

PEOPLES FINANCIAL SERVICES CORP.

Form 10-Q

May 12, 2014

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

Form 10-Q

x **Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
for the quarterly period ended March 31, 2014**

or

.. **Transition report pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934
for the transition period from _____**

001-36388 (Commission File Number)

PEOPLES FINANCIAL SERVICES CORP.

(Exact name of registrant as specified in its charter)

Pennsylvania
(State of

23-2391852
(IRS Employer

incorporation)

ID Number)

150 North Washington Avenue, Scranton, PA
(Address of principal executive offices)

18503
(Zip code)

(570) 346-7741

(Registrant's telephone number, including area code)

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

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

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

Large accelerated filer Accelerated filer

Non-accelerated 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

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of the registrant's common stock, as of the latest practicable date: 7,548,358 at April 30, 2014.

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PEOPLES FINANCIAL SERVICES CORP.

FORM 10-Q

For the Quarter Ended March 31, 2014

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Table of Contents**Peoples Financial Services Corp.****CONSOLIDATED BALANCE SHEETS (UNAUDITED)****(Dollars in thousands, except share data)**

| | March 31, 2014 | December 31, 2013 |
|---|---------------------------|------------------------------|
| Assets: | | |
| Cash and due from banks | \$ 26,204 | \$ 30,004 |
| Interest-bearing deposits in other banks | 7,168 | 11,846 |
| Federal funds sold | 45,840 | 9,460 |
| Investment securities: | | |
| Available-for-sale | 302,226 | 299,715 |
| Held-to-maturity: Fair value March 31, 2014, \$16,597; December 31, 2013, \$17,175 | 16,607 | 17,295 |
| Total investment securities | 318,833 | 317,010 |
| Loans held for sale | 1,816 | 1,757 |
| Loans, net | 1,177,122 | 1,176,617 |
| Less: allowance for loan losses | 8,859 | 8,651 |
| Net loans | 1,168,263 | 1,167,966 |
| Premises and equipment, net | 25,579 | 26,119 |
| Accrued interest receivable | 5,366 | 5,866 |
| Goodwill | 63,370 | 63,370 |
| Intangible assets | 6,492 | 6,835 |
| Other assets | 49,330 | 47,988 |
| Total assets | \$ 1,718,261 | \$ 1,688,221 |
| Liabilities: | | |
| Deposits: | | |
| Noninterest-bearing | \$ 282,060 | \$ 279,942 |
| Interest-bearing | 1,122,006 | 1,099,565 |
| Total deposits | 1,404,066 | 1,379,507 |
| Short-term borrowings | 22,539 | 22,052 |
| Long-term debt | 35,838 | 36,743 |
| Accrued interest payable | 610 | 723 |
| Other liabilities | 12,643 | 10,404 |
| Total liabilities | 1,475,696 | 1,449,429 |
| Stockholders equity: | | |
| Common stock: par value \$2.00, authorized 25,000,000 shares; March 31, 2014, issued 7,803,403 shares; December 31, 2013, issued 7,806,789 shares | 15,607 | 15,614 |

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| | | |
|--|----------------|----------------|
| Capital surplus | 146,035 | 146,109 |
| Retained earnings | 86,365 | 84,008 |
| Accumulated other comprehensive income (loss) | 858 | (698) |
| Less: treasury stock, at cost: March 31, 2014, 255,045 shares; December 31, 2013, 253,845 shares | 6,300 | 6,241 |
| Total stockholders' equity | 242,565 | 238,792 |
| Total liabilities and stockholders' equity | \$ 1,718,261 | \$ 1,688,221 |

See notes to consolidated financial statements

Table of Contents**Peoples Financial Services Corp.****CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME (UNAUDITED)****(Dollars in thousands, except per share data)**

