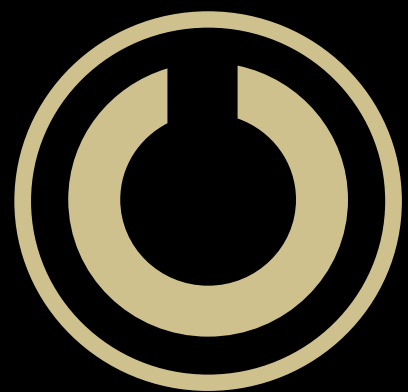




UNITED BANCORP, INC.
Martins Ferry, OH

www.unitedbancorp.com

UNITED BANCORP INC. 2013 ANNUAL REPORT

ANNUAL REPORT

2013

UNITED BANCORP INC.

Martins Ferry, OH



DIVIDEND AND STOCK HISTORY

	Cash Dividends Declared ⁽¹⁾	Stock Dividends	Distribution Date of Dividends and Exchanges
1983	\$ 0.05	-	-
1984	\$ 0.06	4 for 1 Exchange ⁽²⁾	January 2, 1984
1985	\$ 0.07	-	-
1986	\$ 0.09	-	-
1987	\$ 0.09	50% Stock Dividend	October 2, 1987
1988	\$ 0.10	-	-
1989	\$ 0.10	-	-
1990	\$ 0.11	-	-
1991	\$ 0.12	-	-
1992	\$ 0.12	100% Stock Dividend	September 10, 1992
1993	\$ 0.12	100% Stock Dividend	November 30, 1993
1994	\$ 0.13	10% Stock Dividend	September 9, 1994
1995	\$ 0.19	-	-
1996	\$ 0.20	10% Stock Dividend	June 20, 1996
1997	\$ 0.23	10% Stock Dividend	September 19, 1997
1998	\$ 0.26	5% Stock Dividend	December 18, 1998
1999	\$ 0.30	5% Stock Dividend	December 20, 1999
2000	\$ 0.31	5% Stock Dividend	December 20, 2000
2001	\$ 0.32	5% Stock Dividend	December 20, 2001
2002	\$ 0.33	5% Stock Dividend	December 20, 2002
2003	\$ 0.35	10% Stock Dividend	December 19, 2003
2004	\$ 0.39	10% Stock Dividend	December 20, 2004
2005	\$ 0.43	10% Stock Dividend	December 20, 2005
2006	\$ 0.48	10% Stock Dividend	December 20, 2006
2007	\$ 0.52	-	-
2008	\$ 0.54	-	-
2009	\$ 0.56	-	-
2010	\$ 0.56	-	-
2011	\$ 0.56	-	-
2012	\$ 0.42	-	-
2013	\$ 0.29	-	-

2014 ANTICIPATED DIVIDEND PAYABLE DATES

First Quarter
March 20, 2014

Second Quarter*
June 20, 2014

Third Quarter*
September 19, 2014

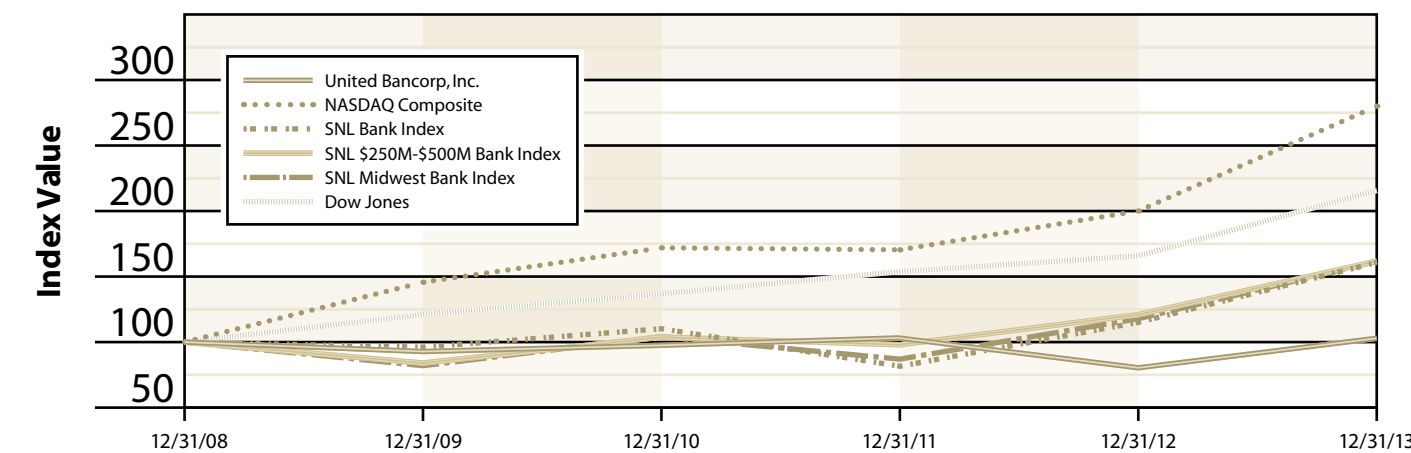
Fourth Quarter*
December 19, 2014

*Subject to action by Board of Directors

⁽¹⁾ Adjusted for stock dividends and exchanges. Does not include dividends from Southern Ohio Community Bancorporation, Inc. prior to the merger.

⁽²⁾ Formation of United Bancorp, Inc. (UBCP). The Citizens Savings Bank shareholders received 4 shares of UBCP stock in exchange for 1 share of The Citizens Savings Bank.

TOTAL RETURN PERFORMANCE



Index	12/31/08	12/31/09	12/31/10	12/31/11	12/31/12	12/31/13
United Bancorp, Inc.	100.00	91.32	99.73	103.30	80.40	107.46
NASDAQ Composite	100.00	145.36	171.74	170.38	200.63	281.22
SNL Bank Index	100.00	98.97	110.90	85.88	115.90	159.12
SNL \$250M-\$500M Bank Index	100.00	92.55	103.55	97.28	120.75	163.97
SNL Midwest Bank Index	100.00	84.75	105.24	99.40	119.64	163.80
Dow Jones	100.00	122.68	139.94	151.66	167.19	216.77

Decade of Progress

Unaudited

	 2003	 2004	 2005	 2006	 2007	 2008	 2009	 2010	 2011	 2012	 2013
Interest and dividend income	\$ 20,720,464	\$ 20,506,914	\$ 22,181,071	\$ 25,279,212	\$ 26,603,043	\$ 25,715,309	\$ 23,354,885	\$ 21,667,356	\$ 20,211,170	\$ 18,462,265	\$ 17,025,223
Interest expense	7,837,463	7,538,572	9,146,249	12,837,256	14,517,591	10,251,384	8,064,768	6,480,008	4,707,077	3,861,046	3,033,178
Net interest income	12,883,001	12,968,342	13,034,822	12,441,956	12,085,452	15,463,925	15,290,117	15,187,348	15,504,093	14,601,219	13,992,045
Provision for loan losses	540,000	618,000	412,000	1,384,261	993,505	1,188,270	1,325,052	1,816,012	1,968,021	1,127,634	1,240,847
Net interest income after provision for loan losses	12,343,001	12,350,342	12,622,822	11,057,695	11,091,947	14,275,655	13,965,065	13,371,336	13,536,072	13,473,585	12,751,198
Noninterest income, including security gains/(losses)	2,611,566	2,199,020	2,341,826	2,297,373	3,079,567	3,066,769	3,295,030	3,317,126	3,512,340	2,937,420	4,212,273
Noninterest expense	10,415,947	10,452,666	10,763,473	11,046,170	11,252,758	12,627,590	13,838,651	13,921,806	13,103,041	13,466,431	13,994,647
Income before income taxes	4,538,620	4,096,696	4,201,175	2,308,898	2,918,755	4,714,834	3,421,444	2,766,656	3,945,371	2,944,574	2,968,824
Income tax expense	899,229	863,799	908,647	240,891	333,926	955,700	516,524	219,289	854,447	546,399	356,544
Net income	\$ 3,639,391	\$ 3,232,897	\$ 3,292,528	\$ 2,068,007	\$ 2,584,829	\$ 3,759,134	\$ 2,904,920	\$ 2,547,367	\$ 3,090,924	\$ 2,398,175	\$ 2,612,280
Total assets	\$ 385,522,969	\$ 397,521,584	\$ 411,932,779	\$ 421,653,341	\$ 451,370,187	\$ 441,804,491	\$ 445,970,296	\$ 423,434,966	\$ 415,566,563	\$ 438,353,660	\$ 389,041,557
Deposits	304,525,997	300,629,543	306,914,758	330,005,480	330,488,711	347,044,549	344,542,900	325,445,596	328,540,953	350,416,519	310,640,827
Shareholders' equity	32,514,459	32,824,111	32,479,697	32,580,485	33,885,779	33,904,759	35,211,133	35,580,582	36,181,269	36,625,833	38,870,794
Loans receivable, net	195,765,090	212,451,448	229,106,682	229,171,793	232,196,753	235,448,307	255,335,658	276,036,674	281,526,111	293,774,257	306,608,265
Allowance for loan losses	2,843,484	2,995,422	2,904,447	2,345,419	2,447,254	2,770,360	2,390,015	2,739,736	2,921,067	2,708,045	2,894,944
Net charge-offs	667,632	466,062	502,833	1,936,046	891,648	865,000	1,705,000	1,466,000	1,785,689	1,340,656	1,053,947
Full time employees (average equivalents)	133	135	132	132	123	142	136	146	133	134	133
Banking locations	Seventeen	Seventeen	Seventeen	Seventeen	Seventeen	Twenty	Twenty	Twenty	Twenty	Twenty	Twenty
Earnings per common share - Basic	\$ 0.76	\$ 0.69	\$ 0.71	\$ 0.45	\$ 0.57	\$ 0.82	\$ 0.62	\$ 0.52	\$ 0.63	\$ 0.49	\$ 0.53
Earnings per common share - Diluted	0.76	0.69	0.71	0.45	0.57	0.82	0.62	0.52	0.62	0.48	0.53
Dividends per share	0.35	0.39	0.43	0.48	0.52	0.54	0.56	0.56	0.56	0.42	0.29
Book value per share	7.67	7.09	7.00	7.73	7.41	7.35	7.53	7.52	7.57	7.61	8.03
Market value range per share	8.96-13.60	9.43-13.56	9.10-12.69	9.36-11.36	9.78-11.39	7.41-10.85	7.00-9.49	7.70-9.90	7.56-9.03	5.89-10.25	6.10-8.60
Cash dividends paid	\$ 1,717,838	\$ 1,878,788	\$ 2,114,723	\$ 2,415,741	\$ 2,435,317	\$ 2,707,438	\$ 2,871,801	\$ 2,959,658	\$ 2,988,155	\$ 2,253,410	\$ 1,555,912
Return on average assets (ROA)	0.97%	0.83%	0.82%	0.50%	0.60%	0.86%	0.63%	0.57%	0.73%	0.55%	0.63%
Return on average equity (ROE)	11.40%	9.91%	10.01%	6.49%	8.12%	11.33%	7.56%	7.05%	8.53%	6.74%	7.02%



United Bancorp, Inc. is a nationally traded Bank holding company whose mission is to continue earning the respect....

- Of its shareholders, through continued growth in shareholder value by sustaining profitability and acquiring well managed and capitalized businesses in the financial services industry;
- Of its customers, through reaching out with the technology they want and offering the financial products and services they need;
- Of its communities, through support of civic activities that make our communities better places to live and work;
- Of its team members, through training development and career growth opportunities in a comfortable environment with modern equipment;
- Of its affiliates, through providing data processing, item processing, accounting, human resource and management support;

Although it is recognized there is more competition from non-bank businesses for market share, the general mission for United Bancorp, Inc. is to remain independent. We will accomplish this through an aggressive acquisition program, the management of technological change, and the placement of new office construction when deemed economically feasible.

To the shareholders of United Bancorp, Inc....

We are extremely happy to report that the earnings of United Bancorp, Inc. on a diluted earnings per share basis were up by 10.4% for the year, our last quarterly cash dividend was increased 14.3% and the market price of our stock finished at a 52 week high at year end. We see this past year as the turning point for our Company. Our banking industry has been through an extremely volatile time since the beginning of our most recent economic downturn in December of 2007. Since then, nearly 500 Banks have failed and more than 500 Banks continue to struggle and remain on the FDIC's Problem Bank List. We are pleased to report our Company has performed admirably during this extended economic storm which wreaked havoc on so many financial institutions in the United States. This period began with what has come to be known as The Great Recession!

The year 2013 will be remembered as a year that brought more of the same when it came to managing a financial institution during these ongoing challenging times. We continued to pursue a strategy that provided stable returns while protecting our capital base and our shareholders' ownership interest in our Company. The economic challenges that have confronted us these last few years have made it difficult to produce the returns to which we are historically accustomed as a high-performing bank. We are happy to report that as the year progressed, we started to see improvement in our economy and the anticipated improvement in the core earnings of our Company. Our budgeting process projects this improving performance will continue and lead to the gains that we all anticipate and expect! In a few short years, when we look back at our Company's long and storied history, we will all be thankful that the solid foundation that we have built through our conservative and prudent actions will help us to grow and prosper as a great community-banking organization for many years to come!

Over the course of the past few years, our Company has not only strengthened its foundation through prudent balance sheet management, it has also invested wisely in its infrastructure and product offerings. This sound investment has positioned us well within our industry to compete at a very high level. While other banks may have been paring expenses to back into a higher earnings performance, our Company has strategically invested in its future. This has had a cost and we are pleased to report that we have seen increased efficiencies and opportunities which have already begun to produce a higher level of "core" earnings. It is expected that this higher level of core earnings will continue to produce higher returns in the coming years. With these newfound efficiencies, our Company's level of non-interest expense, or overhead, is at the same level last year as it was in 2009! This is quite an accomplishment considering the level of investment and the number of improvements made by our Company during these challenging times. Quite frankly, there are not many community banks our size that can proclaim they offer the level of appealing products and services that we do at present which will allow us to be a very formidable competitor within our industry for many years to come.

Our investment in infrastructure and product offerings has led to the enhancement of our functional platforms in Lending, Technology, Marketing, Compliance and Training:

In the area of Lending, we have added origination staff to increase our lending volumes and we strengthened our front-end origination, analysis, underwriting and documentation systems to improve our origination efficiencies. Our primary focus is to develop strong relationships with the small businesses that operate within our marketplaces. We have been able to grow our commercial loan portfolio by \$58.0 million over the past five years while greatly improving our credit quality.



My Final Letter as the Chairman and CEO - Continued

Considering that both Consumer and Mortgage lending have become commoditized or price sensitive in recent years, having a focus on Small Business lending, where the relationship is still valued, will be key to our future growth and success.

In the area of Technology, we have invested within the past three years in a new core system that has allowed us to operate more efficiently and serve our customers in a more proactive fashion. We have updated our websites, both Bank and Company, which allows us to more effectively promote our products and services. We now give our customers the ability to research their options and apply for a new mortgage loan online without the hassle of having to physically come to one of our Banking Centers. In addition, we introduced the newest banking channel that has one of the highest adoption rates that our industry has ever seen... Mobile Banking!

In the area of Marketing, we have restructured our entire demand deposit product offering, both consumer and business, while promoting these new, highly appealing accounts through a direct marketing approach in the areas that surround our Banking Centers. This strategy has been highly effective for us and has attracted over 2,000 new demand deposit customers to our Company within the past year. Not only will these new relationships provide a source of low-cost funding for years to come and give us the opportunity to cross-sell other products, they have also contributed to a nice increase in the service charge income of our Company. This past year, service charges on deposit accounts increased by \$295 thousand or 14.3%. We anticipate that this trend will continue in the future!

In the area of Compliance, we have dedicated additional resources and enhanced our audit and review procedures to ensure that we are meeting the highest standards relating to the increasing regulatory burdens placed upon us following our industry's downturn. While many smaller community banks are looking to sell because of this increasing compliance burden, we believe that our strong compliance function will allow us to capitalize on such opportunities and contribute to our Company's growth in the coming years!

In the area of Training, we firmly realize that in order to have success in our industry, we need to have highly knowledgeable team members who are capable of providing superior service and offering sound financial advice on a routine basis. With this reality, over the course of the past two years we have greatly enhanced our Training function by hiring a dedicated Trainer, opening a new state of the art Training Center, and developing a well-rounded training program for all employees that is second to none for a community bank our size!

By investing in and developing our infrastructure and products over the past several years, we firmly believe that we have further strengthened our foundation and set the stage for both growth and enhanced profitability in the course of the coming years!

Lastly, your Company has had the foresight and good fortune to be able to strengthen its foundation in recent years by being proactive in succession planning at both the Management and Boards of Directors levels. Our Company has had a history of being proactive in identifying succession needs and dealing with them effectively. We have had the good fortune of internally developing or externally recruiting and hiring very capable senior-level executives to manage all the core areas of our operation: executive, financial accounting, retail banking, information technology, marketing, lending and human resources. We are very proud of the senior management team that has been both groomed internally over the course of many years and attracted to our great organization over the course of the past few. While many community-type banks are finding it very difficult to address management succession through assembling quality senior management teams, our company has effectively dealt with this issue. We are blessed to presently have a senior management team that has an average age of forty-five years old. Having both a relatively young and extremely capable senior management team will, once again, give our Company a firm foundation upon which to build for many years to come.

Relating to Board of Director succession, we are happy to report that Gary W. Glessner was recently appointed as a Director to the Boards at both United Bancorp, Inc. and its wholly-owned commercial bank subsidiary, The Citizens Savings Bank. Mr. Glessner brings a wealth of ability to our Boards being a local businessman who is a licensed Certified Public Accountant.

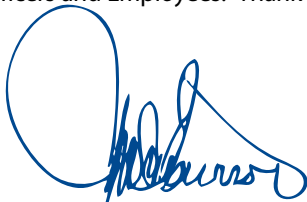
Such credentials will allow Mr. Glessner to serve as a financial expert of our Company and we look forward to his dedicated service for many years to come.

On a personal note, there is one thing about the aging process that is inevitable. That is retirement. Little did I realize several years ago that I would reach the policy age of doing this and I must admit, it is a good policy. With that focus, it requires management to plan for succession and this we have been doing for the past several years. I am pleased to report we have a proven and strong management team poised for a continued future of success at United Bancorp, Inc. and The Citizens Savings Bank. Having served for fifty-five years with my only employer, it is my time to step down as both Bank Chairman and Company Chairman and Chief Executive Officer pursuant to our Company's mandatory retirement policy. At our Reorganization Meeting on April 16th, Scott A. Everson will be appointed to the position of Chief Executive Officer of United Bancorp, Inc. and Director Richard L. Riesbeck will be appointed Chairman of the Board of United Bancorp, Inc., bringing to a conclusion a successful succession plan.

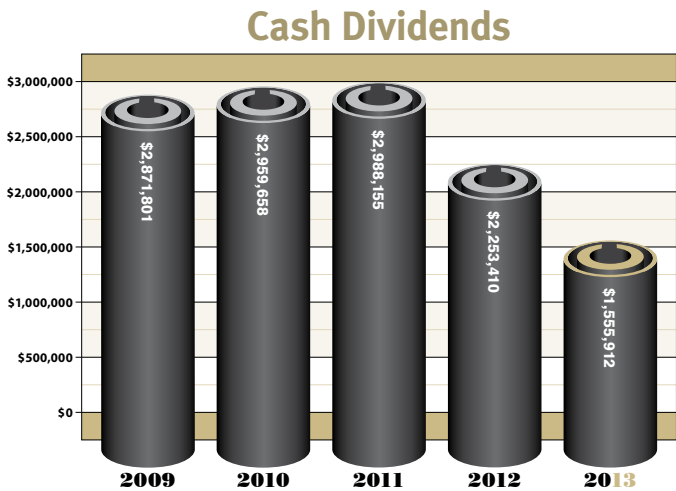
As you can see, our Company has had the foresight and the ability to effectively address succession planning at both the Management and Board of Directors levels in recent years. By successfully addressing our Company's succession needs and having very strong leadership as a result thereof, I believe that we are well positioned to grow through acquisition opportunities that will arise due to many banks not properly addressing their individual succession needs. In addition, our Company is well positioned to have solid organic growth in all of our markets but, in particular, the markets in East Central Ohio. It is in these markets, where our Company is well known and has a long-standing history, we have a tremendous potential for organic growth through the opportunities being created by the burgeoning oil and gas industry that is quickly developing. It has been many years since this area in which we have long operated has had the economic growth that we are on the cusp of experiencing and our Company is well positioned to capitalize on this situation.

With the prudent actions that we have taken over the course of the last few years and the solid team that we have assembled at both the Management and Board levels, I have comfort in knowing that we are in good hands and well prepared to effectively meet the opportunities that are ahead of us in the not too distant future. Quite simply, our Company has a very solid foundation upon which to build, grow and prosper for many years to come!

Over these many years, we have been blessed with a very positive relationship amongst our Shareholders, Directors, Officers and Employees. Thank you for this.



James W. Everson
Chairman and Chief Executive Officer
ceo@unitedbancorp.com
February 16, 2014



Certain statements contained herein are not based on historical facts and are "forward-looking statements" within the meaning of Section 21A of the Securities Exchange Act of 1934. Forward-looking statements, which are based on various assumptions (some of which are beyond the Company's control), may be identified by reference to a future period or periods, or by the use of forward-looking terminology, such as "may," "will," "believe," "expect," "estimate," "anticipate," "continue," or similar terms or variations on those terms, or the negative of these terms. Actual results could differ materially from those set forth in forward-looking statements, due to a variety of factors, including, but not limited to, those related to the economic environment, particularly in the market areas in which the company operates, competitive products and pricing, fiscal and monetary policies of the U.S. Government, changes in government regulations affecting financial institutions, including regulatory fees and capital requirements, changes in prevailing interest rates, acquisitions and the integration of acquired businesses, credit risk management, asset/liability management, changes in the financial and securities markets, including changes with respect to the market value of our financial assets, and the availability of and costs associated with sources of liquidity. The Company undertakes no obligation to update or clarify forward-looking statements, whether as a result of new information, future events or otherwise.



James W. Everson^{1,2}



Scott A. Everson^{1,2}



Gary W. Glessner^{1,2}



Terry A. McGhee¹



Andrew F. Phillips²



Robin L. Rhodes, M.D.²



John R. Herzig²



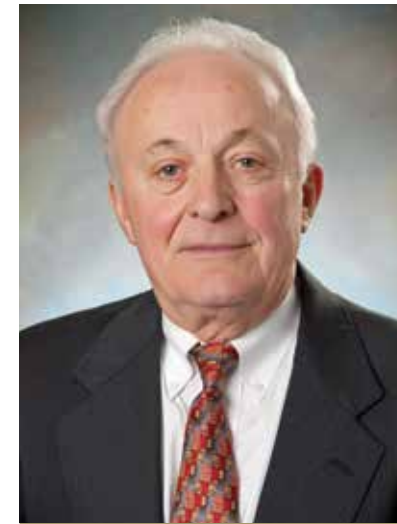
John M. Hoopingarner^{1,2}



Samuel J. Jones^{1,2}



Richard L. Riesbeck^{1,2}



Errol C. Sambuco²



Matthew C. Thomas^{1,2}

1 = United Bancorp, Inc.

2 = The Citizens Savings Bank

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2 = The Citizens Savings Bank

DIRECTORS OF UNITED BANCORP, INC.

