955	332,872	337,827
Commercial real estate construction	-	-	-	-	-	14,862	14,862
Residential mortgage loans	988	84	-	2,098	3,170	208,280	211,450
Consumer loans							
Home equity	180	30	-	367	577	53,046	53,623
Consumer other	18	-	-	-	18	1,448	1,466
Total loans held for investment	$ 2,544	$ 1,063	$ -	$ 11,157	$ 14,764	$ 721,767	$ 736,531
SBA loans held for sale	-	-	-	55	55	7,780	7,835
Total loans	$ 2,544	$ 1,063	$ -	$ 11,212	$ 14,819	$ 729,547	$ 744,366

(1) At September 30, 2014, nonaccrual loans included $3.5 million of troubled debt restructurings ("TDRs") and $200 thousand of loans guaranteed by the SBA. The remaining $4.2 million of TDRs are in accrual status because they are performing in accordance with their restructured terms.

	December 31, 2013						
(In thousands)	30-59 days past due	60-89 days past due	90+ days and still accruing	Nonaccrual (1)	Total past due	Current	Total loans
SBA loans held for investment	$ 4,314	$ 264	$ -	$ 2,746	$ 7,324	$ 41,594	$ 48,918
SBA 504 loans	-	-	-	1,101	1,101	30,463	31,564
Commercial loans							
Commercial other	123	-	-	67	190	37,421	37,611
Commercial real estate	347	190	14	3,785	4,336	313,135	317,471
Commercial real estate construction	-	-	-	177	177	8,081	8,258
Residential mortgage loans	3,050	-	5	5,727	8,782	173,285	182,067
Consumer loans							
Home equity	142	69	-	1,675	1,886	41,818	43,704
Consumer other	9	1	-	5	15	2,420	2,435
Total loans held for investment	$ 7,985	$ 524	$ 19	$ 15,283	$ 23,811	$ 648,217	$ 672,028
SBA loans held for sale	65	-	-	-	65	6,608	6,673
Total loans	$ 8,050	$ 524	$ 19	$ 15,283	$ 23,876	$ 654,825	$ 678,701

(1) At December 31, 2013, nonaccrual loans included $467 thousand of TDRs and $540 thousand of loans guaranteed by the SBA. The remaining $7.5 million of TDRs are in accrual status because they are performing in accordance with their restructured terms.

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Impaired Loans

The Company has defined impaired loans to be all nonperforming loans individually evaluated for impairment and troubled debt restructurings. Management considers a loan impaired when, based on current information and events, it is determined that the Company will not be able to collect all amounts due according to the loan contract. Impairment is evaluated on an individual basis for SBA, SBA 504, and commercial loans.

The following table provides detail on the Company's impaired loans that are individually evaluated for impairment with the associated allowance amount, if applicable, as of September 30, 2014:

	September 30, 2014		
(In thousands)	Unpaid principal balance	Recorded investment	Specific reserves
With no related allowance:			
SBA loans held for investment (1)	$ 1,325	$ 1,062	$ -
SBA 504 loans	3,893	3,893	-
Commercial loans			
Commercial other	359	359	-
Commercial real estate	5,322	5,232	-
Total commercial loans	5,681	5,591	-
Total impaired loans with no related allowance	10,899	10,546	-
With an allowance:			
SBA loans held for investment (1)	2,049	1,824	868
Commercial loans			
Commercial other	47	34	34
Commercial real estate	337	337	49
Total commercial loans	384	371	83
Total impaired loans with a related allowance	2,433	2,195	951
Total individually evaluated impaired loans:			
SBA loans held for investment (1)	3,374	2,886	868
SBA 504 loans	3,893	3,893	-
Commercial loans			
Commercial other	406	393	34
Commercial real estate	5,659	5,569	49
Total commercial loans	6,065	5,962	83
Total individually evaluated impaired loans	$ 13,332	$ 12,741	$ 951

(1) Balances are reduced by amount guaranteed by the SBA of $200 thousand at September 30, 2014.