| For the Three Months Ended March 31, | 2014 | 2013 |
|--|---------------|--------------|
| Interest income: | | |
| Interest and fees on loans: | | |
| Taxable | \$ 14,000 | \$ 7,377 |
| Tax-exempt | 635 | 410 |
| Interest and dividends on investment securities: | | |
| Taxable | 928 | 439 |
| Tax-exempt | 829 | 623 |
| Dividends | 16 | 19 |
| Interest on interest-bearing deposits in other banks | 10 | 22 |
| Interest on federal funds sold | 14 | |
| Total interest income | 16,432 | 8,890 |
| Interest expense: | | |
| Interest on deposits | 1,357 | 671 |
| Interest on short-term borrowings | 34 | 5 |
| Interest on long-term debt | 296 | 357 |
| Total interest expense | 1,687 | 1,033 |
| Net interest income | 14,745 | 7,857 |
| Provision for loan losses | 857 | 300 |
| Net interest income after provision for loan losses | 13,888 | 7,557 |
| Noninterest income: | | |
| Service charges, fees and commissions | 1,624 | 961 |
| Merchant services income | 894 | 1,031 |
| Commission and fees on fiduciary activities | 567 | 391 |
| Wealth management income | 187 | 90 |
| Mortgage banking income | 99 | 133 |
| Life insurance investment income | 189 | 119 |
| Net gain on sale of investment securities available-for-sale | | 101 |
| Total noninterest income | 3,560 | 2,826 |
| Noninterest expense: | | |
| Salaries and employee benefits expense | 5,168 | 3,583 |
| Net occupancy and equipment expense | 1,733 | 801 |

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| | | |
|---|-----------|-----------|
| Merchant services expense | 565 | 625 |
| Amortization of intangible assets | 343 | 64 |
| Acquisition related expense | 608 | |
| Other expenses | 2,870 | 2,052 |
| Total noninterest expense | 11,287 | 7,125 |
| Income before income taxes | 6,161 | 3,258 |
| Income tax expense | 1,463 | 737 |
| Net income | 4,698 | 2,521 |
| Other comprehensive income (loss): | | |
| Unrealized gain (loss) on investment securities available-for-sale | 2,394 | (476) |
| Reclassification adjustment for net gain on sales included in net income | | (101) |
| Other comprehensive income (loss) | 2,394 | (577) |
| Income tax expense (benefit) related to other comprehensive income (loss) | 838 | (196) |
| Other comprehensive income (loss), net of income taxes | 1,556 | (381) |
| Comprehensive income | \$ 6,254 | \$ 2,140 |
| Per share data: | | |
| Net income: | | |
| Basic | \$ 0.62 | \$ 0.56 |
| Diluted | \$ 0.62 | \$ 0.56 |
| Average common shares outstanding: | | |
| Basic | 7,550,253 | 4,467,261 |
| Diluted | 7,580,480 | 4,467,261 |
| Dividends declared | \$ 0.31 | \$ 0.31 |
| See notes to consolidated financial statements | | |

Table of Contents**Peoples Financial Services Corp.****CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS EQUITY (UNAUDITED)**

(Dollars in thousands, except per share data)

| | Common Stock | Capital Surplus | Retained Earnings | Accumulated Other Comprehensive Income (Loss) | Treasury Stock | Total |
|--|-------------------------|----------------------------|------------------------------|--|---------------------------|--------------|
| Balance, January 1, 2014 | \$ 15,614 | \$ 146,109 | \$ 84,008 | \$ (698) | \$ (6,241) | \$ 238,792 |
| Net income | | | 4,698 | | | 4,698 |
| Other comprehensive income, net of income taxes | | | | 1,556 | | 1,556 |
| Dividends declared: \$0.31 per share | | | (2,341) | | | (2,341) |
| Shares retired: 3,386 shares | (7) | (102) | | | | (109) |
| Reissuance under option plan: 600 shares | | 28 | | | 11 | 39 |
| Repurchase and held: 1,800 shares | | | | | (70) | (70) |
| Balance, March 31, 2014 | \$ 15,607 | \$ 146,035 | \$ 86,365 | \$ 858 | \$ (6,300) | \$ 242,565 |
| Balance, January 1, 2013 | \$ 8,935 | \$ 40,003 | \$ 83,798 | \$ (290) | | \$ 132,446 |
| Net income | | | 2,521 | | | 2,521 |
| Other comprehensive income, net of income taxes | | | | (381) | | (381) |
| Dividends declared: \$0.31 per share | | | (1,376) | | | (1,376) |
| Stock based compensation | | 15 | | | | 15 |
| Balance, March 31, 2013 | \$ 8,935 | \$ 40,018 | \$ 84,943 | \$ (671) | | \$ 133,225 |

See notes to consolidated financial statements.