James W. Everson ¹	Chairman & Chief Executive Officer, United Bancorp, Inc. Chairman, The Citizens Savings Bank, Martins Ferry, Ohio
Scott A. Everson	President & Chief Operating Officer, United Bancorp, Inc. President & Chief Executive Officer, The Citizens Savings Bank, Martins Ferry, Ohio
Gary W. Glessner ²	Certified Public Accountant, Managing Member of Glessner & Associates, PLLC; Managing Member of G & W Insurance Group, LLC; Managing Member of Wheeling Coin, LLC; Vice President of Windmill Truckers Center, Inc.; Vice President of Glessner Enterprises, Inc.; Member of Red Stripe & Associates, LLC; Managing Member of GW Rentals, LLC
John M. Hoopingarner ^{1,3,4}	Executive Director, Muskingum Watershed Conservancy District, New Philadelphia, Ohio
Samuel J. Jones ^{2,4}	Business Owner, Glouster, Ohio
Terry A. McGhee ^{1,3}	Past President & Chief Executive Officer, Westerman Inc., Bremen, Ohio
Richard L. Riesbeck ^{1,2,4} ♦	President, Riesbeck Food Markets, Inc., St. Clairsville, Ohio
Matthew C. Thomas ^{2,3}	President, M.C. Thomas Insurance Agency, Inc., Bridgeport, Ohio
Michael J. Arciello	Director Emeritus 1992 - 2009
L.E. "Dick" Richardson	Director Emeritus 1998 - 2007

OFFICERS OF UNITED BANCORP, INC.

James W. Everson	Chairman & Chief Executive Officer
Scott A. Everson	President & Chief Operating Officer
Randall M. Greenwood	Senior Vice President, Chief Financial Officer & Treasurer
Seth R. Abraham	Vice President - Chief Human Resource Officer
Matthew F. Branstetter	Vice President - Chief Lending Officer
Elmer K. Leeper	Vice President - Chief Retail Banking Officer
Michael A. Lloyd	Vice President - Chief Information Officer
Lisa A. Basinger	Corporate Secretary

DIRECTORS OF THE CITIZENS SAVINGS BANK, MARTINS FERRY, OHIO

James W. Everson ¹	Chairman & Chief Executive Officer, United Bancorp, Inc. Chairman, The Citizens Savings Bank, Martins Ferry, Ohio
Scott A. Everson ¹	President & Chief Operating Officer, United Bancorp, Inc. President & Chief Executive Officer, The Citizens Savings Bank, Martins Ferry, Ohio
Gary W. Glessner ²	Certified Public Accountant, Managing Member of Glessner & Associates, PLLC; Managing Member of G & W Insurance Group, LLC; Managing Member of Wheeling Coin, LLC; Vice President of Windmill Truckers Center, Inc.; Vice President of Glessner Enterprises, Inc.; Member of Red Stripe & Associates, LLC; Managing Member of GW Rentals, LLC
John R. Herzig	President, Toland-Herzig Funeral Homes & Crematory, Strasburg, Ohio
John M. Hoopingarner ¹	Executive Director, Muskingum Watershed Conservancy District, New Philadelphia, Ohio
Samuel J. Jones	Business Owner, Glouster, Ohio
Andrew F. Phillips	President, Southeast Beverage Company, Athens, Ohio
Robin L. Rhodes, M.D.	Physician, Pediatric Associates of Lancaster, Inc., Lancaster, Ohio
Richard L. Riesbeck ^{1,2} ♦	President, Riesbeck Food Markets, Inc., St. Clairsville, Ohio
Errol C. Sambuco ²	Consultant, Martins Ferry, Ohio
Matthew C. Thomas ^{1,2}	President, M.C. Thomas Insurance Agency, Inc., Bridgeport, Ohio
Leon F. Favade, O.D.	Director Emeritus 1981 - 2012
Herman E. Borkoski	Director Emeritus 1987 - 2012
Michael J. Arciello	Director Emeritus 1992 - 2009
L.E. "Dick" Richardson	Director Emeritus 1998 - 2007

1 = Executive Committee 2 = Audit Committee 3 = Compensation Committee
4 = Nominating and Governance Committee ♦ = Lead Director

United Bancorp, Inc.'s (the Company) common stock trades on *The Nasdaq SmallCap Market* tier of The Nasdaq Stock Market under the symbol UBCP, CUSIP #909911109. At year-end 2013, there were 5,375,304 shares issued, held among approximately 2,000 shareholders of record and in street name. The following table sets forth the quarterly high and low closing prices of the Company's common stock from January 1, 2013 to December 31, 2013 compared to the same periods in 2012 as reported by the NASDAQ.

	2 0 1 3				2 0 1 2			
	31-Mar	30-Jun	30-Sep	31-Dec	31-Mar	30-Jun	30-Sep	31-Dec
Market Price Range								
High (\$)	\$ 7.50	7.43	7.38	8.60	\$ 9.55	10.25	9.60	7.00
Low (\$)	\$ 6.10	6.94	6.55	6.55	\$ 8.59	8.56	7.10	5.89
Cash Dividends								
Quarter (\$)	\$ 0.07	0.07	0.07	0.08	\$ 0.14	0.14	0.07	0.07
Cumulative (\$)	0.07	0.14	0.21	0.29	\$ 0.14	0.28	0.35	0.42

Investor Relations:

A copy of the Company's Annual Report on form 10-K as filed with the SEC, will be furnished free of charge upon written or E-mail request to:

Randall M. Greenwood, CFO
United Bancorp, Inc.
201 South 4th Street
PO Box 10
Martins Ferry, OH 43935
or
cfo@unitedbancorp.com

Dividend Reinvestment and Stock Purchase Plan:

Shareholders may elect to reinvest their dividends in additional shares of United Bancorp, Inc.'s common stock through the Company's Dividend Reinvestment Plan. Shareholders may also invest optional cash payments of up to \$5,000 per month in our common stock at market price. To arrange automatic purchase of shares with quarterly dividend proceeds, please contact:

American Stock Transfer
and Trust Company
Attn: Dividend Reinvestment
6201 15th Avenue, 3rd Floor
Brooklyn, NY 11219
1-800-278-4353

Annual Meeting:

The Annual Meeting of Shareholders will be held at 2:00 p.m., April 16, 2014 at the Corporate Offices in Martins Ferry, Ohio.

Internet:

Please look us up at
<http://www.unitedbancorp.com>

Independent Auditors:

BKD LLP
312 Walnut Street, Suite 3000
Cincinnati, Ohio 45202
(513) 621-8300

Corporate Offices:

The Citizens Savings Bank Building
201 South 4th Street
Martins Ferry, Ohio 43935
Lisa A. Basinger
Corporate Secretary
(888) 275-5566 (EXT 6113)
(740) 633-0445 (EXT 6113)
(740) 633-1448 (FAX)

Transfer Agent and Registrar:

For transfers and general correspondence, please contact:
American Stock Transfer
and Trust Company
6201 15th Avenue, 3rd Floor
Brooklyn, NY 11219
1-800-937-5449

Stock Trading:

Raymond James
222 South Riverside Plaza
7th Floor
Chicago, Illinois 60606
Lou Coines
800-800-4693

Stifel, Nicolaus & Company Inc.
655 Metro Place South
Dublin, Ohio 43017
Steven Jefferis
877-875-9352

The Citizens Bank Profile

A Division of The Citizens Savings Bank

OVER A CENTURY OF SERVICE AT THE CITIZENS SAVINGS BANK

In the year 1902, a group of home-town businessmen in Martins Ferry felt there was room for another bank in the community in addition to the two already established and proceeded to organize. On the 27th of January, 1902, a charter was granted to The German Savings Bank of Martins Ferry, Ohio with authorized capital of \$50,000. Martins Ferry is nestled among the scenic foothills along the Upper Ohio Valley across the river from the greater metropolitan area of Wheeling, West Virginia, 60 miles southwest of Pittsburgh, Pennsylvania and 125 miles east of Columbus, Ohio. The area has a strong network of transportation including easy access to major interstate highway systems, nearby river and railway transportation and within 45 minutes of the Pittsburgh International Airport.

Organization was completed by electing the original Board of Directors: Attorney Edward E. McCombs, John E. Reynolds, Henry H. Rothermund, William M. Lupton, Dr. Joseph W. Darrah, Chris A. Heil, Fred K. Dixon, Thomas J. Ball and Dr. R.H. Wilson. The first officers were Edward E. McCombs, President; John E. Reynolds, Vice President; William C. Bergundthal, Cashier; and William H. Wood, Assistant Cashier. A room in the old Henderson Building located at the alley on Hanover Street between Fourth and Fifth Streets, currently occupied by a local realtor, was rented. A vault and counters were installed and the new Bank opened for business on Saturday, April 26, 1902. This was the beginning of The Citizens Savings Bank.

Upon Mr. Bergundthal's death in 1918, Harold H. Riethmiller, who began his banking career at the bank in 1911, was rehired by the Bank as Cashier. He had previously worked for the Bank and had been working for 6 months at the Citizens-Peoples Trust Company in



Wheeling. Mr. Riethmiller brought with him an assistant, David W. Thompson, who upon his death in 1966 was Vice President and Cashier.

In 1936 the Bank suffered a loss with the sudden death of Edward E. McCombs, who had served as President and Attorney for the Bank during the 34 years since its beginning. John E. Reynolds was then elected President with Attorney David H. James as Vice President. Mr. Reynolds served as the bank's second President until his death in 1940, at which time Harold H. Riethmiller was elected President. Upon Harold H. Riethmiller's retirement in January of 1973, James W. Everson, who began his banking career as a student intern with the Bank in 1959, was elected as the Bank's fourth President and Chief Executive Officer.

In May 1999, The Citizens Savings Bank and its affiliate, The Citizens-State Bank then of Strasburg, Ohio were merged into one Bank under the leadership of James W. Everson continuing as Chairman and Harold W. Price as the Bank's fifth President and Chief Executive Officer since its founding in 1902. Harold W. Price served as President and CEO for five months, suffering a fatal heart attack on September

12th, 1999, after which James W. Everson was reappointed Chairman, President and CEO.

Continuing growth and increased business at The German Savings Bank brought the need for larger quarters, and in 1917, the Bank relocated into a new banking building on the corner of Fourth and Walnut streets where they were located until February 21, 1984 when they moved to their current banking center located one block south at the corner of Fourth and Hickory Street in Martins Ferry. The First World War brought the name 'German' into bad repute, making a change in name necessary. On May 1, 1918, the old German Savings Bank became The Citizens Savings Bank of Martins Ferry, Ohio.

In 1957, a total remodeling of the first level was completed at the Fourth and Walnut location enlarging the banking lobby by taking the adjoining room formerly occupied by the Mear Drug Store. In 1963, the Bank opened a Consumer Loan Office at the Fourth and Walnut Street location by expanding into the space occupied by the former Packer Insurance Agency.

Upon James W. Everson becoming President in January 1973, the Bank

began an expanded growth program. The Bank's first branch office was opened on November 18, 1974. A banking center was opened in Colerain, Ohio offering full service banking to that area, including safe deposit boxes and a modern new home for the Colerain, Ohio Post Office. On June 12, 1978, the Bank opened its second full service branch at the Corner of Howard and DeKalb Streets in Bridgeport, Ohio.

Recognizing the continued growth of the Bank, the Board of Directors authorized the purchase in July 1979 of an .8 acre site formerly occupied by the vacated Central School, one block south on the Corner of Fourth and Hickory Streets, for the purpose of future expansion. A Phase I building program was completed on May 12, 1980 with the opening of a limited-service four-station auto teller with a two-station lobby and large off-street parking facility.

In October of 1982, approval was granted by the State Banking Department and the Federal Deposit Insurance Corporation to relocate the Bank's Main Office to the corner of Fourth and Hickory streets in Martins Ferry and ground was immediately broken for a new banking center. As a result of 5 years of strategic planning, The Citizens Savings Bank introduced a new era of banking to the Ohio Valley on February 21, 1984 with the opening of their new 21,500 square foot headquarters office located at the corner of Fourth and Hickory streets. This new banking center offered state-of-the-art security with high-tech scanning and alarm equipment, and the latest in electronic data processing programs for banking. The new Bank building was designed by the architectural firm of Jack H. Tribbie and Associates of Martins Ferry and was constructed by the Byrum Construction Company of Martins Ferry. The new building was of colonial design in keeping with the Bank's Colerain and Bridgeport offices, with the interior of the Bank tastefully decorated in the Williamsburg period.

On July 3, 1983, the Bank's Board of Directors positioned itself for continued growth by forming United Bancorp,

Inc. of Martins Ferry, Ohio, the Citizens Savings Bank holding company. At formation, the shareholders of The Citizens Savings Bank exchanged their stock on a one-for-four basis for shares in United Bancorp, Inc. On December 29, 1986, United Bancorp, Inc. became one of Ohio's then 21 multi-bank holding companies by acquiring the outstanding shares of stock of the \$12.5 million asset based Citizens-State Bank of Strasburg, Ohio. Under the leadership of James W. Everson as Chairman and Charles E. Allensworth as President and CEO, The Citizens-State Bank then grew from its one office in Strasburg by opening a new banking center at 2909 N. Wooster Avenue in Dover, Ohio in February 1990; the purchase of its offices in New Philadelphia and Sherrodsville in April 1992; and the purchase of its Dellroy Office in June 1994. Harold W. Price was appointed President and CEO of The Citizens-State Bank of Strasburg in April 1993. The Citizens Savings Bank of Martins Ferry further expanded into St. Clairsville with an in store location at Riesbeck's Food Market in July 1997 and purchased a full service banking center in Jewett, Ohio in January 1999. United Bancorp entered Northern Athens County in July 1998 when the \$47.8 million asset based Community Bank of Glouster was purchased, expanding United Bancorp, Inc. to a three bank holding company. Today, The Community Bank is headquartered in Lancaster, Ohio with three locations in Lancaster in addition to its two offices in Glouster and offices in Amesville and Nelsonville, Ohio.

As space in the new headquarters became occupied, property across from the new Main Office on the other corner of Fourth and Hickory Streets was acquired in 1993 to support the continued growth. It was renovated into a modern Operations Center now housing the Data and Item Processing Equipment for the affiliate banks of United Bancorp, Inc. and the offices for United Bancorp, Inc.'s Accounting Group. With the introduction of 24 x 7 x 365 Automated Call Center and Internet Banking in 2001, the

Accounting and Operations Center was further expanded through the purchase and renovation of the adjoining property formerly known as the Fullerton Bakery Building. Today, the Accounting and Operations Center Building supports the back room operations for the seventeen banking offices of The Citizens Bank and The Community Bank of Lancaster.

On April 21, 1999 the \$74.1 million asset based Citizens-State Bank of Strasburg was merged into The Citizens Savings Bank. This expanded customer service under the charter of The Citizens Savings Bank to 10 locations in Belmont, Carroll, Harrison and Tuscarawas counties. Harold W. Price, who had served as President and CEO of The Citizens-State Bank of Strasburg was appointed The Citizens Savings Bank's fifth President and CEO with James W. Everson continuing as Chairman, in addition to serving as Chairman of The Community Bank and Chairman, President and CEO of United Bancorp. Everson was reappointed Chairman, President and CEO of The Citizens Savings Bank five months later upon Harold W. Price's sudden death.

In November 2004, the Citizens Bank Board of Directors completed its senior management reorganization plans for the beginning of its second century of service. James W. Everson, will continue as the Bank's Chairman. Furthermore, the Citizens Bank Board of Directors announced the appointment of Scott A. Everson as Director, President and Chief Executive Officer, which became effective on November 1, 2004.

On September 19, 2008, Citizens acquired from the Federal Deposit Insurance Corporation ("FDIC") the deposits of three banking offices of a failed institution in St. Clairsville, Dillonvale and Tiltonsville, Ohio.

In June 2012, the Company's subsidiary The Citizens Savings Bank purchased a full service banking facility from another financial institution on the West side of St. Clairsville in the same development where the Company has been leasing space for its In Store Banking Facility since 1997.

The purchase agreement contained a one year "black out" period where the location could not be used as a financial institution. In January 2013, the Company began extensive renovations on the building and the plans called for a complete renovation of the lobby and customer service areas of the bank. In addition, the Company constructed a state of the art Training Center for staff that also offers educational seminars for current and future customers of the bank. At the time of opening in June of 2013, the Company closed its In Store Banking Facility and now has two full service banking centers including drive thru service and safe boxes in St. Clairsville, one on West side and one on East side of City.

The growth and success of The Citizens Savings Bank and the United Bancorp, Inc. have been attributed to the association of many dedicated men and women. Having served on the Board of Directors are Edward E. McCombs, 1902-1936; John E. Reynolds,

1902-1940; Dr. J.W. Darrah, 1902-1937; J.A. Crossley, 1902-1903; William M. Lupton, 1902-1902; F.K. Dixon, 1902-1909; Dr. R.H. Wilson, 1902-1905; C.A. Heil, 1903-1909; David Coss, 1904-1938; L.L. Scheele, 1905-1917; A.T. Selby, 1906-1954; H.H. Rothermund, 1907-1912; Dr. J.G. Parr, 1912-1930; T.E. Pugh, 1920-1953; J.J. Weiskircher, 1925-1942; David H. James, 1925-1963; Dr. C.B. Messerly, 1931-1957; H.H. Riethmiller, 1936-1980; E.M. Nickles, 1938-1968; L.A. Darrah, 1939-1962; R.L. Heslop, 1941-1983; Joseph E. Weiskircher, 1943-1975; Edward M. Selby, 1953-1976; David W. Thompson, 1954-1966; Dr. Charles D. Messerly, 1957-1987; James M. Blackford, 1962-1968; John H. Morgan, 1967-1976; Emil F. Snyder, 1968-1975; James H. Cook, 1976-1986; Paul Ochsenbein, 1978-1991; David W. Totterdale, 1981-1995; Albert W. Lash, 1975-1996; Premo R. Funari, 1976-1997; Donald A. Davison, 1963-1997; Harold W. Price, 1999-1999; John H. Clark, Jr., 1976-2001; Dwain R. Hicks, 1999-2002;

and Michael A. Ley, 1999-2002, Michael J. Arciello 1992 - 2009, Leon F. Favede, O.D., 1981-2012 and Herman E. Borkoski, 1987-2012.

Today, The Citizens Savings Bank is Martins Ferry's only locally owned financial institution. The general objective of The Citizens Savings Bank as outlined in its Mission Statement which was adopted by its Board of Directors on June 8, 1982 and renewed annually is to remain an independent state-chartered commercial bank and expand its asset base and market share through acquisitions and new branch construction where financially feasible.

three-lane Auto Bank drive-up facility was constructed on the west side of Glouster.

In 1984, the Bank created a holding company, Southern Ohio Community Bancorp, Inc., in anticipation of future growth and diversification of products and services.

In 1987, the service area was expanded once again. A modular office in Nelsonville served the village and the surrounding communities. A few years later, on December 6, 1993 a ribbon cutting ceremony was held for a newly constructed Nelsonville office. The brick building, which replaced the mobile bank unit, features four drive-up lanes and a drive-up ATM. Night deposit and safe deposit box services were also introduced to the Nelsonville area.

In 1996, COMMUNITY completed an extensive renovation of its downtown Glouster office, including the addition of a 24-hour access ATM in the vestibule.

In 1998, COMMUNITY became affiliated with United Bancorp, Inc. of Martins Ferry, Ohio, when United Bancorp purchased The Glouster Community Bank and its holding company, Southern Ohio Community Bancorp, Inc.

That acquisition led to COMMUNITY establishing a Loan Production Office (LPO) in 1998 in Lancaster, Ohio. This LPO provided the opportunity for COMMUNITY to build its franchise along the U.S. Route 33 corridor from Athens County through Fairfield County.

Lancaster, the county seat of Fairfield County, is approximately 30 miles southeast of Columbus, Ohio and is considered a bedroom community to Columbus. According to the city's Economic Development Office, Fairfield County is the fourth fastest growing county in Ohio and is ranked among the top six counties for growth potential.

COMMUNITY opened its first Fairfield County banking office in December 1999. The East Main Street Banking Office in Lancaster offers full service banking with extended evening and Saturday hours. The office features a three-lane drive-up, a drive-

up ATM and night depository.

In January 2000, COMMUNITY relocated its Main Office from Glouster to downtown Lancaster. This substantial investment significantly strengthened COMMUNITY'S presence in Fairfield County. Formerly a furniture store, the historic 1919 building was restored to as near the original appearance as possible. The building was further enhanced with a Verdin Company clock. The 435-pound timepiece is attached to the southeast corner of the building. The interior of the building was converted from a furniture store to a modern full service banking office. Of special note is the historical mural of Fairfield County landmarks, painted by local stencil artist Cheryl Fey, which graces the main stairway. The renovation added greatly to the city's business district, as the Main Office complements the downtown revitalization that also was completed in 2000.

COMMUNITY'S Auto Bank, located across the street from the Main Office, also was opened in January 2000. The structure is unique to the market, because of its walk-in lobby. It also features a four-lane drive-thru, night depository and automatic teller machine.

In July 2000, COMMUNITY opened its Community Room, also unique to the area. The Community Room has grown quickly into a convenient and frequently used location for meeting of area civic organizations. It is also a popular gallery for local artists to display their talents.

From the rolling hills of Athens County to the bustling commerce of Fairfield County, COMMUNITY continues to play a vital role in the lives of its customers and the region it serves. The Bank not only has built upon its customer base through the years, but upon its reputation for friendliness, quality customer service and responsiveness to the individual financial needs of its customers and the communities it proudly serves.

On July 1, 2007, the Company received regulatory approval for the merger of its wholly owned subsidiaries, The Glouster Community Bank ("Community"), Lancaster, Ohio, and

The Citizens Savings Bank ("Citizens"), Martins Ferry, Ohio, under the charter of the latter. The Boards of both Citizens and Community endorsed this consolidation. The Company continues to capitalize on the established branding in the market places of each institution. Community operates under the trade name "The Community Bank, a Division of The Citizens Savings Bank" and Citizens operates under the trade name "The Citizens Bank, a Division of The Citizens Savings Bank". A key focus of the consolidation involved the centralization of executive authority under Citizens' proven management structure that has been perennially ranked in the upper quartile of all banks in the United States.

Including the Community Board members on the Board of the combined institution was essential for the Company to realize the full potential of the combination. Management was pleased to report on the merger date of July 1st that Samuel J. Jones, Business Owner, Glouster, Ohio; Terry A. McGhee, President and CEO, Westerman, Inc., Bremen, Ohio; Andrew F. Phillips, President and General Manager, Miller Brands of South East Ohio, Glouster, Ohio; Robin L. Rhodes, M.D., Physician, Pediatric Associates of Lancaster, Inc., Lancaster, Ohio; and L.E. "Dick" Richardson, Jr., Retired President, Southern Ohio Community Bancorporation, Inc., Glouster, Ohio accepted the Company's invitation to become members of The Citizens Savings Bank Board of Directors.

On October 31, 2007, the Company completed the "physical consolidation" of its two charters under the management group of The Citizens Savings Bank, resulting in a 22% reduction in staffing at The Community Bank division. Merging all of the Company's bank charters into a single charter and common operating system now allows each banking office to focus on growing the Company's banking franchises by providing the highest level of customer service from a common market basket of products.

The Community Bank Profile

A Division of The Citizens Savings Bank

COMMUNITY was established in August 1945 with corporate offices in downtown Glouster, Ohio, in Athens County. Its founder was L.E. Richardson, a local entrepreneur. At that time, Athens County was booming with the industries of gas, oil and coal mining. COMMUNITY was then known as The Glouster Community Bank. The Bank played a vital role in the region as it developed, earning a reputation for friendliness, quality customer service and responsiveness to the individual financial needs of its customers, as well as the community. More than 25 years later, Richardson turned over the day-to-day management of the bank to his son, L.E. Richardson, Jr., in 1971.

