

First Federal of Northern Michigan Bancorp, Inc.  
Form 10-Q  
May 13, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 10-Q**

**QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the quarterly period ended March 31, 2015**

**OR**

**TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

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

Commission File Number 000-31957

**FIRST FEDERAL OF NORTHERN MICHIGAN BANCORP, INC.**

(Exact name of registrant as specified in its charter)

**Maryland** **32-0135202**  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

**100 S. Second Avenue, Alpena, Michigan** **49707**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(989) 356-9041**

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. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

|                                               |                           |
|-----------------------------------------------|---------------------------|
| Large accelerated filer                       | Accelerated filer         |
| Non-accelerated filer                         | Smaller reporting company |
| (Do not check if a 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

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

|                                |                             |
|--------------------------------|-----------------------------|
| Common Stock, Par Value \$0.01 | Outstanding at May 13, 2015 |
| (Title of Class)               | 3,727,014 shares            |

**FIRST FEDERAL OF NORTHERN MICHIGAN BANCORP, INC.**

**FORM 10-Q**

**Quarter Ended March 31, 2015**

**INDEX**

|                                              |                                                                                                                                |                    |
|----------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|--------------------|
| <b><u>PART I – FINANCIAL INFORMATION</u></b> |                                                                                                                                |                    |
| <b><u>ITEM 1 -</u></b>                       | <b><u>UNAUDITED FINANCIAL STATEMENTS</u></b>                                                                                   | <b><u>PAGE</u></b> |
|                                              | <u>Consolidated Balance Sheet at March 31, 2015 and December, 31, 2014</u>                                                     | 3                  |
|                                              | <u>Consolidated Statements of Income and Comprehensive Income for the Three Months Ended March 31, 2015 and March 31, 2014</u> | 4                  |
|                                              | <u>Consolidated Statement of Changes in Stockholders' Equity for the Three Months Ended March 31, 2015</u>                     | 5                  |
|                                              | <u>Consolidated Statements of Cash Flows for the Three Months Ended March 31, 2015 and March 31, 2014</u>                      | 6                  |
|                                              | <u>Notes to Unaudited Consolidated Financial Statements</u>                                                                    | 7                  |
| <b><u>ITEM 2 -</u></b>                       | <b><u>MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u></b>                            | 23                 |
| <b><u>ITEM 3 -</u></b>                       | <b><u>QUALITATIVE AND QUANTITATIVE DISCLOSURES ABOUT MARKET RISK</u></b>                                                       | 29                 |
| <b><u>ITEM 4 -</u></b>                       | <b><u>CONTROLS AND PROCEDURES</u></b>                                                                                          | 29                 |
| <b><u>Part II - OTHER INFORMATION</u></b>    |                                                                                                                                |                    |
| <b><u>ITEM 1 -</u></b>                       | <b><u>LEGAL PROCEEDINGS</u></b>                                                                                                | 30                 |
| <b><u>ITEM 1A</u></b>                        | <b><u>RISK FACTORS</u></b>                                                                                                     | 30                 |
| <b><u>ITEM 2 -</u></b>                       | <b><u>UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS</u></b>                                                      | 30                 |
| <b><u>ITEM 3 -</u></b>                       | <b><u>DEFAULTS UPON SENIOR SECURITIES</u></b>                                                                                  | 30                 |
| <b><u>ITEM 4 -</u></b>                       | <b><u>MINE SAFETY DISCLOSURES</u></b>                                                                                          | 30                 |
| <b><u>ITEM 5 -</u></b>                       | <b><u>OTHER INFORMATION</u></b>                                                                                                | 30                 |
| <b><u>ITEM 6 -</u></b>                       | <b><u>EXHIBITS</u></b>                                                                                                         | 30                 |

When used in this Form 10-Q or future filings by First Federal of Northern Michigan Bancorp, Inc. (the "Company") with the Securities and Exchange Commission ("SEC"), in the Company's press releases or other public or stockholder communications, or in oral statements made with the approval of an authorized executive officer, the words or phrases "would be," "will allow," "intends to," "will likely result," "are expected to," "will continue," "is anticipated," "estimate," "pro" similar expressions are intended to identify "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995.

The Company wishes to caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made, and to advise readers that various factors, including regional and national economic conditions, changes in levels of market interest rates, credit and other risks of lending and investment activities and competitive and regulatory factors, could affect the Company's financial performance and could cause the Company's actual results for future periods to differ materially from those anticipated or projected.

The Company does not undertake, and specifically disclaims any obligation, to update any forward-looking statements to reflect occurrences or unanticipated events or circumstances after the date of such statements.

**PART I - FINANCIAL INFORMATION****ITEM 1 - FINANCIAL STATEMENTS****First Federal of Northern Michigan Bancorp, Inc. and Subsidiaries  
Consolidated Balance Sheet (in thousands)**

|                                                                                                                                    | March 31,<br>2015<br>(Unaudited) | December 31,<br>2014 |
|------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|----------------------|
| <b>ASSETS</b>                                                                                                                      |                                  |                      |
| Cash and cash equivalents:                                                                                                         |                                  |                      |
| Cash on hand and due from banks                                                                                                    | \$ 19,205                        | \$ 11,205            |
| Overnight deposits with FHLB                                                                                                       | 307                              | 267                  |
| Total cash and cash equivalents                                                                                                    | 19,512                           | 11,472               |
| Deposits Held in other financial institutions                                                                                      | 8,429                            | 8,429                |
| Securities available for sale                                                                                                      | 126,305                          | 119,968              |
| Securities held to maturity                                                                                                        | 790                              | 790                  |
| Loans held for sale                                                                                                                | 413                              | 88                   |
| Loans receivable, net of allowance for loan losses of \$1,444 and \$1,429 as of March 31, 2015 and December 31, 2014, respectively | 162,130                          | 163,647              |
| Foreclosed real estate and other repossessed assets                                                                                | 3,087                            | 2,823                |
| Federal Home Loan Bank stock, at cost                                                                                              | 2,591                            | 2,591                |
| Premises and equipment                                                                                                             | 6,294                            | 6,336                |
| Assets held for sale                                                                                                               | 271                              | 478                  |
| Accrued interest receivable                                                                                                        | 1,090                            | 986                  |
| Intangible assets                                                                                                                  | 1,226                            | 1,286                |
| Deferred tax asset                                                                                                                 | 658                              | 851                  |
| Originated mortgage servicing rights                                                                                               | 671                              | 710                  |
| Bank owned life insurance                                                                                                          | 4,759                            | 4,727                |
| Other assets                                                                                                                       | 706                              | 685                  |
| Total assets                                                                                                                       | \$ 338,932                       | \$ 325,867           |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>                                                                                        |                                  |                      |
| Liabilities:                                                                                                                       |                                  |                      |
| Deposits                                                                                                                           | \$ 285,472                       | \$ 270,734           |
| Advances from borrowers for taxes and insurance                                                                                    | 406                              | 203                  |
| Advances from Federal Home Loan Bank                                                                                               | 20,827                           | 22,885               |
| Accrued expenses and other liabilities                                                                                             | 1,065                            | 1,509                |
| Total liabilities                                                                                                                  | 307,770                          | 295,331              |
| Stockholders' equity:                                                                                                              |                                  |                      |
| Common stock (\$0.01 par value 20,000,000 shares authorized 4,034,764 shares issued)                                               | 40                               | 40                   |

Edgar Filing: First Federal of Northern Michigan Bancorp, Inc. - Form 10-Q

|                                               |            |            |
|-----------------------------------------------|------------|------------|
| Additional paid-in capital                    | 28,264     | 28,264     |
| Retained earnings                             | 5,046      | 4,765      |
| Treasury stock at cost (307,750 shares)       | (2,964 )   | (2,964 )   |
| Accumulated other comprehensive income (loss) | 776        | 431        |
| Total stockholders' equity                    | 31,162     | 30,536     |
| Total liabilities and stockholders' equity    | \$ 338,932 | \$ 325,867 |

See accompanying notes to consolidated financial statements.

**First Federal of Northern Michigan Bancorp, Inc. and Subsidiaries**  
**Consolidated Statement of Income and Comprehensive Income (in thousands)**

|                                                                                                     | For the Three<br>Months<br>Ended March<br>31,<br>2015    2014<br>(Unaudited) |         |
|-----------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|---------|
| Interest income:                                                                                    |                                                                              |         |
| Interest and fees on loans                                                                          | \$2,004                                                                      | \$1,710 |
| Interest and dividends on investments                                                               |                                                                              |         |
| Taxable                                                                                             | 294                                                                          | 151     |
| Tax-exempt                                                                                          | 31                                                                           | 42      |
| Interest on mortgage-backed securities                                                              | 288                                                                          | 142     |
| Total interest income                                                                               | 2,617                                                                        | 2,045   |
| Interest expense:                                                                                   |                                                                              |         |
| Interest on deposits                                                                                | 235                                                                          | 186     |
| Interest on borrowings                                                                              | 66                                                                           | 63      |
| Total interest expense                                                                              | 301                                                                          | 249     |
| Net interest income                                                                                 | 2,316                                                                        | 1,796   |
| Provision for loan losses                                                                           | 23                                                                           | 16      |
| Net interest income after provision for loan losses                                                 | 2,293                                                                        | 1,780   |
| Non-interest income:                                                                                |                                                                              |         |
| Service charges and other fees                                                                      | 218                                                                          | 181     |
| Mortgage banking activities                                                                         | 101                                                                          | 96      |
| Net income (loss) on sale of premises and equipment, real estate owned and other repossessed assets | 91                                                                           | (5 )    |
| Other                                                                                               | 84                                                                           | 64      |
| Total non-interest income                                                                           | 494                                                                          | 336     |
| Non-interest expense:                                                                               |                                                                              |         |
| Compensation and employee benefits                                                                  | 1,419                                                                        | 1,109   |
| FDIC Insurance Premiums                                                                             | 64                                                                           | 46      |
| Advertising                                                                                         | 44                                                                           | 28      |
| Occupancy                                                                                           | 280                                                                          | 236     |
| Amortization of intangible assets                                                                   | 61                                                                           | 30      |
| Service bureau charges                                                                              | 103                                                                          | 62      |
| Professional services                                                                               | 110                                                                          | 129     |
| Collection activity                                                                                 | 63                                                                           | 18      |
| Real estate owned & other repossessed assets                                                        | 18                                                                           | 17      |
| Other                                                                                               | 269                                                                          | 220     |
| Total non-interest expense                                                                          | 2,431                                                                        | 1,895   |

Edgar Filing: First Federal of Northern Michigan Bancorp, Inc. - Form 10-Q

|                                                                                              |        |        |
|----------------------------------------------------------------------------------------------|--------|--------|
| Income before income tax expense                                                             | 356    | 221    |
| Income tax expense                                                                           | —      | —      |
| Net Income                                                                                   | \$356  | \$221  |
| Other Comprehensive Income (Loss):                                                           |        |        |
| Unrealized (loss) gain on investment securities - available for sale securities - net of tax | \$345  | \$273  |
| Reclassification adjustment for gains realized in earnings - net of tax                      | —      | —      |
| Comprehensive Income (Loss)                                                                  | \$701  | \$494  |
| Per share data:                                                                              |        |        |
| Net Income per share                                                                         |        |        |
| Basic                                                                                        | \$0.10 | \$0.08 |
| Diluted                                                                                      | \$0.10 | \$0.08 |
| Weighted average number of shares outstanding                                                |        |        |
| Basic                                                                                        | 3,727  | 2,884  |
| Including dilutive stock options                                                             | 3,727  | 2,884  |
| Dividends per common share                                                                   | \$0.02 | \$0.02 |

See accompanying notes to consolidated financial statements.

**First Federal of Northern Michigan Bancorp Inc. and Subsidiaries**

Consolidated Statement of Changes in Stockholders' Equity (unaudited, in thousands)

|                                                                                  | Common<br>Stock | Treasury<br>Stock | Additional<br>Paid-in<br>Capital | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Income | Total  |
|----------------------------------------------------------------------------------|-----------------|-------------------|----------------------------------|----------------------|-------------------------------------------------|--------|
| Balance at December 31, 2014                                                     | 40              | (2,964 )          | 28,264                           | 4,765                | 431                                             | 30,536 |
| Net income                                                                       |                 |                   |                                  | 356                  |                                                 | 356    |
| Change in unrealized gain on available-for-sale securities (net of tax of \$177) |                 |                   |                                  |                      | 345                                             | 345    |
| Dividends declared                                                               |                 |                   |                                  | (75 )                |                                                 | (75 )  |
| Balance at March 31, 2015                                                        | 40              | (2,964 )          | 28,264                           | 5,046                | 776                                             | 31,162 |

See accompanying notes to the consolidated financial statements.