Table of Contents**Peoples Financial Services Corp.****CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**

(Dollars in thousands, except per share data)

| For the Three Months Ended March 31 | 2014 | 2013 |
|---|-------------|-------------|
| Cash flows from operating activities: | | |
| Net income | \$ 4,698 | \$ 2,521 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation of premises and equipment | 574 | 206 |
| Amortization of deferred loan costs | 22 | |
| Amortization of intangibles | 343 | (64) |
| Amortization of purchase accounting adjustments on tangible assets | (864) | |
| Provision for loan losses | 857 | 300 |
| Net gain on sale of other real estate owned | (22) | |
| Net loss on disposal of equipment | 63 | |
| Net amortization of investment securities | 1,043 | 122 |
| Net gain on sale of investment securities | | (101) |
| Life insurance investment income | (189) | (119) |
| Deferred income tax expense (benefit) | | 36 |
| Stock based compensation | | 15 |
| Net change in: | | |
| Loans held for sale | (59) | |
| Accrued interest receivable | 500 | 18 |
| Other assets | (1,962) | 1,257 |
| Accrued interest payable | (113) | (172) |
| Other liabilities | 2,239 | 1,187 |
| Net cash provided by operating activities | 7,130 | 5,206 |
| Cash flows from investing activities: | | |
| Proceeds from sales of investment securities available-for-sale | 60 | 2,527 |
| Proceeds from repayments of investment securities: | | |
| Available-for-sale | 12,634 | 1,242 |
| Held-to-maturity | 675 | 1,482 |
| Purchases of investment securities: | | |
| Available-for-sale | (13,841) | (805) |
| Held-to-maturity | | (13,172) |
| Net increase (decrease) in lending activities | (798) | (53) |
| Purchases of premises and equipment | (122) | |
| Proceeds from sale of other real estate owned | 193 | 100 |
| Net cash used in investing activities | (1,199) | (8,679) |
| Cash flows from financing activities: | | |

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| | | |
|--|-----------|-----------|
| Net increase in deposits | 24,855 | 19,389 |
| Repayment of long-term debt | (890) | (9,110) |
| Net increase (decrease) in short-term borrowings | 487 | (8) |
| Redemption of common stock | (70) | |
| Purchase of treasury stock | (70) | |
| Cash dividends paid | (2,341) | (1,376) |
| Net cash provided by financing activities | 21,971 | 8,895 |
| Net increase in cash and cash equivalents | 27,902 | 5,422 |
| Cash and cash equivalents at beginning of year | 51,310 | 47,844 |
| Cash and cash equivalents at end of year | \$ 79,212 | \$ 53,266 |

Supplemental disclosures:

| | | |
|---|----------|----------|
| Cash paid during the period for: | | |
| Interest | \$ 2,110 | \$ 1,205 |
| Income taxes | | 100 |
| Noncash items: | | |
| Transfers of loans to other real estate owned | \$ 201 | \$ |

See notes to consolidated financial statements.

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Peoples Financial Services Corp.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in thousands, except per share data)

1. Summary of significant accounting policies:

Nature of operations:

Peoples Financial Services Corp., a bank holding company incorporated under the laws of Pennsylvania, provides a full range of financial services through its wholly-owned subsidiary, Peoples Security Bank and Trust Company (Peoples Bank), including its subsidiaries, Peoples Advisors, LLC and Penseco Realty, Inc. (collectively, the Company or Peoples). On November 30, 2013, Penseco Financial Services Corporation, a financial holding company incorporated under the laws of Pennsylvania (Penseco), merged with and into Peoples Financial Services Corp., with Peoples Financial Services Corp. being the surviving corporation (the Merger), pursuant to an Agreement and Plan of Merger dated June 28, 2013 (the Merger Agreement). In connection with the Merger, on December 1, 2013, Penseco s former banking subsidiary, Penn Security Bank and Trust Company, merged with and into Peoples Neighborhood Bank (the Bank Merger), and the resulting institution adopted the name Peoples Security Bank and Trust Company. The Company services its retail and commercial customers through twenty-six full-service community banking offices located within the Lackawanna, Luzerne, Monroe, Susquehanna, Wayne and Wyoming Counties of Northeastern Pennsylvania and Broome County of New York.