With that foundation, COMMUNITY acquired the First National Bank of Amesville, Ohio in 1976. The Bank's prosperity continued, and, in 1978, a



Management's Discussion and Analysis

In the following pages, management presents an analysis of United Bancorp, Inc.'s financial condition and results of operations as of and for the year ended December 31, 2013 as compared to prior years. This discussion is designed to provide shareholders with a more comprehensive review of the operating results and financial position than could be obtained from an examination of the financial statements alone. This analysis should be read in conjunction with the Consolidated Financial Statements and related footnotes and the selected financial data included elsewhere in this report.

When used in this discussion or future filings by the Company with the Securities and Exchange Commission, or other public or shareholder communications, or in oral statements made with approval of an authorized executive officer, the words or phrases "will likely result," "are expected to," "will continue," "is anticipated," "estimate," "project," "believe," or 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 risks of lending 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.

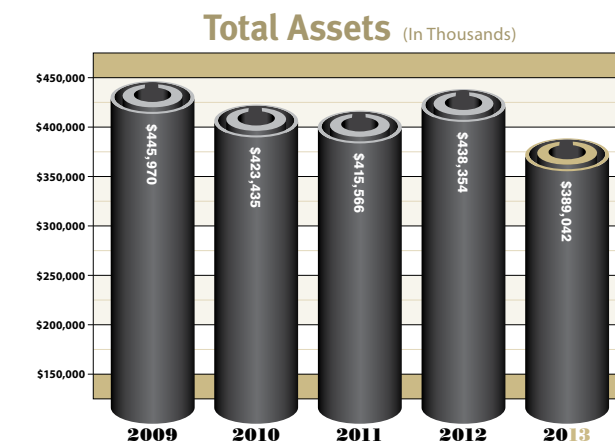
The Company is not aware of any trends, events or uncertainties that will have or are reasonably likely to have a material effect on its liquidity, capital resources or operations except as discussed herein. The Company is not aware of any current recommendations by regulatory authorities that would have such effect if implemented.

The Company does not undertake, and specifically disclaims, any obligation to publicly release any revisions that may be made to any forward-looking statements to reflect occurrence of anticipated or unanticipated events or circumstances after the date of such statements.

Financial Condition

Overview

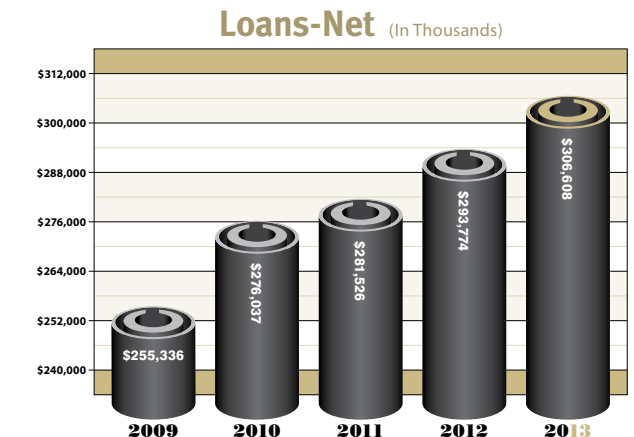
The Company's net income realized in 2013 generated an annualized 0.63% return on average assets ("ROA") and a 7.02% return on average equity ("ROE") compared to a ROA of 0.55% and a ROE of 6.74% for 2012. The Company's net interest margin year-over-year was impacted by its continued conservative posturing relating to the management of its investment portfolio due to the Government's ongoing zero-rate monetary policy. The continuing Federal Reserve monetary policy, now in its sixth year, makes it extremely risky for a financial institution to generate a normalized historic return without taking on an excessive amount of interest rate risk. With the Federal Reserve's present monetary policy leading to higher yielding securities being called, the Company's investment in marketable securities declined on an average basis by \$35.9 million from December 31, 2012 to December 31, 2013, reducing the net interest margin to 3.70% for the year ended December 31, 2013 compared to 3.72% for the same period in 2012. The Company's net interest margin hit a low of 3.58% as of June 30, 2013 and has shown continued improvement each quarter thereafter. This year-over-year decline in the net interest margin is attributed to the continued downward re-pricing of the Company's assets in this sustained low rate environment. As securities were called, the Company's liquidity was invested in short-term lower yielding investment alternatives such as cash and due from the Federal Reserve Bank which averaged \$57.2 million in 2013, up \$2.7 million from



the previous year. To help offset the downward pressure on the net interest margin, the Company continued its focus on putting funds to work in higher-yielding quality loans. Gross loans were up \$13.0 million year-over-year to a level of \$309.5 million as of December 31, 2013. During this same period, the Company's credit quality improved as non-accrual loans were down \$380,000, or 11.66%, to a level of \$2.88 million and net loans charged off were down by \$287,000, or 21.39%, to a level of \$1.05 million. Looking at current credit quality trends, loans past due thirty plus days declined by \$1.01 million, or 59.62%, from December 31, 2012 to the same period in 2013. Even with this improvement in credit quality, the Company continued to provide a slightly increased provision for loan losses which was \$1.24 million for the year ended December 31, 2013 compared

to \$1.13 million for the year ended December 31, 2012, an increase of \$113,000. The provision for loan losses was increased mainly due to the credit uncertainty of several commercial relationships and for higher losses associated with the Company's Overdraft Privilege Program. Year-over-year, the provision for losses relating to the Company's Overdraft Privilege Program increased \$73,000 as a result of a customer marketing strategy that has added approximately 2,000 new demand deposit accounts now eligible for this program. As previously discussed last quarter, the Company continues to see positive results related to service charge income on these new accounts. Overall, the increased loan loss provision net of loans charged off resulted in a total allowance for loan losses to total loans of 0.94% and a total allowance for loan losses to nonperforming loans of 100.51%, both improving from levels of 0.91% and 83.06% at year end 2012. With this continued trend of improving credit quality and coverage, the Company projects a decrease of its provision for loan losses which will have a positive impact on future core earnings. During the third quarter of 2013, the Company recorded \$935,000 of a BOLI benefit in excess of the surrender charge which had a positive impact on the total noninterest income for the year.

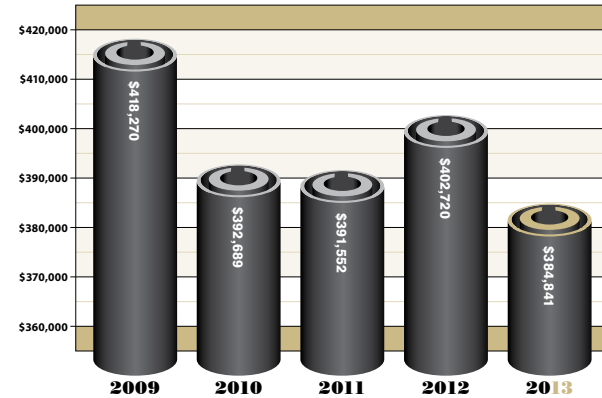
On the liability side of the balance sheet, the Company continued to see a positive return on its strategy of attracting additional customers into lower cost funding accounts while allowing higher cost funding to run off. While year-over-year low-cost funding consisting of demand and savings deposits decreased by \$18.3 million from December 31, 2012 to December 31, 2013, this decrease was the result of the runoff of balances of several larger accounts that were only expected to be on deposit with the Company for a short term basis. On a positive note, higher-costing time deposit balances decreased by over \$21.5 million during this same period, helping to reduce overall interest expense levels. As previously mentioned, the Company continued to see the positive impact of attracting a higher number of transaction accounts resulting in service charges on deposit accounts increasing by \$295,000, or 14.31%, on a year-over-year basis as of December 31, 2013. It is projected this trend will continue even with the Government mandated regulations relating to the Dodd-Frank Act being more fully implemented. The heightened implementation of this legislation will have a limiting effect on the level of revenue realized per account which will be offset by the Company's focus on attracting a higher number of transaction accounts that can generate fee based income. Noninterest expense increased on a year-over-year basis by \$515,000 or 3.83%. This increase is attributed to several factors including: higher incentives paid to loan officers relating to the increase in loan originations; ever-increasing health care and benefits costs; additional provision for losses on impairment of foreclosed real estate and the opening of the Company's new Retail Banking and Training Center located on the west-side of the highly



appealing St. Clairsville, Ohio market. With this new facility which opened toward the end of the second quarter of 2013, the shifting of lower yielding liquid assets into higher yielding quality loans, the continuing growth in service charge income on deposit accounts and the potential of a lower loan loss provision, we are projecting continued improvement in our profitability.

Our mantra the past several quarters has centered on the fact we are managing our balance sheet in a fashion which is causing 'short term pain for long term gain'. As stated above, our conservative risk management of keeping our liquidity in lower-yielding short term investments has stifled our recent earnings reports, yet continues to be prudent with the anticipation of interest rate increases as the Federal Reserve eases out of its current monetary policy which has begun as of this past December with the tapering of its level of asset purchases under its Quantitative Easing policy. At present, we continue to aggressively make loans in our banking communities and continue to resist seeking a higher return by stretching maturities on our investment portfolio until we see rates tied to longer-term investment alternatives, such as the 10 Year U.S. Treasury, reach more normalized historic levels. By investing in longer maturity securities today, we would expose our shareholders to losses in capital and earnings when interest rates normalize upward. As you can see in our financial statements, this conservative investment strategy has helped our Company preserve its book value, which improved on a year-over-year basis from \$7.61 to \$8.10, and its equity to assets which increased by 1.63% to a level of 9.99% as of December 31, 2013. Some of our peers have seen an erosion of their book value and capital bases due to the losses that have occurred within their investment portfolios over the course of the past year resulting from investment strategies that stretched for yield in a lower interest rate environment as interest rates moderated slightly upward. We continue to be satisfied with our current strategy to cover our overhead, provide for a proper amount of capital and reserves and make our dividend payment which continues to be generous in today's market

Total Average Earning Assets (In Thousands)



with a yield of 3.98% based upon our closing price this past year end. We continue to project our strategy will be proven right as we have seen within the past year the negative impact rising rates can have on the valuations of investment portfolios, capital bases and book values. In addition, as we shift more of our lower-yielding liquid investments into higher-yielding quality loans, we are starting to see a higher level of growth in our earnings. We firmly believe that we have been through our earnings trough and will see improving results in the earnings that our Company produces on a core basis in the coming quarters. With our focused commitment to remaining disciplined with our strategy and the improving earnings of our Company over the course of the past year, we have seen our market value improve.

Earning Assets – Loans

Gross loans totaled \$296.5 million at December 31, 2012, representing a 4.4% increase to \$309.5 million at December 31, 2013. Average loans totaled \$297.8 million for 2013, representing a 5.3% increase compared to average loans of \$282.7 million for 2012.

The increase in gross loans from December 31, 2012 to December 31, 2013 was primarily an increase in residential real estate loans of \$9.2 million and commercial and commercial real estate loans by \$8.8 million which was offset by a decrease of \$5.0 million in installment loans.

The Company's commercial and commercial real estate loan portfolio represents 64.7% of the total portfolio at December 31, 2013, compared to 64.5% at December 31, 2012. During this past year, we found many new customers within our lending areas and our focus continues on our small business customers that operate in our defined market area. We utilize all the SBA, Ohio Department of Development and State of Ohio loan programs as well as local revolving loan funds to best fit the needs of our customers.

The Company's installment lending portfolio represented 8.6% of the total portfolio at December 31, 2013, compared to 10.7% at December 31, 2012. The targeted installment lending areas encompass the four geographic areas serviced by the Bank, which are diverse, thereby reducing the risk to changes in economic conditions. Competition for installment loans principally comes from the captive finance companies offering low to zero percent financing for extended terms.

The Company's residential real estate portfolio represents 26.8% of the total portfolio at December 31, 2013, compared to 24.8% at December 31, 2012. Residential real estate loans are comprised of 1, 3, and 5 year adjustable-rate mortgages and 15 year fixed rate loans used to finance 1-4 family units. The Company also offers fixed-rate real estate loans through our Secondary Market Real Estate Mortgage Program. Once these fixed rate loans are originated and immediately sold without recourse in what is referred to as the secondary market, the Company does not assume credit risk or interest rate risk in this portfolio. This arrangement is quite common in banks and saves our customers from looking elsewhere for their home financing needs.

In 2013, the interest rate environment continued to be favorable to the fixed-rate mortgage loan product. However, the secondary market origination volume was impacted by an issue that has developed in the overall industry related to higher risk sub-prime loans. While the Company did not participate in sub-prime lending, the additional regulations and unstable appraisal market have made it more difficult to make a loan that is saleable in the secondary market. With these conditions, the Company did recognize a gain on the sale of secondary market loans of \$58,000 in 2013 and a gain of \$32,000 in 2012.

The allowance for loan losses represents the amount which management and the Board of Directors estimates is adequate to provide for probable incurred losses in the loan portfolio. Accounting for the allowance and the related provision for loan losses is viewed by management as a critical accounting policy. The allowance balance and the annual provision charged to expense are reviewed by management and the Board of Directors on a monthly basis. The allowance calculation is determined by utilizing a risk grading model that considers borrowers' past due experience, coverage ratio to industry averages, economic conditions and various other circumstances that are subject to change over time. In general, the loan loss policy for installment loans requires a charge-off if the loan reaches 120-day delinquent status or if notice of bankruptcy liquidation is received. The Company follows lending policies, with established criteria for determining the repayment

capacity of borrowers, requirements for down payments and current market appraisals or other valuations of collateral when loans are originated. Installment lending also utilizes credit scoring to help in the determination of credit quality and pricing.

The Company generally recognizes interest income on the accrual basis, except for certain loans which are placed on non-accrual status, when in the opinion of management; doubt exists as to collection on the loan. The Company's policy is to generally place loans greater than 90 days past due on non-accrual status unless the loan is both well secured and in the process of collection. When a loan is placed on non-accrual status, interest income may be recognized on a cash basis as payment is received if the loan is well secured. If the loan is not deemed well secured, payments are credited to principal.

Management and the Board of Directors believe the current balance of the allowance for loan losses is sufficient to cover probable incurred losses. Refer to the Provision for Loan Losses section for further discussion on the Company's credit quality.

Earning Assets – Securities and Federal Funds Sold

The securities portfolio is comprised of U.S. Government and agency obligations, tax-exempt obligations of states and political subdivisions and certain other investments. The Company does not hold any derivative securities. The quality rating of the majority of the Bank's securities issued by political subdivisions is generally no less than A. Board policy permits the purchase of certain non-rated or lesser rated bonds of local schools, townships and municipalities, based on known levels of credit risk.

Due to current monetary policy effected by the Federal Reserve Bank, the Company experienced a high volume of "called securities" during 2012 and this continued into 2013. Proceeds of the call were not reinvested due to interest rate market risk and were placed in overnight depository funds. Due to this, securities available for sale at December 31, 2013 decreased \$8.3 million, or 23.8%, from 2012, while securities

held to maturity decreased \$1.8 million or 65.5% during the same period. The Company's U.S. Government agency portfolio is subject to increased levels of redemptions due to the call features in this type of investment security. Given the extent of the decrease in overall interest rates, the Company did experience a significant amount of called government agency investment securities during 2013, 2012 and 2011. As the overall interest rate environment during 2013 has trended upward the level of called securities had slowed down. Also, since the Company has not reinvested back into government agency securities as it had in the past, the level of called securities will most likely decrease in 2014. While the Company has plans to reinvest a portion of these funds in other available-for-sale securities, there is lag between the time when bonds are called and the right investment opportunity is available to the Company. In addition, given the historical low interest rate environment, there is concern on the duration of future purchases in the investment portfolio.

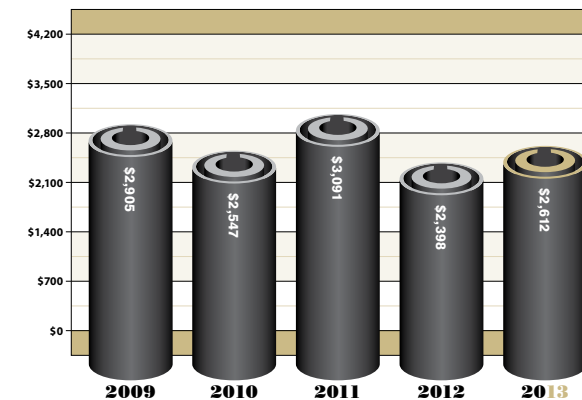
Sources of Funds – Deposits

The Company's primary source of funds is retail core deposits from individuals and business customers. These core deposits include all categories of time deposits, excluding certificates of deposit greater than \$100,000. Deposits from related parties held by the Company as of December 31, 2013 and 2012, totaled \$1.5 million and \$32.7 million, respectively. These funds were temporary in nature and as projected the majority of these funds flowed back out of the Company by June 30, 2013. During 2012 and continued into 2013, the Company implemented a new marketing strategy promoting newly redesigned deposit account types. Total deposits decreased \$39.8 million of which, \$31.5 million was a result of a deposit outflow from related parties, or 11.4% from 2012 to 2013. Total deposits shifted from higher costing certificates of deposit to lower costing transactional and savings accounts. Also during 2012 and 2013, our deposit growth was favorably affected as certain areas within Ohio have experienced an unusual growth in the natural gas and oil exploration efforts of major energy companies. This growth stems from new extraction techniques and has attracted significant investment from major energy companies in mineral rights for owners of local real estate in markets that we serve.

The Company maintains deposit relationships with public agencies, including local school districts, city and township municipalities, public works facilities and others, which may tend to be more seasonal in nature resulting from the receipt and disbursement of state and federal grants. These entities have maintained relatively stable balances with the Company due to various funding and disbursement timeframes.

Certificates of deposit greater than \$100,000 are not considered part of core deposits and, as such, are used as a tool to balance

Net Income (In Thousands)



funding needs. At December 31, 2013, certificates of deposit greater than \$100,000 decreased \$8.3 million, or 30.0%, from December 31, 2012 totals. During 2013, growth in lower costing deposits contributed to a planned reduction in certificates of deposit. The Company does not differentiate pricing for certificates of deposit that are greater than \$100,000.

Alternative financial products are continuously being introduced by our competition whether through traditional banks or brokerage services companies. As a result of this competition, the Company does offer full service brokerage services. Brokerage United®, a division of The Citizens Savings Bank, offers access to Brokerage Services through LPL Financial®.

Sources of Funds – Securities Sold Under Agreements to Repurchase and Other Borrowed Funds

Other interest-bearing liabilities include securities sold under agreements to repurchase, Treasury, Tax and Loan, notes payable and Federal Home Loan Bank advances. Securities sold under agreements to repurchase decreased approximately \$4.9 million from December 31, 2012 to December 31, 2013.

Advances from the Federal Home Loan Bank (FHLB) decreased \$5.4 million, or 16.8%, from December 31, 2012 to December 31, 2013. During 2013, \$5.0 million of fixed rate advances matured. Given the liquidity needs during 2013, these advances were not replaced.

Performance Overview 2013 to 2012

Net Income

The Company reported net income of \$2.6 million in 2013 compared with \$2.4 million for 2012, an increase of \$200,000, or 8.9%. On a per share basis, the Company's diluted earnings per share were \$0.53 for 2013, as compared to \$0.48 for 2012, an increase of 10.4%. This earnings performance equates to a 0.63% Return on Average Assets ("ROA") and an 7.02% Return on Average Equity ("ROE") for 2013 compared to 0.55% and 6.74%, for 2012.

Net Interest Income

Net interest income, by definition, is the difference between interest income generated on interest-earning assets and the interest expense incurred on interest-bearing liabilities. Various factors contribute to changes in net interest income, including volumes, interest rates and the composition or mix of interest-earning assets in relation to interest-bearing liabilities. Comparing the year ended December 31, 2013 to 2012, the Company's net interest margin was 3.70% compared to 3.72%, a decrease of 2 basis points. This decrease in the margin resulted in a \$609,000 decrease in net interest income for the

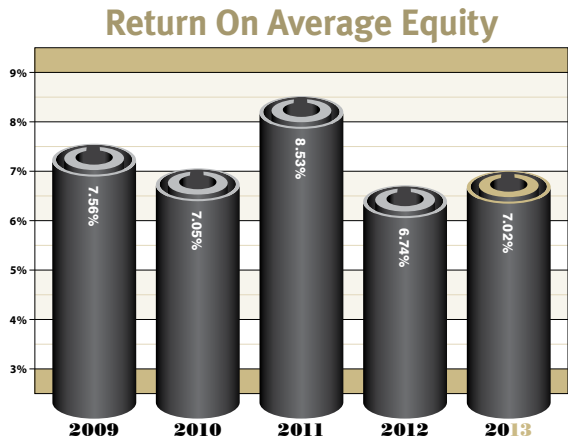
year ended December 31, 2013 as compared to 2012. Average interest-earning assets decreased \$17.9 million in 2013 as compared to 2012 while the associated weighted-average yield on these interest-earning assets decreased from 4.68% in 2012 to 4.47% for 2013. Average interest-bearing liabilities decreased \$31.0 million in 2013 as compared to 2012, while the associated weighted-average costs on these interest-bearing liabilities decreased from 1.14% in 2012 to 0.98% in 2013. As the low short term interest rates are expected to continue into 2014 and beyond given recent interest rate forecasts by the Federal Open Market Committee of the Federal Reserve Bank, management expects that it will become difficult to lower the Company's cost of funds in proportion to the weighted average yields on the earning assets of the Company.

Refer to the sections on Asset and Liability Management and Sensitivity to Market Risks and Average Balances, Net Interest Income and Yields Earned and Rates Paid elsewhere herein for further information.

Provision For Loan Losses

The provision for loan losses is a charge to expense recorded to maintain the related balance sheet allowance for loan losses at an amount considered adequate by Management and the Board of Directors to cover probable incurred losses in the portfolio.

Gross loans were up \$13.0 million year-over-year to a level of \$309.5 million as of December 31, 2013. During this same period, the Company's credit quality improved as non-accrual loans were down \$380,000, or 11.66%, to a level of \$2.9 million and net loans charged off were down by \$286,000, or 21.33%, to a level of \$1.1 million. Looking at current credit quality trends, loans past due thirty plus days declined by \$1.0 million, or 59.62%, from December 31, 2012 to the same period in 2013. Even with this improvement in credit quality, the Company continued to provide a slightly increased provision for loan losses which was \$1.24 million for the year ended December 31, 2013 compared to \$1.13 million for the year ended December 31, 2012, an increase of \$113,000. The provision for loan losses



was increased mainly due to the credit uncertainty of several commercial relationships and for higher losses associated with the Company's Overdraft Privilege Program. Year-over-year, the provision for losses relating to the Company's Overdraft Privilege Program increased \$73,000 as a result of a customer marketing strategy that has added approximately 2,000 new demand deposit accounts now eligible for this program. As previously discussed last quarter, the Company continues to see positive results related to service charge income on these new accounts. Overall, the increased loan loss provision net of loans charged off resulted in a total allowance for loan losses to total loans of 0.94% and a total allowance for loan losses to nonperforming loans of 100.51%, both improving from levels of 0.91% and 83.06% at year end 2012. With this continued trend of improving credit quality and coverage, the Company projects a decrease of its provision for loan losses which will have a positive impact on future core earnings.

Noninterest Income

Total noninterest income is made up of bank related fees and service charges, as well as other income producing services provided, sales of loans in the secondary market, ATM income, early redemption penalties for certificates of deposit, safe deposit rental income, internet bank service fees, earnings on bank-owned life insurance and other miscellaneous items.

