

ESSA Bancorp, Inc.  
Form 10-Q  
May 09, 2016  
Table of Contents

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 10-Q**

x **Quarterly Report Pursuant To Section 13 or 15(d) of the Securities Exchange Act of 1934**  
**For the quarterly period ended March 31, 2016**

**OR**

.. **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File No. 001-33384**

**ESSA Bancorp, Inc.**

**(Exact name of registrant as specified in its charter)**

**Pennsylvania**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**20-8023072**  
**(I.R.S. Employer**  
**Identification Number)**

**200 Palmer Street, Stroudsburg, Pennsylvania**  
**(Address of Principal Executive Offices)**  
**(570) 421-0531**

**18360**  
**(Zip Code)**

**(Registrant's telephone number)**

**N/A**

**(Former name or former address, if changed since last report)**

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

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

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

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES  NO

As of May 4, 2016 there were 11,379,664 shares of the Registrant's common stock, par value \$0.01 per share, outstanding.

**Table of Contents**

**ESSA Bancorp, Inc.**

**FORM 10-Q**

**Table of Contents**

|  | Page |
|--|------|
| <b><u>Part I. Financial Information</u></b>  |      |
| Item 1. <u>Financial Statements (unaudited)</u>  | 2    |
| Item 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u> | 41   |
| Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u>                            | 50   |
| Item 4. <u>Controls and Procedures</u>   | 50   |
| <b><u>Part II. Other Information</u></b>   |      |
| Item 1. <u>Legal Proceedings</u>   | 51   |
| Item 1A. <u>Risk Factors</u>   | 51   |
| Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>                           | 51   |
| Item 3. <u>Defaults Upon Senior Securities</u>   | 51   |
| Item 4. <u>Mine Safety Disclosures</u>   | 51   |
| Item 5. <u>Other Information</u>   | 51   |
| Item 6. <u>Exhibits</u>  | 51   |
| <u>Signature Page</u>  | 53   |

**Table of Contents****Part I. Financial Information****Item 1. Financial Statements**

## ESSA BANCORP, INC. AND SUBSIDIARY

## CONSOLIDATED BALANCE SHEET

(UNAUDITED)

|   | <b>March 31,<br/>2016</b>     | <b>September 30,<br/>2015</b> |
|---|-------------------------------|-------------------------------|
|   | <b>(dollars in thousands)</b> |                               |
| Cash and due from banks   | \$ 20,917                     | \$ 15,905                     |
| Interest-bearing deposits with other institutions   | 2,966                         | 2,853                         |
| <b>Total cash and cash equivalents</b>  | <b>23,883</b>                 | <b>18,758</b>                 |
| Certificates of deposit   | 1,500                         | 1,750                         |
| Investment securities available for sale, at fair value   | 389,603                       | 379,407                       |
| Loans receivable (net of allowance for loan losses of \$9,415 and \$8,919)  | 1,235,613                     | 1,102,118                     |
| Regulatory stock, at cost   | 15,492                        | 13,831                        |
| Premises and equipment, net   | 17,185                        | 16,553                        |
| Bank-owned life insurance   | 31,119                        | 30,655                        |
| Foreclosed real estate  | 2,316                         | 2,480                         |
| Intangible assets, net  | 2,852                         | 1,759                         |
| Goodwill  | 13,801                        | 10,259                        |
| Deferred income taxes   | 11,537                        | 11,149                        |
| Other assets  | 18,388                        | 17,825                        |
| <b>TOTAL ASSETS</b>   | <b>\$ 1,763,289</b>           | <b>\$ 1,606,544</b>           |
| <b>LIABILITIES</b>  |                               |                               |
| Deposits  | \$ 1,210,106                  | \$ 1,096,754                  |
| Short-term borrowings   | 126,243                       | 91,339                        |
| Other borrowings  | 230,601                       | 229,101                       |
| Advances by borrowers for taxes and insurance   | 8,514                         | 4,273                         |
| Other liabilities   | 13,264                        | 13,797                        |
| <b>TOTAL LIABILITIES</b>  | <b>1,588,728</b>              | <b>1,435,264</b>              |
| <b>STOCKHOLDERS' EQUITY</b>   |                               |                               |
| Preferred Stock (\$.01 par value; 10,000,000 shares authorized, none issued)  |                               |                               |
| Common stock (\$.01 par value; 40,000,000 shares authorized, 18,133,095 issued; 11,367,654 and 11,353,244 outstanding at March 31, 2016 and September 30, 2015) | 181                           | 181                           |