**First Federal of Northern Michigan Bancorp, Inc. and Subsidiaries**  
**Consolidated Statement of Cash Flows (in thousands)**

|                                                                            | For Three Months Ended<br>March 31, |          |
|----------------------------------------------------------------------------|-------------------------------------|----------|
|                                                                            | 2015                                | 2014     |
|                                                                            | (Unaudited)                         |          |
| <b>Cash Flows from Operating Activities:</b>                               |                                     |          |
| Net income                                                                 | \$ 356                              | \$ 221   |
| Adjustments to reconcile net income to net cash from operating activities: |                                     |          |
| Depreciation and amortization                                              | 155                                 | 102      |
| Provision for loan loss                                                    | 23                                  | 16       |
| Accretion of acquired loans                                                | (5 )                                |          |
| Amortization and accretion on securities                                   | 227                                 | 98       |
| Gain on sale of loans held for sale                                        | (62 )                               | (42 )    |
| Gain on sale of property and equipment and asset held for sale             | (81 )                               | (2 )     |
| (Gain) Loss on sale of real estate owned and other repossessed assets      | (10 )                               | 7        |
| Originations of loans held for sale                                        | (3,497 )                            | (2,524 ) |
| Proceeds from sale of loans held for sale                                  | 3,234                               | 2,506    |
| Net change in:                                                             |                                     |          |
| Accrued interest receivable                                                | (104 )                              | (83 )    |
| Other assets                                                               | 33                                  | (17 )    |
| Bank owned life insurance                                                  | (32 )                               | (29 )    |
| Accrued expenses and other liabilities                                     | (444 )                              | (107 )   |
| Net cash (used in) provided by operating activities                        | (207 )                              | 145      |
| <b>Cash Flows from Investing Activities:</b>                               |                                     |          |
| Net decrease in loans                                                      | 1,079                               | 728      |
| Proceeds from maturities and calls of available-for-sale securities        | 5,287                               | 2,336    |
| Proceeds from sale of real estate and other repossessed assets             | 165                                 | 80       |
| Proceeds from sale of property and equipment                               | 288                                 | 2        |
| Purchase of securities                                                     | (11,327 )                           | (8,105 ) |
| Purchase of premises and equipment                                         | (53 )                               | (28 )    |
| Net cash used in investing activities                                      | (4,561 )                            | (4,987 ) |
| <b>Cash Flows from Financing Activities:</b>                               |                                     |          |
| Dividends paid on common stock                                             | (75 )                               | (58 )    |
| Net increase in deposits                                                   | 14,738                              | 5,691    |
| Net increase in advances from borrowers                                    | 203                                 | 170      |
| Advances from Federal Home Loan Bank                                       |                                     | 6,980    |
| Repayments of Federal Home Loan Bank advances                              | (2,058 )                            | (7,561 ) |
| Net cash provided by financing activities                                  | 12,808                              | 5,223    |
| Net increase in cash and cash equivalents                                  | 8,040                               | 381      |
| Cash and cash equivalents at beginning of period                           | 11,472                              | 2,766    |
| Cash and cash equivalents at end of period                                 | \$ 19,512                           | \$ 3,147 |

Supplemental disclosure of cash flow information:

Edgar Filing: First Federal of Northern Michigan Bancorp, Inc. - Form 10-Q

|                                                                     |       |     |
|---------------------------------------------------------------------|-------|-----|
| Cash refunded for taxes paid                                        | \$ 15 | \$  |
| Cash paid during the period for interest                            | 302   | 252 |
| Transfers of loans to foreclosed real estate and repossessed assets | 419   | 245 |

See accompanying notes to the consolidated financial statements.

**FIRST FEDERAL OF NORTHERN MICHIGAN BANCORP, INC.  
AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited)

**Note 1—BASIS OF FINANCIAL STATEMENT PRESENTATION**

The accompanying unaudited condensed consolidated interim financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America and with the instructions to Form 10-Q. Accordingly, certain information and disclosures required by accounting principles generally accepted in the United States of America for complete financial statements are not included herein. The interim financial statements should be read in conjunction with the financial statements of First Federal of Northern Michigan Bancorp, Inc. and Subsidiaries and the notes thereto included in the Company's annual report on Form 10-K for the year ended December 31, 2014.

All adjustments, consisting only of normal recurring adjustments, which in the opinion of management are necessary for a fair presentation of financial position, results of operations and cash flows, have been made. The results of operations for the three months ended March 31, 2015 are not necessarily indicative of the results that may be expected for the year ending December 31, 2015.

**Note 2— PRINCIPLES OF CONSOLIDATION**

The consolidated financial statements include the accounts of First Federal of Northern Michigan Bancorp, Inc., its wholly owned subsidiary First Federal of Northern Michigan (the "Bank"), and the Bank's wholly owned subsidiaries, Financial Services & Mortgage Corporation ("FSMC") and FFNM Financial Services, Inc. FSMC invested in real estate, which includes leasing, selling, developing, and maintaining real estate properties. As of March 31, 2015, FSMC has been dissolved since all real estate properties were sold in 2011. The main activity of FFNM Financial Services, Inc. is to collect commission from the sale of non-insured investment products in resulting from investment advisory services offered in our branch network. All significant intercompany balances and transactions have been eliminated in the consolidation.

**Note 3 - BUSINESS COMBINATIONS**

As of August 8, 2014 (“Merger Date”), the Company completed its merger with Alpena Banking Corporation and its wholly owned subsidiary Bank of Alpena (“Alpena”). Alpena had one branch office and \$102.9 million in assets as of August 8, 2014. The results of operations due to the merger have been included in the Company’s results since the Merger Date. The merger was effected by the issuance of shares of the Company’s common stock to Alpena Banking Corporation shareholders. Each share of Alpena’s common stock was converted into the right to receive 1.549 shares of the Company’s common stock, with cash paid in lieu of fractional shares. The conversion of Alpena’s shares resulted in the issuance of 842,965 shares of the Company’s common stock.

The merger transaction was recorded using the acquisition method of accounting and accordingly, assets acquired, liabilities assumed and consideration exchanged were recorded at estimated fair values on the Merger Date. The following table provides the purchase price calculation as of the Merger Date and the identifiable assets acquired and liabilities assumed at their estimated fair values. These fair value measurements are provisional based on third-party valuations that are currently under review and are subject to refinement for up to one year after the Merger Date based on additional information that may be obtained by us that existed on the Merger Date.

**Purchase Price:**

(000's omitted)

|                                                                                                                   |         |
|-------------------------------------------------------------------------------------------------------------------|---------|
| First Federal of Northern Michigan Bancorp, Inc. common stock issued for Alpena Banking Corporation common shares | 843     |
| Price per share, based on First Federal of Northern Michigan Bancorp, Inc. closing price on August 8, 2014        | \$5.59  |
| Total purchase price                                                                                              | \$4,712 |

**Preliminary Statement of Net Assets Acquired at Fair Value:**

|                                  |           |           |
|----------------------------------|-----------|-----------|
| Assets                           |           |           |
| Cash and cash equivalents        | \$41,650  |           |
| Securities                       | 24,008    |           |
| Loans                            | 33,051    |           |
| Premises and Equipment           | 1,667     |           |
| Core Deposit Intangible          | 1,392     |           |
| Deferred Tax Asset               | 337       |           |
| Other Assets                     | 467       |           |
| Total Assets                     | \$102,572 |           |
| Liabilities                      |           |           |
| Deposits                         | 95,787    |           |
| Other Liabilities                | 91        |           |
| Total Liabilities                | \$95,878  |           |
| Net Identifiable Assets Acquired |           | \$6,694   |
| Bargain Purchase Gain            |           | \$(1,982) |

The following table provides the pro forma information for the results of operations for the three months ended March 31, 2015 and 2014, as if the merger had occurred on January 1 of each year. These adjustments reflect the impact of certain purchase accounting fair value measurements, primarily on the loan and deposit portfolios of Bank of Alpena. These pro forma results are presented for illustrative purposes only and are not intended to represent or be indicative of the actual results of operations of the combined banking organizations that would have been achieved had the merger occurred at the beginning of each period presented, nor are they intended to represent or be indicative of future results of the Company.

|                      | For the Three Months Ended<br>March 31, |          |
|----------------------|-----------------------------------------|----------|
|                      | 2015                                    | 2014     |
| Net interest income  | \$ 2,316                                | \$ 2,375 |
| Non-interest income  | 494                                     | 442      |
| Non-interest expense | 2,431                                   | 2,543    |
| Net income           | 356                                     | 227      |

|                                        |       |       |
|----------------------------------------|-------|-------|
| Net income per basic and diluted share | 0.10  | 0.06  |
| Weighted average shares outstanding    | 3,727 | 3,727 |

In most instances, determining the fair value of the acquired assets and assumed liabilities required the Company to estimate the cash flows expected to result from those assets and liabilities and to discount those cash flows at appropriate rates of interest. The most significant of those determinations related to the valuation of acquired loans. For such loans, the excess cash flows expected at merger over the estimated fair value is recognized as interest income over the remaining lives of the loans. The difference between contractually required payments at merger and the cash flows expected to be collected at merger reflects the impact of estimated credit losses and other factors, such as prepayments. In accordance with the applicable accounting guidance for business combinations, there was no carry-over of Alpena's previously established allowance for loan losses.

The acquired loans were divided into loans with evidence of credit quality deterioration, which are accounted for under ASC 310-30 ("acquired impaired"), and loans that do not meet the criteria, which are accounted for under ASC 310-20 ("acquired non-impaired"). In addition, the loans are further categorized into different pools based primarily on the type and purpose of the loan.

|                                               | Acquired<br>Impaired | Acquired<br>Non-Impaired | Acquired<br>Total |
|-----------------------------------------------|----------------------|--------------------------|-------------------|
| Real estate loans:                            |                      |                          |                   |
| Residential mortgages                         | \$397                | \$ 6,992                 | \$ 7,389          |
| Commercial Loans:                             |                      |                          |                   |
|                                               |                      | 109                      | 109               |
| Secured by real estate                        | 3,070                | 14,721                   | 17,791            |
| Other                                         | 1,201                | 4,213                    | 5,414             |
| Total commercial loans                        | 4,271                | 19,043                   | 23,314            |
| Consumer loans:                               |                      |                          |                   |
| Secured by real state                         | 30                   | 1,568                    | 1,598             |
| Other                                         |                      | 750                      | 750               |
| Total consumer loans                          | 30                   | 2,318                    | 2,348             |
| Total loans at acquisition date               | \$4,698              | \$ 28,353                | \$ 33,051         |
|                                               | Acquired<br>Impaired | Acquired<br>Non-Impaired | Acquired<br>Total |
| Loans acquired- contractual required payments | \$5,930              | \$ 28,587                | \$ 34,517         |
| Non accretable yield                          | (1,232)              |                          | (1,232 )          |
| Expected cash flows                           | 4,698                | 28,587                   | 33,285            |
| Accretable yield                              |                      | (234 )                   | (234 )            |
| Carrying balance at acquisition date          | \$4,698              | \$ 28,353                | \$ 33,051         |

#### Note 4—SECURITIES

Investment securities have been classified according to management's intent. The carrying value and estimated fair value of securities are as follows:

|                                                                                       | March 31, 2015 |            |            |        |
|---------------------------------------------------------------------------------------|----------------|------------|------------|--------|
|                                                                                       | Gross          | Gross      |            | Market |
|                                                                                       | Amortized      | Unrealized | Unrealized | Value  |
|                                                                                       | Cost           | Gains      | (Losses)   |        |
|                                                                                       | (in thousands) |            |            |        |
| <b>Securities Available for Sale</b>                                                  |                |            |            |        |
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | \$36,788       | \$ 270     | \$ (14 )   | 37,044 |

Edgar Filing: First Federal of Northern Michigan Bancorp, Inc. - Form 10-Q

|                                     |           |          |          |   |           |
|-------------------------------------|-----------|----------|----------|---|-----------|
| Municipal obligations               | 24,473    | 464      | (20)     | ) | 24,917    |
| Corporate bonds & other obligations | 1,532     | 8        |          |   | 1,540     |
| Mortgage-backed securities          | 62,334    | 567      | (103)    | ) | 62,798    |
| Equity securities                   | 3         | 3        |          |   | 6         |
| Total                               | \$125,130 | \$ 1,312 | \$ (137) | ) | \$126,305 |

**Securities Held to Maturity**

|                       |       |        |    |       |
|-----------------------|-------|--------|----|-------|
| Municipal obligations | \$790 | \$ 101 | \$ | \$891 |
|-----------------------|-------|--------|----|-------|

December 31, 2014

|                | Gross      | Gross      |        |
|----------------|------------|------------|--------|
| Amortized      | Unrealized | Unrealized | Market |
| Cost           | Gains      | (Losses)   | Value  |
| (in thousands) |            |            |        |

**Securities Available for Sale**

|                                                                                       |           |        |          |   |           |
|---------------------------------------------------------------------------------------|-----------|--------|----------|---|-----------|
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | \$31,221  | \$ 58  | \$ (57)  | ) | 31,222    |
| Municipal obligations                                                                 | 22,894    | 369    | (129)    | ) | 23,134    |
| Corporate bonds & other obligations                                                   | 1,549     | 12     |          |   | 1,561     |
| Mortgage-backed securities                                                            | 63,648    | 515    | (117)    | ) | 64,046    |
| Equity securities                                                                     | 3         | 2      |          |   | 5         |
| Total                                                                                 | \$119,315 | \$ 956 | \$ (303) | ) | \$119,968 |

**Securities Held to Maturity**

|                       |       |        |    |       |
|-----------------------|-------|--------|----|-------|
| Municipal obligations | \$790 | \$ 118 | \$ | \$908 |
|-----------------------|-------|--------|----|-------|

The amortized cost and estimated market value of securities at March 31, 2015, by contract maturity, are shown below. Expected maturities will differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties. Securities with no specified maturity date are separately stated.

|                                       | March 31, 2015   |           |
|---------------------------------------|------------------|-----------|
|                                       | Amortized Market |           |
|                                       | Cost             | Value     |
|                                       | (in thousands)   |           |
| <b>Available For Sale:</b>            |                  |           |
| Due in one year or less               | \$6,213          | \$6,237   |
| Due after one year through five years | 38,741           | 39,055    |
| Due in five year through ten years    | 16,549           | 16,792    |
| Due after ten years                   | 1,290            | 1,417     |
| Subtotal                              | 62,793           | 63,501    |
| Equity securities                     | 3                | 6         |
| Mortgage-backed securities            | 62,334           | 62,798    |
| Total                                 | \$125,130        | \$126,305 |
| <b>Held To Maturity:</b>              |                  |           |
| Due in one year or less               | \$45             | \$45      |
| Due after one year through five years | 200              | 212       |
| Due in five year through ten years    | 315              | 360       |
| Due after ten years                   | 230              | 274       |
| Total                                 | \$790            | \$891     |

At March 31, 2015 and December, 31, 2014, securities with a carrying value and fair value of \$34,000,000 and \$35,000,000, respectively, were pledged to secure FHLB advances and our line of credit at the Federal Reserve.