Noninterest income for the year ended December 31, 2013 was \$4.2 million an increase of \$1.3 million or 43.1%, compared to \$2.9 million for the year ended December 31, 2012. A positive effect of attracting a higher number of transaction accounts as a result of a customer marketing strategy. The Company's service charges on deposit accounts increased by \$294,000 for 2013 as compared to 2012. It is projected this trend will continue even with the continuing Government mandated

regulations relating to the Dodd-Frank Act being more fully implemented, which have had a limiting effect on the level of revenue realized per account. This has been offset by the Company's focus on attracting more transaction account customers and having a higher overall level of transaction accounts that can generate fee based income. During the third quarter of 2013, the Company recorded \$935,000 of a BOLI benefit in excess of the surrender charge.

Noninterest Expense

Noninterest expense for 2013 increased \$523,000, or 3.9%, as compared to 2012.

Salaries and employee benefits increased \$228,000, or 3.3%, from 2012 to 2013. This increase was primarily due to merit and insurance cost increases as well as the expansion of the Commercial Lending team.

Occupancy and equipment expense increased \$22,000, or 1.2%, due primarily to an increase in depreciation expense on premises, computer hardware and software and related service maintenance. During June 2013 a new full service banking facility was opened in St. Clairsville Ohio to replace a leased facility; therefore in 2013 the Company had additional cost of operations for this new facility.

Professional fees increased \$17,000, or 2.1%, for 2013 as compared to 2012. This slight increase is due to normal business operations and collection efforts.

The provision for losses on foreclosed real estate was \$240,000 for 2013 as compared to \$83,000 for 2012. The Company recorded additional provision for losses on several foreclosed real estate properties to reflect these properties at liquidation value.

(In thousands)		2013	2012
Noninterest income			
Customer service fee	\$	2,354	\$ 2,060
Gains on sales of loans		58	32
Other income		1,800	851
Total noninterest income	\$	4,212	\$ 2,943
Noninterest expense			
Salaries and employee benefits	\$	7,077	\$ 6,849
Occupancy and equipment		1,882	1,860
Provision for losses on foreclosed real estate		240	83
Professional services		843	826
Insurance		284	251
Deposit insurance premiums		296	288
Franchise and other taxes		504	513
Marketing expense		403	394
Printing and office supplies		197	233
Amortization of intangibles		119	119
Other expenses		2,150	2,056
Total noninterest expense	\$	13,995	\$ 13,472

Insurance expense increased \$33,000, or 13.1% as a result of additional coverage for the Tiltonville branch which was opened in the spring of 2012 and the St. Clairsville West branch that opened in June 2013.

Marketing expense increased \$9,000, or 2.3%, for 2013 as compared to 2012. During 2012, the Company implemented a new marketing strategy in June 2012 focusing on attracting a larger percentage of low cost funding at each of its banking locations by using direct mail. This marketing strategy was utilized in 2013 and other marketing items were eliminated to keep control overall marketing costs to the Company.

In conjunction with the September 2008 branch acquisition from the Federal Deposit Insurance Corporation, the Company recorded an intangible asset of approximately \$812,000 consisting of a core deposit intangible. This asset was recorded at fair value and is being amortized over seven years using a straight line method. During 2013 and 2012, the Company recorded amortization expense of approximately \$119,000 and \$119,000, respectively. Approximately 2 years remain in the amortization schedule of this intangible asset. At December 31, 2013 the unamortized balance of this intangible asset was \$186,000.

Other expenses increased \$87,000, or 4.2%. No single item contributed significantly to this increase.

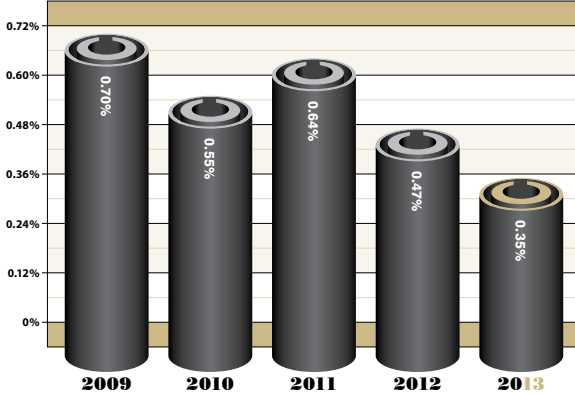
Income tax expense for 2013 was \$356,000 compared to \$546,000 in 2012, a decrease of \$190,000. The decrease was due primarily to a tax free BOLI benefit in excess of surrender value of \$935,000 paid to the Company in 2013. The Company's effective income tax rate was 12.0% in 2013 and 18.5% in 2012. The Company's effective tax rate is less than the 34% statutory rate due primarily to the effects of nontaxable interest income and earnings on bank owned life insurance policies.

Asset/Liability Management and Sensitivity to Market Risks

In the environment of changing business cycles, interest rate fluctuations and growing competition, it has become increasingly more difficult for banks to produce adequate earnings on a consistent basis. Although management can anticipate changes in interest rates, it is not possible to reliably predict the magnitude of interest rate changes. As a result, the Company must establish a sound asset/liability management policy, which will minimize exposure to interest rate risk while maintaining an acceptable interest rate spread and insuring adequate liquidity.

The principal goal of asset/liability management – earnings management – can be accomplished by establishing decision

Net Charge-Offs to Average Loans



processes and control procedures for all bank assets and liabilities. Thus, the full scope of asset/liability management encompasses the entire balance sheet of the Company. The broader principal components of asset/liability management include, but are not limited to liquidity planning, capital planning, and gap management and spread management.

By definition, liquidity is measured by the Company's ability to raise cash at a reasonable cost or with a minimum amount of loss. Liquidity planning is necessary so the Company will be capable of funding all obligations to its customers at all times, from meeting their immediate cash withdrawal requirements to fulfilling their short-term credit needs.

Capital planning is an essential portion of asset/liability management, as capital is a limited Bank resource, which, due to minimum capital requirements, can place possible restraints on Bank growth. Capital planning refers to maintaining capital standards through effective growth management, dividend policies and asset/liability strategies.

Gap is defined as the dollar difference between rate sensitive assets and rate sensitive liabilities with respect to a specified time frame. A gap has three components – the asset component, the liability component, and the time component. Gap management involves the management of all three components.

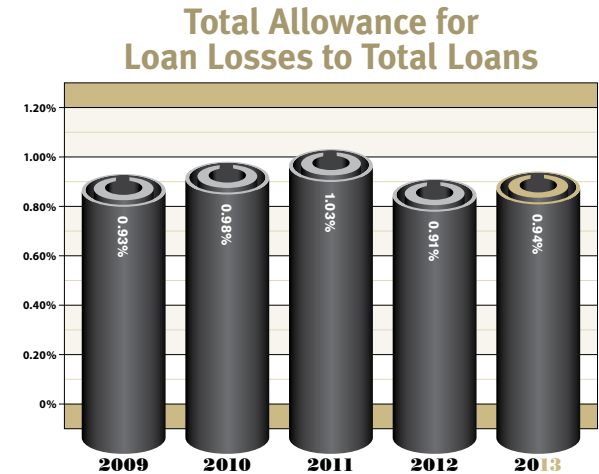
Gap management is defined as those actions taken to measure and match rate sensitive assets to rate sensitive liabilities. A rate sensitive asset is any interest-earning asset, which can be repriced to a market rate in a given time frame. Similarly, a rate sensitive liability is any interest-bearing liability, which can have its interest rate changed to a market rate during the specified time period. Caps, collars and prepayment penalties may prevent certain loans and securities from adjusting to the market rate.

A negative gap is created when rate sensitive liabilities exceed

rate sensitive assets and conversely a positive gap occurs when rate sensitive assets exceed rate sensitive liabilities. Generally, a negative gap position will cause profits to decline in a rising interest rate environment and cause profits to increase in a falling interest rate environment. Conversely a positive gap will cause profits to decline in a falling interest rate environment and increase in a rising interest rate environment. The Company's goal is to have acceptable profits under any interest rate environment. To avoid volatile profits as a result of interest rate fluctuations, the Company attempts to match interest rate sensitivities, while pricing both the asset and liability components to yield a sufficient interest rate spread so that profits will remain relatively consistent across interest rate cycles.

Management of the income statement is called spread management and is defined as managing investments, loans, and liabilities to achieve an acceptable spread between the Company's return on its earning assets and its cost of funds. Gap management without consideration of interest spread can cause unacceptable low profit margins while assuring that the level of profits is steady. Spread management without consideration of gap positions can cause acceptable profits in some interest rate environments and unacceptable profits in others. A sound asset/liability management program combines gap and spread management into a single cohesive system.

Management measures the Company's interest rate risk by computing estimated changes in net interest income and the Net Portfolio Value ("NPV") of its cash flows from assets, liabilities and off-balance-sheet items in the event of a range of assumed changes in market interest rates. The Bank's senior management and the Executive Committee of the Board of Directors, comprising the Asset/Liability Committee ("ALCO") review the exposure to interest rates monthly. Exposure to interest rate risk is measured with the use of an interest rate sensitivity analysis to determine the change in NPV in the event of hypothetical changes in interest rates, while interest rate



sensitivity gap analysis is used to determine the repricing characteristics of the assets and liabilities.

NPV represents the market value of portfolio equity and is equal to the market value of assets minus the market value of liabilities, with adjustments made for off-balance-sheet items.

Computations of prospective effects of hypothetical interest rate changes are based on numerous assumptions, including relative levels of market interest rates, loan prepayments and deposit decay rates, and should not be relied upon as indicative of actual results. Further, the computations do not contemplate any actions the Company may undertake in response to changes in interest rates. The NPV calculation is based on the net present value of discounted cash flows utilizing market prepayment assumptions and market rates of interest provided by surveys performed during each quarterly period, with adjustments made to reflect the shift in the Treasury yield curve between the survey date and quarter-end date. Certain shortcomings are inherent in this method of analysis presented in the computation of estimated NPV. Certain assets such as adjustable-rate loans have features that restrict changes in interest rates on a short-term basis and over the life of the asset. In addition, the portion of adjustable-rate loans in the Company's portfolio could decrease in future periods if market interest rates remain at or decrease below current levels due to refinancing activity. Further, in the event of a change in interest rates, prepayment and early withdrawal levels would likely deviate from those assumed in the table. Finally, the ability of many borrowers to repay their adjustable-rate debt may decrease in the case of an increase in interest rates.

(Dollars in Thousands)			
Net Portfolio Value - December 31, 2013			
Change in Rates	\$ Amount	\$ Change	% Change
+200	54,018	4,114	8%
+100	52,325	2,421	5%
Base	49,904		
-100	44,547	5,357	-11%
-200	38,389	11,515	-23%
(Dollars in Thousands)			
Net Portfolio Value - December 31, 2012			
Change in Rates	\$ Amount	\$ Change	% Change
+200	48,926	8,549	21%
+100	45,330	4,953	12%
Base	40,377		
-100	36,679	3,698	-9%
-200	33,088	7,289	-18%

The following table is a summary of selected quarterly results of operations for the years ended December 31, 2013 and 2012.

	<u>March 31</u>	<u>Three Months Ended</u>		<u>December 31</u>
		<u>June 30</u>	<u>September 30</u>	
	(In thousands, except per share data)			
2013				
Total interest income	\$ 4,319	\$ 4,222	\$ 4,233	\$ 4,251
Total interest expense	<u>830</u>	<u>795</u>	<u>750</u>	<u>658</u>
Net interest income	3,489	3,427	3,483	3,593
Provision for losses on loans	319	340	354	228
Other income	740	795	1,791	886
General, administrative and other expense	<u>3,408</u>	<u>3,332</u>	<u>3,834</u>	<u>3,421</u>
Income before income taxes	502	550	1,086	830
Federal income taxes	<u>37</u>	<u>81</u>	<u>7</u>	<u>231</u>
Net income	<u>\$ 465</u>	<u>\$ 469</u>	<u>\$ 1,079</u>	<u>\$ 599</u>
Earnings per share				
Basic	<u>\$ 0.09</u>	<u>\$ 0.10</u>	<u>\$ 0.22</u>	<u>\$ 0.12</u>
Diluted	<u>\$ 0.09</u>	<u>\$ 0.10</u>	<u>\$ 0.22</u>	<u>\$ 0.12</u>

	March 31	Three Months Ended		December 31
		June 30	September 30	
	(In thousands, except per share data)			
2012				
Total interest income	\$ 4,691	\$ 4,630	\$ 4,548	\$ 4,593
Total interest expense	<u>1,032</u>	<u>994</u>	<u>952</u>	<u>883</u>
Net interest income	3,659	3,636	3,596	3,710
Provision for losses on loans	333	168	268	359
Other income	732	691	723	797
General, administrative and other expense	<u>3,226</u>	<u>3,194</u>	<u>3,482</u>	<u>3,570</u>
Income before income taxes	832	965	569	578
Federal income taxes	<u>71</u>	<u>234</u>	<u>118</u>	<u>123</u>
Net income	<u>\$ 761</u>	<u>\$ 731</u>	<u>\$ 451</u>	<u>\$ 455</u>
Earnings per share				
Basic	<u>\$ 0.15</u>	<u>\$ 0.15</u>	<u>\$ 0.09</u>	<u>\$ 0.10</u>
Diluted	<u>\$ 0.15</u>	<u>\$ 0.15</u>	<u>\$ 0.09</u>	<u>\$ 0.09</u>

The following tables present an analysis of the potential sensitivity of the Company's net present value of its financial instruments to sudden and sustained changes in the prevailing interest rates.

The projected volatility of the net present value at both December 31, 2013 and 2012 fall within the general guidelines established by the Board of Directors. The 2013 NPV table shows that in a falling interest rate environment, in the event of a 100 basis point change, the NPV would decrease 11%, and with a 200 basis point change the NPV would decrease 23%.

This decrease is the result of fixed rate certificates of deposit and Federal Home Loan Bank advances not repricing in lock step with an immediate downward rate adjustment of 100 and 200 basis points. The other component is that once rates decrease 100 or 200 basis points from current levels we tend to reach a floor on how low depository rates can adjust downward.

In an upward change in interest rates, the Company's NPV would increase 5% with a 100 basis point interest rate increase. In a 200 basis point rate increase, the Company's NPV would increase 8%. This increase is attributable to a portion of the

(Dollars In thousands)	<u>2013</u>			<u>2012</u>		
	<u>Average Balance</u>	<u>Interest Income/Expense</u>	<u>Yield/Rate</u>	<u>Average Balance</u>	<u>Interest Income/Expense</u>	<u>Yield/Rate</u>
Assets						
Interest-earning assets						
Loans.....	\$ 297,821	16,033	5.38%	\$ 282,735	\$ 16,812	5.95%
Taxable securities - AFS.....	21,401	274	1.28	50,914	708	1.39
Tax-exempt securities - AFS.....	7,739	456	5.89	12,347	735	5.95
Tax-exempt securities - HTM.....	2,176	136	6.27	3,941	235	5.96
Federal funds sold.....	50,890	117	0.23	47,969	106	0.22
FHLB stock and other.....	<u>4,814</u>	<u>204</u>	<u>4.24</u>	<u>4,814</u>	<u>232</u>	<u>4.82</u>
Total interest-earning assets.....	384,841	17,220	4.47	402,720	18,828	4.68
Noninterest-earning assets						
Cash and due from banks.....	7,275			6,568		
Premises and equipment (net).....	10,864			10,123		
Other nonearning assets.....	17,533			17,381		
Less: allowance for loan losses.....	<u>(3,125)</u>			<u>(2,926)</u>		
Total noninterest-earning assets.....	<u>32,547</u>			<u>31,146</u>		
Total assets.....	<u>417,388</u>			<u>\$ 433,866</u>		
Liabilities & stockholders' equity						
Interest-bearing liabilities						
Demand deposits.....	\$ 105,551	\$ 104	0.10%	\$ 110,388	\$ 118	0.11%
Savings deposits.....	67,718	31	0.05	64,333	60	0.09
Time deposits.....	88,759	1,437	1.62	115,637	2,121	1.83
FHLB advances.....	30,629	1,193	3.90	32,708	1,294	3.94
Trust preferred debentures.....	4,000	250	6.25	4,000	250	6.25
Repurchase agreements.....	<u>11,328</u>	<u>14</u>	<u>0.12</u>	<u>11,961</u>	<u>18</u>	<u>0.15</u>
Total interest-bearing liabilities.....	307,985	3,029	0.98	339,027	3,861	1.14
Noninterest-bearing liabilities						
Demand deposits.....	67,928			54,660		
Other liabilities.....	<u>4,265</u>			<u>4,598</u>		
Total noninterest-bearing liabilities.....	<u>72,193</u>			<u>59,258</u>		
Total liabilities.....	380,178			398,285		
Total stockholders' equity.....	<u>37,210</u>			<u>35,581</u>		
Total liabilities & stockholders' equity.....	<u>\$ 417,388</u>			<u>\$ 433,866</u>		
Net interest income.....		<u>\$ 14,191</u>			<u>\$ 14,967</u>	
Net interest spread.....			<u>3.88%</u>			<u>3.54%</u>
Net yield on interest-earning assets.....			<u>3.70%</u>			<u>3.72%</u>

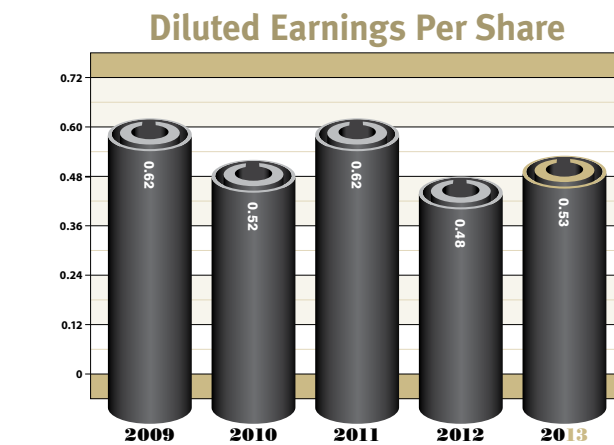
- For purposes of this schedule, nonaccrual loans are included in loans.
- Fees collected on loans are included in interest on loans.

Company's loan and investment portfolios that have variable rates. In addition, the Company has approximately \$23.5 million in cash and cash equivalents at December 31, 2013. As short term rates would rise in a shock analysis, the Company would benefit from an increase in the fed funds rate increase.

Average Balances, Net Interest Income and Yields Earned and Rates Paid

The following table provides average balance sheet information and reflects the taxable equivalent average yield on interest-earning assets and the average cost of interest-bearing liabilities for the years ended December 31, 2013 and 2012. The yields and costs are calculated by dividing income or expense by the average balance of interest-earning assets or interest-bearing liabilities.

The average balance of available-for-sale securities is computed using the carrying value of securities while the yield for available for sale securities has been computed using the average amortized cost. Average balances are derived from average month-end balances, which include nonaccruing loans in the loan portfolio, net of the allowance for loan losses. Interest income has been adjusted to tax- equivalent basis.



Rate/Volume Analysis

The table below describes the extent to which changes in interest rates and changes in volume of interest-earning assets and interest-bearing liabilities have affected interest income and expense during 2013. For purposes of this table, changes in interest due to volume and rate were determined using the following methods:

- Volume variance results when the change in volume is multiplied by the previous year's rate.

- Rate variance results when the change in rate is multiplied by the previous year's volume.
- Rate/volume variance results when the change in volume is multiplied by the change in rate.

Note: The rate/volume variance was allocated to volume variance and rate variance in proportion to the relationship of the absolute dollar amount of the change in each. Nonaccrual loans are ignored for purposes of the calculations due to the nominal amount of the loans.

Capital Resources

Internal capital growth, through the retention of earnings, is the primary means of maintaining capital adequacy for the Bank. The Company's stockholders' equity was \$38.9 million and \$36.6 million at December 31, 2013 and 2012, respectively. Equity totals for 2012 includes approximately \$191,000 in accumulated other comprehensive loss, which is comprised mainly of a net unrealized loss related to the Company's investment securities at year-end 2013. Total stockholders' equity in relation to total assets was 10.0% at December 31, 2013 and 8.4% at December 31, 2012.

The Company has established a Dividend Reinvestment Plan ("The Plan") for stockholders under which the Company's common stock will be purchased by The Plan for participants with automatically reinvested dividends. The Plan does not represent a change in the dividend policy or a guarantee of future dividends. Stockholders who do not wish to participate in The Plan continue to receive cash dividends, as declared in the usual and customary manner.

In 2001, the Company's stockholders approved an amendment to the Company's Articles of Incorporation to create a class of preferred shares with 2,000,000 authorized shares. This will enable the Company, at the option of the Board of Directors, to issue series of preferred shares in a manner calculated to take advantage of financing techniques which may provide a lower

effective cost of capital to the Company. The amendment also provides greater flexibility to the Board of Directors in structuring the terms of equity securities that may be issued by the Company. As of December 31, 2013 the Company has not issued any preferred shares.

In 2005, a Delaware statutory business trust owned by the Company, United Bancorp Statutory Trust I ("Trust I" or the "Trust"), issued \$4.0 million of mandatorily redeemable debt securities. The sale proceeds were utilized to purchase \$4.0 million of the Company's subordinated debentures. The Company's subordinated debentures are the sole asset of Trust I. The Company's investment in Trust I is not consolidated herein as the Company is not deemed the primary beneficiary of the Trust. However, the \$4.0 million of mandatorily redeemable debt securities issued by the Trust are includible for regulatory purposes as a component of the Company's Tier 1 Capital. Interest on the Company's subordinated debentures is fixed at 6.25% through 2015 and then beginning in January 2016 the interest rate is a variable rate per annum, reset quarterly, equal to three month LIBOR plus 1.35% and is payable quarterly. Currently the three month LIBOR rate is approximately 0.24%.

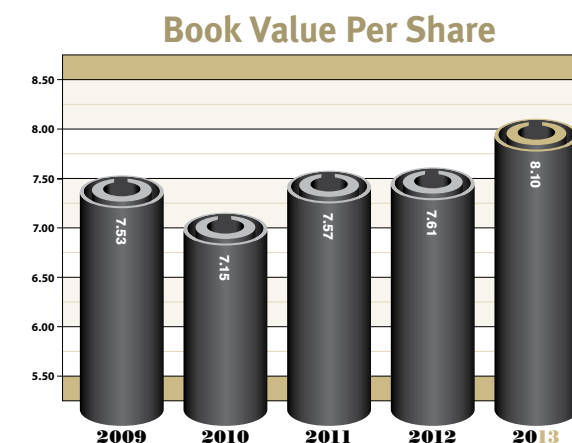
The \$4.0 million of net proceeds received by the Company was primarily utilized to fund a \$3.4 million note receivable from a newly formed Employee Stock Option Plan (ESOP). The ESOP in turn utilized the note proceeds to purchase \$3.4 million of the Company's treasury stock.

Liquidity

Liquidity relates primarily to the Company's ability to fund loan demand, meet deposit customers' withdrawal requirements and provide for operating expenses. Assets used to satisfy these needs consist of cash and due from banks, federal funds sold and securities available-for-sale. These assets are commonly referred to as liquid assets. Liquid assets were \$50.0 million at December 31, 2013, compared to \$110.0 million at December 31, 2012. Management recognizes securities may need to be sold in the future to help fund loan demand and, accordingly, as of December 31, 2013, \$26.6 million of the securities portfolio was classified as available for sale. The Company's residential real estate portfolio can and has been readily used to collateralize borrowings as an additional source of liquidity. Management believes its current liquidity level is sufficient to meet cash requirements.

The Cash Flow Statements for the periods presented provide an indication of the Company's sources and uses of cash as well as an indication of the ability of the Company to maintain an adequate level of liquidity. A discussion of the cash flow statements for 2013 and 2012 follows.