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|  |                     |                     |
|--|---------------------|---------------------|
| Additional paid in capital   | 182,021             | 182,295             |
| Unallocated common stock held by the Employee Stock Ownership Plan (ESOP)  | (9,400)             | (9,627)             |
| Retained earnings  | 85,875              | 83,658              |
| Treasury stock, at cost; 6,765,441 and 6,779,851 shares outstanding at March 31, 2016 and September 30, 2015, respectively | (82,679)            | (82,832)            |
| Accumulated other comprehensive loss   | (1,437)             | (2,395)             |
| <b>TOTAL STOCKHOLDERS EQUITY</b>   | <b>174,561</b>      | <b>171,280</b>      |
| <b>TOTAL LIABILITIES AND STOCKHOLDERS EQUITY</b>   | <b>\$ 1,763,289</b> | <b>\$ 1,606,544</b> |

See accompanying notes to the unaudited consolidated financial statements.

**Table of Contents**

ESSA BANCORP, INC. AND SUBSIDIARY  
CONSOLIDATED STATEMENT OF INCOME  
(UNAUDITED)

|  | For the Three Months Ended<br>March 31,          |               | For the Six Months Ended<br>March 31,            |               |
|--|--|---------------|--|---------------|
|  | 2016   | 2015          | 2016   | 2015          |
|  | (dollars in thousands, except per<br>share data) |               | (dollars in thousands, except per<br>share data) |               |
| <b>INTEREST INCOME</b>   |  |               |  |               |
| Loans receivable, including fees                               | \$ 12,805  | \$ 11,100     | \$ 24,379  | \$ 22,549     |
| Investment securities:   |  |               |  |               |
| Taxable  | 1,903  | 1,799         | 3,721  | 3,688         |
| Exempt from federal income tax                                 | 255  | 239           | 499  | 473           |
| Other investment income  | 196  | 442           | 375  | 578           |
| <b>Total interest income</b>                                   | <b>15,159</b>                                    | <b>13,580</b> | <b>28,974</b>                                    | <b>27,288</b> |
| <b>INTEREST EXPENSE</b>  |  |               |  |               |
| Deposits   | 1,944  | 1,878         | 3,789  | 3,843         |
| Short-term borrowings  | 115  | 103           | 209  | 206           |
| Other borrowings   | 816  | 597           | 1,600  | 1,187         |
| <b>Total interest expense</b>                                  | <b>2,875</b>                                     | <b>2,578</b>  | <b>5,598</b>                                     | <b>5,236</b>  |
| <b>NET INTEREST INCOME</b>                                     | <b>12,284</b>                                    | <b>11,002</b> | <b>23,376</b>                                    | <b>22,052</b> |
| Provision for loan losses                                      | 600  | 525           | 1,200  | 975           |
| <b>NET INTEREST INCOME AFTER PROVISION<br/>FOR LOAN LOSSES</b> | <b>11,684</b>                                    | <b>10,477</b> | <b>22,176</b>                                    | <b>21,077</b> |
| <b>NONINTEREST INCOME</b>                                      |  |               |  |               |
| Service fees on deposit accounts                               | 875  | 757           | 1,738  | 1,584         |
| Services charges and fees on loans                             | 297  | 274           | 577  | 589           |
| Trust and investment fees                                      | 194  | 204           | 407  | 442           |
| Gain on sale of investments                                    | 365  | 204           | 368  | 204           |
| Earnings on Bank-owned life insurance                          | 234  | 231           | 464  | 470           |
| Insurance commissions  | 217  | 217           | 416  | 399           |
| Other  | 95   | 14            | 124  | 27            |
| <b>Total noninterest income</b>                                | <b>2,277</b>                                     | <b>1,901</b>  | <b>4,094</b>                                     | <b>3,715</b>  |
| <b>NONINTEREST EXPENSE</b>                                     |  |               |  |               |