There were no security sales in either the three months ended March 31, 2015 or 2014.

The following is a summary of temporarily impaired investments that have been impaired for less than and more than twelve months as of March 31, 2015 and December 31, 2014:

March 31, 2015

|                                                                                       | Gross      |                                           | Gross      |                          |
|---------------------------------------------------------------------------------------|------------|-------------------------------------------|------------|--------------------------|
|                                                                                       | Unrealized |                                           | Unrealized |                          |
|                                                                                       | Fair       | Losses<br><12<br>months<br>(in thousands) | Fair       | Losses<br>> 12<br>months |
| <b>Available For Sale:</b>                                                            |            |                                           |            |                          |
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | \$2,486    | \$ (8 )                                   | \$994      | \$ (6 )                  |
| Municipal obligations                                                                 | 15         |                                           | 2,204      | (20 )                    |
| Mortgage-backed securities                                                            | 6,230      | (24 )                                     | 4,419      | (79 )                    |
| Equity securities                                                                     |            |                                           |            |                          |
| Total                                                                                 | \$8,731    | \$ (32 )                                  | \$7,617    | \$ (105 )                |
| <b>Held to Maturity:</b>                                                              |            |                                           |            |                          |
| Municipal obligations                                                                 | \$         | \$                                        | \$         | \$                       |

|                                                                                       | December 31, 2014<br>Gross |                                           | Gross      |                          |
|---------------------------------------------------------------------------------------|----------------------------|-------------------------------------------|------------|--------------------------|
|                                                                                       | Unrealized                 |                                           | Unrealized |                          |
|                                                                                       | Fair                       | Losses<br><12<br>months<br>(in thousands) | Fair       | Losses<br>> 12<br>months |
| <b>Available For Sale:</b>                                                            |                            |                                           |            |                          |
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | \$13,672                   | \$ (28 )                                  | \$971      | \$ (29 )                 |
| Municipal obligations                                                                 | 9,506                      | (54 )                                     | 4,039      | (75 )                    |
| Mortgage-backed securities                                                            | 9,923                      | (31 )                                     | 4,666      | (86 )                    |
| Equity securities                                                                     |                            |                                           |            |                          |
| Total                                                                                 | \$33,101                   | \$ (113 )                                 | \$9,676    | \$ (190 )                |
| <b>Held to Maturity:</b>                                                              |                            |                                           |            |                          |
| Municipal obligations                                                                 | \$                         | \$                                        | \$         | \$                       |

The Company held 19 securities with unrealized losses totaling \$137,000 and 72 securities with unrealized losses totaling \$303,000 at March 31, 2015 and December 31, 2014, respectively. The unrealized losses on the securities held in the portfolio are not considered other than temporary and have not been recognized into income. This decision is based on the Company's ability and intent to hold any potentially impaired security until maturity. The performance of the security is based on the contractual terms of the agreement, the extent of the impairment and the financial condition and credit quality of the issuer. The decline in market value is considered temporary and a result of changes in interest rates and other market variables.

## Note 5—LOANS AND ALLOWANCE FOR LOAN LOSSES

The following table sets forth the composition of our loan portfolio by loan type at the dates indicated.

|                            | At March<br>31,<br>2015<br>(in thousands) | At December 31,<br>2014 |
|----------------------------|-------------------------------------------|-------------------------|
| Real estate loans:         |                                           |                         |
| Residential mortgage       | \$73,314                                  | \$ 71,828               |
| Commercial loans:          |                                           |                         |
| Construction - real estate | 2,111                                     | 1,443                   |
| Secured by real estate     | 60,703                                    | 62,163                  |
| Other                      | 17,067                                    | 19,000                  |
| Total commercial loans     | 79,881                                    | 82,606                  |
| Consumer loans:            |                                           |                         |
| Secured by real estate     | 9,241                                     | 9,502                   |
| Other                      | 1,390                                     | 1,403                   |
| Total consumer loans       | 10,631                                    | 10,905                  |
| Total gross loans          | \$163,826                                 | \$ 165,339              |
| Less:                      |                                           |                         |
| Net deferred loan fees     | (252 )                                    | (263 )                  |
| Allowance for loan losses  | (1,444 )                                  | (1,429 )                |
| Total loans, net           | \$162,130                                 | \$ 163,647              |

As of March 31, 2015 the total outstanding balance and carrying value of acquired impaired loans was \$4.4 million and \$3.3 million, respectively. Changes to the accretable and non-accretable yield for acquired loans as follows as of March 31, 2015:

|                                             | Acquired<br>Impaired<br>Non-<br>Accretable | Acquired<br>Non-<br>Impaired<br>Accretable | Acquired<br>Total |
|---------------------------------------------|--------------------------------------------|--------------------------------------------|-------------------|
| December 31, 2014 balance                   | \$ (1,232 )                                | \$ (208 )                                  | \$ (1,440 )       |
| Net discount associated with acquired loans |                                            |                                            |                   |
| Accretion of discount for credit spread     |                                            | 5                                          | 5                 |
| Loans paid off through March 31, 2015       |                                            |                                            |                   |
| Loans charged off through March 31, 2015    | 81                                         |                                            | 81                |
| Total                                       | \$ (1,151 )                                | \$ (203 )                                  | \$ (1,354 )       |

The following table illustrates the contractual aging of the recorded investment in past due loans by class of loans as of March 31, 2015 and December 31, 2014:

### As of March 31, 2015

| <b>Originated Loans:</b>              | 30 - 59<br>Days<br>Past<br>Due | 60 - 89<br>Days<br>Past Due | Greater<br>than<br>90 Days<br>Past Due | Total<br>Past<br>Due | Current   | Total<br>Loans | Recorded<br>Investment ><br>90<br>Days and<br>Accruing |
|---------------------------------------|--------------------------------|-----------------------------|----------------------------------------|----------------------|-----------|----------------|--------------------------------------------------------|
|                                       | (dollars in thousands)         |                             |                                        |                      |           |                |                                                        |
| Commercial Real Estate:               |                                |                             |                                        |                      |           |                |                                                        |
| Commercial Real Estate - construction | \$                             | \$                          | \$                                     | \$                   | \$2,111   | \$2,111        | \$                                                     |
| Commercial Real Estate - other        | 760                            |                             | 9                                      | 769                  | 44,499    | 45,268         |                                                        |
| Commercial - non real estate          | 400                            |                             | 15                                     | 415                  | 12,613    | 13,028         | 15                                                     |
| Consumer:                             |                                |                             |                                        |                      |           |                |                                                        |
| Consumer - Real Estate                |                                | 17                          | 24                                     | 41                   | 7,562     | 7,603          | 17                                                     |
| Consumer - Other                      | 9                              |                             | 8                                      | 17                   | 1,180     | 1,197          | 8                                                      |
| Residential:                          |                                |                             |                                        |                      |           |                |                                                        |
| Residential                           | 1,450                          |                             | 298                                    | 1,748                | 65,329    | 67,077         | 101                                                    |
| Total                                 | \$2,619                        | \$ 17                       | \$ 354                                 | \$ 2,990             | \$133,294 | \$136,284      | \$ 141                                                 |

### As of March 31, 2015

| <b>Acquired Loans:</b>                | 30 - 59<br>Days<br>Past<br>Due | 60 - 89<br>Days<br>Past Due | Greater<br>than<br>90 Days<br>Past Due | Total<br>Past<br>Due | Current | Total<br>Loans | Recorded<br>Investment ><br>90<br>Days and<br>Accruing |
|---------------------------------------|--------------------------------|-----------------------------|----------------------------------------|----------------------|---------|----------------|--------------------------------------------------------|
|                                       | (dollars in thousands)         |                             |                                        |                      |         |                |                                                        |
| Commercial Real Estate:               |                                |                             |                                        |                      |         |                |                                                        |
| Commercial Real Estate - construction | \$                             | \$                          | \$                                     | \$                   | \$      | \$             | \$                                                     |
| Commercial Real Estate - other        | 317                            | 110                         | 111                                    | 538                  | 14,897  | 15,436         |                                                        |
| Commercial - non real estate          | 88                             |                             | 105                                    | 193                  | 3,846   | 4,039          |                                                        |
| Consumer:                             |                                |                             |                                        |                      |         |                |                                                        |
| Consumer - Real Estate                | 5                              |                             |                                        | 5                    | 1,633   | 1,638          |                                                        |
| Consumer - Other                      | 13                             |                             |                                        | 13                   | 180     | 193            |                                                        |

Edgar Filing: First Federal of Northern Michigan Bancorp, Inc. - Form 10-Q

Residential:

|             |       |        |        |          |          |          |    |
|-------------|-------|--------|--------|----------|----------|----------|----|
| Residential | 228   |        | 285    | 513      | 5,724    | 6,237    |    |
| Total       | \$651 | \$ 110 | \$ 501 | \$ 1,262 | \$26,280 | \$27,543 | \$ |

As of December 31, 2014

|                                       | 30 - 59<br>Days<br>Past<br>Due | 60 - 89<br>Days<br>Past Due | Greater<br>than<br>90 Days<br>Past Due | Total<br>Past<br>Due | Current   | Total<br>Loans | Recorded<br>Investment ><br>90<br>Days and<br>Accruing |
|---------------------------------------|--------------------------------|-----------------------------|----------------------------------------|----------------------|-----------|----------------|--------------------------------------------------------|
| (dollars in thousands)                |                                |                             |                                        |                      |           |                |                                                        |
| <b>Originated Loans:</b>              |                                |                             |                                        |                      |           |                |                                                        |
| Commercial Real Estate:               |                                |                             |                                        |                      |           |                |                                                        |
| Commercial Real Estate - construction | \$                             | \$                          | \$                                     | \$                   | \$1,443   | \$1,443        | \$                                                     |
| Commercial Real Estate - other        | 10                             | 195                         |                                        | 205                  | 46,103    | 46,308         |                                                        |
| Commercial - non real estate          |                                |                             |                                        |                      | 14,544    | 14,544         |                                                        |
| Consumer:                             |                                |                             |                                        |                      |           |                |                                                        |
| Consumer - Real Estate                | 107                            | 4                           | 7                                      | 118                  | 7,684     | 7,802          |                                                        |
| Consumer - Other                      | 3                              |                             | 3                                      | 6                    | 1,152     | 1,158          | 3                                                      |
| Residential:                          |                                |                             |                                        |                      |           |                |                                                        |
| Residential                           | 1,484                          | 746                         | 386                                    | 2,616                | 62,326    | 64,942         | 87                                                     |
| Total                                 | \$1,604                        | \$ 945                      | \$ 396                                 | \$ 2,945             | \$133,252 | \$136,197      | \$ 90                                                  |

As of December 31, 2014

|                                       | 30 - 59<br>Days<br>Past<br>Due | 60 - 89<br>Days<br>Past Due | Greater<br>than<br>90 Days<br>Past Due | Total<br>Past<br>Due | Current  | Total<br>Loans | Recorded<br>Investment ><br>90<br>Days and<br>Accruing |
|---------------------------------------|--------------------------------|-----------------------------|----------------------------------------|----------------------|----------|----------------|--------------------------------------------------------|
| (dollars in thousands)                |                                |                             |                                        |                      |          |                |                                                        |
| <b>Acquired Loans:</b>                |                                |                             |                                        |                      |          |                |                                                        |
| Commercial Real Estate - construction | \$                             | \$                          | \$                                     | \$                   | \$       | \$             | \$                                                     |
| Commercial Real Estate - other        | 125                            | 128                         | 93                                     | 346                  | 15,604   | 15,950         |                                                        |
| Commercial - non real estate          |                                | 40                          | 104                                    | 144                  | 4,217    | 4,361          |                                                        |
| Consumer:                             |                                |                             |                                        |                      |          |                |                                                        |
| Consumer - Real Estate                | 123                            |                             |                                        | 123                  | 1,609    | 1,732          |                                                        |
| Consumer - Other                      |                                |                             |                                        |                      | 213      | 213            |                                                        |
| Residential:                          |                                |                             |                                        |                      |          |                |                                                        |
| Residential                           | 147                            | 56                          | 461                                    | 664                  | 6,222    | 6,886          | 225                                                    |
| Total                                 | \$395                          | \$ 224                      | \$ 658                                 | \$ 1,277             | \$27,865 | \$29,142       | \$ 225                                                 |

The Bank uses an eight tier risk rating system to grade its commercial loans. The grade of a loan may change during the life of the loans. The risk ratings are described as follows:

**Risk Grade 1 (Excellent)** - Prime loans based on liquid collateral, with adequate margin or supported by strong financial statements. Probability of serious financial deterioration is unlikely. High liquidity, minimum risk, strong ratios, and low handling costs are common to these loans. This classification also includes all loans secured by certificates of deposit or cash equivalents.