Basis of presentation:

The aforementioned merger between the Company and Penseco was accounted for as a reverse acquisition whereby Penseco was treated as the acquirer for accounting and reporting purposes. As a result, the historical financial information included in the Company s consolidated financial statements and related notes as reported in this Form 10-Q is that of Penseco. The number of shares issued and outstanding and the amount of common stock and capital surplus have been retroactively adjusted in 2013 to reflect the equivalent number of shares issued by the Company in the merger.

The accompanying unaudited consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) for interim financial information and with the instructions to Form 10-Q and Article 10-01 of Regulation S-X. In the opinion of management, all normal recurring adjustments necessary for a fair presentation of the financial position and results of operations for the periods presented have been included. All significant intercompany balances and transactions have been eliminated in consolidation. Prior-period amounts are reclassified when necessary to conform to the current year s presentation. These reclassifications did not have any effect on the operating results or financial position of the Company. Certain disclosures related to impaired and nonaccrual loans have been revised for December 31, 2013. Such revisions were not material and had no effect on the operating results or financial position of the Company. The operating results and financial position of the Company for the three months ended and as of March 31, 2014, are not necessarily indicative of the results of operations and financial position that may be expected in the future.

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates that are particularly susceptible to material change in the near term

relate to the determination of the allowance for loan losses, fair value of financial instruments, the valuation of real estate acquired in connection with foreclosures or in satisfaction of loans, the valuation of deferred tax assets, determination of other-than-temporary impairment losses on securities and impairment of goodwill. Actual results could differ from those estimates. For additional information and disclosures required under GAAP, reference is made to the Company's Annual Report on Form 10-K for the period ended December 31, 2013.

The Company has evaluated events and transactions occurring subsequent to the balance sheet date of March 31, 2014, for items that should potentially be recognized or disclosed in these consolidated financial statements. The evaluation was conducted through the date these consolidated financial statements were issued.

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Peoples Financial Services Corp.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in thousands, except per share data)

Recent accounting standards:

In January 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-04, Receivables Troubled Debt Restructurings by Creditors (Subtopic 310-40) Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure. The amendments are intended to clarify when a creditor should be considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan such that the loan should be derecognized and the real estate recognized. These amendments clarify 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: (i) the creditor obtaining legal title to the residential real estate property upon completion of a foreclosure; or (ii) 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. Additional disclosures are required. The amendments are effective for annual periods and interim periods within those annual periods beginning after December 15, 2014. The adoption of ASU 2014-04 is not expected to have a material effect on the operating results or financial position of the Company.

In July 2013, the FASB issued ASU No. 2013-11, Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists. This amendment provides that an unrecognized tax benefit, or a portion thereof, be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, except to the extent that a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date to settle any additional income taxes that would result from disallowance of a tax position, or the tax law does not require the entity to use, and the entity does not intend to use, the deferred tax asset for such purpose, then the unrecognized tax benefit should be presented as a liability. The amendments in this Update are effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. The amendments should be applied prospectively to all unrecognized tax benefits that exist at the effective date. The adoption of this ASU did not have a material effect on the operating results or financial position of the Company.

Table of Contents**Peoples Financial Services Corp.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****(Dollars in thousands, except per share data)****2. Other comprehensive income (loss):**

The components of other comprehensive income (loss) and their related tax effects are reported in the Consolidated Statements of Income and Comprehensive Income. The accumulated other comprehensive loss included in the Consolidated Balance Sheets relates to net unrealized gains and losses on investment securities available-for-sale and benefit plan adjustments.

The components of accumulated other comprehensive income included in stockholders' equity at March 31, 2014 and December 31, 2013 is as follows:

| | March 31, 2014 | December 31, 2013 |
|---|---------------------------|------------------------------|
| Net unrealized gain on investment securities available-for-sale | \$ 5,204 | \$ 2,810 |
| Related income taxes | (1,822) | (984) |
| Net of income taxes | 3,382 | 1,826 |
| Benefit plan adjustments | (3,883) | (3,883) |
| Related income taxes | 1,359 | 1,359 |
| Net of income taxes | (2,524) | (2,524) |
| Accumulated other comprehensive loss | \$ 858 | \$ (698) |

Other comprehensive income (loss) and related tax effects for the three months ended March 31, 2014 and 2013 is as follows:

| Three months ended March 31 | 2014 | 2013 |
|--|-------------|-------------|
| Net gain on the sale of investment securities available-for-sale (1) | | \$ (101) |
| Unrealized gain (loss) on investment securities available-for-sale | \$ 2,394 | (476) |
| Other comprehensive income (loss) gain before taxes | 2,394 | (577) |

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| | | |
|-----------------------------------|----------|----------|
| Income taxes | 838 | (196) |
| Other comprehensive income (loss) | \$ 1,556 | \$ (381) |

- (1) Represents amounts reclassified out of accumulated comprehensive income and included in gains on sale of investment securities on the consolidated statements of income.