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|   |          |          |          |          |
|---|----------|----------|----------|----------|
| Compensation and employee benefits                    | 6,003    | 5,232    | 11,581   | 10,346   |
| Occupancy and equipment                               | 1,422    | 1,134    | 2,531    | 2,115    |
| Professional fees                                     | 672      | 407      | 1,125    | 921      |
| Data processing                                       | 1,079    | 892      | 1,998    | 1,705    |
| Advertising   | 153      | 224      | 240      | 352      |
| Federal Deposit Insurance Corporation (FDIC) premiums | 322      | 289      | 600      | 581      |
| (Gain)/loss on foreclosed real estate                 | 161      | (137)    | 151      | (175)    |
| Merger related costs                                  |          |          | 245      |          |
| Amortization of intangible assets                     | 223      | 163      | 397      | 329      |
| Other   | 1,071    | 894      | 2,024    | 1,890    |
| <br>  |          |          |          |          |
| Total noninterest expense                             | 11,106   | 9,098    | 20,892   | 18,064   |
| <br>  |          |          |          |          |
| Income before income taxes                            | 2,855    | 3,280    | 5,378    | 6,728    |
| Income taxes  | 726      | 848      | 1,292    | 1,700    |
| <br>  |          |          |          |          |
| NET INCOME  | \$ 2,129 | \$ 2,432 | \$ 4,086 | \$ 5,028 |
| <br>  |          |          |          |          |
| Earnings per share                                    |          |          |          |          |
| Basic   | \$ 0.20  | \$ 0.23  | \$ 0.39  | \$ 0.48  |
| Diluted   | \$ 0.20  | \$ 0.23  | \$ 0.39  | \$ 0.48  |
| Dividends per share                                   | \$ 0.09  | \$ 0.09  | \$ 0.18  | \$ 0.16  |

See accompanying notes to the unaudited consolidated financial statements.

Table of Contents

ESSA BANCORP, INC. AND SUBSIDIARY  
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME  
(UNAUDITED)

|  | <b>Three Months Ended</b> |             | <b>Six Months Ended</b> |             |
|--|---------------------------|-------------|-------------------------|-------------|
|  | <b>March 31,</b>          |             | <b>March 31,</b>        |             |
|  | <b>2016</b>               | <b>2015</b> | <b>2016</b>             | <b>2015</b> |
|  | (dollars in thousands)    |             | (dollars in thousands)  |             |
| Net income   | \$ 2,129                  | \$ 2,432    | \$ 4,086                | \$ 5,028    |
| Other comprehensive income:                        |                           |             |                         |             |
| Investment securities available for sale:          |                           |             |                         |             |
| Unrealized holding gain                            | 4,981                     | 2,374       | 1,581                   | 5,112       |
| Tax effect   | (1,694)                   | (807)       | (538)                   | (1,737)     |
| Reclassification of gains recognized in net income | (365)                     | (204)       | (368)                   | (204)       |
| Tax effect   | 124                       | 69          | 125                     | 69          |
| Net of tax amount                                  | 3,046                     | 1,432       | 800                     | 3,240       |
| Pension plan adjustment:                           |                           |             |                         |             |
| Related to actuarial losses                        | 119                       | 60          | 239                     | 120         |
| Tax effect   | (40)                      | (20)        | (81)                    | (40)        |
| Net of tax amount                                  | 79                        | 40          | 158                     | 80          |
| Total other comprehensive income                   | 3,125                     | 1,472       | 958                     | 3,320       |
| Comprehensive income                               | \$ 5,254                  | \$ 3,904    | \$ 5,044                | \$ 8,348    |

See accompanying notes to the unaudited consolidated financial statements.



**Table of Contents**

ESSA BANCORP, INC. AND SUBSIDIARY  
 CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY  
 (UNAUDITED)