**Risk Grade 2 (Good)** - Desirable loans of somewhat less stature than Grade 1, but with strong financial statements. Probability of serious financial deterioration is unlikely. These loans possess a sound repayment source (and/or a secondary source). These loans represent less than the normal degree of risk associated with the type of financing contemplated.

**Risk Grade 3 (Satisfactory)** - Satisfactory loans of average risk – may have some minor deficiency or vulnerability to changing economic conditions, but still fully collectible. There may be some minor weakness but with offsetting features or other support readily available. These loans present a normal degree of risk associated with the type of financing. Actual and projected indicators and market conditions provide satisfactory assurance that the credit shall perform in accordance with agreed terms.

**Risk Grade 4 (Acceptable)** - Loans considered satisfactory, but which are of slightly “below average” credit risk due to financial weaknesses or uncertainty. The loans warrant a somewhat higher than average level of monitoring to insure that weaknesses do not advance. The level of risk is considered acceptable and within normal underwriting guidelines, so long as the loan is given the proper level of management supervision.

**Risk Grade 4.5 (Monitored)** - Loans are considered “below average” and monitored more closely due to some credit deficiency that poses additional risk but is not considered adverse to the point of being a “classified” credit. Possible reasons for additional monitoring may include characteristics such as temporary negative debt service coverage due to weak economic conditions; borrower may have experienced recent losses from operations, declining equity and/or increasing leverage, or marginal liquidity that may affect long-term sustainability. Loans of this grade have a higher degree of risk and warrant close monitoring to insure against further deterioration.

**Risk Grade 5 (Other Assets Especially Mentioned) (OAEM)** - Loans which possess some credit deficiency or potential weakness, which deserve close attention, but which do not yet warrant substandard classification. Such loans pose unwarranted financial risk that, if not corrected, could weaken the loan and increase risk in the future.

**Risk Grade 6 (Substandard)** - Loans are “substandard” whose full, final collectability does not appear to be a matter of serious doubt, but which nevertheless portray some form of well defined weakness that requires close supervision by Bank management. The noted weaknesses involve more than normal banking risk. One or more of the following characteristics may be exhibited in loans classified Substandard: (1) Loans possess a defined credit weakness and the likelihood that the loan shall be paid from the primary source of repayment is uncertain; (2) Loans are not adequately protected by the current net worth and/or paying capacity of the obligor; (3) primary source of repayment is gone, and the Bank is forced to rely on a secondary source of repayment such as collateral liquidation or guarantees; (4) distinct possibility that the Bank shall sustain some loss if deficiencies are not corrected; (5) unusual courses of action are needed to maintain a high probability of repayment; (6) the borrower is not generating enough cash flow to repay loan principal, however, continues to make interest payments; (7) the Bank is forced into a subordinated or unsecured position due to flaws in documentation; (8) loans have been restructured so that payment schedules, terms, and collateral represent concessions to the borrower when compared to normal loan terms; (9) the Bank is contemplating foreclosure or legal action due to the apparent deterioration in the loan; or (10) there is a significant deterioration in the market conditions and the borrower is highly vulnerable to these conditions.

**Grade 7 (Doubtful)** - Loans have all the weaknesses of those classified Substandard. Additionally, however, these weaknesses make collection or liquidation in full, based on existing conditions, improbable. Loans in this category are typically not performing in conformance with established terms and conditions. Full repayment is considered “Doubtful”, but extent of loss is not currently determinable.

**Risk Grade 8 (Loss)** - Loans are considered uncollectible and of such little value, that continuing to carry them as an asset on the Bank’s financial statements is not feasible.

The following table presents the risk category of loans by class of loans based on the most recent analysis performed and the contractual aging as of March 31, 2015 and December 31, 2014:

### As of March 31, 2015

#### Originated Loans:

| Loan Grade | Commercial Real Estate<br>Construction | Commercial Real Estate<br>Other | Commercial |
|------------|----------------------------------------|---------------------------------|------------|
| 1-2        | \$                                     | \$                              | \$ 29      |
| 3          |                                        | 14,912                          | 5,296      |
| 4          | 2,111                                  | 19,574                          | 5,208      |
| 4.5        |                                        | 3,513                           | 1,769      |
| 5          |                                        | 5,506                           | 288        |
| 6          |                                        | 1,763                           | 438        |
| 7          |                                        |                                 |            |
| 8          |                                        |                                 |            |
| Total      | \$ 2,111                               | \$ 45,268                       | \$ 13,028  |

#### Acquired Loans:

| Loan Grade | Commercial Real Estate<br>Construction | Commercial Real Estate<br>Other | Commercial |
|------------|----------------------------------------|---------------------------------|------------|
| 1-2        | \$                                     | \$ 266                          | \$ 1,130   |
| 3          |                                        | 2,579                           | 805        |
| 4          |                                        | 10,644                          | 900        |
| 4.5        |                                        | 330                             | 18         |
| 5          |                                        | 1,008                           | 1,034      |
| 6          |                                        | 608                             | 152        |
| 7          |                                        | 0                               | 0          |
| 8          |                                        | 0                               | 0          |
| Total      | \$                                     | \$ 15,435                       | \$ 4,039   |

### As of December 31, 2014

#### Originated Loans:

| Loan Grade | Commercial Real Estate<br>Construction | Commercial Real Estate<br>Other | Commercial |
|------------|----------------------------------------|---------------------------------|------------|
| 1-2        | \$                                     | \$                              | \$ 31      |
| 3          |                                        | 13,565                          | 6,088      |
| 4          | 1,443                                  | 21,757                          | 7,538      |
| 4.5        |                                        | 3,553                           | 252        |
| 5          |                                        | 6,040                           | 635        |
| 6          |                                        | 1,393                           |            |
| 7          |                                        |                                 |            |
| 8          |                                        |                                 |            |
| Total      | \$ 1,443                               | \$ 46,308                       | \$ 14,544  |

Acquired Loans:

| Loan Grade | Commercial Real Estate<br>Construction | Commercial Real Estate<br>Other | Commercial |
|------------|----------------------------------------|---------------------------------|------------|
| 1-2        | \$                                     | \$ 280                          | \$ 1,188   |
| 3          |                                        | 2,696                           | 876        |
| 4          |                                        | 10,905                          | 970        |
| 4.5        |                                        | 337                             | 21         |
| 5          |                                        | 1,176                           | 1,150      |
| 6          |                                        | 547                             | 156        |
| 7          |                                        | 9                               | 0          |
| 8          |                                        |                                 | 0          |
| Total      | \$                                     | \$ 15,950                       | \$ 4,361   |

For residential real estate and other consumer credit the Company evaluates credit quality based on the aging status of the loan and by payment activity. Loans 60 or more days past due are monitored by the collection committee.

The following tables present the risk category of loans by class based on the most recent analysis performed as of March 31, 2015 and December 31, 2014.

### As of March 31, 2015

|                    | Residential | Consumer -<br>Real Estate | Consumer - Other |
|--------------------|-------------|---------------------------|------------------|
| Originated Loans:  |             |                           |                  |
| <b>Loan Grade:</b> |             |                           |                  |
| Pass               | \$ 66,566   | \$ 7,545                  | \$ 1,197         |
| Special Mention    |             |                           |                  |
| Substandard        | 511         | 58                        |                  |
| Total              | \$ 67,077   | \$ 7,603                  | \$ 1,197         |

|                    | Residential | Consumer -<br>Real Estate | Consumer - Other |
|--------------------|-------------|---------------------------|------------------|
| Acquired Loans:    |             |                           |                  |
| <b>Loan Grade:</b> |             |                           |                  |
| Pass               | \$ 5,944    | \$ 1,628                  | \$ 162           |
| Special Mention    |             |                           |                  |
| Substandard        | 293         | 10                        | 31               |
| Total              | \$ 6,237    | \$ 1,638                  | \$ 193           |

### As of December 31, 2014

|                    | Residential | Consumer -<br>Real Estate | Consumer - Other |
|--------------------|-------------|---------------------------|------------------|
| Originated Loans:  |             |                           |                  |
| <b>Loan Grade:</b> |             |                           |                  |
| Pass               | \$ 64,397   | \$ 7,778                  | \$ 1,155         |
| Special Mention    |             |                           |                  |
| Substandard        | 545         | 24                        | 3                |
| Total              | \$ 64,942   | \$ 7,802                  | \$ 1,158         |

|                    | Residential | Consumer -<br>Real Estate | Consumer - Other |
|--------------------|-------------|---------------------------|------------------|
| Acquired Loans:    |             |                           |                  |
| <b>Loan Grade:</b> |             |                           |                  |
| Pass               | \$ 6,335    | \$ 1,731                  | \$ 213           |
| Special Mention    |             |                           |                  |
| Substandard        | 551         | 1                         |                  |
| Total              | \$ 6,886    | \$ 1,732                  | \$ 213           |

The following table presents the recorded investment in non-accrual loans by class as of March 31, 2015 and December 31, 2014:

As of

|                                       | March<br>31,<br>2015<br>(in thousands) | December 31, 2014 |
|---------------------------------------|----------------------------------------|-------------------|
| Commercial Real Estate:               |                                        |                   |
| Commercial Real Estate - construction | \$                                     | \$                |
| Commercial Real Estate - other        | 461                                    | 486               |
| Commercial                            | 74                                     | 77                |
| Consumer:                             |                                        |                   |
| Consumer - real estate                | 51                                     | 25                |
| Consumer - other                      |                                        |                   |
| Residential:                          |                                        |                   |
| Residential                           | 695                                    | 750               |
| Total                                 | \$1,281                                | \$ 1,338          |

The key features of the Company's loan modifications are determined on a loan-by-loan basis. Generally, our restructurings have related to interest rate reductions and loan term extensions. In the past the Company has granted reductions in interest rates, payment extensions and short-term payment forbearances as a means to maximize collectability of troubled credits. The Company has not forgiven principal to date, although this would be considered if necessary to ensure the long-term collectability of the loan. The Company's loan modifications are typically short-term in nature, although the Company would consider a long-term modification to ensure the long-term collectability of the credit. In general, a borrower must make at least six consecutive timely payments before the Company would consider a return of a restructured loan to accruing status in accordance with Federal Deposit Insurance Corporation guidelines regarding restoration of credits to accrual status.

The Bank has classified approximately \$3.4 million of its impaired loans as troubled debt restructurings as of March 31, 2015.

| Troubled Debt Restructurings                                   | Troubled Debt Restructurings<br>For the three months ended March 31,<br>2015 |                                                                     |                                                                     | Troubled Debt Restructurings that<br>Subsequently<br>Defaulted<br>For the three months ended March 31,<br>2015 |                                                     |
|----------------------------------------------------------------|------------------------------------------------------------------------------|---------------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|
|                                                                | Number<br>of<br>Loans                                                        | Pre-modification                                                    | Post-modification                                                   | Number of<br>Loans                                                                                             | Recorded<br>Investment<br>(dollars in<br>thousands) |
|                                                                |                                                                              | outstanding<br>recorded<br>investment<br><br>(dollars in thousands) | outstanding<br>recorded<br>investment<br><br>(dollars in thousands) |                                                                                                                |                                                     |
| Commercial Real Estate -<br>Construction                       |                                                                              | \$                                                                  | \$                                                                  |                                                                                                                | \$                                                  |
| Commercial Real Estate - Other<br>Commercial - non real estate |                                                                              |                                                                     |                                                                     |                                                                                                                |                                                     |
| Residential                                                    | 1                                                                            | 110                                                                 | 110                                                                 |                                                                                                                |                                                     |
| Total                                                          | 1                                                                            | \$ 110                                                              | \$ 110                                                              |                                                                                                                | \$                                                  |
| Troubled Debt Restructurings                                   | Troubled Debt Restructurings<br>For the three months ended March 31,<br>2014 |                                                                     |                                                                     | Troubled Debt Restructurings that<br>Subsequently<br>Defaulted<br>For the three months ended March 31,<br>2014 |                                                     |
|                                                                | Number<br>of<br>Loans                                                        | Pre-modification                                                    | Post-modification                                                   | Number of<br>Loans                                                                                             | Recorded<br>Investment<br>(dollars in<br>thousands) |
|                                                                |                                                                              | outstanding<br>recorded<br>investment<br><br>(dollars in thousands) | outstanding<br>recorded<br>investment<br><br>(dollars in thousands) |                                                                                                                |                                                     |
| Commercial Real Estate -<br>Construction                       |                                                                              | \$                                                                  | \$                                                                  |                                                                                                                | \$                                                  |
| Commercial Real Estate - Other<br>Consumer - Other             |                                                                              |                                                                     |                                                                     |                                                                                                                |                                                     |
| Residential                                                    |                                                                              |                                                                     |                                                                     |                                                                                                                |                                                     |
| Total                                                          |                                                                              | \$                                                                  | \$                                                                  |                                                                                                                | \$                                                  |

For the majority of the Bank's impaired loans, the Bank will apply the observable market price of collateral. However, the Bank may also utilize a measurement incorporating the present value of expected future cash flows discounted at the loan's effective rate of interest. To determine observable market price, collateral asset values securing an impaired loan are periodically evaluated. Maximum time of re-evaluation is every 12 months. In this process, third party evaluations are obtained and heavily relied upon. Until such time that updated evaluations are received, the Bank may discount the collateral value used.