The following table provides detail on the Company's impaired loans that are individually evaluated for impairment with the associated allowance amount, if applicable, as of December 31, 2013:

(In thousands)	December 31, 2013 Unpaid principal balance	Recorded investment	Specific reserves
With no related allowance:			
SBA loans held for investment (1)	$ 1,123	$ 835	$ -
SBA 504 loans	2,251	2,251	-
Commercial loans			
Commercial other	56	55	-
Commercial real estate	6,116	5,969	-
Total commercial loans	6,172	6,024	-
Total impaired loans with no related allowance	9,546	9,110	-
With an allowance:			
SBA loans held for investment (1)	2,282	1,905	831
SBA 504 loans	1,277	677	29
Commercial loans			
Commercial other	24	12	12
Commercial real estate	3,557	2,907	230
Commercial real estate construction	202	177	36
Total commercial loans	3,783	3,096	278
Total impaired loans with a related allowance	7,342	5,678	1,138
Total individually evaluated impaired loans:			
SBA loans held for investment (1)	3,405	2,740	831
SBA 504 loans	3,528	2,928	29
Commercial loans			
Commercial other	80	67	12
Commercial real estate	9,673	8,876	230
Commercial real estate construction	202	177	36
Total commercial loans	9,955	9,120	278
Total individually evaluated impaired loans	$ 16,888	$ 14,788	$ 1,138

(1) Balances are reduced by amount guaranteed by the SBA of $540 thousand at December 31, 2013.

The following tables present the average recorded investments in impaired loans and the related amount of interest recognized during the time period in which the loans were impaired for the three and nine months ended September 30, 2014 and 2013. The average balances are calculated based on the month-end balances of impaired loans. When the ultimate collectability of the total principal of an impaired loan is in doubt and the loan is on nonaccrual status, all payments are applied to principal under the cost recovery method, and therefore no interest income is recognized. The interest income recognized on impaired loans noted below represents primarily accruing troubled debt restructurings and nominal amounts of income recognized on a cash basis for well-collateralized impaired loans.

	For the three months ended September 30,			
	2014		2013	
(In thousands)	Average recorded investment	Interest income recognized on impaired loans	Average recorded investment	Interest income recognized on impaired loans
SBA loans held for investment (1)	$ 3,118	$ 72	$ 3,223	$ 40
SBA 504 loans	3,344	27	4,069	28
Commercial loans				
Commercial other	161	-	1,679	16
Commercial real estate	5,535	44	8,115	83
Commercial real estate construction	-	23	177	-
Total	$ 12,158	$ 166	$ 17,263	$ 167

(1) Balances are reduced by the average amount guaranteed by the Small Business Administration of $732 thousand and $605 thousand for the three months ended September 30, 2014 and 2013, respectively.

	For the nine months ended September 30,			
	2014		2013	
(In thousands)	Average recorded investment	Interest income recognized on impaired loans	Average recorded investment	Interest income recognized on impaired loans
SBA loans held for investment (1)	$ 3,111	$ 127	$ 3,395	$ 153
SBA 504 loans	2,760	82	5,642	142
Commercial loans				
Commercial other	101	2	1,923	100
Commercial real estate	6,607	167	9,853	252
Commercial real estate construction	97	23	169	-
Total	$ 12,676	$ 401	$ 20,982	$ 647

(1)

Balances are reduced by the average amount guaranteed by the Small Business Administration of $1.2 million and $1.1 million for the nine months ended September 30, 2014 and 2013, respectively.

Troubled Debt Restructurings

The Company's loan portfolio also includes certain loans that have been modified in a troubled debt restructuring (“TDR”). TDRs occur when a creditor, for economic or legal reasons related to a debtor’s financial condition, grants a concession to the debtor that it would not otherwise consider, unless it results in a delay in payment that is insignificant. These concessions typically include reductions in interest rate, extending the maturity of a loan, or a combination of both. When the Company modifies a loan, management evaluates for any possible impairment using either the discounted cash flows method, where the value of the modified loan is based on the present value of expected cash flows, discounted at the contractual interest rate of the original loan agreement, or by using the fair value of the collateral less selling costs if the loan is collateral-dependent. If management determines that the value of the modified loan is less than the recorded investment in the loan, impairment is recognized by segment or class of loan, as applicable, through an allowance estimate or charge-off to the allowance. This process is used, regardless of loan type, and for loans modified as TDRs that subsequently default on their modified terms.

TDRs of $7.7 million and $7.9 million are included in the impaired loan numbers as of September 30, 2014 and December 31, 2013, respectively. Specific reserves for these TDRs were $288 thousand and $363 thousand as of September 30, 2014 and December 31, 2013, respectively. At September 30, 2014, $3.5 million of TDRs were in nonaccrual status, compared to $467 thousand at December 31, 2013. The increase during the nine month period was due to the transfer of 3 loans, one of which was $2.7 million, into nonaccrual status. The remaining TDRs are in accrual status since they continue to perform in accordance with their restructured terms.