|   | Common Stock        |        | Additional<br>Paid In<br>Capital | Unallocated<br>Common<br>Stock Held by<br>the<br>Retained<br>Earnings |           | Treasury<br>Stock | Accumulated<br>Other<br>Comprehensive<br>Loss |            | Total<br>Stockholders'<br>Equity |
|---|---------------------|--------|----------------------------------|---|-----------|-------------------|---|------------|----------------------------------|
|   | Number of<br>Shares | Amount |                                  | ESOP  |           |                   |   |            |                                  |
| Balance,<br>September 30,<br>2015                     | 11,353,244          | \$ 181 | \$ 182,295                       | \$ (9,627)  | \$ 83,658 | \$ (82,832)       | \$ (2,395)                                    | \$ 171,280 |                                  |
| Net income  |                     |        |                                  |   | 4,086     |                   |   | 4,086      |                                  |
| Other<br>comprehensive<br>income                      |                     |        |                                  |   |           |                   | 958   | 958        |                                  |
| Cash dividends<br>declared (\$.18 per<br>share)       |                     |        |                                  |   | (1,869)   |                   |   | (1,869)    |                                  |
| Stock based<br>compensation                           |                     |        | 79                               |   |           |                   |   | 79         |                                  |
| Allocation of<br>ESOP stock                           |                     |        | 76                               | 227   |           |                   |   | 303        |                                  |
| Allocation of<br>treasury shares to<br>incentive plan | 37,110              |        | (429)                            |   |           | 429               |   |            |                                  |
| Treasury shares<br>purchased                          | (22,700)            |        |                                  |   |           | (276)             |   | (276)      |                                  |
| Balance, March 31,<br>2016                            | 11,367,654          | \$ 181 | \$ 182,021                       | \$ (9,400)  | \$ 85,875 | \$ (82,679)       | \$ (1,437)                                    | \$ 174,561 |                                  |

See accompanying notes to the unaudited consolidated financial statements.

**Table of Contents**

ESSA BANCORP, INC. AND SUBSIDIARY  
CONSOLIDATED STATEMENT OF CASH FLOWS  
(UNAUDITED)

|   | <b>For the Six Months Ended<br/>March 31,</b> |             |
|---|---|-------------|
|   | <b>2016</b>                                   | <b>2015</b> |
|   | <b>(dollars in thousands)</b>                 |             |
| <b>OPERATING ACTIVITIES</b>   |   |             |
| Net income  | \$ 4,086                                      | \$ 5,028    |
| Adjustments to reconcile net income to net cash provided by operating activities: |   |             |
| Provision for loan losses   | 1,200   | 975         |
| Provision for depreciation and amortization                                       | 876   | 641         |
| Amortization and accretion of discounts and premiums, net                         | 1,750   | 145         |
| Gain on sale of investment securities   | (368)   | (204)       |
| Compensation expense on ESOP  | 303   | 269         |
| Stock based compensation  | 79  | 51          |
| (Increase) decrease in accrued interest receivable                                | (477)   | 159         |
| Increase/(decrease) in accrued interest payable                                   | 146   | (18)        |
| Earnings on bank-owned life insurance   | (464)   | (470)       |
| Deferred federal income taxes   | 166   | (339)       |
| Increase in accrued pension liability   | 590   | 233         |
| (Gain)/loss on foreclosed real estate, net  | 151   | (175)       |
| Amortization of identifiable intangible assets                                    | 398   | 329         |
| Other, net  | (223)   | 1,987       |
| Net cash provided by operating activities   | 8,213   | 8,611       |
| <b>INVESTING ACTIVITIES</b>   |   |             |
| Certificates of deposit maturities  | 250   | 15          |
| Investment securities available for sale:   |   |             |
| Proceeds from sale of investment securities                                       | 29,022  | 3,319       |
| Proceeds from principal repayments and maturities                                 | 47,903  | 30,318      |
| Purchases   | (50,016)                                      | (29,317)    |
| Increase in loans receivable, net   | (13,040)                                      | (22,416)    |
| Redemption of regulatory stock  | 6,940   | 7,441       |
| Purchase of regulatory stock  | (7,712)                                       | (6,801)     |
| Proceeds from sale of foreclosed real estate                                      | 739   | 2,031       |
| Acquisition, net of cash acquired   | (16,174)                                      |             |
| Capital improvements to foreclosed real estate                                    |   | 13          |
| Purchase of premises, equipment, and software                                     | (579)   | (454)       |
| Net cash used for investing activities  | (2,667)                                       | (15,851)    |

| FINANCING ACTIVITIES                                      |           |           |
|---|-----------|-----------|
| Decrease in deposits, net                                 | (38,921)  | (30,092)  |
| Net increase in short-term borrowings                     | 34,904    | 1,981     |
| Proceeds from other borrowings                            | 52,300    | 37,860    |
| Repayment of other borrowings                             | (50,800)  | (9,200)   |
| Increase in advances by borrowers for taxes and insurance | 4,241     | 4,472     |
| Purchase of treasury stock shares                         | (276)     | (1,803)   |
| Dividends on common stock                                 | (1,869)   | (1,669)   |
| Net cash provided by (used for) financing activities      | (421)     | 1,549     |
| Increase (decrease) in cash and cash equivalents          | 5,125     | (5,691)   |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD          | 18,758    | 22,301    |
| CASH AND CASH EQUIVALENTS AT END OF PERIOD                | \$ 23,883 | \$ 16,610 |