The Bank uses the following guidelines as stated in policy to determine when to realize a charge-off, whether a partial or full loan balance. A charge down in whole or in part is realized when unsecured consumer loans, credit card credits and overdraft lines of credit reach 90 days delinquency. At 120 days delinquent, secured consumer loans are charged down to the value of collateral, if repossession of the collateral is assured and/or in the process of repossession. Consumer mortgage loan deficiencies are charged down upon the sale of the collateral or sooner upon the recognition of collateral deficiency. Commercial credits are charged down at 90 days delinquency, unless an established and approved work-out plan is in place or litigation of the credit will likely result in recovery of the loan balance. Upon notification of bankruptcy, unsecured debt is charged off. Additional charge-off may be realized as further unsecured positions are recognized.

The following table presents the loans individually evaluated for impairment by class of loans as of March 31, 2015 and December 31, 2014:

**As of March 31, 2015****2015**

|                                       | Unpaid<br>Principal<br>Balance | Recorded<br>Investment | Related<br>Allowance | Average<br>Recorded<br>Investment | Interest<br>Income<br>Recognized |
|---------------------------------------|--------------------------------|------------------------|----------------------|-----------------------------------|----------------------------------|
|                                       | (dollars in thousands)         |                        |                      | (dollars in thousands)            |                                  |
| With no related allowance recorded:   |                                |                        |                      |                                   |                                  |
| Commercial                            | \$ 15                          | \$ 15                  | \$                   | \$ 15                             | \$                               |
| Commercial Real Estate - Construction |                                |                        |                      |                                   |                                  |
| Commercial Real Estate - Other        | 848                            | 847                    |                      | 849                               | 12                               |
| Consumer - Real Estate                | 43                             | 40                     |                      | 41                                |                                  |
| Consumer - Other                      |                                |                        |                      |                                   |                                  |
| Residential                           | 639                            | 554                    |                      | 492                               | 3                                |
| With a specific allowance recorded:   |                                |                        |                      |                                   |                                  |
| Commercial                            |                                |                        |                      |                                   |                                  |
| Commercial Real Estate - Construction |                                |                        |                      |                                   |                                  |
| Commercial Real Estate - Other        | 955                            | 955                    | 12                   | 959                               | 12                               |
| Consumer - Real Estate                | 19                             | 19                     | 19                   | 19                                |                                  |
| Consumer - Other                      |                                |                        |                      |                                   |                                  |
| Residential                           | 142                            | 140                    | 27                   | 142                               |                                  |
| Totals:                               |                                |                        |                      |                                   |                                  |
| Commercial                            | \$ 15                          | \$ 15                  | \$                   | \$ 15                             | \$                               |
| Commercial Real Estate - Construction | \$                             | \$                     | \$                   | \$                                | \$                               |
| Commercial Real Estate - Other        | \$ 1,803                       | \$ 1,802               | \$ 12                | \$ 1,808                          | \$ 24                            |
| Consumer - Real Estate                | \$ 62                          | \$ 59                  | \$ 19                | \$ 60                             | \$                               |
| Consumer - Other                      | \$                             | \$                     | \$                   | \$                                | \$                               |
| Residential                           | \$ 781                         | \$ 694                 | \$ 27                | \$ 634                            | \$ 3                             |



| Impaired Loans<br>As of December 31, 2014 | For the Three Months Ended<br>March 31,<br>2014 |                        |                      |                                   |                                  |
|-------------------------------------------|-------------------------------------------------|------------------------|----------------------|-----------------------------------|----------------------------------|
|                                           | Unpaid<br>Principal<br>Balance                  | Recorded<br>Investment | Related<br>Allowance | Average<br>Recorded<br>Investment | Interest<br>Income<br>Recognized |
|                                           | (dollars in thousands)                          |                        |                      |                                   |                                  |
| With no related allowance recorded:       |                                                 |                        |                      |                                   |                                  |
| Commercial                                | \$                                              | \$                     | \$                   | \$                                | \$                               |
| Commercial Real Estate - Construction     |                                                 |                        |                      |                                   |                                  |
| Commercial Real Estate - Other            | 1,431                                           | 1,430                  |                      | 1,595                             | 21                               |
| Consumer - Real Estate                    | 26                                              | 24                     |                      | 6                                 |                                  |
| Consumer - Other                          |                                                 |                        |                      |                                   |                                  |
| Residential                               | 781                                             | 618                    |                      | 382                               | 1                                |
| With a specific allowance recorded:       |                                                 |                        |                      |                                   |                                  |
| Commercial                                |                                                 |                        |                      |                                   |                                  |
| Commercial Real Estate - Construction     |                                                 |                        |                      | 173                               |                                  |
| Commercial Real Estate - Other            | 386                                             | 386                    | 10                   | 1,840                             | 4                                |
| Consumer - Real Estate                    |                                                 |                        |                      |                                   |                                  |
| Consumer - Other                          |                                                 |                        |                      |                                   |                                  |
| Residential                               |                                                 |                        |                      | 30                                |                                  |
| Totals:                                   |                                                 |                        |                      |                                   |                                  |
| Commercial                                | \$                                              | \$                     | \$                   | \$                                | \$                               |
| Commercial Real Estate - Construction     | \$                                              | \$                     | \$                   | \$ 173                            | \$                               |
| Commercial Real Estate - Other            | \$1,817                                         | \$ 1,816               | \$ 10                | \$ 3,435                          | \$ 25                            |
| Consumer - Real Estate                    | \$26                                            | \$ 24                  | \$                   | \$ 6                              | \$                               |
| Consumer - Other                          | \$                                              | \$                     | \$                   | \$                                | \$                               |
| Residential                               | \$781                                           | \$ 618                 | \$                   | \$ 412                            | \$ 1                             |

The Allowance for Loan and Lease Losses has a direct impact on the provision expense. An increase in the ALLL is funded through recoveries and provision expense.

Activity in the allowance for loan and lease losses was as follows for the quarters ended March 31, 2015 and 2014, respectively:

#### For the Three Months Ended March 31, 2015

|              |             |             |          |             |             |
|--------------|-------------|-------------|----------|-------------|-------------|
| Commercial   | Commercial  | Consumer    |          |             |             |
| Construction | Real Estate | Real Estate | Consumer | Residential | Unallocated |
|              |             |             |          |             | Total       |

(dollars in thousands)

Allowance for credit losses:

|                   |      |        |        |       |       |        |       |         |   |
|-------------------|------|--------|--------|-------|-------|--------|-------|---------|---|
| Beginning Balance | \$8  | \$ 307 | \$ 94  | \$ 33 | \$ 19 | \$ 869 | \$ 99 | \$1,429 |   |
| Charge-offs       |      | (3     | )      |       | (5    | ) (36  | )     | (44     | ) |
| Recoveries        | 12   | 4      | 2      | 4     |       | 14     |       | 36      |   |
| Provision         | (5   | ) 62   | 9      | 11    | 7     | (34    | ) (27 | ) 23    |   |
| Ending Balance    | \$15 | \$ 370 | \$ 105 | \$ 48 | \$ 21 | \$ 813 | \$ 72 | \$1,444 |   |

**For the Three Months Ended March 31, 2014**

| Commercial             | Commercial  | Consumer                         |
|------------------------|-------------|----------------------------------|
| Construction           | Real Estate | Real Estate                      |
|                        |             | Consumer Residential Unallocated |
| Total                  |             |                                  |
| (dollars in thousands) |             |                                  |

Allowance for credit losses:

|                   |      |        |       |       |       |        |        |          |   |
|-------------------|------|--------|-------|-------|-------|--------|--------|----------|---|
| Beginning Balance | \$48 | \$ 444 | \$ 63 | \$ 62 | \$ 21 | \$ 784 | \$ 50  | \$ 1,472 |   |
| Charge-offs       |      | (16    | )     | (11   | ) (6  | ) (35  | )      | (68      | ) |
| Recoveries        |      | 19     |       | 9     |       | 10     |        | 38       |   |
| Provision         |      | (55    | ) (2  | ) (11 | ) 1   | 33     | 50     | 16       |   |
| Ending Balance    | \$48 | \$ 392 | \$ 61 | \$ 49 | \$ 16 | \$ 792 | \$ 100 | \$ 1,458 |   |

### Loan Balances Individually Evaluated for Impairment As of March 31, 2015

| Commercial   | Commercial Real Estate | Consumer Residential Unallocated | Total |
|--------------|------------------------|----------------------------------|-------|
| Construction | Estate                 | (dollars in thousands)           |       |

Ending allowance balance:  
individually evaluated for  
impairment

|                                       |    |       |    |       |    |       |    |       |
|---------------------------------------|----|-------|----|-------|----|-------|----|-------|
| individually evaluated for impairment | \$ | \$ 12 | \$ | \$ 19 | \$ | \$ 27 | \$ | \$ 58 |
|---------------------------------------|----|-------|----|-------|----|-------|----|-------|

Ending allowance balance:  
individually evaluated for  
impairment

|                                       |      |        |        |       |       |        |       |         |
|---------------------------------------|------|--------|--------|-------|-------|--------|-------|---------|
| individually evaluated for impairment | \$15 | \$ 358 | \$ 105 | \$ 29 | \$ 21 | \$ 786 | \$ 72 | \$1,386 |
|---------------------------------------|------|--------|--------|-------|-------|--------|-------|---------|

Loans:

|                |         |           |           |          |          |           |    |           |
|----------------|---------|-----------|-----------|----------|----------|-----------|----|-----------|
| Ending Balance | \$2,111 | \$ 60,703 | \$ 17,067 | \$ 9,241 | \$ 1,390 | \$ 73,314 | \$ | \$163,826 |
|----------------|---------|-----------|-----------|----------|----------|-----------|----|-----------|

Ending balance:

|                                       |    |          |       |       |    |        |    |         |
|---------------------------------------|----|----------|-------|-------|----|--------|----|---------|
| individually evaluated for impairment | \$ | \$ 1,802 | \$ 15 | \$ 59 | \$ | \$ 694 | \$ | \$2,570 |
|---------------------------------------|----|----------|-------|-------|----|--------|----|---------|

Ending balance: loans collectively evaluated for

|                                                  |         |           |           |          |          |           |            |
|--------------------------------------------------|---------|-----------|-----------|----------|----------|-----------|------------|
| Ending balance: loans collectively evaluated for | \$2,111 | \$ 43,466 | \$ 13,013 | \$ 7,544 | \$ 1,197 | \$ 66,383 | \$ 133,714 |
|--------------------------------------------------|---------|-----------|-----------|----------|----------|-----------|------------|

impairment

|                                                                                           |    |           |          |          |        |          |    |          |
|-------------------------------------------------------------------------------------------|----|-----------|----------|----------|--------|----------|----|----------|
| Acquired loans with<br>deteriorated credit quality<br>not subject to loan loss<br>reserve | \$ | \$ 1,988  | \$ 866   | \$ 9     | \$     | \$ 422   | \$ | \$3,285  |
| Other acquired loans not<br>subject to loan loss reserve                                  | \$ | \$ 13,447 | \$ 3,173 | \$ 1,629 | \$ 193 | \$ 5,815 | \$ | \$24,257 |

**Loan Balances Individually Evaluated for Impairment  
As of March 31, 2014**

|                                                                       | Commercial<br>Construction | Commercial<br>Real Estate | Commercial | Consumer<br>Real Estate<br>(dollars in<br>thousands) | Consumer Residential | Unallocated | Total  |           |
|-----------------------------------------------------------------------|----------------------------|---------------------------|------------|------------------------------------------------------|----------------------|-------------|--------|-----------|
| Ending allowance balance:<br>individually evaluated for<br>impairment | \$48                       | \$ 137                    | \$         | \$                                                   | \$                   | \$ 5        | \$     | \$190     |
| Ending allowance balance:<br>individually evaluated for<br>impairment | \$                         | \$ 255                    | \$ 61      | \$ 49                                                | \$ 16                | \$ 787      | \$ 100 | \$1,268   |
| Loans:                                                                |                            |                           |            |                                                      |                      |             |        |           |
| Ending Balance                                                        | \$173                      | \$ 51,382                 | \$ 12,252  | \$ 8,490                                             | \$ 1,171             | \$ 63,576   | \$     | \$137,044 |
| Ending balance: individually<br>evaluated for impairment              | \$173                      | \$ 3,315                  | \$         | \$ 6                                                 | \$                   | \$ 405      | \$     | \$3,899   |
| Ending balance: loans<br>collectively evaluated for<br>impairment     | \$                         | \$ 48,067                 | \$ 12,252  | \$ 8,484                                             | \$ 1,171             | \$ 63,171   | \$     | \$133,145 |

**Note 6—DIVIDENDS**

We are dependent primarily upon the Bank for our earnings and funds to pay dividends on our common stock. The payment of dividends also is subject to legal and regulatory restrictions. Any payment of dividends in the future will depend, in large part, on the Bank's earnings, capital requirements, financial condition and other factors considered by our Board of Directors.

**Note 7—STOCK-BASED COMPENSATION**

Effective January 1, 2006, the Company adopted ASC 718-10, "Shareholder Based Payments", which requires that the grant-date fair value of awarded stock options be expensed over the requisite service period. The Company's 1996 Stock Option Plan (the "1996 Plan"), which was approved by shareholders, permits the grant of share options to its employees for up to 127,491 shares of common stock (retroactively adjusted for the exchange ratio applied in the Company's 2005 stock offering and related second-step conversion). The Company's 2006 Stock-Based Incentive Plan (the "2006 Plan"), which was approved by shareholders on May 17, 2006, permits the award of up to 242,740 shares of

common stock of which the maximum number to be granted as Stock Options is 173,386 and the maximum that can be granted as Restricted Stock Awards is 69,354. Option awards are granted with an exercise price equal to the market price of the Company's stock at the date of grant. Those option awards generally vest based on five years of continual service and have ten year contractual terms. Certain options provide for accelerated vesting if there is a change in control (as defined in the Plans).