Table of Contents**Peoples Financial Services Corp.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****(Dollars in thousands, except per share data)****3. Earnings per share:**

Basic earnings per share represent income available to common stockholders divided by the weighted-average number of common shares outstanding during the period. Diluted earnings per share reflect additional common shares that would have been outstanding if dilutive potential common shares had been issued, as well as any adjustment to income that would result from the assumed issuance. Potential common shares that may be issued by the Company relate solely to outstanding stock options, and are determined using the treasury stock method.

| For the three months ended March 31 | 2014 | | 2013 | |
|--|--------------|----------------|--------------|----------------|
| | Basic | Diluted | Basic | Diluted |
| Net Income (Numerator) | \$ 4,698 | \$ 4,698 | \$ 2,521 | \$ 2,521 |
| Average common shares outstanding (Denominator) | 7,550,253 | 7,580,480 | 4,467,261 | 4,467,261 |
| Earnings per share | \$ 0.62 | \$ 0.62 | \$ 0.56 | \$ 0.56 |

4. Investment securities:

The amortized cost and fair value of investment securities aggregated by investment category at March 31, 2014 and December 31, 2013 are summarized as follows:

| March 31, 2014 | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|---------------------------------------|---------------------------|---------------------------------------|--|-----------------------|
| Available-for-sale: | | | | |
| U.S. Government agencies | \$ 205 | | \$ 2 | \$ 203 |
| U.S. Government-sponsored enterprises | 107,912 | \$ 269 | 288 | 107,893 |
| State and municipals: | | | | |
| Taxable | 16,620 | 344 | 35 | 16,929 |
| Tax-exempt | 93,146 | 4,149 | 83 | 97,212 |
| Corporate debt securities | 4,405 | 38 | 69 | 4,374 |
| Mortgage-backed securities: | | | | |
| U.S. Government agencies | 29,826 | 107 | 278 | 29,655 |
| U.S. Government-sponsored enterprises | 44,212 | 725 | 70 | 44,867 |
| Common equity securities | 696 | 403 | 6 | 1,093 |
| Total | \$ 297,022 | \$ 6,035 | \$ 831 | \$ 302,226 |

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| | | | | |
|---------------------------------------|-----------|--------|--------|-----------|
| Held-to-maturity: | | | | |
| U.S. Government-sponsored enterprises | | | | |
| State and municipals: | | | | |
| Taxable | | | | |
| Tax-exempt | \$ 7,371 | \$ 15 | \$ 511 | \$ 6,875 |
| Corporate debt securities | | | | |
| Mortgage-backed securities: | | | | |
| U.S. Government agencies | 112 | 2 | | 114 |
| U.S. Government-sponsored enterprises | 9,124 | 484 | | 9,608 |
| Common equity securities | | | | |
| Total | \$ 16,607 | \$ 501 | \$ 511 | \$ 16,597 |

Table of Contents**Peoples Financial Services Corp.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Dollars in thousands, except per share data)