There were no loans modified during the three or nine months ended September 30, 2014 that were deemed to be TDRs. There were no loans modified during the three months ended September 30, 2013 that were deemed to be TDRs. There was one such loan modified in the quarter ended March 31, 2013.

The following table details loans modified during the nine months ended September 30, 2014 and 2013, including the number of modifications and the recorded investment at the time of the modification.

	For the nine months ended September 30,					
	2014			2013		
(In thousands, except number of contracts)	Number of contracts	Recorded investment at time of modification	Impact of interest rate change on	Number of contracts	Recorded investment at time of modification	Impact of interest rate change on

					income						income
Commercial real estate	$	-	$	-	-	$	1	$	2,684		33
Total	$	-	$	-	$ -	$	1	$	2,684	$	33

There were no loans modified as a TDR within the previous 12 months where a concession was made and the loan subsequently defaulted at some point during the three months ended September 30, 2014. There was one loan modified as a TDR within the previous 12 months where a concession was made and the loan subsequently defaulted during the nine months ended September 30, 2014. In this case, the subsequent default is defined as 90 days past due or transferred to nonaccrual status. These defaults are detailed in the following table:

	For the nine months ended September 30,					
	2014			2013		
(In thousands, except number of contracts)	Number of contracts	Recorded investment		Number of contracts	Recorded investment	
SBA loans held for investment	1	$	131	-	$	-
Total	1	$	131	-	$	-

To date, the Company's TDRs consisted of interest rate reductions and maturity extensions. There has been no principal forgiveness. There were no TDR modifications done during the nine months ended September 30, 2014. The following table shows the types of modifications done during the nine months ended September 30, 2013, with the respective loan balances as of the period ending:

	For the nine months ended September 30, 2013	
(In thousands)	Commercial real estate	Total

Type of modification:		
Interest only with reduced interest rate	$ 2,684	$ 2,684
Total TDRs	$ 2,684	$ 2,684

Note 9. Allowance for Loan Losses and Reserve for Unfunded Loan Commitments

Allowance for Loan Losses

The Company has an established methodology to determine the adequacy of the allowance for loan losses that assesses the risks and losses inherent in the loan portfolio. At a minimum, the adequacy of the allowance for loan losses is reviewed by management on a quarterly basis. For purposes of determining the allowance for loan losses, the Company has segmented the loans in its portfolio by loan type. Loans are segmented into the following pools: SBA 7(a), SBA 504, commercial, residential mortgages, and consumer loans. Certain portfolio segments are further broken down into classes based on the associated risks within those segments and the type of collateral underlying each loan. Commercial loans are divided into the following three classes: commercial real estate, commercial real estate construction and commercial other. Consumer loans are divided into two classes as follows: Home equity and other.

The standardized methodology used to assess the adequacy of the allowance includes the allocation of specific and general reserves. The same standard methodology is used, regardless of loan type. Specific reserves are made to individual impaired loans and troubled debt restructurings (see Note 1 for additional information on this term). The general reserve is set based upon a representative average historical net charge-off rate adjusted for the following environmental factors: delinquency and impairment trends, charge-off and recovery trends, changes in the volume of restructured loans, volume and loan term trends, changes in risk and underwriting policy trends, staffing and experience changes, national and local economic trends, industry conditions and credit concentration changes. Within the five-year historical net charge-off rate, the Company weights the past three years more heavily as it believes it is more indicative of future charge-offs. All of the environmental factors are ranked and assigned a basis points value based on the following scale: low, low moderate, moderate, high moderate and high risk. Each environmental factor is evaluated separately for each class of loans and risk weighted based on its individual characteristics.

- For SBA 7(a), SBA 504 and commercial loans, the estimate of loss based on pools of loans with similar characteristics is made through the use of a standardized loan grading system that is applied on an individual loan level and updated on a continuous basis. The loan grading system incorporates reviews of the financial performance of the borrower, including cash flow, debt-service coverage ratio, earnings power, debt level and equity position, in conjunction with an assessment of the borrower's industry and future prospects. It also incorporates analysis of the type of collateral and the relative loan to value ratio.
- For residential mortgage and consumer loans, the estimate of loss is based on pools of loans with similar characteristics. Factors such as credit score, delinquency status and type of collateral are evaluated. Factors are updated frequently to capture the recent behavioral characteristics of the subject portfolios, as well as any changes in loss mitigation or credit origination strategies, and adjustments to the reserve factors are made as needed.