During the three months ended March 31, 2015 no shares were awarded under either the 1996 Plan or the 2006 Plan. Shares issued under the plans and exercised pursuant to the exercise of the stock options awarded under the plans may be either authorized but unissued shares or reacquired shares held by the Company as treasury stock.

**Stock Options** - A summary of option activity under the Plans during the three months ended March 31, 2015 is presented below:

| Options                               | Shares  | Weighted-Average<br>Exercise Price | Weighted-Average<br>Remaining<br>Contractual Term<br>(Years) | Aggregate<br>Intrinsic Value |
|---------------------------------------|---------|------------------------------------|--------------------------------------------------------------|------------------------------|
| Outstanding at January 1, 2015        | 136,030 | \$ 9.54                            | 1.4                                                          | \$ 0                         |
| Granted                               | 0       | N/A                                |                                                              |                              |
| Exercised                             | 0       | N/A                                |                                                              |                              |
| Forfeited or expired                  | (250 )  | \$ 9.65                            |                                                              |                              |
| Outstanding at March 31, 2015         | 135,780 | \$ 9.54                            | 1.1                                                          | \$ 0                         |
| Options Exercisable at March 31, 2015 | 135,780 | \$ 9.54                            | 1.1                                                          | \$ 0                         |

The aggregate intrinsic value of outstanding options shown in the table above represents the total pretax intrinsic value (i.e. the difference between the Company's closing stock price of \$5.95 on March 31, 2015 and the exercise price times the number of shares) that would have been received by the option holder had all option holders exercised their options on March 31, 2015. The amount changes based on the fair market value of the stock.

As of March 31, 2015 the Company had no unrecognized compensation cost related to nonvested options under the Plan. There were no shares which vested during the quarter ended March 31, 2015. In addition, there were no non-vested options as of March 31, 2015.

**Restricted Stock Awards** - As of March 31, 2015 all restricted stock awards have vested; therefore the Company had no unrecognized compensation cost under the Plans.

#### **Note 8— COMMITMENTS TO EXTEND CREDIT**

The Company is a party to credit-related financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit, stand by letters of credit, and commercial lines of credit. Such commitments involve, to varying degrees, elements of credit and interest rate risk in excess of the amounts recognized in the consolidated balance sheet. The Company's exposure to credit loss is represented by the contracted amount of these commitments. The Company follows the same credit policies in making commitments as it does for on-balance sheet instruments.

At March 31, 2015, the Company had outstanding commitments to originate loans of \$22.2 million. These commitments included the following:

|                                            | As of<br>March 31,<br>2015<br>(in<br>thousands) |
|--------------------------------------------|-------------------------------------------------|
| Commitments to grant loans                 | \$ 7,586                                        |
| Unfunded commitments under lines of credit | 14,493                                          |
| Commercial and standby letters of credit   | 134                                             |

#### **Note 9— FAIR VALUE MEASUREMENTS**

The fair value of financial assets and liabilities recorded at fair value is categorized in three levels. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. These levels are as follows:

Level 1 — Valuations based on quoted prices in active markets, such as the New York Stock Exchange. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

Level 2 — Valuations of assets and liabilities traded in less active dealer or broker markets. Valuations include quoted prices for similar assets and liabilities traded in the same market; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable. Valuations may be obtained from, or corroborated by, third-party pricing services.

Level 3 — Assets and liabilities with valuations that include methodologies and assumptions that may not be readily observable, including option pricing models, discounted cash flow models, yield curves and similar techniques. Level 3 valuations incorporate certain assumptions and projections in determining the fair value assigned to such assets or liabilities, but in all cases are corroborated by external data, which may include third-party pricing services.

The following table presents information about the Company's assets and liabilities measured at fair value on a recurring basis as of March 31, 2015 and December 31, 2014, and the valuation techniques used by the Company to determine those fair values.

#### Assets and Liabilities Measured at Fair Value on a Recurring Basis at March 31, 2015

|                                                                                     | Quoted<br>Prices<br>in<br>Active<br>Markets<br>for<br>Identical<br>(dollars in thousands) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) | Fair<br>Value<br>as of<br>March 31,<br>2015 |
|-------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|-----------------------------------------------------------|----------------------------------------------------|---------------------------------------------|
| <b>Assets</b>                                                                       |                                                                                           |                                                           |                                                    |                                             |
| <b>Investment securities- available-for-sale:</b>                                   |                                                                                           |                                                           |                                                    |                                             |
| US Treasury securities and obligations of U.S. government corporations and agencies | \$ 1,285                                                                                  | \$ 35,759                                                 | \$ —                                               | \$ 37,044                                   |
| Municipal obligations                                                               | —                                                                                         | 22,664                                                    | 2,253                                              | 24,917                                      |
| Corporate bonds & other obligations                                                 | —                                                                                         | 1,540                                                     | —                                                  | 1,540                                       |
| Mortgage-backed securities                                                          | —                                                                                         | 62,798                                                    | —                                                  | 62,798                                      |
| Equity securities                                                                   | —                                                                                         | 6                                                         | —                                                  | 6                                           |
| Total investment securities - available-for-sale                                    | \$ 1,285                                                                                  | \$ 122,767                                                | \$ 2,253                                           | \$ 126,305                                  |

#### Assets and Liabilities Measured at Fair Value on a Recurring Basis at December 31, 2014

|                                                                                       | Quoted<br>Prices<br>in<br>Active<br>Markets<br>for<br>Identical<br>(dollars in thousands) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) | Fair<br>Value as<br>of<br>December<br>31, 2014 |
|---------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|-----------------------------------------------------------|----------------------------------------------------|------------------------------------------------|
| <b>Assets</b>                                                                         |                                                                                           |                                                           |                                                    |                                                |
| <b>Investment securities - available-for-sale:</b>                                    |                                                                                           |                                                           |                                                    |                                                |
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | \$ 1,279                                                                                  | \$ 5,763                                                  | \$ —                                               | \$ 7,042                                       |
| Municipal obligations                                                                 | —                                                                                         | 11,317                                                    | 2,292                                              | 13,609                                         |
| Corporate bonds & other obligations                                                   | —                                                                                         | 1,097                                                     | —                                                  | 1,097                                          |
| Mortgage-backed securities                                                            | —                                                                                         | 28,603                                                    | —                                                  | 28,603                                         |
| Equity securities                                                                     | —                                                                                         | 7                                                         | —                                                  | 7                                              |

|                                                  |         |           |          |           |
|--------------------------------------------------|---------|-----------|----------|-----------|
| Total investment securities - available-for-sale | \$1,279 | \$ 46,787 | \$ 2,292 | \$ 50,358 |
|--------------------------------------------------|---------|-----------|----------|-----------|

Fair value measurements of U.S. Government agencies and mortgage backed securities use pricing models that vary and may consider various assumptions, including time value, yield curves, volatility factors, prepayment speeds, default rates, loss severity, current market and contractual prices for the underlying financial instruments, as well as other relevant economic measures.

The Company has assets that, under certain conditions, are subject to measurement at fair value on a nonrecurring basis. At March 31, 2015 and December 31, 2014, such assets consist primarily of impaired loans and other real estate owned. The Company has estimated the fair values of these assets using Level 3 inputs, specifically discounted cash flow projections.

#### Assets Measured at Fair Value on a Nonrecurring Basis at March 31, 2015

|                        | Balance at March 31, 2015 | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|------------------------|---------------------------|----------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|
| (dollars in thousands) |                           |                                                                |                                               |                                           |

#### Originated Assets:

|                                                     |          |      |      |          |
|-----------------------------------------------------|----------|------|------|----------|
| Impaired loans accounted for under FASB ASC 310-10  | \$ 1,801 | \$ — | \$ — | \$ 1,801 |
| Other real estate owned -residential mortgages      | 591      | —    | —    | 591      |
| Other Real estate owned - commercial                | 1,636    | —    | —    | 1,636    |
| Other repossessed assets                            | 860      | —    | —    | 860      |
| Total assets at fair value on a non-recurring basis |          |      |      | \$ 4,888 |

#### Acquired Assets:

|                                                     |        |      |      |        |
|-----------------------------------------------------|--------|------|------|--------|
| Impaired loans accounted for under FASB ASC 310-10  | \$ 525 | \$ — | \$ — | \$ 525 |
| Other real estate owned -residential mortgages      | —      | —    | —    | —      |
| Other real estate owned - commercial                | —      | —    | —    | —      |
| Other repossessed assets                            | —      | —    | —    | —      |
| Total assets at fair value on a non-recurring basis |        |      |      | \$ 525 |

**Assets Measured at Fair Value on a Nonrecurring Basis at December 31, 2014**

|                                                     | Balance<br>at<br>December<br>31,<br>2014 | Quoted<br>Prices in<br>Active<br>Markets<br>for<br>Identical<br>Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs (Level<br>3) |
|-----------------------------------------------------|------------------------------------------|-------------------------------------------------------------------------------------|-----------------------------------------------------------|----------------------------------------------------|
| (dollars in thousands)                              |                                          |                                                                                     |                                                           |                                                    |
| <b>Originated Assets:</b>                           |                                          |                                                                                     |                                                           |                                                    |
| Impaired loans accounted for under FASB ASC 310-10  | \$ 1,806                                 | \$ —                                                                                | \$ —                                                      | \$ 1,806                                           |
| Other real estate owned -residential mortgages      | 336                                      | —                                                                                   | —                                                         | 336                                                |
| Other real estate owned - commercial                | 1,628                                    | —                                                                                   | —                                                         | 1,628                                              |
| Other repossessed assets                            | 860                                      | —                                                                                   | —                                                         | 860                                                |
| Total assets at fair value on a non-recurring basis |                                          |                                                                                     |                                                           | \$ 4,630                                           |
| <b>Acquired Assets:</b>                             |                                          |                                                                                     |                                                           |                                                    |
| Impaired loans accounted for under FASB ASC 310-10  | \$ 396                                   | \$ —                                                                                | \$ —                                                      | \$ 396                                             |
| Other real estate owned -residential mortgages      | —                                        | —                                                                                   | —                                                         | —                                                  |
| Other real estate owned - commercial                | —                                        | —                                                                                   | —                                                         | —                                                  |
| Other repossessed assets                            | —                                        | —                                                                                   | —                                                         | —                                                  |
| Total assets at fair value on a non-recurring basis |                                          |                                                                                     |                                                           | \$ 396                                             |

A loan is considered impaired when, based on current information and events it is probable the Company will be unable to collect all amounts due (both principal and interest) according to the contractual terms of the original loan agreement. Loans identified as impaired are measured using one of three methods: the loan's observable market price; the fair value of collateral; or the present value of expected future cash flows. For each period presented, no loans were measured using the loan's observable market price. Collateral may be in the form of real estate and/or business assets such as accounts receivable, inventory or business equipment.

Real estate is the collateral for the vast majority of our secured lending. The real estate's value is based on observable market prices and market values of collateral provided by independent, third-party licensed or certified appraisers, selected from a list of Company-approved appraisers. Appraisals for all types of collateral-dependent loans are typically requested within 30 days of a loan being deemed impaired. The fair value of impaired loans with specific allocations is essentially based on recent real estate appraisals less costs to sell. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Appraised collateral values may be further discounted based on management's historical knowledge of the property and/or changes in market conditions from the time of valuation or management's plan for disposal. Subsequent evaluations of collateral are performed on a loan by loan basis as additional facts and circumstances related to the individual credit

require, but not less than annually.

The following methods and assumptions were used by the Company in estimating fair value disclosures for financial instruments:

**Cash and Cash Equivalents** - The carrying amounts of cash and short-term instruments approximate fair values.

**Investment Securities** - Fair value for the Bank's investment securities was determined using the market value in active markets, where available. When not available, fair values are estimated using the fair value hierarchy. In the fair value hierarchy, Level 2 fair values are determined using observable inputs other than Level 1 market prices, such as quoted prices for similar assets. Level 3 values are determined using unobservable inputs, such as discounted cash flow projections.

**Loans Receivable** - For variable-rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values. Fair values for certain mortgage loans (e.g., one- to four-family residential), credit card loans, and other consumer loans are based on quoted market prices of similar loans sold in conjunction with securitization transactions, adjusted for differences in loan characteristics. Fair values for other loans (e.g., commercial real estate and investment property mortgage loans, commercial, and industrial loans) are estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. Fair values for nonperforming loans are estimated using discounted cash flow analyses or underlying collateral values, where applicable.

**Loans Held For Sale** - Fair values of mortgage loans held for sale are based on commitments on hand from investors or prevailing market prices.

**Federal Home Loan Bank Stock** - The carrying value of Federal Home Loan Bank stock approximates fair value based on the redemption provisions of the Federal Home Loan Bank.

**Deposit Liabilities** - The fair values disclosed for demand deposits (e.g., interest and noninterest checking, savings, and certain types of money market accounts) are, by definition, equal to the amount payable on demand at the reporting date (i.e., their carrying amounts). The carrying amounts of variable-rate, fixed-term money market accounts and certificates of deposit approximate their fair values at the reporting date. Fair values for fixed-rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits.

**Federal Home Loan Bank Advances** - The estimated fair value of the fixed and variable rate Federal Home Loan Bank advances are estimated by discounting the related cash flows using the rates currently available for similarly structured borrowings with similar maturities.