**Table of Contents**

|  | <b>For the Six Months Ended<br/>March 31,</b> |             |
|--|---|-------------|
|  | <b>2016</b>                                   | <b>2015</b> |
|  | <b>(dollars in thousands)</b>                 |             |
| <b>SUPPLEMENTAL CASH FLOW DISCLOSURES</b>                                  |   |             |
| Cash Paid:   |   |             |
| Interest   | \$ 5,388                                      | \$ 5,253    |
| Income taxes   | 500   |             |
| Noncash items:   |   |             |
| Transfers from loans to foreclosed real estate                             | 726   | 1,589       |
| Acquisition of Eagle National Bank assets and liabilities                  |   |             |
| Noncash assets acquired  |   |             |
| Investment securities, available for sale                                  | 36,275  |             |
| Loans receivable   | 123,380                                       |             |
| Federal Home Loan Bank stock   | 889   |             |
| Premises and equipment   | 945   |             |
| Accrued interest receivable  | 185   |             |
| Intangible assets  | 1,491   |             |
| Goodwill   | 3,542   |             |
| Deferred tax assets  | 715   |             |
| Other assets   | 1,989   |             |
| Liabilities assumed:   |   |             |
| Certificates of deposit  | 32,408  |             |
| Deposits other than certificates of deposit                                | 119,865                                       |             |
| Accrued interest payable   | 64  |             |
| Other liabilities  | 900   |             |
| Net noncash assets acquired  | 16,174  |             |
| Cash acquired  | 8,481   |             |
| See accompanying notes to the unaudited consolidated financial statements. |   |             |

**Table of Contents**

## ESSA BANCORP, INC. AND SUBSIDIARY

## Notes to Consolidated Financial Statements

(unaudited)

**1. Nature of Operations and Basis of Presentation**

The consolidated financial statements include the accounts of ESSA Bancorp, Inc. (the Company), its wholly owned subsidiary, ESSA Bank & Trust (the Bank), and the Bank's wholly owned subsidiaries, ESSACOR Inc.; Pocono Investments Company; ESSA Advisory Services, LLC; Integrated Financial Corporation; and Integrated Abstract Incorporated, a wholly owned subsidiary of Integrated Financial Corporation. The primary purpose of the Company is to act as a holding company for the Bank. On November 6, 2014, the Company converted its status from a savings and loan holding company to a bank holding company. In addition, the Bank converted from a Pennsylvania-chartered savings association to a Pennsylvania-chartered savings bank. The Bank's primary business consists of the taking of deposits and granting of loans to customers generally in Monroe, Northampton, Lehigh, Delaware, Chester, Lackawanna, and Luzerne Counties, Pennsylvania. The Bank is subject to regulation and supervision by the Pennsylvania Department of Banking and Securities and the Federal Deposit Insurance Corporation. The investment in subsidiary on the parent company's financial statements is carried at the parent company's equity in the underlying net assets.

ESSACOR, Inc. is a Pennsylvania corporation that has been used to purchase properties at tax sales that represent collateral for delinquent loans of the Bank. Pocono Investment Company is a Delaware corporation formed as an investment company subsidiary to hold and manage certain investments, including certain intellectual property. ESSA Advisory Services, LLC is a Pennsylvania limited liability company owned 100 percent by ESSA Bank & Trust. ESSA Advisory Services, LLC is a full-service insurance benefits consulting company offering group services such as health insurance, life insurance, short-term and long-term disability, dental, vision, and 401(k) retirement planning as well as individual health products. Integrated Financial Corporation is a Pennsylvania Corporation that provided investment advisory services to the general public and is currently inactive. Integrated Abstract Incorporated is a Pennsylvania Corporation that provided title insurance services and is currently inactive. All significant intercompany accounts and transactions have been eliminated in consolidation.

The unaudited consolidated financial statements reflect all adjustments, which in the opinion of management, are necessary for a fair presentation of the results of the interim periods and are of a normal and recurring nature. Operating results for the six month period ended March 31, 2016 are not necessarily indicative of the results that may be expected for the year ending September 30, 2016.

**2. Earnings per Share**

The following table sets forth the composition of the weighted-average common shares (denominator) used in the basic and diluted earnings per share computation for the three and six month periods ended March 31, 2016 and 2015.