According to the Company’s policy, a loss (“charge-off”) is to be recognized and charged to the allowance for loan losses as soon as a loan is recognized as uncollectable. All credits which are 90 days past due must be analyzed for the Company’s ability to collect on the credit. Once a loss is known to exist, the charge-off approval process is immediately expedited. This charge-off policy is followed for all loan types.

The allocated allowance is the total of identified specific and general reserves by loan category. The allocation is not necessarily indicative of the categories in which future losses may occur. The total allowance is available to absorb losses from any segment of the portfolio. An unallocated component is maintained to cover uncertainties that could affect management's estimate of probable losses. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in methodologies for estimating allocated and general reserves in the portfolio. The unallocated portion of the allowance increased for the nine months ended September 30, 2014 due to changes in environmental factors such as charge-off and recovery trends and improvements in industry conditions partially offset by growth in the loan portfolio and credits transferred into nonaccrual status needing a specific reserve.

The following tables detail the activity in the allowance for loan losses by portfolio segment for the three months ended September 30, 2014 and 2013:

	For the three months ended September 30, 2014						
(In thousands)	SBA held for investment	SBA 504	Commercial	Residential	Consumer	Unallocated	Total
Balance, beginning of period	$ 2,505	$ 929	$ 6,282	$ 2,171	$ 741	$ 230	$ 12,858
Charge-offs	(232)	-	(72)	(201)	(211)	-	(716)
Recoveries	111	-	95	20	-	-	226
Net charge-offs	(121)	-	23	(181)	(211)	-	(490)
Provision for loan losses charged to expense	(102)	(69)	148	371	287	(85)	550
Balance, end of period	$ 2,282	$ 860	$ 6,453	$ 2,361	$ 817	$ 145	$ 12,918

	For the three months ended September 30, 2013						
(In thousands)	SBA held for investment	SBA 504	Commercial	Residential	Consumer	Unallocated	Total
Balance, beginning of period	$ 3,135	$ 1,488	$ 6,806	$ 1,954	$ 489	$ 437	$ 14,309
Charge-offs	(211)	(590)	(253)	(125)	(229)	-	(1,408)
Recoveries	12	-	24	13	-	-	49
Net charge-offs	(199)	(590)	(229)	(112)	(229)	-	(1,359)
Provision for loan losses charged to expense	(152)	209	418	181	255	(311)	600
Balance, end of period	$ 2,784	$ 1,107	$ 6,995	$ 2,023	$ 515	$ 126	$ 13,550

The following tables detail the activity in the allowance for loan losses by portfolio segment for the nine months ended September 30, 2014 and 2013:

	For the nine months ended September 30, 2014						
(In thousands)	SBA held for investment	SBA 504	Commercial	Residential	Consumer	Unallocated	Total
Balance, beginning of period	$ 2,587	$ 957	$ 6,840	$ 2,132	$ 573	$ 52	$ 13,141
Charge-offs	(485)	(92)	(660)	(378)	(593)	-	(2,208)
Recoveries	129	-	135	20	1	-	285
Net charge-offs	(356)	(92)	(525)	(358)	(592)	-	(1,923)
Provision for loan losses charged to expense	51	(5)	138	587	836	93	1,700
Balance, end of period	$ 2,282	$ 860	$ 6,453	$ 2,361	$ 817	$ 145	$ 12,918

(In thousands)	For the nine months ended September 30, 2013 SBA held for investment	SBA 504	Commercial	Residential	Consumer	Unallocated	Total
Balance, beginning of period	$ 3,378	$ 1,312	$ 7,091	$ 1,769	$ 524	$ 684	$ 14,758
Charge-offs	(948)	(990)	(828)	(250)	(288)	-	(3,304)
Recoveries	157	179	190	17	3	-	546
Net charge-offs	(791)	(811)	(638)	(233)	(285)	-	(2,758)
Provision for loan losses charged to expense	197	606	542	487	276	(558)	1,550
Balance, end of period	$ 2,784	$ 1,107	$ 6,995	$ 2,023	$ 515	$ 126	$ 13,550

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The following tables present loans and their related allowance for loan losses, by portfolio segment, as of September 30, 2014 and December 31, 2013:

	September 30, 2014						
(In thousands)	SBA held for investment	SBA 504	Commercial	Residential	Consumer	Unallocated	Total
Allowance for loan losses ending balance:							
Individually evaluated for impairment	$ 868	$ -	$ 83	$ -	$ -	$ -	$ 951
Collectively evaluated for impairment	1,414	860	6,370	2,361	817	145	11,967
Total	$ 2,282	$ 860	$ 6,453	$ 2,361	$ 817	$ 145	$ 12,918
Loan ending balances:							
Individually evaluated for impairment	$ 2,886	$ 3,893	$ 5,962	$ -	$ -	$ -	$ 12,741
Collectively evaluated for impairment	41,616	30,259	385,376	211,450	55,089	-	723,790
Total	$ 44,502	$ 34,152	$ 391,338	$ 211,450	$ 55,089	$ -	$ 736,531

	December 31, 2013						
(In thousands)	SBA held for investment	SBA 504	Commercial	Residential	Consumer	Unallocated	Total
Allowance for loan losses ending balance:							
Individually evaluated for impairment	$ 831	$ 29	$ 278	$ -	$ -	$ -	$ 1,138
Collectively evaluated for impairment	1,756	928	6,562	2,132	573	52	12,003
Total	$ 2,587	$ 957	$ 6,840	$ 2,132	$ 573	$ 52	$ 13,141
Loan ending balances:							
Individually evaluated for impairment	$ 2,740	$ 2,928	$ 9,120	$ -	$ -	$ -	$ 14,788
Collectively evaluated for impairment	46,178	28,636	354,220	182,067	46,139	-	657,240
Total	$ 48,918	$ 31,564	$ 363,340	$ 182,067	$ 46,139	$ -	$ 672,028

Changes in Methodology:

The Company did not make any changes to its allowance for loan losses methodology in the current period.

Reserve for Unfunded Loan Commitments

In addition to the allowance for loan losses, the Company maintains a reserve for unfunded loan commitments at a level that management believes is adequate to absorb estimated probable losses. Adjustments to the reserve are made through other expense and applied to the reserve which is classified as other liabilities. At September 30, 2014, a $151 thousand commitment reserve was reported on the balance sheet as an “other liability”, compared to a $103 thousand commitment reserve at December 31, 2013.

Note 10. New Accounting Pronouncements

ASU No. 2014-04, “Receivables – Troubled Debt Restructurings by Creditors (Subtopic 310-40): Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure.” ASU 2014-04 clarifies that an in-substance repossession or foreclosure occurs, and a creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan, upon either (a) the creditor obtaining legal title to the residential real estate property upon completion of a foreclosure or (b) the borrower conveying all interest in the residential real estate property to the creditor to satisfy that loan through completion of a deed in lieu of foreclosure or through a similar legal agreement. Additionally, ASU 2014-04 requires interim and annual disclosure of both (a) the amount of foreclosed residential real estate property held by the creditor and (b) the recorded investment in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure according to local requirements of the applicable jurisdiction. The amendments in ASU 2014-04 are effective for fiscal years, and interim periods within those years, beginning after December 15, 2014. An entity can elect to adopt the amendments using either a modified retrospective transition method or prospective transition method. Early adoption is permitted. The Company is currently evaluating the impact of these amendments.

ASU 2014-11, “Transfers and Servicing (Topic 860): Repurchase to Maturity Transactions, Repurchase Financings, and Disclosures.” ASU 2014-11, require two accounting changes: 1) repurchase-to-maturity transactions to secured borrowing accounting and 2) repurchase financing arrangements, amendments require separate accounting for a transfer of a financial asset executed contemporaneously with a repurchase agreement with the same counterparty, will result in secured borrowing accounting for the repurchase agreement. ASU 2014-11 also requires additional disclosures for repurchase agreements, securities lending transactions and repurchase-to-maturity transactions that are accounted for as secured borrowings. The accounting changes in this update are effective for public business entities for the first interim or annual period beginning after December 15, 2014. Early application is prohibited. The Company is currently evaluating the impact of the standard.

ASU 2014-09, “Revenue from Contracts with Customers (Topic 606).” This ASU has three sections:

Section A – Summary and amendments that creates revenue from contracts with customers (Topic 606) and Other Assets and Deferred Costs – Contracts with Customers (Subtopic 340-40);

Section B – Conforming amendments to other topics and subtopics in the codification and status tables;

Section C – Background information and basis for conclusions.

The accounting changes in this update are effective for public business entities for the first interim or annual period beginning after December 15, 2016. Early application is prohibited. The Company is currently evaluating the impact of the standard.