4. Investment securities (continued):

| December 31, 2013 | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|--|-----------------------|---------------------------------------|--|-----------------------|
| Available-for-sale: | | | | |
| U.S. Government agencies | \$ 207 | | \$ 3 | \$ 204 |
| U.S. Government-sponsored enterprises | 113,221 | \$ 296 | 472 | 113,045 |
| State and municipals: | | | | |
| Taxable | | | | |
| | 16,664 | 160 | 126 | 16,698 |
| Tax-exempt | | | | |
| | 96,194 | 2,267 | 380 | 98,081 |
| Corporate debt securities | | | | |
| | 4,433 | 32 | 78 | 4,387 |
| Mortgage-backed securities: | | | | |
| U.S. Government agencies | 20,179 | 113 | 63 | 20,229 |
| U.S. Government-sponsored enterprises | 45,251 | 763 | 40 | 45,974 |
| Common equity securities | 756 | 351 | 10 | 1,097 |
| Total | \$ 296,905 | \$ 3,982 | \$ 1,172 | \$ 299,715 |
| Held-to-maturity: | | | | |
| U.S. Government-sponsored enterprises | | | | |
| State and municipals: | | | | |
| Taxable | | | | |
| | | | | |
| Tax-exempt | | | | |
| | \$ 7,372 | \$ 11 | \$ 777 | \$ 6,606 |
| Corporate debt securities | | | | |
| Mortgage-backed securities: | | | | |
| U.S. Government agencies | 117 | 2 | | 119 |
| U.S. Government-sponsored enterprises | 9,806 | 644 | | 10,450 |
| Common equity securities | | | | |
| Total | \$ 17,295 | \$ 657 | \$ 777 | \$ 17,175 |

The maturity distribution of the fair value, which is the net carrying amount, of the debt securities classified as available-for-sale at March 31, 2014, is summarized as follows:

March 31, 2014

| | Fair Value |
|---------------------------------|-----------------------|
| Within one year | \$ 19,565 |
| After one but within five years | 105,407 |
| After five but within ten years | 25,561 |
| After ten years | 76,078 |
| | 226,611 |
| Mortgage-backed securities | 74,522 |
| Total | \$ 301,133 |

Table of Contents**Peoples Financial Services Corp.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Dollars in thousands, except per share data)

4. Investment securities (continued):

The maturity distribution of the amortized cost and fair value, of debt securities classified as held-to-maturity at March 31, 2014, is summarized as follows:

| March 31, 2014 | Amortized Cost | Fair Value |
|---------------------------------|---------------------------|-----------------------|
| Within one year | | |
| After one but within five years | \$ 158 | \$ 162 |
| After five but within ten years | 342 | 353 |
| After ten years | 6,871 | 6,360 |
| | 7,371 | 6,875 |
| Mortgage-backed securities | 9,236 | 9,722 |
| Total | \$ 16,607 | \$ 16,597 |

Securities with a carrying value of \$205,549 and \$202,407 at March 31, 2014 and December 31, 2013, respectively, were pledged to secure public deposits and repurchase agreements as required or permitted by law.

Securities and short-term investment activities are conducted with a diverse group of government entities, corporations and state and local municipalities. The counterparty's creditworthiness and type of collateral is evaluated on a case-by-case basis. At March 31, 2014 and December 31, 2013, there were no significant concentrations of credit risk from any one issuer, with the exception of U.S. Government agencies and sponsored enterprises, that exceeded 10.0 percent of stockholders' equity.

The fair value and gross unrealized losses of investment securities with unrealized losses for which an other-than-temporary impairment (OTTI) has not been recognized at March 31, 2014 and December 31, 2013, aggregated by investment category and length of time that the individual securities have been in a continuous unrealized loss position, are summarized as follows:

| | Less Than 12 Months | 12 Months or More | Total |
|-----------------------|--------------------------------|------------------------------|--------------|
| March 31, 2014 | | | |

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| | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses |
|---------------------------------------|-----------------------|------------------------------|-----------------------|------------------------------|-----------------------|------------------------------|
| U.S. Government agencies | \$ 203 | \$ 2 | | | \$ 203 | \$ 2 |
| U.S. Government-sponsored enterprises | 57,250 | 286 | \$ 3,102 | \$ 2 | 60,352 | 288 |
| State and municipals: | | | | | | |
| Taxable | 3,646 | 35 | | | 3,646 | 35 |
| Tax-exempt | 27,309 | 543 | 546 | 51 | 27,855 | 594 |
| Corporate debt securities | 1,094 | 69 | | | 1,094 | 69 |
| Mortgage-backed securities: | | | | | | |
| U.S. Government agencies | 22,474 | 278 | | | 22,474 | 278 |
| U.S. Government-sponsored enterprises | 9,586 | 70 | | | 9,586 | 70 |
| Common equity securities | 70 | 6 | | | 70 | 6 |
| Total | \$ 121,632 | \$ 1,289 | \$ 3,648 | \$ 53 | \$ 125,280 | \$ 1,342 |