**Three months ended****Six months ended**

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|   | <b>March 31,<br/>2016</b> | <b>March 31,<br/>2015</b> | <b>March 31,<br/>2016</b> | <b>March 31,<br/>2015</b> |
|---|---------------------------|---------------------------|---------------------------|---------------------------|
| Weighted-average common shares outstanding  | 18,133,095                | 18,133,095                | 18,133,095                | 18,133,095                |
| Average treasury stock shares   | (6,793,799)               | (6,695,606)               | (6,793,553)               | (6,652,080)               |
| Average unearned ESOP shares  | (933,558)                 | (978,835)                 | (939,247)                 | (984,555)                 |
| Average unearned non-vested shares  | (20,584)                  | (16,344)                  | (24,681)                  | (16,590)                  |
| <b>Weighted average common shares and common stock<br/>equivalents used to calculate basic earnings per share</b>   | <b>10,385,154</b>         | <b>10,442,310</b>         | <b>10,375,614</b>         | <b>10,479,870</b>         |
| Additional common stock equivalents (non-vested stock)<br>used to calculate diluted earnings per share              | 444                       | 386                       |                           |                           |
| Additional common stock equivalents (stock options)<br>used to calculate diluted earnings per share                 | 139,100                   | 78,451                    | 140,155                   | 42,727                    |
| <b>Weighted average common shares and common stock<br/>equivalents used to calculate diluted earnings per share</b> | <b>10,524,697</b>         | <b>10,521,147</b>         | <b>10,515,770</b>         | <b>10,522,597</b>         |

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**Table of Contents**

At March 31, 2016 there were 48,498 shares of nonvested stock outstanding at an average weighted price of \$12.90 per share that were not included in the computation of diluted earnings per share because to do so would have been anti-dilutive. At March 31, 2015 there were 15,290 shares of nonvested stock outstanding at a price of \$11.07 per share and options to purchase 1,317,910 shares of common stock outstanding at a price of \$12.35 per share that were not included in the computation of diluted earnings per share because to do so would have been anti-dilutive.

**3. Use of Estimates in the Preparation of Financial Statements**

The accounting principles followed by the Company and its subsidiaries and the methods of applying these principles conform to U.S. generally accepted accounting principles ( GAAP ) and to general practice within the banking industry. In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the Consolidated Balance Sheet date and related revenues and expenses for the period. Actual results could differ from those estimates.

**4. Recent Accounting Pronouncements:****Recent Accounting Pronouncements:**

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers* (a new revenue recognition standard). The Update's core principle is that a company will recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In addition, this update specifies the accounting for certain costs to obtain or fulfill a contract with a customer and expands disclosure requirements for revenue recognition. This Update is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. The Company is evaluating the effect of adopting this new accounting.

In June 2014, the FASB issued ASU 2014-12, *Compensation – Stock Compensation (Topic 718): Accounting for Share-Based Payments when the Terms of an Award Provide that a Performance Target Could Be Achieved After the Requisite Service Period*. The amendments require that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. The amendments in this Update are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. Earlier adoption is permitted. Entities may apply the amendments in this Update either (a) prospectively to all awards granted or modified after the effective date or (b) retrospectively to all awards with performance targets that are outstanding as of the beginning of the earliest annual period presented in the financial statements and to all new or modified awards thereafter. If retrospective transition is adopted, the cumulative effect of applying this Update as of the beginning of the earliest annual period presented in the financial statements should be recognized as an adjustment to the opening retained earnings balance at that date. Additionally, if retrospective transition is adopted, an entity may use hindsight in measuring and recognizing the compensation cost. This Update did not have a significant impact on the Company's financial statements.

In August 2014, the FASB issued ASU 2014-15, *Presentation of Financial Statements – Going Concern (Subtopic 205-40)*. The amendments in this Update provide guidance in accounting principles generally accepted in the United States of America about management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern and to provide related footnote disclosures. The amendments in this Update are effective for the annual period ending after December 15, 2016, and for annual periods and interim periods thereafter. Early application is permitted. This Update is not expected to have a significant impact on the Company's financial

statements.