(In thousands)	2013 Compared to 2012 Increase/(Decrease)		
	Total Change	Change Due To Volume	Change Due To Rate
Interest and dividend income			
Loans	\$ (779)	\$ 866	\$ (1,645)
Taxable securities available for sale	(434)	(382)	(52)
Tax-exempt securities available for sale	(279)	(272)	(7)
Tax-exempt securities held to maturity	(99)	(110)	11
Federal funds sold	11	7	4
FHLB stock and other	(28)	-	(28)
Total interest and dividend income	(1,608)	109	(1,717)
Interest expense			
Demand deposits	(14)	(5)	(9)
Savings deposits	(29)	3	(32)
Time deposits	(684)	(455)	(229)
FHLB advances	(101)	(81)	(20)
Trust Preferred debentures	-	-	-
Repurchase agreements	(4)	(1)	(3)
Total interest expense	832	(539)	(293)
Net interest income	<u>\$ (776)</u>	<u>\$ 648</u>	<u>\$ (1,424)</u>





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Audit Committee, Board of Directors and Stockholders
United Bancorp, Inc.
Martins Ferry, Ohio

We have audited the accompanying consolidated balance sheets of United Bancorp, Inc. as of December 31, 2013 and 2012, and the related consolidated statements of income, comprehensive income, stockholders' equity and cash flows for each of the years in the two-year period ended December 31, 2013. The Company's management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing auditing procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. Our audits also included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of United Bancorp, Inc. as of December 31, 2013, and 2012, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2013, in conformity with accounting principles generally accepted in the United States of America.

BKD, LLP

Cincinnati, Ohio
March 19, 2014

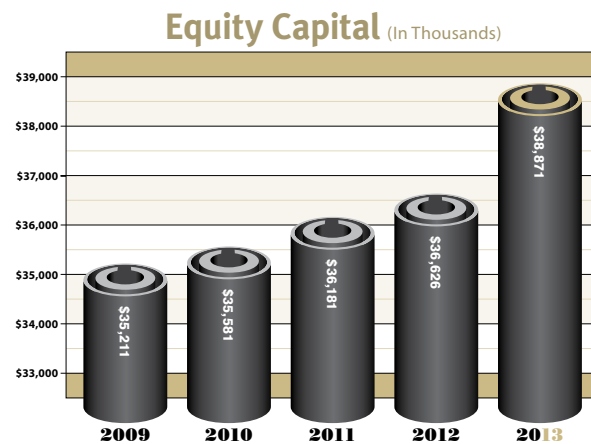
experience **BKD**



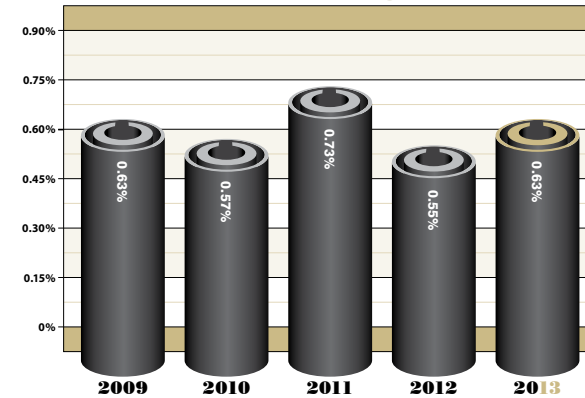
The Company experienced a net increase in cash from operating activities in 2013 and 2012. Net cash provided by operating activities totaled \$7.2 million and \$5.6 million for the years ended December 31, 2013 and 2012, respectively. The adjustments to reconcile net income to net cash from operating activities consisted mainly of depreciation and amortization of premises and equipment and intangibles, gain on sales of loans, securities and other assets, the provision for loan losses, Federal Home Loan Bank stock dividends, net amortization of securities and net changes in other assets and liabilities.

Net cash (used in) investing activities totaled \$(7.0) million for the year ended December 31, 2013. For year ended December 31, 2012 net cash provided by investing activities totaled \$33.9 million. The changes in net cash from investing activities include loan growth, as well as normal maturities, security calls and reinvestments of securities and premises and equipment expenditures. Proceeds from securities, which matured or were called totaled \$27.0 million and \$100.6 million in 2013 and 2012, respectively.

Net cash provided by (used in) financing activities totaled \$(51.8) million and \$19.9 million for the years ended December 31, 2013 and 2012, respectively. The net used in financing activities in 2013 was primarily attributable to a decrease in deposits for the year ended December 31, 2013. The net cash provided by financing activities in 2012 was primarily attributable to an increase in deposits for the year ended



Return On Average Assets



December 31, 2012.

Management feels that it has the capital adequacy, profitability, liquidity and reputation to meet the current and projected financial needs of its customers.

Inflation

The majority of assets and liabilities of the Company are monetary in nature and therefore the Company differs greatly from most commercial and industrial companies that have significant investments in fixed assets or inventories. However, inflation does have an important impact on the growth of total assets in the banking industry and the resulting need to increase equity capital at higher than normal rates in order to maintain an appropriate equity to assets ratio. Inflation significantly affects noninterest expense, which tends to rise during periods of general inflation. Management believes the most significant impact on financial results is the Company's ability to react to changes in interest rates. Management seeks to maintain an essentially balanced position between interest sensitive assets and liabilities and actively manages the amount of securities available for sale in order to protect against the effects of wide interest rate fluctuations on net income and shareholders' equity.

Consolidated Balance Sheets

December 31, 2013 and 2012

(In thousands, except share data)

	2013	2012
Assets		
Cash and due from banks	\$ 5,328	\$ 4,889
Interest-bearing demand deposits	18,146	70,219
Cash and cash equivalents	<u>23,474</u>	<u>75,108</u>
Available-for-sale securities	26,564	34,853
Held-to-maturity securities	955	2,768
Loans, net of allowance for loan losses of \$2,894 and \$2,708 at December 31, 2013 and 2012, respectively	306,608	293,774
Premises and equipment	10,723	10,385
Federal Home Loan Bank stock	4,810	4,810
Foreclosed assets held for sale, net	2,202	1,810
Intangible assets	186	305
Accrued interest receivable	1,022	1,076
Deferred federal income taxes	744	887
Bank-owned life insurance	10,511	11,034
Other assets	<u>1,247</u>	<u>1,544</u>
Total assets	<u>\$ 389,042</u>	<u>\$ 438,354</u>
Liabilities and Stockholders' Equity		
Liabilities		
Deposits		
Demand	\$ 164,747	\$ 183,355
Savings	67,588	67,236
Time	<u>78,306</u>	<u>99,825</u>
Total deposits	310,641	350,416
Short-term borrowings	5,746	10,681
Federal Home Loan Bank advances	26,991	32,439
Subordinated debentures	4,000	4,000
Interest payable and other liabilities	<u>2,793</u>	<u>4,192</u>
Total liabilities	<u>350,171</u>	<u>401,728</u>
Stockholders' Equity		
Preferred stock, no par value, authorized 2,000,000 shares; no shares issued	—	—
Common stock, \$1 par value; authorized 10,000,000 shares; issued 2013 – 5,375,304 shares, 2012 – 5,375,304 shares	5,375	5,375
Additional paid-in capital	17,750	17,425
Retained earnings	19,600	18,544
Stock held by deferred compensation plan; 2013 – 213,805 shares, 2012 – 195,965 shares	(1,904)	(1,778)
Unearned ESOP compensation	(1,658)	(1,823)
Accumulated other comprehensive loss	(191)	(1,087)
Treasury stock, at cost 2013 – 12,496 shares, 2012 – 2,496 shares	<u>(101)</u>	<u>(30)</u>
Total stockholders' equity	<u>38,871</u>	<u>36,626</u>
Total liabilities and stockholders' equity	<u>\$ 389,042</u>	<u>\$ 438,354</u>

See Notes to Consolidated Financial Statements

Consolidated Statements of Income

Years Ended December 31, 2013 and 2012

(In thousands, except per share data)

	2013	2012
Interest and Dividend Income		
Loans	\$ 15,992	\$ 16,776
Securities		
Taxable	294	708
Tax-exempt	391	640
Federal funds sold	129	106
Dividends on Federal Home Loan Bank and other stock	<u>219</u>	<u>232</u>
Total interest and dividend income	<u>17,025</u>	<u>18,462</u>
Interest Expense		
Deposits	1,572	2,299
Borrowings	<u>1,461</u>	<u>1,562</u>
Total interest expense	<u>3,033</u>	<u>3,861</u>
Net Interest Income	13,992	14,601
Provision for Loan Losses	<u>1,241</u>	<u>1,128</u>
Net Interest Income After Provision for Loan Losses	<u>12,751</u>	<u>13,473</u>
Noninterest Income		
Customer service fees	2,354	2,060
Net gains on loan sales	58	32
Earnings on bank-owned life insurance	437	445
BOLI benefit in excess of surrender value	935	—
Other	<u>428</u>	<u>406</u>
Total noninterest income	<u>4,212</u>	<u>2,943</u>
Noninterest Expense		
Salaries and employee benefits	7,077	6,849
Net occupancy and equipment expense	1,882	1,860
Provision for losses on foreclosed real estate	240	83
Professional fees	843	826
Insurance	284	251
Deposit insurance premiums	296	288
Franchise and other taxes	504	513
Marketing expense	403	394
Printing and office supplies	197	233
Amortization of intangible assets	119	119
Loss on sale of real estate and other repossessed assets	13	6
Other	<u>2,137</u>	<u>2,050</u>
Total noninterest expense	<u>13,995</u>	<u>13,472</u>
Income Before Federal Income Taxes	2,968	2,944
Provision for Federal Income Taxes	<u>356</u>	<u>546</u>
Net Income	<u>\$ 2,612</u>	<u>\$ 2,398</u>
Basic Earnings Per Share	<u>\$ 0.53</u>	<u>\$ 0.49</u>
Diluted Earnings Per Share	<u>\$ 0.53</u>	<u>\$ 0.48</u>

See Notes to Consolidated Financial Statements

Consolidated Statements of Comprehensive Income

Years Ended December 31, 2013 and 2012

(In thousands)

	2013	2012
Net income	\$ 2,612	\$ 2,398
Other comprehensive income (loss), net of tax		
Unrealized holding (losses) on available-for-sale securities during the period, net of tax benefits of \$(395) and \$(75) for each respective period	(765)	(145)
Change in funded status of defined benefit plan, net of taxes of \$797 and tax benefit of \$(68) for each respective period	1,547	(134)
Amortization of prior service included in net periodic pension expense, net of tax of \$5 for each respective period	10	10
Amortization of net loss included in net periodic pension cost, net of tax of \$54 and \$52 for each respective period	104	102
Comprehensive income	<u>\$ 3,508</u>	<u>\$ 2,231</u>

Consolidated Statements of Stockholders' Equity

Years Ended December 31, 2013 and 2012

(In thousands, except per share data)

	Common Stock	Additional Paid-in Capital	Treasury Stock and Deferred Compensation	Shares Acquired By ESOP	Retained Earnings	Accumulated Other Comprehensive Loss	Total
Balance, January 1, 2012	\$ 5,360	\$ 17,391	\$ (1,967)	\$ (2,081)	\$ 18,399	\$ (920)	\$ 36,182
Net income	—	—	—	—	2,398	—	2,398
Other comprehensive loss	—	—	—	—	—	(167)	(167)
Cash dividends - \$0.42 per share	—	—	—	—	(2,253)	—	(2,253)
Shares purchased for deferred compensation plan	—	145	(24)	—	—	—	121
Shares distributed from deferred compensation plan	—	(246)	246	—	—	—	—
Expense related to share-based compensation plans	—	213	—	—	—	—	213
Purchase of treasury stock	—	—	(63)	—	—	—	(63)
Issuance of restricted stock	15	(15)	—	—	—	—	—
Amortization of ESOP	—	(63)	—	258	—	—	195
Balance, December 31, 2012	5,375	17,425	(1,808)	(1,823)	18,544	(1,087)	36,626
Net income	—	—	—	—	2,612	—	2,612
Other comprehensive income	—	—	—	—	—	896	896
Cash dividends - \$0.29 per share	—	—	—	—	(1,556)	—	(1,556)
Shares purchased for deferred compensation plan	—	127	(127)	—	—	—	—
Expense related to share-based compensation plans	—	198	—	—	—	—	198
Purchase of treasury stock	—	—	(70)	—	—	—	(70)
Amortization of ESOP	—	—	—	165	—	—	165
Balance, December 31, 2013	<u>\$ 5,375</u>	<u>\$ 17,750</u>	<u>\$ (2,005)</u>	<u>\$ (1,658)</u>	<u>\$ 19,600</u>	<u>\$ (191)</u>	<u>\$ 38,871</u>

See Notes to Consolidated Financial Statements

See Notes to Consolidated Financial Statements

Consolidated Statements of Cash Flows

Years Ended December 31, 2013 and 2012

(In thousands)

	2013	2012
Operating Activities		
Net income	\$ 2,612	\$ 2,398
Items not requiring (providing) cash		
Depreciation and amortization	981	946
Amortization of intangible assets	119	119
Provision for loan losses	1,241	1,128
Provision for losses on foreclosed real estate	240	83
Amortization of premiums and discounts on securities-net	(21)	(59)
Amortization of mortgage servicing rights	24	56
Deferred income taxes	(327)	(111)
Originations of loans held for sale	(2,304)	(1,696)
Proceeds from sale of loans held for sale	2,362	1,728
Net gains on sales of loans	(58)	(32)
Amortization of ESOP	165	195
Expense related to share-based compensation plans	198	213
Loss on sale of real estate and other repossessed assets	13	6
Changes in		
Bank-owned life insurance	523	(362)
Accrued interest receivable	54	334
Other assets	943	599
Interest payable and other liabilities	<u>405</u>	<u>54</u>
Net cash provided by operating activities	<u>7,170</u>	<u>5,599</u>
Investing Activities		
Purchases of available-for-sale securities	(18,000)	(51,958)
Proceeds from maturities of available-for-sale securities	25,127	98,921
Proceeds from maturities of held-to-maturity securities	1,834	1,705
Net change in loans	(14,846)	(13,818)
Purchases of premises and equipment	(1,318)	(1,527)
Proceeds from sales of foreclosed assets	<u>185</u>	<u>622</u>
Net cash (used in) provided by investing activities	<u>(7,018)</u>	<u>33,945</u>

Consolidated Statements of Cash Flows *Continued*

Years Ended December 31, 2013 and 2012

(In thousands)

	2013	2012
Financing Activities		
Net (decrease) increase in deposits	\$ (39,776)	\$ 21,876
Net change in Federal Home Loan Bank advances and short term borrowings	(10,384)	202
Cash dividends paid	(1,556)	(2,253)
Purchase of treasury stock	(70)	(63)
Shares purchased for deferred compensation plan	<u>—</u>	<u>121</u>
Net cash (used in) provided by financing activities	<u>(51,786)</u>	<u>19,883</u>
(Decrease) increase in Cash and Cash Equivalents	<u>(51,634)</u>	<u>59,427</u>
Cash and Cash Equivalents, Beginning of Year	<u>75,108</u>	<u>15,681</u>
Cash and Cash Equivalents, End of Year	<u>\$ 23,474</u>	<u>\$ 75,108</u>
Supplemental Cash Flows Information		
Interest paid on deposits and borrowings	<u>\$ 3,082</u>	<u>\$ 3,902</u>
Federal income taxes paid	<u>\$ 613</u>	<u>\$ 480</u>
Supplemental Disclosure of Non-Cash Investing Activities		
Transfers from loans to foreclosed assets held for sale	<u>\$ 830</u>	<u>\$ 475</u>
Unrealized losses on securities designated as available for sale, net of related tax effects	<u>\$ (765)</u>	<u>\$ (145)</u>

See Notes to Consolidated Financial Statements

See Notes to Consolidated Financial Statements

December 31, 2013 and 2012

Note 1: Nature of Operations and Summary of Significant Accounting Policies**Principles of Consolidation**

The consolidated financial statements include the accounts of United Bancorp, Inc. (“United” or “the Company”) and its wholly-owned subsidiary, The Citizens Savings Bank of Martins Ferry, Ohio (“the Bank” or “Citizens”). The Bank operates in two divisions, The Community Bank, a division of The Citizens Savings Bank and the Citizens Bank, a division of The Citizens Savings Bank. All intercompany transactions and balances have been eliminated in consolidation.

Nature of Operations

The Company’s revenues, operating income and assets are almost exclusively derived from banking. Accordingly, all of the Company’s banking operations are considered by management to be aggregated in one reportable operating segment. Customers are mainly located in Athens, Belmont, Carroll, Fairfield, Harrison, Hocking, Jefferson and Tuscarawas Counties and the surrounding localities in northeastern, east-central and southeastern Ohio and include a wide range of individuals, businesses and other organizations. The Citizens Bank division conducts its business through its main office in Martins Ferry, Ohio and branches in Bridgeport, Colerain, Dellroy, Dillonvale, Dover, Jewett, New Philadelphia, St. Clairsville East, Saint Clairsville West, Sherrodsville, Strasburg and Tiltonsville, Ohio. The Community Bank division conducts its business through its main office in Lancaster, Ohio and branches in Amesville, Glouster, Lancaster and Nelsonville, Ohio.

The Company’s primary deposit products are checking, savings and term certificate accounts and its primary lending products are residential mortgage, commercial and installment loans. Substantially all loans are secured by specific items of collateral including business assets, consumer assets and real estate. Commercial loans are expected to be repaid from cash flow from operations of businesses. Real estate loans are secured by both residential and commercial real estate. Net interest income is affected by the relative amount of interest-earning assets and interest-bearing liabilities and the interest received or paid on these balances. The level of interest rates paid or received by the Company can be significantly influenced by a number of environmental factors, such as governmental monetary policy, that are outside of management’s control.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

December 31, 2013 and 2012

Material estimates that are particularly susceptible to significant change relate to the determination of the allowance for loan losses and the valuation of real estate acquired in connection with foreclosures or in satisfaction of loans. In connection with the determination of the allowance for loan losses and the valuation of foreclosed assets held for sale, management obtains independent appraisals for significant properties.

Cash Equivalents

The Company considers all liquid investments with original maturities of three months or less to be cash equivalents. At December 31, 2013 and 2012, cash equivalents consisted primarily of due from accounts with the Federal Reserve and other correspondent Banks.

Currently, the FDIC’s insurance limits are \$250,000. At December 31, 2013 and 2012, none of the Company’s cash accounts exceeded the federally insured limit of \$250,000.

Securities

Certain debt securities that management has the positive intent and ability to hold to maturity are classified as “held to maturity” and recorded at amortized cost. Securities not classified as held to maturity, including equity securities with readily determinable fair values, are classified as “available for sale” and recorded at fair value, with unrealized gains and losses excluded from earnings and reported in other comprehensive income. Purchase premiums and discounts are recognized in interest income using the interest method over the terms of the securities. Gains and losses on the sale of securities are recorded on the trade date and are determined using the specific identification method.

For debt securities with fair value below amortized cost, when the Company does not intend to sell a debt security, and it is more likely than not the Company will not have to sell the security before recovery of its cost basis, it recognizes the credit component of an other-than-temporary impairment of a debt security in earnings and the remaining portion in other comprehensive income. For held-to-maturity debt securities, the amount of an other-than-temporary impairment recorded in other comprehensive income for the noncredit portion of a previous other-than-temporary impairment is amortized prospectively over the remaining life of the security on the basis of the timing of future estimated cash flows of the security.

Loans Held for Sale

Mortgage loans originated and intended for sale in the secondary market are carried at the lower of cost or fair value in the aggregate. Net unrealized losses, if any, are recognized through a valuation allowance by charges to income. At December 31, 2013 and 2012, the Company did not have any loans held for sale.

December 31, 2013 and 2012

Loans

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoffs are reported at their outstanding principal balances adjusted for unearned income, charge-offs, the allowance for loan losses, any unamortized deferred fees or costs on originated loans and unamortized premiums or discounts on purchased loans.

For loans amortized at cost, interest income is accrued based on the unpaid principal balance. Loan origination fees, net of certain direct origination costs, as well as premiums and discounts, are deferred and amortized as a level yield adjustment over the respective term of the loan.

For all loan classes, the accrual of interest is discontinued at the time the loan is 90 days past due unless the credit is well-secured and in process of collection. Past due status is based on contractual terms of the loan. For all loan classes, the entire balance of the loan is considered past due if the minimum payment contractually required to be paid is not received by the contractual due date. For all loan classes, loans are placed on nonaccrual or charged off at an earlier date if collection of principal or interest is considered doubtful.

Management's general practice is to proactively charge down loans individually evaluated for impairment to the fair value of the underlying collateral. Consistent with regulatory guidance, charge-offs on all loan segments are taken when specific loans, or portions thereof, are considered uncollectible. The Company's policy is to promptly charge these loans off in the period the uncollectible loss is reasonably determined.

For all loan portfolio segments except residential and consumer loans, the Company promptly charges-off loans, or portions thereof, when available information confirms that specific loans are uncollectible based on information that includes, but is not limited to, (1) the deteriorating financial condition of the borrower, (2) declining collateral values, and/or (3) legal action, including bankruptcy, that impairs the borrower's ability to adequately meet its obligations. For impaired loans that are considered to be solely collateral dependent, a partial charge-off is recorded when a loss has been confirmed by an updated appraisal or other appropriate valuation of the collateral.

The Company charges-off residential and consumer loans when the Company reasonably determines the amount of the loss. The Company adheres to timeframes established by applicable regulatory guidance which provides for the charge-down of 1-4 family first and junior lien mortgages to the net realizable value less costs to sell when the loan is 120 days past due, charge-off of unsecured open-end loans when the loan is 120 days past due, and charge down to the net realizable value when other secured loans are 120 days past due. Loans at these respective delinquency thresholds for which the Company can clearly document that the loan is both well-secured and in the process of collection, such that collection will occur regardless of delinquency status, need not be charged off.

For all classes, all interest accrued but not collected for loans that are placed on nonaccrual or charged off are reversed against interest income. The interest on these loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured. Nonaccrual loans are returned to accrual status when, in

December 31, 2013 and 2012

the opinion of management, the financial position of the borrower indicates there is no longer any reasonable doubt as to the timely collection of interest or principal. The Company requires a period of satisfactory performance of not less than six months before returning a nonaccrual loan to accrual status.

When cash payments are received on impaired loans in each loan class, the Company records the payment as interest income unless collection of the remaining recorded principal amount is doubtful, at which time payments are used to reduce the principal balance of the loan. Troubled debt restructured loans recognize interest income on an accrual basis at the renegotiated rate if the loan is in compliance with the modified terms, no principal reduction has been granted and the loan has demonstrated the ability to perform in accordance with the renegotiated terms for a period of at least six months.

Allowance for Loan Losses

The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to income. 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 monthly basis by Bank 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 allowance consists of allocated and general components. The allocated component relates to loans that are classified as impaired. For those loans that are classified as impaired, an allowance is established when the discounted cash flows (or collateral value or observable market price) of the impaired loan is lower than the carrying value of that loan. The general component covers non-impaired loans and is based on historical charge-off experience by segment. The historical loss experience is determined by portfolio segment and is based on the actual loss history experienced by the Company over the prior three years. Management believes the three year historical loss experience methodology is appropriate in the current economic environment. Other adjustments (qualitative/environmental considerations) for each segment may be added to the allowance for each loan segment after an assessment of internal or external influences on credit quality that are not fully reflected in the historical loss or risk rating data.

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and interest payments when due based on the loan's current payment status and the borrower's financial condition including available sources of cash flows. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired.

December 31, 2013 and 2012

Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan-by-loan basis for non-homogenous type loans such as commercial, non-owner residential and construction loans by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price or the fair value of the collateral if the loan is collateral dependent. For impaired loans where the Company utilizes the discounted cash flows to determine the level of impairment, the Company includes the entire change in the present value of cash flows as bad debt expense.