**Accrued Interest** - The carrying amounts of accrued interest approximate fair value.

The estimated fair values and related carrying or notional amounts of the Company's financial instruments are as follows:

| March 31, 2015                                | Carrying<br>Value<br>(in thousands) | Level 1   | Level 2 | Level 3 | Total<br>Estimated<br>Fair<br>Value |
|-----------------------------------------------|-------------------------------------|-----------|---------|---------|-------------------------------------|
| <b>Financial assets:</b>                      |                                     |           |         |         |                                     |
| Cash and cash equivalents                     | \$ 19,512                           | \$ 19,512 | \$ —    | \$ —    | \$ 19,512                           |
| Deposits held at other financial institutions | 8,429                               | —         | 7,218   | 1,240   | 8,458                               |
| Securities available for sale                 | 126,305                             | 1,285     | 125,020 | —       | 126,305                             |
| Securities held to maturity                   | 790                                 | —         | 891     | —       | 891                                 |
| Loans held for sale                           | 413                                 | —         | —       | 427     | 427                                 |
| Loans receivable - net                        | 162,130                             | —         | —       | 162,025 | 162,025                             |
| Federal Home Loan Bank stock                  | 2,591                               | —         | 2,591   | —       | 2,591                               |
| Accrued interest receivable                   | 1,090                               | —         | —       | 1,090   | 1,090                               |
| <b>Financial liabilities:</b>                 |                                     |           |         |         |                                     |
| Customer deposits                             | 285,472                             | —         | 286,031 | —       | 286,031                             |
| Federal Home Loan Bank advances               | 20,827                              | —         | 20,798  | —       | 20,798                              |
| Accrued interest payable                      | 100                                 | —         | —       | 100     | 100                                 |
| December 31, 2014                             | Carrying<br>Value<br>(in thousands) | Level 1   | Level 2 | Level 3 | Total<br>Estimated<br>Fair<br>Value |

Edgar Filing: First Federal of Northern Michigan Bancorp, Inc. - Form 10-Q

Financial assets:

|                                               |           |           |         |         |           |
|-----------------------------------------------|-----------|-----------|---------|---------|-----------|
| Cash and cash equivalents                     | \$ 11,472 | \$ 11,472 | \$—     | \$—     | \$ 11,472 |
| Deposits held at other financial institutions | 8,429     | —         | 8,424   | \$—     | 8,424     |
| Securities available for sale                 | 119,968   | —         | 119,968 | —       | 119,968   |
| Securities held to maturity                   | 790       | —         | 908     | —       | 908       |
| Loans held for sale                           | 88        | —         | —       | 90      | 90        |
| Loans receivable - net                        | 163,647   | —         | —       | 163,690 | 163,690   |
| Federal Home Loan Bank stock                  | 2,591     | —         | 2,591   | —       | 2,591     |
| Accrued interest receivable                   | 986       | —         | —       | 986     | 986       |

Financial liabilities:

|                                 |         |   |         |     |         |
|---------------------------------|---------|---|---------|-----|---------|
| Customer deposits               | 270,734 | — | 271,200 | —   | 271,200 |
| Federal Home Loan Bank advances | 22,885  | — | 22,696  | —   | 22,696  |
| Accrued interest payable        | 101     | — | —       | 101 | 101     |

**FIRST FEDERAL OF NORTHERN MICHIGAN BANCORP, INC.  
AND SUBSIDIARIES**

**PART - FINANCIAL INFORMATION**

**ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion compares the consolidated financial condition of the Company at March 31, 2015 and December 31 2014, and the results of operations for the three-month periods ended March 31, 2015 and 2014. This discussion should be read in conjunction with the interim financial statements and footnotes included herein.

**OVERVIEW**

The Company operates as a community-oriented financial institution that accepts deposits from the general public in the communities surrounding its 8 full-service banking offices. The deposited funds, together with funds generated from operations and borrowings, are used by the Company to originate loans and for other investments. The Company's principal lending activity is the origination of mortgage loans for the purchase or refinancing of one-to-four family residential properties. The Company also originates commercial and multi-family real estate loans, construction loans, commercial loans, automobile loans, home equity loans and lines of credit, and a variety of other consumer loans.

For the quarter ended March 31, 2015, the Company had net income of \$356,000, or \$0.10 per basic and diluted share, compared to \$221,000, or \$0.08 per basic and diluted share, for the year earlier period, an increase of \$135,000.

Total assets increased \$13.0 million, or 4.0%, to \$338.9 million as of March 31, 2015 from \$325.9 million as of December 31, 2014. Cash and cash equivalents increased \$8.0 million, investment securities available for sale increased \$6.3 million and net loans receivable decreased \$1.5 million during the quarter. Total deposits increased \$14.7 million from December 31, 2014 to March 31, 2015 while Federal Home Loan Bank advances decreased \$2.1 million and stockholders' equity increased \$626,000.

## **CRITICAL ACCOUNTING POLICIES**

As of March 31, 2015, there have been no changes in the critical accounting policies as disclosed in the Company's Form 10-K for the year ended December 31, 2014. The Company's critical accounting policies are described in the Management's Discussion and Analysis and financial sections of its 2014 Annual Report. Management believes its critical accounting policies relate to the Company's allowance for loan losses, mortgage servicing rights, valuation of deferred tax assets and impairment of intangible assets.

## **MERGER**

We completed the merger with Alpena Banking Corporation and its wholly owned subsidiary Bank of Alpena ("Alpena"), as of August 8, 2014. Alpena had one branch office and \$73 million in assets as of December 31, 2013. The merger was effected by the issuance of shares of the Company's common stock to Alpena Banking Corporation shareholders. Each share of Alpena's common stock was converted into the right to receive 1.549 shares of the Company's common stock, with cash paid in lieu of fractional shares. The conversion of Alpena's shares resulted in the issuance of 842,965 share of the Company's common stock.

The Alpena merger transaction was recorded using the acquisition method of accounting and accordingly, assets acquired, liabilities assumed and consideration exchanged were recorded at estimated fair values on the Merger Date. In most instances, determining the fair value of the acquired assets and assumed liabilities required the Company to estimate the cash flows expected to result from those assets and liabilities and to discount those cash flows at appropriate rates of interest. The most significant of those determinations related to the valuation of acquired loans. For such loans, the excess cash flows expected at merger over the estimated fair value is recognized as interest income over the remaining lives of the loans. The difference between contractually required payments at merger and the cash flows expected to be collected at merger reflects the impact of estimated credit losses and other factors, such as prepayments. In accordance with the applicable accounting guidance for business combinations, there was no carry-over of Alpena's previously established allowance for loan losses. The acquired loans were divided into loans with evidence of credit quality deterioration, which are accounting for under ASC 310-30 ("acquired impaired"), and loans that do not meet the criteria, which are accounted for under ACC 310-20 ("acquired non-impaired"). In addition, the loans are further categorized into different pools based primarily on the type and purpose of the loan.

#### **COMPARISON OF FINANCIAL CONDITION AT MARCH 31, 2015 AND DECEMBER 31, 2014**

**ASSETS:** Total assets increased \$13.0 million, or 4.0%, to \$338.9 million at March 31, 2015 from \$325.9 million at December 31, 2014. Cash and cash equivalent increased \$8.0 million to \$19.5 million at March 31, 2015 from \$11.5 million at December 31, 2014. In addition, investment securities AFS increased \$6.3 million to \$126.3 million at March 31, 2015 from \$120.0 million at December 31, 2014, due primarily to net purchases of \$9.2 million offset by principal payment received on our mortgage-backed securities during the period. Net loans receivable decreased \$1.5 million, or 1.0%, to \$162.1 million at March 31, 2015 from \$163.6 million at December 31, 2014, resulting primarily from a decrease of \$3.0 million in the consumer and commercial loan portfolios. Partially offsetting this decrease was an increase of \$1.5 million in mortgage loan portfolio for the three months ended March 31, 2015.

**LIABILITIES:** Deposits increased \$14.7 million to \$285.5 million at March 31, 2015 from \$270.7 million at December 31, 2014. During this time period, we experienced an increase of \$14.5 million in our savings, money market and checking accounts and an increase of \$816,000 in our non-interest bearing deposit accounts. These increases were partially offset by a decrease of \$1.1 million in our certificates of deposit. FHLB advances decreased \$2.1 million, or 9.0%, to \$20.8 million at March 31, 2015 from \$22.9 million at December 31, 2014, as proceeds from loan payments and payoffs, as well as cash on hand, were used to pay off maturing advances.

**EQUITY:** Stockholders' equity increased \$626,000 to \$31.2 million at March 31, 2015 from \$30.5 million at December 31, 2014. The increase was due to net earnings for the three-month period of \$356,000 and an increase of \$345,000 in the unrealized gain on available-for-sale investment securities. Partially offsetting these increases was a dividend payment of \$75,000.

#### **RESULTS OF OPERATIONS**

***Three Months Ended March 31, 2015 Compared to Three Months Ended March 31, 2014***

**General:** Net income increased \$135,000 to \$356,000 for the three months ended March 31, 2015 from \$221,000 for the quarter ended March 31, 2014.

**Interest Income:** Interest income increased to \$2.6 million for the three months ended March 31, 2015 from \$2.0 million for the comparable period in 2014 as the average balance of interest earning assets increased \$117.8 million, as a result of the merger with Bank of Alpena in August 2014, to \$314.6 million for the three months ended March 31, 2015 from \$196.8 million for the three months ended March 31, 2014 while the average yield on interest earning assets decreased 83 basis points to 3.35% from 4.18%. The yield on our mortgage loan portfolio decreased by 44 basis points to 4.44% for the three months period ended March 31, 2015 from 4.88% for the year-earlier period, while the average balance of that portfolio increased \$8.4 million, to \$72.0 million, period over period. The average balance of our non-mortgage loan portfolio increased \$18.8 million to \$92.3 million for the three months ended March 31, 2015 from the 2014 quarter, while the yield on this portfolio increased 13 basis points to 5.26% from 5.16% period over period. The average balance of our investment portfolio increased \$76.4 million for the three months ended March 31, 2015 compared to the same period in 2014 and the yield on our investments decreased 35 basis points period over period.

**Interest Expense:** Interest expense increased to \$301,000 for the three months ended March 31, 2015 from \$249,000 for the three months ended March 31, 2014. The increase was due in part to a \$71.8 million increase in the average balance of our interest-bearing liabilities, as a result of the merger with Bank of Alpena in August 2014, offset by a decrease in our overall cost of funds of 10 basis points to 0.52% from 0.62% period over period. The average balance of Federal Home Loan Bank advances decreased \$1.5 million for the three-month period ended March 31, 2015 from the same period in 2014, while the cost of these advances increased 13 basis points to 1.20% from 1.07% period over period. In addition, our average balance in certificates of deposit increased \$10.0 million with the cost of these deposits decreasing one basis point to 0.95% from 0.96% for the quarter ended March 31, 2015 and March 31, 2014, respectively.

The following table sets forth information regarding the changes in interest income and interest expense of the Bank during the periods indicated.

|                                    | Three Months<br>Ended March 31,<br>2015<br>Compared to<br>Three Months<br>Ended March 31,<br>2014<br>Increase (Decrease)<br>Due to:<br>Volume      Rate      Total<br>(In thousands) |         |         |
|------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|---------|
| Interest-earning assets:           |                                                                                                                                                                                      |         |         |
| Loans receivable                   | \$342                                                                                                                                                                                | \$(48 ) | \$294   |
| Investment securities              | 331                                                                                                                                                                                  | (38 )   | \$293   |
| Other investments                  | 46                                                                                                                                                                                   | (60 )   | \$(14 ) |
| Total interest-earning assets      | 719                                                                                                                                                                                  | (146)   | 573     |
| Interest-bearing liabilities:      |                                                                                                                                                                                      |         |         |
| Savings Deposits                   | 1                                                                                                                                                                                    | —       | 1       |
| Money Market/NOW accounts          | 28                                                                                                                                                                                   | —       | 28      |
| Certificates of Deposit            | 23                                                                                                                                                                                   | (3 )    | 20      |
| Deposits                           | 52                                                                                                                                                                                   | (3 )    | 49      |
| Borrowed funds                     | (4 )                                                                                                                                                                                 | 7       | 3       |
| Total interest-bearing liabilities | 48                                                                                                                                                                                   | 4       | 52      |
| Change in net interest income      | \$671                                                                                                                                                                                | \$(150) | \$521   |

**Net Interest Income:** Net interest income increased \$513,000 to \$2.3 million from \$1.8 million for the three months ended March 31, 2015 and March 31, 2014, respectively, as a result of our merger with Bank of Alpena in August

2014. For the three months ended March 31, 2015, average interest-earning assets increased \$117.8 million, or 59.8%, to \$314.6 million when compared to the same period in 2014. Average interest-bearing liabilities increased \$71.8 million, or 46.3%, to \$236.3 million for the quarter ended March 31, 2015 from \$164.5 million for the quarter ended March 31, 2014. The average balance of core interest-bearing deposits increased \$63.2 million for the three months ended March 31, 2015 compared to the same period in 2014, while the average balance of our certificates of deposit increased \$10.0 million period over period. In addition, the average balance of non-interest bearing deposits increased \$816,000 for the three-month period ended March 31, 2015 compared to the same period in 2014. The yield on average interest-earning assets decreased to 3.35% for the three month period ended March 31, 2015 from 4.18% for the same period ended in 2014 as we added a net \$9.2 million in lower yielding investment securities available for sale during the quarter ended March 31, 2015. In addition, the cost of average interest-bearing liabilities decreased to 0.52% from 0.62% for the three month periods ended March 31, 2015 and 2014, respectively. Our interest rate spread decreased 73 basis points to 2.83% from 3.56% and our net interest margin decreased 70 basis points to 2.96% for the three-month period ended March 31, 2015 from 3.66% for same period in 2014. At March 31, 2015 the Company had outstanding loan commitments of \$22.2 million. During the three months ended March 31, 2015 the Company grew average interest bearing core deposits by \$14.6 million.