In November 2014, the FASB issued ASU 2014-16, *Derivatives and Hedging (Topic 815): Determining Whether the Host Contract in a Hybrid Financial Instrument Issued in the Form of a Share Is More Akin to Debt or to Equity (a consensus of the FASB Emerging Issues Task Force)*. This Update clarifies how current U.S. GAAP should be interpreted in subjectively evaluating the economic characteristics and risks of a host contract in a hybrid financial instrument that is issued in the form of a share. Public business entities are required to implement the new requirements in fiscal years and interim periods within those fiscal years beginning after December 15, 2015. This Update is not expected to have a significant impact on the Company's financial statements.

In January 2015, the FASB issued ASU 2015-01, *Income Statement - Extraordinary and Unusual Items*, as part of its initiative to reduce complexity in accounting standards. This Update eliminates from U.S. GAAP the concept of extraordinary items. The amendments in this Update are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. A reporting entity may apply the amendments prospectively. A reporting entity may also apply the amendments retrospectively to all prior periods presented in the financial statements. Early adoption is permitted provided that the guidance is applied from the beginning of the fiscal year of adoption. This Update is not expected to have a significant impact on the Company's financial statements.



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**Table of Contents**

In February 2015, the FASB issued ASU 2015-02, *Consolidation (Topic 810)*. The amendments in this Update affect reporting entities that are required to evaluate whether they should consolidate certain legal entities. All legal entities are subject to reevaluation under the revised consolidation model. Specifically, the amendments (1) modify the evaluation of whether limited partnerships and similar legal entities are variable interest entities ( VIEs ) or voting interest entities; (2) eliminate the presumption that a general partner should consolidate a limited partnership; (3) affect the consolidation analysis of reporting entities that are involved with VIEs, particularly those that have fee arrangements and related-party relationships; and (4) provide a scope exception from consolidation guidance for reporting entities with interests in legal entities that are required to comply with or operate in accordance with requirements that are similar to those in Rule 2a-7 of the Investment Company Act of 1940 for registered money market funds. The amendments in this Update are effective for public business entities for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2015. For all other entities, the amendments in this Update are effective for fiscal years beginning after December 15, 2016, and for interim periods within fiscal years beginning after December 15, 2017. This Update is not expected to have a significant impact on the Company's financial statements.

In April 2015, the FASB issued ASU 2015-03, *Interest Imputation of Interest (Subtopic 835-30)*, as part of its initiative to reduce complexity in accounting standards. To simplify presentation of debt issuance costs, the amendments in this Update require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by the amendments in this Update. For public business entities, the amendments in this Update are effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. For all other entities, the amendments in this Update are effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within fiscal years beginning after December 15, 2016. An entity should apply the new guidance on a retrospective basis, wherein the balance sheet of each individual period presented should be adjusted to reflect the period-specific effects of applying the new guidance. This Update is not expected to have a significant impact on the Company's financial statements.

In April 2015, the FASB issued ASU 2015-04, *Compensation Retirement Benefits (Topic 715)*, as part of its initiative to reduce complexity in accounting standards. For an entity with a fiscal year-end that does not coincide with a month-end, the amendments in this Update provide a practical expedient that permits the entity to measure defined benefit plan assets and obligations using the month-end that is closest to the entity's fiscal year-end and apply that practical expedient consistently from year to year. The practical expedient should be applied consistently to all plans if an entity has more than one plan. The amendments in this Update are effective for public business entities for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. For all other entities, the amendments in this Update are effective for financial statements issued for fiscal years beginning after December 15, 2016, and interim periods within fiscal years beginning after December 15, 2017. Earlier application is permitted. This Update is not expected to have a significant impact on the Company's financial statements.

In May 2015, the FASB issued ASU 2015-09, *Financial Services Insurance (Topic 944): Disclosure About Short-Duration Contracts*. The amendments apply to all insurance entities that issue short-duration contracts as defined in Topic 944, *Financial Services Insurance*. The amendments require insurance entities to disclose for annual reporting periods certain information about the liability for unpaid claims and claim adjustment expenses. The amendments also require insurance entities to disclose information about significant changes in methodologies and assumptions used to calculate the liability for unpaid claims and claim adjustment expenses, including reasons for the change and the effects on the financial statements. Additionally, the amendments require insurance entities to disclose for annual and interim reporting periods a rollforward of the liability for unpaid claims and claim adjustment

expenses, described in Topic 944. For health insurance claims, the amendments require the disclosure of the total of incurred-but-not-reported liabilities plus expected development on reported claims included in the liability for unpaid claims and claim adjustment expenses. For public business entities, the amendments in this Update are effective for annual periods beginning after December 15, 2015, and interim periods within annual periods beginning after December 15, 2016. For all other entities, the amendments in this Update are effective for annual periods beginning after December 15, 2016, and interim periods within annual periods beginning after December 15, 2017. This Update is not expected to have a significant impact on the Company's financial statements.