The fair values of collateral dependent impaired loans are based on independent appraisals of the collateral. In general, the Company acquires an updated appraisal upon identification of impairment and annually thereafter for commercial, commercial real estate and multi-family loans. If the most recent appraisal is over a year old, and a new appraisal is not performed, due to lack of comparable values or other reasons, the existing appraisal is utilized and discounted generally 10% -35% based on the age of the appraisal, condition of the subject property, and overall economic conditions. After determining the collateral value as described, the fair value is calculated based on the determined collateral value less selling expenses. The potential for outdated appraisal values is considered in our determination of the allowance for loan losses through our analysis of various trends and conditions including the local economy, trends in charge-offs and delinquencies, etc. and the related qualitative adjustments assigned by the Company.

Segments of loans with similar risk characteristics are collectively evaluated for impairment based on the segment's historical loss experience adjusted for changes in trends, conditions and other relevant factors that affect repayment of the loans. Accordingly, the Company does not separately identify individual consumer and residential loans for impairment measurements, unless such loans are the subject of a restructuring agreement due to financial difficulties of the borrower.

In the course of working with borrowers, the Company may choose to restructure the contractual terms of certain loans. In this scenario, the Company attempts to work-out an alternative payment schedule with the borrower in order to optimize collectability of the loan. Any loans that are modified are reviewed by the Company to identify if a troubled debt restructuring ("TDR") has occurred, which is when, for economic or legal reasons related to a borrower's financial difficulties, the Company grants a concession to the borrower that it would not otherwise consider. Terms may be modified to fit the ability of the borrower to repay in line with its current financial status and the restructuring of the loan may include the transfer of assets from the borrower to satisfy the debt, a modification of loan terms, or a combination of the two. If such efforts by the Company do not result in a satisfactory arrangement, the loan is referred to legal counsel, at which time foreclosure proceedings are initiated. At any time prior to a sale of the property at foreclosure, the Company may terminate foreclosure proceedings if the borrower is able to work-out a satisfactory payment plan.

December 31, 2013 and 2012

It is the Company's policy to have any restructured loans which are on nonaccrual status prior to being restructured remain on nonaccrual status until six months of satisfactory borrower performance at which time management would consider its return to accrual status. If a loan was accruing at the time of restructuring, the Company reviews the loan to determine if it is appropriate to continue the accrual of interest on the restructured loan.

With regard to determination of the amount of the allowance for credit losses, trouble debt restructured loans are considered to be impaired. As a result, the determination of the amount of impaired loans for each portfolio segment within troubled debt restructurings is the same as detailed previously.

Premises and Equipment

Depreciable assets are stated at cost less accumulated depreciation. Depreciation is charged to expense using the straight-line method over the estimated useful lives of the assets. An accelerated method is used for tax purposes.

Federal Home Loan Bank Stock

Federal Home Loan Bank stock is a required investment for institutions that are members of the Federal Home Loan Bank system. The required investment in the common stock is based on a predetermined formula, carried at cost and evaluated for impairment.

Foreclosed Assets Held for Sale

Assets acquired through, or in lieu of, loan foreclosure are held for sale and are initially recorded at fair value, less costs to sell, at the date of foreclosure, establishing a new cost basis. Subsequent to foreclosure, valuations are periodically performed by management and the assets are carried at the lower of carrying amount or fair value less cost to sell. Revenue and expenses from operations and changes in the valuation allowance are included in net income or expense from foreclosed assets.

Bank-Owned Life Insurance

The Company and the Bank have purchased life insurance policies on certain key executives. Company and bank-owned life insurance is recorded at its cash surrender value, or the amount that can be realized.

December 31, 2013 and 2012

Intangible Asset

In conjunction with an acquisition, the Company recorded a core deposit intangible asset of approximately \$812,000. This asset was recorded at fair value and is being amortized over a seven year period using the straight line method. The carrying amount and accumulated amortization of the core deposit intangible asset at December 31, 2013 and 2012 was:

	Gross Carrying Amount	2013 Accumulated Amortization	2012 Accumulated Amortization
		(In thousands)	
Core deposits	\$ <u>812</u>	\$ <u>626</u>	\$ <u>507</u>

Amortization expense was \$119,000 for both the years ended December 31, 2013 and 2012. Estimated amortization expense is \$119,000 in 2014 and \$67,000 in 2015.

Treasury Stock

Common shares repurchased are recorded at cost. Cost of shares retired or reissued is determined using the weighted average cost.

Stock Options and Restricted Stock Awards

The Company has a share-based employee compensation plan, which is described more fully in Note 14.

Income Taxes

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

Deferred income tax expense results from changes in deferred tax assets and liabilities between periods. Deferred tax assets are reduced by a valuation allowance if based on the weight of evidence available it is more likely than not that some portion or all of a deferred tax asset will not be realized.

December 31, 2013 and 2012

Uncertain tax positions are recognized if it is more likely than not, based on the technical merits, that the tax position will be realized or sustained upon examination. The term more likely than not means a likelihood of more than 50 percent; the terms examined and upon examination also include resolution of the related appeals or litigation processes, if any. A tax position that meets the more-likely-than-not recognition threshold is initially and subsequently measured as the largest amount of tax benefit that has a greater than 50 percent likelihood of being realized upon settlement with a taxing authority that has full knowledge of all relevant information. The determination of whether or not a tax position has met the more-likely-than-not recognition threshold considers the facts, circumstances and information available at the reporting date and is subject to management's judgment. At December 31, 2013, the Company had no uncertain tax positions.

The Company recognizes interest and penalties on income taxes as a component of income tax expense.

The Company files consolidated income tax returns with its subsidiary. With a few exceptions, the Company is no longer subject to the examination by tax authorities for years before 2010.

Deferred Compensation Plan

Directors have the option to defer all or a portion of fees for their services into a deferred stock compensation plan that invests in common shares of the Company. Officers of the Company have the option to defer up to 50% of their annual incentive award into this plan. The plan does not permit diversification and must be settled by the delivery of a fixed number of shares of the Company stock. The stock held in the plan is included in equity as deferred shares and is accounted for in a manner similar to treasury stock. Subsequent changes in the fair value of the Company's stock are not recognized. The deferred compensation obligation is also classified as an equity instrument and changes in the fair value of the amount owed to the participant are not recognized.

Stockholders' Equity and Dividend Restrictions

The Bank is subject to certain restrictions on the amount of dividends that it may declare without prior regulatory approval. Generally, the Bank's payment of dividends is limited to net income for the current year plus the two preceding calendar years, less capital distributions paid over the comparable time period. Dividend payments to the stockholders may be legally paid from additional paid-in capital or retained earnings.

Earnings Per Share

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

December 31, 2013 and 2012

Treasury stock shares, deferred compensation shares and unearned ESOP shares are not deemed outstanding for earnings per share calculations.

Comprehensive Income

Comprehensive income consists of net income and other comprehensive income, net of applicable income taxes. Other comprehensive income includes unrealized appreciation (depreciation) on available-for-sale securities and changes in the funded status of the defined benefit pension plan.

Advertising

Advertising costs are expensed as incurred.

Note 2: Restriction on Cash and Due From Banks

The Company is required to maintain reserve funds in cash and/or on deposit with the Federal Reserve Bank. The reserve required at December 31, 2013 and 2012, was \$3.3 million and \$5.3 million, respectively.

December 31, 2013 and 2012

Note 3: Securities

The amortized cost and approximate fair values, together with gross unrealized gains and losses of securities are as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Approximate Fair Value
(In thousands)				
Available-for-sale Securities:				
December 31, 2013:				
U.S. government agencies	\$ 21,000	\$ —	\$ (849)	\$ 20,151
State and political subdivisions	6,196	191	—	6,387
Equity securities	4	22	—	26
	<u>\$ 27,200</u>	<u>\$ 213</u>	<u>\$ (849)</u>	<u>\$ 26,564</u>
Available-for-sale Securities:				
December 31, 2012:				
U.S. government agencies	\$ 23,980	\$ 93	\$ (3)	\$ 24,070
State and political subdivisions	10,345	414	—	10,759
Equity securities	4	20	—	24
	<u>\$ 34,329</u>	<u>\$ 527</u>	<u>\$ (3)</u>	<u>\$ 34,853</u>

December 31, 2013 and 2012

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Approximate Fair Value
(In thousands)				
Held-to-maturity Securities:				
December 31, 2013:				
State and political subdivisions	\$ 955	\$ 15	\$ —	\$ 970
December 31, 2012:				
State and political subdivisions	\$ 2,768	\$ 72	\$ —	\$ 2,840

The amortized cost and fair value of available-for-sale securities and held-to-maturity securities at December 31, 2013, by contractual 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. Maturities for mortgage-backed securities are presented in the table below based on their projected maturities.

	Available-for-sale		Held-to-maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
(In thousands)				
Within one year	\$ —	\$ —	\$ 386	\$ 399
One to five years	6,402	6,418	569	571
Five to ten years	14,794	14,520	—	—
After ten years	6,000	5,600	—	—
	27,196	26,538	955	970
Equity securities	4	26	—	—
Totals	\$ 27,200	\$ 26,564	\$ 955	\$ 970

The carrying value of securities pledged as collateral, to secure public deposits and for other purposes, was \$19.6 million and \$25.5 million at December 31, 2013 and 2012, respectively.

Certain investments in debt securities are reported in the financial statements at an amount less than their historical cost. The total fair value of these investments at December 31, 2013 and 2012, was \$20.2 million and \$3.0 million, which represented approximately 73.2% and 8.0%, respectively, of the Company's available-for-sale and held-to-maturity investment portfolio.

Based on evaluation of available evidence, including recent changes in market interest rates, credit rating information and information obtained from regulatory filings, management believes the declines in fair value for these securities are temporary.

December 31, 2013 and 2012

The following tables show the Company's investments' gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at December 31, 2013 and 2012:

Description of Securities	December 31, 2013				Total Fair Value Unrealized Losses	
	Less than 12 Months		12 Months or More			
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses		
(In thousands)						
US Government agencies	\$ 20,151	\$ (849)	\$ —	\$ —	\$ 20,151	\$ (849)
Total temporarily impaired securities	\$ 20,151	\$ (849)	\$ —	\$ —	\$ 20,151	\$ (849)

U. S. Government Agencies

The unrealized losses on the Company's investments in direct obligations of U. S. government agencies were caused by interest rate increases. The contractual terms of those investments do not permit the issuer to settle the securities at a price less than the amortized cost bases of the investments. Because the Company does not intend to sell the investments and it is not more likely than not the Company will be required to sell the investments before recovery of their amortized cost bases, which may be maturity, the Company does not consider those investments to be other-than-temporarily impaired at December 31, 2013.

Description of Securities	December 31, 2012				Total Fair Value Unrealized Losses	
	Less than 12 Months		12 Months or More			
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses		
(In thousands)						
US Government agencies	\$ 2,997	\$ (3)	\$ —	\$ —	\$ 2,997	\$ (3)
Total temporarily impaired securities	\$ 2,997	\$ (3)	\$ —	\$ —	\$ 2,997	\$ (3)

December 31, 2013 and 2012

The contractual terms of those investments in an unrealized loss position do not permit the issuer to settle the securities at a price less than the amortized cost bases of the investments. Because the Company does not intend to sell the investments and it is not more likely than not the Company will be required to sell the investments before recovery of their amortized cost bases, which may be maturity, the Company does not consider those investments to be other-than-temporarily impaired at December 31, 2013.

Note 4: Loans and Allowance for Loan Losses

Categories of loans at December 31, include:

	2013	2012
	(In thousands)	
Commercial loans	\$ 55,136	\$ 47,130
Commercial real estate	144,972	144,144
Residential real estate	82,832	73,623
Installment loans	<u>26,562</u>	<u>31,585</u>
Total gross loans	309,502	296,482
Less allowance for loan losses	<u>(2,894)</u>	<u>(2,708)</u>
Total loans	<u>\$ 306,608</u>	<u>\$ 293,774</u>

The risk characteristics of each loan portfolio segment are as follows:

Commercial

Commercial loans are primarily based on the identified cash flows of the borrower and secondarily on the underlying collateral provided by the borrower. The cash flows of borrowers, however, may not be as expected and the collateral securing these loans may fluctuate in value. Most commercial loans are secured by the assets being financed or other business assets, such as accounts receivable or inventory, and may include a personal guarantee. Short-term loans may be made on an unsecured basis. In the case of loans secured by accounts receivable, the availability of funds for the repayment of these loans may be substantially dependent on the ability of the borrower to collect amounts due from its customers.

December 31, 2013 and 2012

Commercial Real Estate

Commercial real estate loans are viewed primarily as cash flow loans and secondarily as loans secured by real estate. Commercial real estate lending typically involves higher loan principal amounts and the repayment of these loans is generally dependent on the successful operation of the property securing the loan or the business conducted on the property securing the loan. Commercial real estate loans may be more adversely affected by conditions in the real estate markets or in the general economy. The characteristics of properties securing the Company's commercial real estate portfolio are diverse, but with geographic location almost entirely in the Company's market area. Management monitors and evaluates commercial real estate loans based on collateral, geography and risk grade criteria. In general, the Company avoids financing single purpose projects unless other underwriting factors are present to help mitigate risk. In addition, management tracks the level of owner-occupied commercial real estate versus nonowner-occupied loans.

Residential and Consumer

Residential and consumer loans consist of two segments - residential mortgage loans and personal loans. For residential mortgage loans that are secured by 1-4 family residences and are generally owner-occupied, the Company generally establishes a maximum loan-to-value ratio and requires private mortgage insurance if that ratio is exceeded. Home equity loans are typically secured by a subordinate interest in 1-4 family residences, and consumer personal loans are secured by consumer personal assets, such as automobiles or recreational vehicles. Some consumer personal loans are unsecured, such as small installment loans and certain lines of credit. Repayment of these loans is primarily dependent on the personal income of the borrowers, which can be impacted by economic conditions in their market areas, such as unemployment levels. Repayment can also be impacted by changes in property values on residential properties. Risk is mitigated by the fact that the loans are of smaller individual amounts and spread over a large number of borrowers.

Notes to Consolidated Financial Statements

December 31, 2013 and 2012

The following tables present the balance in the allowance for loan losses and the recorded investment in loans based on portfolio segment and impairment method as of December 31, 2013 and 2012:

	2013					
	Commercial	Real Estate	Installment	Residential	Unallocated	Total
	(In thousands)					
Allowance for loan losses:						
Balance, beginning of year	\$ 598	\$ 1,347	\$ 200	\$ 116	\$ 447	\$ 2,708
Provision charged to expense	457	378	183	28	195	1,241
Losses charged off	(645)	(130)	(399)	(59)	—	(1,233)
Recoveries	2	14	157	5	—	178
Balance, end of year	<u>\$ 412</u>	<u>\$ 1,609</u>	<u>\$ 141</u>	<u>\$ 90</u>	<u>\$ 642</u>	<u>\$ 2,894</u>
Ending balance: individually evaluated for impairment	<u>\$ 238</u>	<u>\$ 1,151</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 1,389</u>
Ending balance: collectively evaluated for impairment	<u>\$ 174</u>	<u>\$ 458</u>	<u>\$ 141</u>	<u>\$ 90</u>	<u>\$ 642</u>	<u>\$ 1,505</u>
Loans:						
Ending balance: individually evaluated for impairment	<u>\$ 655</u>	<u>\$ 5,675</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 6,330</u>
Ending balance: collectively evaluated for impairment	<u>\$ 54,481</u>	<u>\$ 139,297</u>	<u>\$ 26,562</u>	<u>\$ 82,832</u>	<u>\$ —</u>	<u>\$ 303,172</u>

Notes to Consolidated Financial Statements

December 31, 2013 and 2012

	2012					
	Commercial	Real Estate	Installment	Residential	Unallocated	Total
	(In thousands)					
Allowance for loan losses:						
Balance, beginning of year	\$ 183	\$ 2,321	\$ 235	\$ 95	\$ 87	\$ 2,921
Provision charged to expense	392	183	86	107	360	1,128
Losses charged off	(67)	(1,166)	(310)	(90)	—	(1,633)
Recoveries	90	9	189	4	—	292
Balance, end of year	<u>\$ 598</u>	<u>\$ 1,347</u>	<u>\$ 200</u>	<u>\$ 116</u>	<u>\$ 447</u>	<u>\$ 2,708</u>
Ending balance: individually evaluated for impairment	<u>\$ 458</u>	<u>\$ 916</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 1,374</u>
Ending balance: collectively evaluated for impairment	<u>\$ 140</u>	<u>\$ 431</u>	<u>\$ 200</u>	<u>\$ 116</u>	<u>\$ 447</u>	<u>\$ 1,334</u>
Loans:						
Ending balance: individually evaluated for impairment	<u>\$ 1,015</u>	<u>\$ 5,943</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 6,958</u>
Ending balance: collectively evaluated for impairment	<u>\$ 46,115</u>	<u>\$ 138,201</u>	<u>\$ 31,585</u>	<u>\$ 73,623</u>	<u>\$ —</u>	<u>\$ 289,524</u>

To facilitate the monitoring of credit quality within the loan portfolio, and for purposes of analyzing historical loss rates used in the determination of the ALLL, the Company utilizes the following categories of credit grades: pass, special mention, substandard, and doubtful. The four categories, which are derived from standard regulatory rating definitions, are assigned upon initial approval of credit to borrowers and updated periodically thereafter. Pass ratings, which are assigned to those borrowers that do not have identified potential or well defined weaknesses and for which there is a high likelihood of orderly repayment, are updated periodically based on the size and credit characteristics of the borrower. All other categories are updated on at least a quarterly basis.

December 31, 2013 and 2012

The Company assigns a special mention rating to loans that have potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may, at some future date, result in the deterioration of the repayment prospects for the loan or the Company's credit position.

The Company assigns a substandard rating to loans that are inadequately protected by the current sound worth and paying capacity of the borrower or of the collateral pledged. Substandard loans have well defined weaknesses or weaknesses that could jeopardize the orderly repayment of the debt. Loans and leases in this grade also are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies noted are not addressed and corrected.

The Company assigns a doubtful rating to loans that have all the attributes of a substandard rating with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable. The possibility of loss is extremely high, but because of certain important and reasonable specific pending factors that may work to the advantage of and strengthen the credit quality of the loan or lease, its classification as an estimated loss is deferred until its more exact status may be determined. Pending factors may include a proposed merger or acquisition, liquidation proceeding, capital injection, perfecting liens on additional collateral or refinancing plans.

The following table shows the portfolio quality indicators as of December 31, 2013:

Loan Class	Commercial	Commercial Real Estate	Residential	Installment	Total
	(In thousands)				
Pass Grade	\$ 51,739	\$ 135,739	\$ 82,832	\$ 26,562	\$ 296,872
Special Mention	2,727	2,848	—	—	5,575
Substandard	670	6,385	—	—	7,055
Doubtful	—	—	—	—	—
	<u>\$ 55,136</u>	<u>\$ 144,972</u>	<u>\$ 82,832</u>	<u>\$ 26,562</u>	<u>\$ 309,502</u>

The following table shows the portfolio quality indicators as of December 31, 2012:

Loan Class	Commercial	Commercial Real Estate	Residential	Installment	Total
	(In thousands)				
Pass Grade	\$ 43,364	\$ 133,402	\$ 73,623	\$ 31,585	\$ 281,974
Special Mention	2,698	3,005	—	—	5,703
Substandard	1,068	7,737	—	—	8,805
Doubtful	—	—	—	—	—
	<u>\$ 47,130</u>	<u>\$ 144,144</u>	<u>\$ 73,623</u>	<u>\$ 31,585</u>	<u>\$ 296,482</u>

December 31, 2013 and 2012

The Company evaluates the loan risk grading system definitions and allowance for loan losses methodology on an ongoing basis. During 2012, a single out of area loan relationship accounted for \$1,032,000 of the net loan amount charged off. Excluding this individual loan loss, the net loan amounts charged off during 2012 were \$309,000. This relationship is not deemed to be representative of the risk profile of our loan portfolio and therefore the impact of the charge-off was excluded from our allowance for loan loss methodology for 2012. No significant methodology changes were made during 2013. The impact of this change in methodology did not have a material impact on the level of loan loss reserve at December 31, 2013 and 2012.

The following table shows the loan portfolio aging analysis of the recorded investment in loans as of December 31, 2013:

	30-59 Days Past Due and Accruing	60-89 Days Past Due and Accruing	Greater Than 90 Days and Accruing	Non Accrual	Total Past Due and Non Accrual	Current	Total Loans Receivable
	(In thousands)						
Commercial	\$ 38	\$ —	\$ 84	\$ 641	\$ 763	\$ 54,373	\$ 55,136
Commercial real estate	—	—	105	953	1,058	143,914	144,972
Installment	101	67	—	34	202	26,360	26,562
Residential	<u>233</u>	<u>56</u>	<u>—</u>	<u>1,252</u>	<u>1,541</u>	<u>81,291</u>	<u>82,832</u>
Total	<u>\$ 372</u>	<u>\$ 123</u>	<u>\$ 189</u>	<u>\$ 2,880</u>	<u>\$ 3,564</u>	<u>\$ 305,938</u>	<u>\$ 309,502</u>

The following table shows the loan portfolio aging analysis of the recorded investment in loans as of December 31, 2012:

	30-59 Days Past Due and Accruing	60-89 Days Past Due and Accruing	Greater Than 90 Days and Accruing	Non Accrual	Total Past Due and Non Accrual	Current	Total Loans Receivable
	(In thousands)						
Commercial	\$ 144	\$ —	\$ 84	\$ 541	\$ 769	\$ 46,361	\$ 47,130
Commercial real estate	87	—	—	1,114	1,201	142,943	144,144
Installment	189	11	—	41	241	31,344	31,585
Residential	<u>1,088</u>	<u>91</u>	<u>—</u>	<u>1,564</u>	<u>2,743</u>	<u>70,880</u>	<u>73,623</u>
Total	<u>\$ 1,508</u>	<u>\$ 102</u>	<u>\$ 84</u>	<u>\$ 3,260</u>	<u>\$ 4,954</u>	<u>\$ 291,528</u>	<u>\$ 296,482</u>

December 31, 2013 and 2012

A loan is considered impaired, in accordance with the impairment accounting guidance (ASC 310-10-35-16), when based on current information and events, it is probable the Company will be unable to collect all amounts due from the borrower in accordance with the contractual terms of the loan. Impaired loans include nonperforming commercial loans but also include loans modified in troubled debt restructurings where concessions have been granted to borrowers experiencing financial difficulties. These concessions could include a reduction in the interest rate on the loan, payment extensions, forgiveness of principal, forbearance or other actions intended to maximize collection.