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

The following discussion and analysis of financial condition and results of operations should be read in conjunction with the 2013 consolidated audited financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2013. When necessary, reclassifications have been made to prior period data throughout the following discussion and analysis for purposes of comparability. This Quarterly Report on Form 10-Q contains certain "forward looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, which may be identified by the use of such words as "believe", "expect", "anticipate", "should", "planned", "estimated" "potential". Examples of forward looking statements include, but are not limited to, estimates with respect to the financial condition, results of operations and business of Unity Bancorp, Inc. that are subject to various factors which could cause actual results to differ materially from these estimates. These factors include, in addition to those items contained in the Company's Annual Report on Form 10-K under Item IA-Risk Factors, as updated by our subsequent Quarterly Reports on Form 10-Q, the following: changes in general, economic, and market conditions, legislative and regulatory conditions, or the development of an interest rate environment that adversely affects Unity Bancorp, Inc.'s interest rate spread or other income anticipated from operations and investments.

Overview

Unity Bancorp, Inc. (the "Parent Company") is incorporated in New Jersey and is registered as a bank holding company under the Bank Holding Company Act of 1956, as amended. Its wholly-owned subsidiary, Unity Bank (the "Bank" or, when consolidated with the Parent Company, the "Company") was granted a charter by the New Jersey Department of Banking and Insurance and commenced operations on September 13, 1991. The Bank provides a full range of commercial and retail banking services through 15 branch offices located in Hunterdon, Somerset, Middlesex, Union and Warren counties in New Jersey, and Northampton County in Pennsylvania. These services include the acceptance of demand, savings, and time deposits and the extension of consumer, real estate, Small Business Administration and other commercial credits. The Bank has multiple subsidiaries used to hold part of its investment and loan portfolios and other real estate owned ("OREO") properties.

Unity (NJ) Statutory Trust II is a statutory business trust and wholly owned subsidiary of Unity Bancorp, Inc. On July 24, 2006, the Trust issued $10.0 million of trust preferred securities to investors. Unity (NJ) Statutory Trust III is a statutory business trust and wholly owned subsidiary of Unity Bancorp, Inc. On December 19, 2006, the Trust issued $5.0 million of trust preferred securities to investors. These floating rate securities are treated as subordinated debentures on the Company's financial statements. However, they qualify as Tier I Capital for regulatory capital compliance purposes, subject to certain limitations. The Company does not consolidate the accounts and related activity of any of its business trust subsidiaries.

Earnings Summary

Net income available to common shareholders totaled $1.9 million, or $0.24 per diluted share for the quarter ended September 30, 2014, a 59.4 percent increase compared to $1.2 million, or $0.15 per diluted share for the same period a year ago. Return on average assets and average common equity for the quarter were 0.82% and 11.89%, respectively, compared to 0.62% and 8.25% for the same period a year ago. The continued improvement in our operating results is the product of our strategic initiatives, which include expansion of our in-market loan and deposit relationships, improving credit quality and core earnings growth.

Third quarter highlights include:

× Completed common stock rights offering which was oversubscribed and resulted in $6.2 million in additional capital to provide for continued growth.
× Loan growth of 9.7% since December 31, 2013 – 19.4% growth in consumer loans, 16.1% growth in residential mortgage loans and 7.7% growth in commercial loans.
× Deposit growth of 5.9% since December 31, 2013 – 9.7% growth in noninterest-bearing demand deposits.
× Core earnings growth – 11.1% increase in net interest income compared to the prior year's quarter due to strong commercial, residential and consumer loan portfolio growth.
× Net interest margin of 3.56% this quarter compared to 3.53% in the prior year's quarter.
× Improved credit quality metrics due to a 32.7 % decrease in nonperforming loans this quarter compared to the prior year's quarter.

Net income available to common shareholders totaled $4.7 million, or $0.61 per diluted share for the nine months ended September 30, 2014, a 64.6 percent increase compared to $2.9 million, or $0.36 per diluted share for the same period a year ago. Return on average assets and average common equity for the nine month period were 0.70% and 10.47%, respectively, compared to 0.63% and 6.67% for the same period a year ago.

The Company's quarterly and year to date performance ratios may be found in the table below.