***Provision for Loan Losses:*** The allowance for loan losses is established through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance.

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

The provision for loan losses for the three-month period ended March 31, 2015 was \$23,000, as compared to \$16,000 for the three months ended March 31, 2014. The 2015 provision included a \$7,000 expense associated with the charge off of an acquired loan while the amount added to our loan loss reserve remained unchanged at \$16,000 quarter over quarter. During the quarter ended March 31, 2015, we increased specific reserves approximately \$47,000, mainly through a reduction in our unallocated reserves of \$27,000. These specific reserves primarily relate to mortgage and consumer loans within our portfolio. By comparison, the first quarter of 2015 had lower levels of net charge-offs at \$810 compared to \$30,000 for the same period in the prior year. The provision was based on management's review of the components of the overall loan portfolio, the status of non-performing loans and various subjective factors.

The following table sets forth the details of our loan portfolio at the dates indicated:

|                                           | Portfolio<br>Balance | Delinquent<br>Loans<br>Over 90<br>Days | Non-Accrual<br>Loans |
|-------------------------------------------|----------------------|----------------------------------------|----------------------|
| (Dollars in thousands)                    |                      |                                        |                      |
| At March 31, 2015                         |                      |                                        |                      |
| Real estate loans:                        |                      |                                        |                      |
| One - to four - family                    | \$73,314             | \$ 101                                 | \$ 695               |
| Commercial construction real estate       | 2,111                | —                                      | —                    |
| Commercial Mortgages                      | 60,703               | —                                      | 461                  |
| Home equity lines of credit/ Junior liens | 9,241                | —                                      | 51                   |
| Commercial loans                          | 17,067               | 15                                     | 74                   |
| Consumer loans                            | 1,390                | 25                                     | —                    |
| Total gross loans                         | \$163,826            | \$ 141                                 | \$ 1,281             |
| Less:                                     |                      |                                        |                      |
| Net deferred loan fees                    | (252 )               | —                                      | (1 )                 |
| Allowance for loan losses                 | (1,444 )             | —                                      | (110 )               |
| Total loans, net                          | \$162,130            | \$ 141                                 | \$ 1,170             |
|                                           |                      |                                        |                      |
|                                           | Portfolio<br>Balance | Delinquent<br>Loans<br>Over 90<br>Days | Non-Accrual<br>Loans |
| (Dollars in thousands)                    |                      |                                        |                      |
| At December 31, 2014                      |                      |                                        |                      |
| Real estate loans:                        |                      |                                        |                      |
| Construction                              | \$1,443              | \$ —                                   | \$ —                 |
| One - to four - family                    | 71,828               | 312                                    | 750                  |
| Commercial Mortgages                      | 62,163               | —                                      | 486                  |
| Home equity lines of credit/Junior liens  | 9,502                | —                                      | 25                   |
| Commercial loans                          | 19,000               | —                                      | 77                   |
| Consumer loans                            | 1,403                | 3                                      |                      |

|                           |           |        |          |
|---------------------------|-----------|--------|----------|
| Total gross loans         | \$165,339 | \$ 315 | \$ 1,338 |
| Less:                     |           |        |          |
| Net deferred loan fees    | (263 )    |        | (2 )     |
| Allowance for loan losses | (1,429 )  |        | (130 )   |
| Total loans, net          | \$163,647 | \$ 315 | \$ 1,206 |

**Non Interest Income:** Non interest income increased \$158,000, or 46.9%, to \$494,000 for the quarter ended March 31, 2015 from \$336,000 in the 2014 quarter. Service charges and other fees increased \$37,000 and gain on sale of bank owned property increased \$96,000, primarily through the sale of an unoccupied operations office during the three months ended March 31, 2015 when compared to the same period a year earlier. In addition, we experienced a slight increase in mortgage banking activities as a result of a \$4.2 million increase in loan originations period over period.

**Non Interest Expense:** Non interest expense increased \$536,000 to \$2.4 million for the 2015 period from \$1.9 million for the three months ended March 31, 2014. The increase occurred in the following areas: \$310,000 in compensation and employee benefits, as we added staff as a result of the merger in 2014, \$41,000 in service bureau expense, \$44,000 in occupancy expense, and \$45,000 in expenses related to troubled credits. In addition, other expenses increased \$49,000 primarily related to an increase to internet banking expenses. Partially offsetting these increases was a decrease of \$19,000 in professional service fees as the three month period ended March 31, 2014 included proposed merger expenses.

**Income Taxes:** The Company recorded no federal income tax expense for the three months ended March 31, 2015 and March 31, 2014 as a result of the valuation allowance against the Company's deferred tax asset.

The Company will continue to evaluate the future benefits from these carryforwards and at such time as it becomes "more likely than not" that they would be utilized prior to expiration, the Company will recognize the additional benefits as an adjustment to the valuation allowance. The net operating loss carryforwards expire twenty years from the date they originated. These carryforwards, if not utilized, will fully expire between 2028 and 2033.

## LIQUIDITY

The Company's current liquidity position is more than adequate to fund expected asset growth. The Company's primary sources of funds are deposits, FHLB advances, proceeds from principal and interest payments, prepayments on loans and mortgage-backed and investment securities and sale of long-term fixed-rate mortgages into the secondary market. While maturities and scheduled amortization of loans and mortgage-backed securities are a predictable source of funds, deposit flows, mortgage prepayments and sale of mortgage loans into the secondary market are greatly influenced by general interest rates, economic conditions and competition.

Liquidity represents the amount of an institution's assets that can be quickly and easily converted into cash without significant loss. The most liquid assets are cash, short-term U.S. Government securities, U.S. Government agency securities and certificates of deposit. The Company is required to maintain sufficient levels of liquidity as defined by OCC regulations. This requirement may be varied at the direction of the OCC. Regulations currently in effect require that the Bank maintain sufficient liquidity to ensure its safe and sound operation. The Company's objective for liquidity is to be above 20%. Liquidity as of March 31, 2015 was \$163.0 million, or 66.1%, compared to \$146.5 million, or 62.9%, at December 31, 2014. The levels of these assets are dependent on the Company's operating, financing, lending and investing activities during any given period. The liquidity calculated by the Company includes additional borrowing capacity available with the FHLB. This borrowing capacity is based on pledged collateral. As of March 31, 2015, the Bank had unused borrowing capacity totaling \$34.9 million at the FHLB based on pledged collateral.

The Company intends to retain in its portfolio certain originated residential mortgage loans (primarily adjustable rate and shorter term fixed rate mortgage loans) and to generally sell the remainder of these loans. The Bank will from time to time participate in or originate commercial real estate loans, including real estate development loans. During the three month period ended March 31, 2015, the Company originated \$8.2 million in residential mortgage loans, of which \$4.7 million were retained in portfolio while the remainder were sold or are being held for sale. This compares to \$3.8 million in originations during the first three months of 2014 of which \$2.5 million were retained in portfolio. The Company also originated \$2.0 million of commercial loans and \$738,000 of consumer loans in the first three months of 2015 compared to \$5.5 million of commercial loans and \$439,000 of consumer loans for the same period in 2014. Of total loans receivable, excluding loans held for sale, mortgage loans comprised 44.8% and 46.4%, commercial loans 48.8% and 46.6% and consumer loans 6.4% and 7.0% at March 31, 2015 and March 31, 2014, respectively.

Deposits are a primary source of funds for use in lending and for other general business purposes. At March 31, 2015 deposits funded 84.2% of the Company's total assets compared to 83.1% at December 31, 2014. Certificates of deposit scheduled to mature in less than one year at March 31, 2015 totaled \$36.7 million. Management believes that a significant portion of such deposits will remain with the Bank. The Bank monitors the deposit rates offered by competition in the area and sets rates that take into account the prevailing market conditions along with the Bank's liquidity position. Future liquidity needs are expected to be satisfied through the use of FHLB borrowings, as necessary, and through growth in deposits. Management does not generally plan on paying above-market rates on

deposit products, although from time-to-time we may do so as liquidity needs dictate.

Borrowings may be used to compensate for seasonal or other reductions in normal sources of funds or for deposit outflows at more than projected levels. Borrowings may also be used on a longer-term basis to support increased lending or investment activities. At March 31, 2015 the Company had \$20.8 million in FHLB advances, of which \$3.1 million will mature during 2015. FHLB borrowings as a percentage of total assets were 6.1% at March 31, 2015 as compared to 7.0% at December 31, 2014. The Company has sufficient available collateral to obtain additional advances of \$34.9 million.

**CAPITAL RESOURCES**

Stockholders' equity at March 31, 2015 was \$31.1 million, or 9.2% of total assets, compared to \$30.5 million, or 9.4% of total assets, at December 31, 2014 (See "Consolidated Statement of Changes in Stockholders' Equity"). The Bank is subject to regulatory capital requirements in accordance with OCC regulations. The Bank exceeded all regulatory capital requirements at March 31, 2015. The following table summarizes the Bank's actual capital with the regulatory capital requirements and with requirements to be "Well Capitalized" under prompt corrective action provisions, as of March 31, 2015:

|                                                      | Actual               |         | Regulatory Minimum |        | Minimum to be Well Capitalized |         |
|------------------------------------------------------|----------------------|---------|--------------------|--------|--------------------------------|---------|
|                                                      | Amount               | Ratio   | Amount             | Ratio  | Amount                         | Ratio   |
|                                                      | Dollars in Thousands |         |                    |        |                                |         |
| Tier 1 (Core) capital ( to adjusted assets)          | \$28,491             | 8.46 %  | \$15,148           | 4.50 % | \$21,880                       | 6.50 %  |
| Total risk-based capital ( to risk-weighted assets)  | \$29,935             | 17.27 % | \$13,870           | 8.00 % | \$17,338                       | 10.00 % |
| Tier 1 risk-based capital ( to risk weighted assets) | \$28,491             | 16.43 % | \$10,403           | 6.00 % | \$13,870                       | 8.00 %  |
| Tangible Capital ( to tangible assets)               | \$28,491             | 8.46 %  | \$6,732            | 2.00 % | \$6,732                        | 2.00 %  |

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not applicable to smaller reporting companies.

### **ITEM 4. CONTROLS AND PROCEDURES**

Under the supervision and with the participation of our management, including the Company's Chief Executive Officer and VP - Director of Financial Reporting & Accounting, the Company evaluated the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based upon that evaluation, the Chief Executive Officer and VP - Director of Financial Reporting & Accounting concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective to ensure that information required to be disclosed in the reports the Company files or submits under the Securities Exchange Act of 1934 (1) is recorded, processed, summarized and reported, within the time periods specified by the SEC's rules and forms, and (2) is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, as appropriate, to allow timely decisions regarding required disclosure.

There has been no change in the Company's internal control over financial reporting during the Company's first quarter of 2015 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

**FIRST FEDERAL OF NORTHERN MICHIGAN BANCORP, INC.**

**FORM 10-Q**

**Quarter Ended March 31, 2015**

**PART II – OTHER INFORMATION**

Item 1 - Legal  
Proceedings:

At March 31,  
2015 there were  
no material legal  
proceedings to  
which the  
Company is a  
party or of which  
any of its  
property is  
subject. From  
time to time the  
Company is a  
party to various  
legal proceedings  
incident to its  
business.

Item 1A - Risk Factors:  
Not applicable to  
smaller reporting  
companies

Item 2 - Unregistered  
Sales of Equity  
Securities and  
Use of Proceeds:

(a) Not applicable  
(b) Not applicable  
(c) Not applicable

Item 3 -

Defaults upon  
Senior Securities:  
Not applicable

Item 4 - Mine Safety  
Disclosures:  
Not applicable

Item 5 - Other  
Information:  
Not applicable

Item 6 - Exhibits

Exhibit 31.1  
Certification by  
Chief Executive  
Officer pursuant  
to section 302 of  
the  
Sarbanes-Oxley  
Act of 2002

Exhibit 31.2  
Certification by  
VP - Director of  
Financial  
Reporting &  
Accounting  
pursuant to  
section 302 of the  
Sarbanes-Oxley  
Act of 2002

Exhibit 32.1  
Statement of  
Chief Executive  
Officer furnished  
pursuant to  
Section 906 of  
the  
Sarbanes-Oxley  
Act of 2002

Exhibit 32.2  
Statement of VP -  
Director of  
Financial  
Reporting &  
Accounting  
furnished

pursuant to  
Section 906 of  
the  
Sarbanes-Oxley  
Act of 2002

101.INS XBRL Taxonomy Instance Document  
101.SCH XBRL Taxonomy Extension Schema Linkbase  
101.CAL XBRL Taxonomy Extension Calculation Linkbase  
101.DEF XBRL Taxonomy Extension Definition Linkbase  
101.LAB XBRL Taxonomy Extension Label Linkbase  
101.PRE XBRL Taxonomy Extension Presentation Linkbase

**FIRST FEDERAL OF NORTHERN MICHIGAN BANCORP, INC.**

**FORM 10-Q**

**Quarter Ended March 31, 2015**

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**FIRST FEDERAL OF NORTHERN MICHIGAN BANCORP, INC.**

By: /s/Michael W. Mahler  
Michael W. Mahler  
President and Chief Executive Officer

Date: May 13, 2015

By: /s/Eileen M Budnick  
Eileen M. Budnick, VP - Director of Financial  
Reporting & Accounting  
(Principal Financial and Accounting Officer)

Date: May 13, 2015