The following table presents impaired loans for the year ended December 31, 2013:

	Recorded Balance	Unpaid Principal Balance	Specific Allowance	Average Investment in Impaired Loans	Interest Income Recognized
(In thousands)					
Loans without a specific valuation allowance:					
Commercial	\$ 136	\$ 136	\$ —	\$ 116	\$ 2
Commercial real estate	<u>888</u>	<u>888</u>	<u>—</u>	<u>894</u>	<u>53</u>
	1,024	1,024	—	1,010	57
Loans with a specific valuation allowance:					
Commercial	519	519	238	521	27
Commercial real estate	<u>4,787</u>	<u>4,787</u>	<u>1,151</u>	<u>4,991</u>	<u>203</u>
	5,306	5,306	1,389	5,512	230
Total:					
Commercial	<u>\$ 655</u>	<u>\$ 655</u>	<u>\$ 238</u>	<u>\$ 637</u>	<u>\$ 29</u>
Commercial Real Estate	<u>\$ 5,675</u>	<u>\$ 5,675</u>	<u>\$ 1,151</u>	<u>\$ 5,885</u>	<u>\$ 256</u>

December 31, 2013 and 2012

The following table presents impaired loans for the year ended December 31, 2012:

	Recorded Balance	Unpaid Principal Balance	Specific Allowance	Average Investment in Impaired Loans	Interest Income Recognized
(In thousands)					
Loans without a specific valuation allowance:					
Commercial	\$ 361	\$ 361	\$ —	\$ 465	\$ 16
Commercial real estate	1,546	1,546	—	2,717	50
Consumer	—	—	—	10	—
Residential	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
	1,907	1,907	—	3,192	66
Loans with a specific valuation allowance:					
Commercial	654	654	458	740	13
Commercial real estate	4,397	4,397	916	4,267	230
Consumer	—	—	—	28	—
Residential	<u>—</u>	<u>—</u>	<u>—</u>	<u>3</u>	<u>—</u>
	5,051	5,051	1,374	5,038	243
Total:					
Commercial	<u>\$ 1,015</u>	<u>\$ 1,015</u>	<u>\$ 458</u>	<u>\$ 1,205</u>	<u>\$ 29</u>
Commercial Real Estate	<u>\$ 5,943</u>	<u>\$ 5,943</u>	<u>\$ 916</u>	<u>\$ 6,984</u>	<u>\$ 280</u>
Consumer	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 38</u>	<u>\$ —</u>
Residential	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 3</u>	<u>\$ —</u>

At December 31, 2013 and 2012, the Company had certain loans that were modified in troubled debt restructurings and impaired. The modification of terms of such loans included one or a combination of the following: an extension of maturity, a reduction of the stated interest rate or a permanent reduction of the recorded investment in the loan.

December 31, 2013 and 2012

The following tables present information regarding troubled debt restructurings by class and by type of modification for the years ended December 31, 2013 and 2012:

Year Ended December 31, 2013			
Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	
(In thousands)			
Commercial real estate	4	\$ 3,243	\$ 3,243

Year Ended December 31, 2013			
Interest Only	Term	Combination	Total Modification
(In thousands)			
Commercial real estate	\$ 1,010	\$ 356	\$ 1,877
			\$ 3,243

Year Ended December 31, 2012			
Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	
(In thousands)			
Commercial	3	\$ 152	\$ 68
Commercial real estate	3	464	339

December 31, 2013 and 2012

Year Ended December 31, 2012			
Interest Only	Term	Combination	Total Modification
(In thousands)			
Commercial	\$ —	\$ —	\$ 68
Commercial real estate	—	339	—
			\$ 339

During 2013 and 2012, the troubled debt restructurings described above increased the allowance for loan losses by \$76,000 and \$209,000.

At December 31, 2013 and 2012 and for the years ended, there were no material defaults of any troubled debt restructurings that were modified in the last 12 months. The Company generally considers TDR's that become 90 days or more past due under the modified terms as subsequently defaulted.

Note 5: Premises and Equipment

Major classifications of premises and equipment, stated at cost, are as follows:

	2013	2012
	(In thousands)	
Land, buildings and improvements	\$ 14,882	\$ 13,873
Leasehold improvements	—	264
Furniture and equipment	10,616	10,075
Computer software	<u>1,987</u>	<u>1,977</u>
	27,485	26,189
Less accumulated depreciation	<u>(16,762)</u>	<u>(15,804)</u>
Net premises and equipment	<u>\$ 10,723</u>	<u>\$ 10,385</u>

December 31, 2013 and 2012

Note 6: Time Deposits

Time deposits in denominations of \$100,000 or more were \$19.2 million at December 31, 2013 and \$27.5 million at December 31, 2012.

At December 31, 2013, the scheduled maturities of time deposits are as follows:

Due during the year ending December 31,	(In thousands)
2014	\$ 34,874
2015	19,499
2016	10,680
2017	5,254
2018	5,934
Thereafter	<u>2,065</u>
	<u>\$ 78,306</u>

Note 7: Borrowings

At December 31, advances from the Federal Home Loan Bank were as follows:

	2013	2012
	(In thousands)	
Maturities January 2014 through August 2025, primarily at fixed rates ranging from 3.08% to 6.65%, averaging 3.83%	\$ 26,991	\$ —
Maturities September 2013 through August 2025, primarily at fixed rates ranging from 3.08% to 6.65%, averaging 4.95%	<u>—</u>	<u>32,429</u>
	<u>\$ 26,991</u>	<u>\$ 32,439</u>

At December 31, 2013 required annual principal payments on Federal Home Loan Bank advances were as follows:

For the year ending December 31,	(In thousands)
2014	\$ 265
2015	171
2016	6,165
2017	20,127
2018	118
Thereafter	<u>145</u>
	<u>\$ 26,991</u>

December 31, 2013 and 2012

At December 31, 2013 and 2012, as a member of the Federal Home Loan Bank system the Bank had the ability to obtain up to \$52.9 million and \$30.1 million, respectively, in additional borrowings based on securities and certain loans pledged to the FHLB. At December 31, 2013 and 2012, the Bank had approximately \$115.2 million and \$110.7 million, respectively of one- to four-family residential real estate and commercial real estate loans pledged as collateral for borrowings. Also at December 31, 2013 and 2012, the Company and the Bank have cash management lines of credit with various correspondent banks (excluding FHLB cash management lines of credit) enabling additional borrowings of up to \$15.0 million.

Short-term borrowings include approximately \$5.7 million and \$10.7 million at December 31, 2013 and 2012, respectively, of securities sold under agreements to repurchase.

Securities sold under agreements to repurchase are financing arrangements whereby the Company sells securities and agrees to repurchase the identical securities at the maturities of the agreements at specified prices. Physical control is maintained for all securities sold under repurchase agreements. Information concerning securities sold under agreements to repurchase is summarized as follows:

	2013	2012
	(Dollars in thousands)	
Balance outstanding at year end	\$ 5,746	\$ 10,681
Average daily balance during the year	\$ 11,328	\$ 11,525
Average interest rate during the year	0.12%	0.15%
Maximum month-end balance during the year	\$ 15,141	\$ 13,706
Weighted-average interest rate at year end	0.12%	0.15%

Securities with an approximate carrying value of \$8.3 million and \$9.2 million at December 31, 2013 and 2012, respectively, were pledged as collateral for repurchase borrowings.

December 31, 2013 and 2012

Note 8: Subordinated Debentures

In 2005, a Delaware statutory business trust owned by the Company, United Bancorp Statutory Trust I ("Trust I" or the "Trust"), issued \$4.0 million of mandatorily redeemable debt securities. The sale proceeds were utilized to purchase \$4.0 million of the Company's subordinated debentures which mature in 2035. The Company's subordinated debentures are the sole asset of Trust I. The Company's investment in Trust I is not consolidated herein as the Company is not deemed the primary beneficiary of the Trust. However, the \$4.0 million of mandatorily redeemable debt securities issued by the Trust are includible for regulatory purposes as a component of the Company's Tier I Capital. Interest on the Company's subordinated debentures is fixed at 6.25% through 2015 and then beginning in January 2016 the interest rate is a variable rate per annum, reset quarterly, equal to three month LIBOR plus 1.35% and is payable quarterly. Currently the three month LIBOR rate is approximately 0.24%.

Note 9: Income Taxes

The provision for income taxes includes these components:

	2013	2012
	(In thousands)	
Taxes currently payable	\$ 683	\$ 435
Deferred income taxes (benefit)	(327)	111
Income tax expense	<u>\$ 356</u>	<u>\$ 546</u>

A reconciliation of income tax expense at the statutory rate to the Company's actual income tax expense is shown below:

	2013	2012
	(In thousands)	
Computed at the statutory rate (34%)	\$ 1,009	\$ 1,001
(Decrease) increase resulting from		
Tax exempt interest	(148)	(231)
Earnings on bank-owned life insurance - net	(472)	(156)
Other	(33)	(68)
Actual tax expense	<u>\$ 356</u>	<u>\$ 546</u>

December 31, 2013 and 2012

The tax effects of temporary differences related to deferred taxes shown on the balance sheets were:

	2013	2012
	(In thousands)	
Deferred tax assets		
Allowance for loan losses	\$ 506	\$ 371
Stock based compensation	350	333
Allowance for losses on foreclosed real estate	101	101
Deferred compensation	696	655
Employee benefit expense	—	553
Intangible assets	116	54
Non-accrual loan interest	87	58
Unrealized losses on securities available for sale	218	—
Alternative minimum taxes	18	79
Total deferred tax assets	<u>2,092</u>	<u>2,204</u>
Deferred tax liabilities		
Depreciation	(256)	(277)
Deferred loan costs, net	(238)	(234)
Accretion	(3)	(8)
FHLB stock dividends	(583)	(583)
Mortgage servicing rights	(30)	(38)
Employee benefit expense	(238)	—
Unrealized gains on securities available for sale	—	(177)
Total deferred tax liabilities	<u>(1,348)</u>	<u>(1,317)</u>
Net deferred tax asset	<u>\$ 744</u>	<u>\$ 887</u>

December 31, 2013 and 2012

Note 10: Accumulated Other Comprehensive Loss

The components of accumulated other comprehensive loss, included in stockholders' equity, are as follows:

	2013	2012
	(In thousands)	
Net unrealized (loss) gain on securities available-for-sale	\$ (636)	\$ 524
Net unrealized gain (loss) for funded (unfunded) status of defined benefit plan liability	<u>346</u>	<u>(2,169)</u>
	(290)	(1,645)
Tax effect	<u>99</u>	<u>558</u>
Net-of-tax amount	<u>\$ (191)</u>	<u>\$ (1,087)</u>

Note 11: Regulatory Matters

The Company and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory—and possibly additional discretionary—actions by regulators that, if undertaken, could have a direct material effect on the Company's and the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and the Bank must meet specific capital guidelines that involve quantitative measures of assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors. Furthermore, the Company and the Bank's regulators could require adjustments to regulatory capital not reflected in these financial statements.

Quantitative measures established by regulation to ensure capital adequacy require the Company and the Bank to maintain minimum amounts and ratios (set forth in the table below) of total and Tier I capital (as defined in the regulations) to risk-weighted assets (as defined), and of Tier I capital (as defined) to average assets (as defined). Management believes, as of December 31, 2011, that the Company and the Bank meet all capital adequacy requirements to which they are subject.

As of December 31, 2013, the most recent notification from Federal Deposit Insurance Corporation categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well-capitalized, the Bank must maintain capital ratios as set forth in the table. There are no conditions or events since that notification that management believes have changed the Bank's category.

December 31, 2013 and 2012

The Company's and Bank's actual capital amounts and ratios are presented in the following table.

	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
(Dollars in thousands)						
As of December 31, 2013						
Total Capital (to Risk-Weighted Assets)						
Consolidated	\$ 45,772	15.1%	\$ 24,321	8.0%	N/A	N/A
Citizens	41,219	13.6	24,168	8.0	\$ 30,210	10.0%
Tier I Capital (to Risk-Weighted Assets)						
Consolidated	\$ 42,868	14.1%	\$ 12,161	4.0%	N/A	N/A
Citizens	38,315	12.7	12,084	4.0	\$ 18,126	6.0%
Tier I Capital (to Average Assets)						
Consolidated	\$ 42,868	10.3%	\$ 16,688	4.0%	N/A	N/A
Citizens	38,315	9.7	15,808	4.0	\$ 19,760	5.0%
As of December 31, 2012						
Total Capital (to Risk-Weighted Assets)						
Consolidated	\$ 44,113	14.9%	\$ 23,748	8.0%	N/A	N/A
Citizens	40,584	13.7	23,680	8.0	\$ 29,601	10.0%
Tier I Capital (to Risk-Weighted Assets)						
Consolidated	\$ 41,396	14.0%	\$ 11,874	4.0%	N/A	N/A
Citizens	37,867	12.8	11,840	4.0	\$ 17,760	6.0%
Tier I Capital (to Average Assets)						
Consolidated	\$ 41,396	9.6%	\$ 17,342	4.0%	N/A	N/A
Citizens	37,867	8.5	17,889	4.0	\$ 22,361	5.0%

December 31, 2013 and 2012

Note 12: Related Party Transactions

At December 31, 2013 and 2012, the Bank had loan commitments outstanding to executive officers, directors, significant stockholders and their affiliates (related parties). In management's opinion, such loans and other extensions of credit and deposits were made in the ordinary course of business and were made on substantially the same terms (including interest rates and collateral) as those prevailing at the time for comparable transactions with other persons. Further, in management's opinion, these loans did not involve more than normal risk of collectibility or present other unfavorable features. Such loans are summarized below.

	2013	2012
	(In thousands)	
Aggregate balance – January 1	\$ 5,194	\$ 7,633
New loans	619	496
	<u>(553)</u>	<u>(2,935)</u>
Repayments		
Aggregate balance – December 31	\$ <u>5,260</u>	\$ <u>5,194</u>

Deposits from related parties held by the Bank at December 31, 2013 and 2012, totaled \$1.5 million and \$32.7 million, respectively.

Note 13: Benefit Plans***Pension and Other Postretirement Benefit Plans***

The Company has a noncontributory defined benefit pension plan covering all employees who meet the eligibility requirements. The Company's funding policy is to make the minimum annual contribution that is required by applicable regulations, plus such amounts as the Company may determine to be appropriate from time to time. The Company expects to contribute \$250,000 to the plan in 2014.

December 31, 2013 and 2012

The Company uses a December 31 measurement date for the plan. Effective January 1, 2014, the Company amended the plan so that benefits earned under the Final Average Earnings plan design are frozen and all employees will earn future benefits under the Career Average Earnings plan design. As a result of the plan formula change, the Projected Benefit Obligation is equal to the Accumulated Benefit Obligation as of December 31, 2013. Information about the plan's funded status and pension cost follows:

	Pension Benefits	
	2013	2012
	(In thousands)	
Change in benefit obligation		
Beginning of year	\$ (4,831)	\$ (4,163)
Service cost	(356)	(357)
Interest cost	(172)	(179)
Plan Amendment	1,113	—
Actuarial gain (loss)	807	(364)
Benefits paid	<u>193</u>	<u>232</u>
End of year	<u>(3,246)</u>	<u>(4,831)</u>
Change in fair value of plan assets		
Beginning of year	3,206	2,813
Actual return on plan assets	684	390
Employer contribution	250	235
Benefits paid	<u>(193)</u>	<u>(232)</u>
End of year	<u>3,947</u>	<u>3,206</u>
Funded status at end of year	\$ <u>701</u>	\$ <u>(1,626)</u>

Amounts recognized in accumulated other comprehensive loss not yet recognized as components of net periodic benefit cost consist of:

	Pension Benefits	
	2013	2012
	(In thousands)	
Unamortized net loss	\$ 766	\$ 2,154
Unamortized prior service (credit) cost	<u>(1,112)</u>	<u>15</u>
	\$ <u>(346)</u>	\$ <u>2,169</u>

December 31, 2013 and 2012

The estimated net loss and prior service credit for the defined benefit pension plan that will be amortized from accumulated other comprehensive income as a credit into net periodic benefit cost over the next fiscal year is approximately \$59,000. The accumulated benefit obligation for the defined benefit pension plan was \$3.2 million and \$3.3 million at December 31, 2013 and 2012, respectively.

Information for the pension plan with respect to accumulated benefit obligation and plan assets is as follows:

	December 31, 2013 2012	
	(In thousands)	
Projected benefit obligation	\$ <u>3,246</u>	\$ <u>4,831</u>
Accumulated benefit obligation	\$ <u>3,246</u>	\$ <u>3,298</u>
Fair value of plan assets	\$ <u>3,947</u>	\$ <u>3,205</u>

	December 31, 2013 2012	
	(In thousands)	
Components of net periodic benefit cost		
Service cost	\$ 351	\$ 357
Interest cost	172	179
Expected return on plan assets	(258)	(227)
Amortization of prior service cost	15	15
Amortization of net loss	<u>158</u>	<u>154</u>
Net periodic benefit cost	\$ <u>438</u>	\$ <u>478</u>

Significant assumptions include:

	Pension Benefits 2013 2012	
Weighted-average assumptions used to determine benefit obligation:		
Discount rate	4.34%	3.61%
Rate of compensation increase	3.00%	3.00%
Weighted-average assumptions used to determine benefit cost:		
Discount rate	3.61%	4.40%
Expected return on plan assets	8.00%	8.00%
Rate of compensation increase	3.00%	3.00%

December 31, 2013 and 2012

The Company has estimated the long-term rate of return on plan assets based primarily on historical returns on plan assets, adjusted for changes in target portfolio allocations and recent changes in long-term interest rates based on publicly available information. The long-term rate of return did not change from 2012 to 2013.

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid as of December 31, 2013:

	Pension Benefits (In thousands)
2014	\$ 91
2015	97
2016	318
2017	377
2018	304
201-2023	<u>1,816</u>
Total	\$ <u>3,003</u>

Plan assets are held by an outside trustee which invests the plan assets in accordance with the provisions of the plan agreement. All equity and fixed income investments are held in various mutual funds with quoted market prices. Mutual fund equity securities primarily include investment funds that are comprised of large-cap, mid-cap and international companies. Fixed income mutual funds primarily include investments in corporate bonds, mortgage-backed securities and U.S. Treasuries. Other types of investments include a prime money market fund.

The asset allocation strategy of the plan is designed to allow flexibility in the determination of the appropriate investment allocations between equity and fixed income investments. This strategy is designed to help achieve the actuarial long term rate on plan assets of 8%. The target asset allocation percentages for both 2013 and 2012 are as follows:

Large-Cap stocks	Not to exceed 60%
SMID-Cap stocks	Not to exceed 20%
International equity securities	Not to exceed 15%
Fixed income investments	Not to exceed 40%
Alternative investments	Not to exceed 20%

December 31, 2013 and 2012

At December 31, 2013 and 2012, the fair value of plan assets as a percentage of the total was invested in the following:

	December 31,	
	2013	2012
Equity securities	78.0%	76.4%
Debt securities	21.9	23.0
Cash and cash equivalents	0.1	0.6
	<u>100.00%</u>	<u>100.0%</u>

Pension Plan Assets

Following is a description of the valuation methodologies used for pension plan assets measured at fair value on a recurring basis, as well as the general classification of pension plan assets pursuant to the valuation hierarchy.

Where quoted market prices are available in an active market, plan assets are classified within Level 1 of the valuation hierarchy. Level 1 plan assets include investments in mutual funds that involve equity, bond and money market investments. All of the Plan's assets are classified as Level 1. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of plan assets with similar characteristics or discounted cash flows. In certain cases where Level 1 or Level 2 inputs are not available, plan assets are classified within Level 3 of the hierarchy. At December 31, 2013 and 2012, the Plan did not contain Level 2 or Level 3 investments.

December 31, 2013 and 2012

The fair values of Company's pension plan assets at December 31, by asset category are as follows:

December 31, 2013				
Asset Category	Total Fair Value	Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
(In thousands)				
Mutual money market	\$ 32	\$ 32	\$ —	\$ —
Mutual funds – equities				
International	312	312	—	—
Large Cap	1,589	1,589	—	—
Small and Mid Cap	1,148	1,148	—	—
Mutual funds – fixed income				
Core bond	751	751	—	—
High yield corporate	115	115	—	—
Total	\$ 3,947	\$ 3,947	\$ —	\$ —

December 31, 2012					
Asset Category	Total Fair Value	Fair Value Measurements Using			
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
		(In thousands)			
Mutual money market	\$ 16	\$ 16	\$ —	\$ —	
Mutual funds – equities					
International	240	240	—	—	
Real estate	33	33	—	—	
Large Cap	1,279	1,279	—	—	
Small and Mid Cap	873	873	—	—	
Commodities	29	29			
Mutual funds – fixed income					
Core bond	639	639	—	—	
High yield corporate	96	96	—	—	
Total	\$ 3,205	\$ 3,205	\$ —	\$ —	

December 31, 2013 and 2012

Employee Stock Ownership Plan

The Company has an Employee Stock Ownership Plan (“ESOP”) with an integrated 401(k) plan covering substantially all employees of the Company. The ESOP acquired 354,551 shares of Company common stock at \$9.64 per share in 2005 with funds provided by a loan from the Company. Accordingly, \$3.4 million of common stock acquired by the ESOP was shown as a reduction of stockholders’ equity. Shares are released to participants proportionately as the loan is repaid. Dividends on allocated shares are recorded as dividends and charged to retained earnings. Compensation expense is recorded equal to the fair market value of the stock when contributions, which are determined annually by the Board of Directors of the Company, are made to the ESOP. The Company’s 401(k) matching percentage was 50% of the employees’ first 6% of contributions for 2013 and 2012.

ESOP and 401(k) expense for the years ended December 31, 2013 and 2012 was approximately \$165,000 and \$195,000, respectively.

Share information for the ESOP is as follows at December 31, 2013 and 2012:

	2013	2012
Allocated shares at beginning of the year	\$ 148,295	\$ 124,660
Shares released for allocation during the year	23,635	23,635
Shares distributed due to retirement/diversification	(3,207)	(14,748)
Unearned shares	<u>165,446</u>	<u>189,082</u>
Total ESOP shares	<u>334,169</u>	<u>322,629</u>
Fair value of unearned shares at December 31	\$ <u>1,329,000</u>	\$ <u>1,184,000</u>

At December 31, 2013, the fair value of the 168,723 allocated shares held by the ESOP was approximately \$1,355,000.

Split Dollar Life Insurance Arrangements

The Company has split-dollar life insurance arrangements with its executive officers and certain directors that provide certain death benefits to the executive’s beneficiaries upon his or her death. The agreements provide a pre- and post-retirement death benefit payable to the beneficiaries of the executive in the event of the executive’s death. The Company has purchased life insurance policies on the lives of all participants covered by these agreements in amounts sufficient to provide the sums necessary to pay the beneficiaries, and the Company pays all premiums due on the policies. In the case of an early separation from the Company, the nonvested executive portion of the death benefit is retained by the Company. The accumulated post retirement benefit obligation was \$1.3 million at December 31, 2013 and 2012.

December 31, 2013 and 2012

Note 14: Stock Option and Restricted Stock Plans

The Company’s Employee Share Option Plan (the “1996 Plan”), which was stockholder approved, permitted the grant of share options to its employees. During 2008, the Company’s stockholders authorized the adoption of the United Bancorp, Inc. 2008 Stock Incentive Plan (the “2008 Plan”). No more than 500,000 shares of the Company’s common stock may be issued under the 2008 Plan. The shares that may be issued may be authorized but unissued shares or treasury shares. The 2008 Plan permits the grant of incentive awards in the form of options, stock appreciation rights, restricted share and share unit awards, and performance share awards. The 2008 Plan contains annual limits on certain types of awards to individual participants. In any calendar year, no participant may be granted awards covering more than 25,000 shares.

The Company believes that such awards better align the interests of its employees with those of its stockholders. Stock options are generally granted with an exercise price, and restricted stock awards are valued, equal to the market price of the Company’s stock at the date of grant; stock option awards generally vest within 9.25 years of continuous service and have a 9.5 year contractual term. Restricted stock awards generally vest over a 9.5 year contractual term, or over the period to retirement, whichever is shorter. Restricted stock awards have no post-vesting restrictions. Stock options and restricted stock awards provide for accelerated vesting if there is a change in control (as defined in the Plans).

The fair value of each option award was estimated on the date of grant using the Black-Scholes option valuation model. There were no stock options granted in 2013 and 2012.