	For the three months ended September 30,		For the nine months ended September 30,	
	2014	2013	2014	2013
Net income per common share - Basic (1)	$ 0.24	$ 0.16	$ 0.61	$ 0.38
Net income per common share - Diluted (1)	$ 0.24	$ 0.15	$ 0.61	$ 0.36
Return on average assets	0.82 %	0.62 %	0.70 %	0.63 %
Return on average equity (2)	11.89 %	8.25 %	10.47 %	6.67 %
Efficiency ratio (3)	65.80 %	69.93 %	69.40 %	72.17 %

(1) Defined as net income adjusted for dividends accrued and accretion of discount on perpetual preferred stock divided by weighted average shares outstanding.
(2) Defined as net income adjusted for dividends accrued and accretion of discount on perpetual preferred stock divided by average shareholders' equity (excluding preferred stock).
(3) Defined as noninterest expense divided by the sum of net interest income plus noninterest income less any gains or losses on securities.

Net Interest Income

The primary source of the Company’s operating income is net interest income, which is the difference between interest and dividends earned on earning assets and fees earned on loans, and interest paid on interest-bearing liabilities. Earning assets include loans to individuals and businesses, investment securities, interest-earning deposits and federal funds sold. Interest-bearing liabilities include interest-bearing demand, savings and time deposits, Federal Home Loan Bank advances and other borrowings. Net interest income is determined by the difference between the yields earned on earning assets and the rates paid on interest-bearing liabilities (“net interest spread”) and the relative amounts of earning assets and interest-bearing liabilities. The Company’s net interest spread is affected by regulatory, economic and competitive factors that influence interest rates, loan demand, deposit flows and general levels of nonperforming assets.

During the quarter ended September 30, 2014, tax-equivalent net interest income amounted to $7.7 million, an increase of $746 thousand or 10.8 percent when compared to the same period in 2013. The net interest margin increased 3 basis points to 3.56 percent for the quarter ended September 30, 2014, compared to 3.53 percent for the same period in 2013. The net interest spread was 3.38 percent for the third quarter of 2014, a 1 basis point increase compared to the same period in 2013.

During the three months ended September 30, 2014, tax-equivalent interest income was $9.5 million, an increase of $1.0 million or 11.8 percent when compared to the same period in the prior year. This increase was driven by the increase in average loans, and a higher average yield on the loan portfolio:

- Of the $1.0 million net increase in interest income on a tax-equivalent basis, $879 thousand of the increase was due to increased average earning assets, primarily loans, and $123 thousand of the increase was due to increased yields on average earning assets.
- The average volume of interest-earning assets increased $76.5 million to $855.2 million for the third quarter of 2014 compared to $778.7 million for the same period in 2013. This was due primarily to an $80.8 million increase in average loans, primarily commercial and residential mortgage loans, and a $12.9 million increase in federal funds sold and interest-bearing deposits, partially offset by a $17.1 million decrease in average investment securities.
- The yield on interest-earning assets increased 7 basis points to 4.43 percent for the three months ended September 30, 2014 when compared to the same period in 2013. The yield on the loan portfolio increased 11 basis points to 4.89 percent.

Total interest expense was $1.9 million for the three months ended September 30, 2014, an increase of $256 thousand or 16.0 percent compared to the same period in 2013. This increase was driven by the increase in average time deposits and increased rates on savings deposits compared to a year ago:

- Of the $256 thousand increase in interest expense, $225 thousand of the increase was due to an increase in the volume of average interest-bearing liabilities, primarily time deposits.
- Interest-bearing liabilities averaged $701.2 million for the third quarter of 2014, an increase of $66.0 million or 10.4 percent, compared to the prior year’s quarter. The increase in interest-bearing liabilities was a result of an increase in average time deposits and interest-bearing demand deposits, partially offset by a decrease in average savings deposits.
- The average cost of interest-bearing liabilities increased 6 basis points to 1.05 percent. The cost of interest-bearing deposits increased 11 basis points to 0.68 percent for the third quarter of 2014 and the cost of borrowed funds and subordinated debentures increased 1 basis point to 3.50 percent.

During the nine months ended September 30, 2014, tax-equivalent net interest income amounted to $22.4 million, an increase of $1.8 million or 8.9 percent when compared to the same period in 2013. The net interest margin decreased 3 basis points to 3.54 percent for the nine months ended September 30, 2014, compared to 3.57 percent for the same period in 2013. The net interest spread was 3.37 percent for the nine months ended September 30, 2014 and 2013, respectively.