A summary of option activity under the Plan as of December 31, 2013, and changes during the year then ended, is presented below:

	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Outstanding, beginning of year	53,714	\$ 10.34		
Granted	—	—		
Exercised	—	—		
Forfeited or expired	—	—		
Outstanding, end of year	<u>53,714</u>	<u>\$ 10.34</u>	<u>1.2</u>	<u>\$ —</u>
Exercisable, end of year	—	\$ —	—	\$ —

December 31, 2013 and 2012

A summary of the status of the Company's nonvested restricted shares as of December 31, 2013, and changes during the year then ended, is presented below:

	Shares	Weighted-Average Grant-Date Fair Value
Nonvested, beginning of year	175,000	\$ 8.44
Granted	—	—
Vested	—	—
Forfeited	—	—
Nonvested, end of year	<u>175,000</u>	<u>\$ 8.44</u>

Total compensation cost recognized in the income statement for share-based payment arrangements during the years ended December 31, 2013 and 2012 was \$188,000 and \$213,000, respectively. The recognized tax benefits related thereto were \$64,000 and \$72,000, for the years ended December 31, 2013 and 2012, respectively.

As of December 31, 2013 and 2012, there was \$738,000 and \$926,000, respectively, of total unrecognized compensation cost related to nonvested share-based compensation arrangements granted under the Plan. That cost is expected to be recognized over a weighted-average period of 5.2 years.

December 31, 2013 and 2012

Note 15: Earnings Per Share

Earnings per share (EPS) were computed as follows:

	Year Ended December 31, 2013		
	Net Income	Weighted-Average Shares	Per Share Amount
	(In thousands)		
Net income	\$ 2,612		
Dividends on non-vested restricted stock	<u>(51)</u>		
Net income allocated to stockholders	2,561		
Basic earnings per share			
Income available to common stockholders	—	4,808,820	<u>\$ 0.53</u>
Effect of dilutive securities			
Restricted stock awards	<u>—</u>	<u>62,358</u>	
Diluted earnings per share			
Income available to common stockholders and assumed conversions	<u>\$ 2,561</u>	<u>4,871,179</u>	<u>\$ 0.53</u>

Options to purchase 53,714 shares of common stock at an average exercise price of \$10.34 per share were outstanding at December 31, 2013, but were not included in the computation of diluted earnings per share because the options' exercise price was greater than the average market price of the common shares.

December 31, 2013 and 2012

	Year Ended December 31, 2012		
	Net Income	Weighted- Average Shares	Per Share Amount
	(In thousands)		
Net income	\$ 2,398		
Dividends on non-vested restricted stock	(74)		
Net income allocated to stockholders	2,324		
Basic earnings per share			
Income available to common stockholders	—	4,780,866	\$ 0.49
Effect of dilutive securities			
Restricted stock awards	—	65,381	
Diluted earnings per share			
Income available to common stockholders and assumed conversions	\$ 2,324	4,846,247	\$ 0.48

Options to purchase 53,714 shares of common stock at an average exercise price of \$10.34 per share were outstanding at December 31, 2012, but were not included in the computation of diluted earnings per share because the options' exercise price was greater than the average market price of the common shares.

December 31, 2013 and 2012

Note 16: Disclosures about Fair Value of Financial Instruments and Other Assets and Liabilities

The Company defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company also utilizes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities
- Level 3** Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities

Following is a description of the valuation methodologies used for assets measured at fair value on a recurring basis and recognized in the accompanying balance sheets, as well as the general classification of such assets pursuant to the valuation hierarchy.

Available-for-sale Securities

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. If quoted market prices are not available, then fair values are estimated by using quoted prices of securities with similar characteristics or independent asset pricing services and pricing models, the inputs of which are market-based or independently sourced market parameters, including, but not limited to, yield curves, interest rates, volatilities, prepayments, defaults, cumulative loss projections and cash flows. Such securities are classified in Level 2 of the valuation hierarchy.

December 31, 2013 and 2012

The following tables present the fair value measurements of assets recognized in the accompanying balance sheets measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2013 and 2012:

	December 31, 2013			
	Fair Value Measurements Using			
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(In thousands)			
U.S government agencies	\$ 20,151	\$ —	\$ 20,151	\$ —
State and political subdivisions	6,387	—	6,387	—
Equity securities	26	26	—	—

	December 31, 2012			
	Fair Value Measurements Using			
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(In thousands)			
U.S government agencies	\$ 24,070	\$ —	\$ 24,070	\$ —
State and political subdivisions	10,759	—	10,759	—
Equity securities	24	24	—	—

Following is a description of the valuation methodologies used for instruments measured at fair value on a non-recurring basis and recognized in the accompanying balance sheets, as well as the general classification of such instruments pursuant to the valuation hierarchy.

Impaired Loans (Collateral Dependent)

Collateral dependent impaired loans consisted primarily of loans secured by nonresidential real estate. Management has determined fair value measurements on impaired loans primarily through evaluations of appraisals performed. Due to the nature of the valuation inputs, impaired loans are classified within Level 3 of the hierarchy.

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The Company considers the appraisal or evaluation as the starting point for determining fair value and then considers other factors and events in the environment that may affect the fair value. Appraisals of the collateral underlying collateral-dependent loans are obtained when the loan is determined to be collateral-dependent and subsequently as deemed necessary by the Company's Chief Lender. Appraisals are reviewed for accuracy and consistency by the Company's Chief Lender. Appraisers are selected from the list of approved appraisers maintained by management. The appraised values are reduced by discounts to consider lack of marketability and estimated cost to sell if repayment or satisfaction of the loan is dependent on the sale of the collateral. These discounts and estimates are developed by the Company's Chief Lender by comparison to historical results.

Foreclosed Assets Held for Sale

Assets acquired through, or in lieu of, loan foreclosure are held for sale and are initially recorded at fair value (based on current appraised value) at the date of foreclosure, establishing a new cost basis. Subsequent to foreclosure, valuations are periodically performed by management and the assets are carried at the lower of carrying amount or fair value less cost to sell. Management has determined fair value measurements on other real estate owned primarily through evaluations of appraisals performed, and current and past offers for the other real estate under evaluation. Due to the nature of the valuation inputs, foreclosed assets held for sale are classified within Level 3 of the hierarchy.

Appraisals of other real estate owned (OREO) are obtained when the real estate is acquired and subsequently as deemed necessary by the Company's Chief Lender. Appraisals are reviewed for accuracy and consistency by the Company's Chief Lender and are selected from the list of approved appraisers maintained by management.

The following tables present the fair value measurements of assets recognized in the accompanying balance sheets measured at fair value on a non-recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2013 and 2012:

	December 31, 2013			
	Fair Value Measurements Using			
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(In thousands)			
Collateral dependent impaired loans	\$ 1,096	\$ —	\$ —	\$ 1,096
Foreclosed assets held for sale	695	—	—	695

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	December 31, 2012 Fair Value Measurements Using			
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
(In thousands)				
Collateral dependent impaired loans	\$ 3,573	\$ —	\$ —	\$ 3,573
Foreclosed assets held for sale	736	—	—	736

Unobservable (Level 3) Inputs

The following tables present quantitative information about unobservable inputs used in recurring and nonrecurring Level 3 fair value measurements.

	Fair Value at 12/31/13 (In thousands)	Valuation Technique	Unobservable Inputs	Range
Foreclosed assets held for sale	\$ 695	Market comparable properties	Comparability adjustments	Not available
Collateral-dependent impaired loans	1,096	Market comparable properties	Marketability discount	10% – 35%

	Fair Value at 12/31/12 (In thousands)	Valuation Technique	Unobservable Inputs	Range
Foreclosed assets held for sale	\$ 736	Market comparable properties	Comparability adjustments	Not available
Collateral-dependent impaired loans	3,573	Market comparable properties	Marketability discount	10% – 35%

There were no significant changes in the valuation techniques used during 2013.

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The following table presents estimated fair values of the Company's financial instruments. The fair values of certain of these instruments were calculated by discounting expected cash flows, which involves significant judgments by management and uncertainties. Fair value is the estimated amount at which financial assets or liabilities could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. Because no market exists for certain of these financial instruments and because management does not intend to sell these financial instruments, the Company does not know whether the fair values shown below represent values at which the respective financial instruments could be sold individually or in the aggregate.

	Fair Value Measurements Using			
	Carrying Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
(In thousands)				
December 31, 2013				
Financial assets				
Cash and cash equivalents	\$ 23,474	\$ 23,474	\$ —	\$ —
Held-to-maturity securities	955	—	970	—
Loans, net of allowance	306,608	—	—	306,181
Federal Home Loan Bank stock	4,810	—	4,810	—
Accrued interest receivable	1,022	—	1,022	—
Financial liabilities				
Deposits	310,641	—	296,300	—
Short term borrowings	5,746	—	5,746	—
Federal Home Loan Bank advances	26,991	—	28,998	—
Subordinated debentures	4,000	—	3,729	—
Interest payable	144	—	144	—

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The classification of the assets and liabilities pursuant to the valuation hierarchy as of December 31, 2012 in the following table have not been audited. The fair value has been derived from the December 31, 2012 audited consolidated financial statements.

	Fair Value Measurements Using			
	Carrying Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
(In thousands)				
December 31, 2012				
Financial assets				
Cash and cash equivalents	\$ 75,108	\$ 75,108	\$ —	\$ —
Held-to-maturity securities	2,768	—	2,840	—
Loans, net of allowance	293,774	—	—	295,134
Federal Home Loan Bank stock	4,810	—	4,810	—
Accrued interest receivable	1,076	—	1,076	—
Financial liabilities				
Deposits	350,416	—	346,761	—
Short term borrowings	10,681	—	10,681	—
Federal Home Loan Bank advances	32,439	—	35,649	—
Subordinated debentures	4,000	—	3,712	—
Interest payable	193	—	193	—

The following methods and assumptions were used to estimate the fair value of each class of financial instruments.

Cash and Cash Equivalents, Accrued Interest Receivable and Federal Home Loan Bank Stock

The carrying amounts approximate fair value.

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Held-to-maturity Securities

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. If quoted market prices are not available, then fair values are estimated using quoted prices of securities with similar characteristics or independent asset pricing services and pricing models, the inputs of which are market-based or independently sourced market parameters, including, but not limited to, yield curves, interest rates, volatilities, prepayments, defaults, cumulative loss projections and cash flows. Such securities are classified in Level 2 of the valuation hierarchy. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 2 of the hierarchy. The Company has no securities classified as Level 3 of the hierarchy.

Loans

The fair value of loans is estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities. Loans with similar characteristics were aggregated for purposes of the calculations.

Deposits

Deposits include demand deposits, savings accounts, NOW accounts and certain money market deposits. The carrying amount approximates fair value. The fair value of fixed-maturity time deposits is estimated using a discounted cash flow calculation that applies the rates currently offered for deposits of similar remaining maturities.

Interest Payable

The carrying amount approximates fair value.

Short-term Borrowings, Federal Home Loan Bank Advances and Subordinated Debentures

Rates currently available to the Company for debt with similar terms and remaining maturities are used to estimate the fair value of existing debt.

Commitments to Originate Loans, Letters of Credit and Lines of Credit

The fair value of commitments to originate loans is estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present creditworthiness of the counterparties. For fixed-rate loan commitments, fair value also considers the difference between current levels of interest rates and the committed rates. The fair values of letters of credit and lines of credit are based on fees currently charged for similar agreements or on the estimated cost to terminate or otherwise settle the obligations with the counterparties at the reporting date. Fair values of commitments were not material at December 31, 2013 and 2012.

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Note 17: Significant Estimates and Concentrations

Accounting principles generally accepted in the United States of America require disclosure of certain significant estimates and current vulnerabilities due to certain concentrations. Estimates related to the allowance for loan losses are reflected in the footnote regarding loans. Current vulnerabilities due to certain concentrations of credit risk are discussed in the footnote on commitments and credit risk.

Note 18: Commitments and Credit Risk

At December 31, 2013 and 2012, total commercial and commercial real estate loans made up 64.7% and 64.5%, respectively, of the loan portfolio. Installment loans account for 8.6% and 10.7%, respectively, of the loan portfolio. Real estate loans comprise 26.7% and 24.8% of the loan portfolio as of December 31, 2013 and 2012, respectively, and primarily include first mortgage loans on residential properties and home equity lines of credit.

Included in cash and due from banks as of December 31, 2013 and 2012, is \$18.3 million and \$69.8 million, respectively, of deposits with the Federal Reserve Bank of Cleveland.

Commitments to Originate Loans

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

At December 31, 2013 and 2012, the Company had outstanding commitments to originate variable rate loans aggregating approximately \$7.3 million and \$7.8 million, respectively. The commitments extended over varying periods of time with the majority being disbursed within a one-year period.

Mortgage loans in the process of origination represent amounts that the Company plans to fund within a normal period of 60 to 90 days, some of which are intended for sale to investors in the secondary market. The Company did not have any mortgage loans in the process of origination which are intended for sale at December 31, 2013 or 2012.

December 31, 2013 and 2012

Standby Letters of Credit

Standby letters of credit are irrevocable conditional commitments issued by the Company to guarantee the performance of a customer to a third party. Financial standby letters of credit are primarily issued to support public and private borrowing arrangements, including commercial paper, bond financing and similar transactions. Performance standby letters of credit are issued to guarantee performance of certain customers under non-financial contractual obligations. The credit risk involved in issuing standby letters of credit is essentially the same as that involved in extending loans to customers. Fees for letters of credit are initially recorded by the Company as deferred revenue and are included in earnings at the termination of the respective agreements. Should the Company be obligated to perform under the standby letters of credit, the Company may seek recourse from the customer for reimbursement of amounts paid.

The Company had total outstanding standby letters of credit amounting to \$120,000 and \$150,000, at December 31, 2013 and 2012, respectively, with terms not exceeding nine months. At both December 31, 2013 and 2012, the Company had no deferred revenue under standby letter of credit agreements.

Lines of Credit and Other

Lines of credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Lines of credit generally have fixed expiration dates. Since a portion of the line may expire without being drawn upon, the total unused lines do not necessarily represent future cash requirements. Each customer's creditworthiness is evaluated on a case-by-case basis. The amount of collateral obtained, if deemed necessary, is based on management's credit evaluation of the counterparty. Collateral held varies but may include accounts receivable, inventory, property, plant and equipment, commercial real estate and residential real estate. Management uses the same credit policies in granting lines of credit as it does for on-balance-sheet instruments.

At December 31, 2013, the Company had granted unused lines of credit to borrowers aggregating approximately \$11.5 million and \$35.3 million for commercial lines and open-end consumer lines, respectively. At December 31, 2012, the Company had granted unused lines of credit to borrowers aggregating approximately \$13.0 million and \$32.4 million for commercial lines and open-end consumer lines, respectively.

Note 19: Recent Accounting Pronouncements

Accounting Standards Update ("ASU") No. 2013-01, *"Balance Sheet (Topic 210): Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities"* ASU No. 2013-01 was issued in January 2013 and clarifies that the scope of ASU No. 2011-11, *"Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities,"* applies to derivatives accounted for in accordance with Topic 815, *Derivatives and Hedging*, including bifurcated embedded derivatives, repurchase agreements and reverse repurchase agreements, and securities borrowing and securities

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lending transactions that are either offset in accordance with applicable accounting guidance or subject to an enforceable master netting arrangement or similar agreement. ASU No. 2013-01 is to be applied retrospectively and was effective for fiscal years beginning on or after January 1, 2013, and interim periods within those annual periods. The adoption of this guidance, which involves disclosure only, will not impact the Company's results of operations or financial position. The Company currently does not net its financial instruments on its balance sheets.

ASU No. 2013-04, "Liabilities (Topic 405): Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation Is Fixed at the Reporting Date" ASU No. 2013-04 was issued in February 2013 and requires an entity to measure obligations resulting from joint and several liability arrangements for which the total amount of the obligation within the scope of the guidance is fixed at the reporting date as the sum of (a) the amount the reporting entity agreed to pay on the basis of its arrangement among its co-obligors and (b) any additional amount the reporting entity expects to pay on behalf of its co-obligors. The entity is also required to disclose information about the obligation, including its nature and amount. ASU No. 2013-04 is effective for public companies for fiscal years, and interim periods within those years, beginning after December 15, 2013. The ASU is effective for nonpublic companies for fiscal years, and interim periods within those years, beginning after December 15, 2014. The adoption of this guidance is not anticipated to have a material impact on the Company's results of operations or financial position.

ASU No. 2013-10, "Derivatives and Hedging (Topic 815): Inclusion of the Fed Funds Effective Swap Rate (or Overnight Index Swap Rate) as a Benchmark Interest Rate for Hedge Accounting Purposes" ASU No. 2013-10 was issued in July 2013 and permits the Fed Funds Effective Swap Rate to be used as a U.S. benchmark interest rate for hedge accounting purposes in addition to interest rates on U.S. Treasury obligations and LIBOR. The update also removes a restriction on using different benchmark rates for similar hedges. ASU No. 2013-10 is effective prospectively for qualifying new or redesignated hedging relationships entered into on or after July 17, 2013. The adoption of this guidance will not impact the Company's results of operations or financial position. The Company currently does not use hedged transactions as part of its asset/liability management activities.

ASU No. 2013-11, "Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists" ASU No. 2013-11 was issued in July 2013 and requires an entity to present an unrecognized tax benefit, or a portion of an unrecognized tax benefit, as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, except as follows. To the extent a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date under the tax law of the applicable jurisdiction to settle any additional income taxes that would result from the disallowance of a tax position or the tax law of the applicable jurisdiction does not require the entity to use, and the entity does not intend to use, the deferred tax asset for such purpose, the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets. No new recurring disclosures are required. ASU No. 2013-11 is effective for public companies for fiscal years, and interim periods within those years, beginning after December 15, 2013 and are to be applied prospectively to all unrecognized tax benefits that exist at the effective date. The adoption of ASU No. 2013-11 is not expected to have a material impact on the Company's results of operations or financial position.

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ASU No. 2014-01, "Investments-Equity and Joint Ventures (Topic 323): Accounting for Investments in Qualified Affordable Housing Projects" ASU 2014-01 permits reporting entities to make an accounting policy election to account for their investments in qualified affordable housing projects using the proportional amortization method if certain conditions are met. Under the proportional amortization method, an entity amortizes the initial cost of the investment in proportion to the tax credits and other tax benefits received and recognizes the net investment performance in the income statement as a component of income tax expense (benefit). The amendments in this Update are effective for public business entities for annual periods and interim reporting periods within those annual periods, beginning after December 15, 2014, and interim periods within annual reporting periods beginning after December 15, 2015. Early adoption is permitted. The adoption of ASU No. 2014-01 is not expected to have a material impact of the Company's results of operation of financial position.

Note 20: Condensed Financial Information (Parent Company Only)

Presented below is condensed financial information as to financial position, results of operations and cash flows of the Company:

Condensed Balance Sheets

	December 31,	
	2013	2012
	(In thousands)	
Assets		
Cash and cash equivalents	\$ 2,117	\$ 1,438
Investment in the Bank	38,089	38,529
Corporate owned life insurance	307	291
Other assets	<u>2,374</u>	<u>1,996</u>
Total assets	<u>\$ 42,887</u>	<u>\$ 42,254</u>
Liabilities and Stockholders' Equity		
Subordinated debentures	\$ 4,000	\$ 4,000
Other liabilities	16	1,628
Stockholders' equity	<u>38,871</u>	<u>36,626</u>
Total liabilities and stockholders' equity	<u>\$ 42,887</u>	<u>\$ 42,254</u>

Notes to Consolidated Financial Statements

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Condensed Statements of Income and Comprehensive Income

	Years Ended December 31,	
	2013	2012
	(In thousands)	
Operating Income		
Dividends from subsidiary	\$ 3,697	\$ 3,511
Interest and dividend income from securities and federal funds	<u>16</u>	<u>19</u>
Total operating income	3,713	3,530
General, Administrative and Other Expenses	<u>1,982</u>	<u>2,027</u>
Income Before Income Taxes and Equity in Undistributed Income of Subsidiary	1,731	1,503
Income Tax Benefits	<u>555</u>	<u>614</u>
Income Before Equity in Undistributed Income of Subsidiary	2,286	2,117
Equity in Undistributed Income of Subsidiary	<u>326</u>	<u>281</u>
Net Income	\$ <u>2,612</u>	\$ <u>2,398</u>
Comprehensive Income	\$ <u>3,508</u>	\$ <u>2,231</u>

Notes to Consolidated Financial Statements

December 31, 2013 and 2012

Condensed Statements of Cash Flows

	Years Ended December 31,	
	2013	2012
	(In thousands)	
Operating Activities		
Net income	\$ 2,612	\$ 2,398
Items not requiring (providing) cash		
Depreciation and amortization	12	12
Equity in undistributed income of subsidiary	(326)	(281)
Amortization of ESOP and share-based compensation plans	364	408
Net change in other assets and other liabilities	<u>(357)</u>	<u>(724)</u>
Net cash provided by operating activities	<u>2,305</u>	<u>1,813</u>
Financing Activities		
Dividends paid to stockholders	(1,556)	(2,253)
Purchase of treasury stock	(70)	(63)
Shares purchased for deferred compensation plan	<u>—</u>	<u>121</u>
Net cash used in financing activities	<u>(1,626)</u>	<u>(2,195)</u>
Net Change in Cash and Cash Equivalents	679	(382)
Cash and Cash Equivalents at Beginning of Year	<u>1,438</u>	<u>1,820</u>
Cash and Cash Equivalents at End of Year	\$ <u>2,117</u>	\$ <u>1,438</u>

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Note 21: Quarterly Financial Data (Unaudited)

The following tables summarize the Company's quarterly results of operations for the years ended December 31, 2013 and 2012.

2013:	Three Months Ended			
	March 31,	June 30,	September 30,	December 31,
	(In thousands, except per share data)			
Total interest income	\$ 4,319	\$ 4,222	\$ 4,233	\$ 4,251
Total interest expense	<u>830</u>	<u>795</u>	<u>750</u>	<u>658</u>
Net interest income	3,489	3,427	3,483	3,593
Provision for loan losses	319	340	354	228
Other income	740	795	1,791	886
General, administrative and other expense	<u>3,408</u>	<u>3,332</u>	<u>3,834</u>	<u>3,421</u>
Income before income taxes	502	550	1,086	830
Federal income taxes	<u>37</u>	<u>81</u>	<u>7</u>	<u>231</u>
Net income	<u>\$ 465</u>	<u>\$ 469</u>	<u>\$ 1,079</u>	<u>\$ 599</u>
Earnings per share				
Basic	<u>\$ 0.09</u>	<u>\$ 0.10</u>	<u>\$ 0.22</u>	<u>\$ 0.12</u>
Diluted	<u>\$ 0.09</u>	<u>\$ 0.10</u>	<u>\$ 0.22</u>	<u>\$ 0.12</u>

December 31, 2013 and 2012

2012:	Three Months Ended			
	March 31,	June 30,	September 30,	December 31,
	(In thousands, except per share data)			
Total interest income	\$ 4,691	\$ 4,630	\$ 4,548	\$ 4,593
Total interest expense	<u>1,032</u>	<u>994</u>	<u>952</u>	<u>883</u>
Net interest income	3,659	3,636	3,596	3,710
Provision for loan losses	333	168	268	359
Other income	732	691	723	797
Gain on sale of securities - net	—	—	—	—
General, administrative and other expense	<u>3,226</u>	<u>3,194</u>	<u>3,482</u>	<u>3,570</u>
Income before income taxes	832	965	569	578
Federal income taxes	<u>71</u>	<u>234</u>	<u>118</u>	<u>123</u>
Net income	<u>\$ 761</u>	<u>\$ 731</u>	<u>\$ 451</u>	<u>\$ 455</u>
Earnings per share				
Basic	<u>\$ 0.15</u>	<u>\$ 0.15</u>	<u>\$ 0.09</u>	<u>\$ 0.10</u>
Diluted	<u>\$ 0.15</u>	<u>\$ 0.15</u>	<u>\$ 0.09</u>	<u>\$ 0.09</u>