During the nine months ended September 30, 2014, tax-equivalent interest income was $27.7 million, an increase of $2.4 million or 9.4 percent when compared to the same period in the prior year. This increase was driven by the increase in average loans, partially offset by a lower average yield on the loan portfolio and a smaller investment portfolio:

- × Of the $2.4 million net increase in interest income on a tax-equivalent basis, $2.7 million of the increase was due to increased average earning assets, primarily loans, partially offset by $336 thousand in reduced interest income due to reduced yields on these assets.
- × The average volume of interest-earning assets increased $74.5 million to $844.2 million for the nine months ended September 30, 2014 compared to $769.7 million for the same period in 2013. This was due primarily to an $83.4 million increase in average loans, primarily commercial and residential mortgage loans, and a $5.1 million increase in federal funds sold and interest-bearing deposits, partially offset by a $14.0 million decrease in average investment securities.
- × The yield on interest-earning assets decreased 1 basis point to 4.39 percent for the nine months ended September 30, 2014 when compared to the same period in 2013. The yield on our loan portfolio declined 9 basis points to 4.87 percent.

Total interest expense was $5.4 million for the nine months ended September 30, 2014, an increase of $566 thousand or 11.7 percent compared to the same period in 2013. This increase was driven by the increase in average time deposits, partially offset by lower rates on these deposits compared to a year ago:

- × Of the $566 thousand increase in interest expense, $824 thousand of the increase was due to an increase in the volume of average interest-bearing liabilities, primarily time deposits, partially offset by a $258 thousand decrease due to the decrease in the rates paid on interest-bearing liabilities.
- × Interest-bearing liabilities averaged $696.4 million for the nine months ended September 30, 2014, an increase of $74.7 million or 12.0 percent, compared to the same period in the prior year. The increase in interest-bearing liabilities was a result of an increase in average time deposits and interest-bearing demand deposits, partially offset by a decrease in average savings deposits.
- × The average cost of interest-bearing liabilities decreased 1 basis point to 1.02 percent. The cost of interest-bearing deposits increased 4 basis points to 0.65 percent for the nine months ended September 30, 2014 and the cost of borrowed funds and subordinated debentures was 3.50 percent for the nine months ended September 30, 2014 and 2013, respectively.

Our net interest income continues to be impacted by the sustained low interest rate environment. The Federal Open Market Committee ("FOMC") of the Federal Reserve Board forecasts the overnight federal funds rate will continue to remain at 25 basis points through late 2015. This rate environment has resulted in a tighter net interest margin as our earning assets continue to re-price at lower rates. Partially offsetting these declines are lower funding costs; however, the reduction in yield on earning assets is anticipated to exceed the benefits of further declines in the cost of funds from already low levels.

The following table reflects the components of net interest income, setting forth for the periods presented herein: (1) average assets, liabilities and shareholders' equity, (2) interest income earned on interest-earning assets and interest expense paid on interest-bearing liabilities, (3) average yields earned on interest-earning assets and average rates paid on interest-bearing liabilities, (4) net interest spread, and (5) net interest income/margin on average earning assets. Rates/Yields are computed on a fully tax-equivalent basis, assuming a federal income tax rate of 34 percent.

Consolidated Average Balance Sheets

(Dollar amounts in thousands, interest amounts and interest rates/yields on a fully tax-equivalent basis)

	For the three months ended					
	September 30, 2014			September 30, 2013		
	Average Balance	Interest	Rate/Yield	Average Balance	Interest	Rate/Yield
ASSETS						
Interest-earning assets:						
Federal funds sold and interest-bearing deposits	$ 38,754	$ 12	0.12 %	$ 25,841	$ 9	0.14 %
Federal Home Loan Bank stock	3,948	40	4.02	4,022	40	3.95
Securities:						
Taxable	75,685	461	2.44	87,694	591	2.70
Tax-exempt	13,348	119	3.57	18,474	162	3.51
Total securities (A)	89,033	580	2.61	106,168	753	2.84
Loans:						
SBA loans	53,400	636	4.76	59,755	586	3.92
SBA 504 loans	34,310	419	4.85	37,971	411	4.29
Commercial loans	380,983	4,926	5.13	335,404	4,387	5.19
Residential mortgage loans	201,793	2,327	4.61	163,805	1,861	4.54
Consumer loans	53,000	589	4.41	45,709	480	4.17
Total loans (B)	723,486	8,897	4.89	642,644	7,725	4.78
Total interest-earning assets	$ 855,221	$ 9,529	4.43 %	$ 778,675	$ 8,527	4.36 %
Noninterest-earning assets:						
Cash and due from banks	29,873			24,367		
Allowance for loan losses	(12,980)			(14,310)		
Other assets	44,656			44,184		
Total noninterest-earning assets	61,549			54,241		
Total assets	$ 916,770			$ 832,916		