In June 2015, the FASB issued ASU 2015-10, *Technical Corrections and Improvements*. The amendments in this Update represent changes to clarify the FASB Accounting Standards Codification (Codification), correct unintended application of guidance, or make minor improvements to the Codification that are not expected to have a significant effect on current accounting practice or create a significant administrative cost to most entities. Transition guidance varies based on the amendments in this Update. The amendments in this Update that require transition guidance are effective for all entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. Early adoption is permitted, including adoption in an interim period. All other amendments will be effective upon the issuance of this Update. This Update is not expected to have a significant impact on the Company's financial statements.

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**Table of Contents**

In August 2015, the FASB issued ASU 2015-14, *Revenue from Contract with Customers (Topic 606)*. The amendments in this Update defer the effective date of ASU 2014-09 for all entities by one year. Public business entities, certain not-for-profit entities, and certain employee benefit plans should apply the guidance in ASU 2014-09 to annual reporting periods beginning after December 15, 2017, including interim reporting periods within that reporting period. All other entities should apply the guidance in ASU 2014-09 to annual reporting periods beginning after December 15, 2018, and interim reporting periods within annual reporting periods beginning after December 15, 2019. The Company is evaluating the effect of adopting this new accounting Update.

In September 2015, the FASB issued ASU 2015-16, *Business Combinations (Topic 805)*. The amendments in this Update require that an acquirer recognizes adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. The amendments in this Update require that the acquirer record, in the same period's financial statements, the effect on earnings of changes in depreciation, amortization, or other income effects, if any, as a result of the change to the provisional amounts, calculated as if the accounting had been completed at the acquisition date. The amendments in this Update require an entity to present separately on the face of the income statement or disclose in the notes the portion of the amount recorded in current-period earnings by line item that would have been recorded in previous reporting periods if the adjustment to the provisional amounts had been recognized as of the acquisition date. For public business entities, the amendments in this Update are effective for fiscal years beginning after December 15, 2015, including interim periods within those fiscal years. For all other entities, the amendments in this Update are effective for fiscal years beginning after December 15, 2016, and interim periods within fiscal years beginning after December 15, 2017. This Update is not expected to have a significant impact on the Company's financial statements.

In November 2015, the FASB issued ASU 2015-17, *Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes*. The amendments in this Update require that deferred tax liabilities and assets be classified as noncurrent in a classified statement of financial position. The amendments in this Update apply to all entities that present a classified statement of financial position. For public business entities, the amendments in this Update are effective for financial statements issued for annual periods beginning after December 15, 2016, and interim periods within those annual periods. For all other entities, the amendments in this Update are effective for financial statements issued for annual periods beginning after December 15, 2017, and interim periods within annual periods beginning after December 15, 2018. Earlier application is permitted for all entities as of the beginning of an interim or annual reporting period. The amendments in this Update may be applied either prospectively to all deferred tax liabilities and assets or retrospectively to all periods presented. This Update is not expected to have a significant impact on the Company's financial statements.

In January 2016, the FASB issued ASU 2016-01, *Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*. This Update applies to all entities that hold financial assets or owe financial liabilities and is intended to provide more useful information on the recognition, measurement, presentation, and disclosure of financial instruments. Among other things, this Update (a) requires equity investments (except those accounted for under the equity method of accounting or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income; (b) simplifies the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment; (c) eliminates the requirement to disclose the fair value of financial instruments measured at amortized cost for entities that are not public business entities; (d) eliminates the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet; (e) requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes; (f) requires an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the

liability at fair value in accordance with the fair value option for financial instruments; (g) requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset (that is, securities or loans and receivables) on the balance sheet or the accompanying notes to the financial statements; and (h) clarifies that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale securities in combination with the entity's other deferred tax assets. For public business entities, the amendments in this Update are effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. For all other entities including not-for-profit entities and employee benefit plans within the scope of Topics 960 through 965 on plan accounting, the amendments in this Update are effective for fiscal years beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019. All entities that are not public business entities may adopt the amendments in this Update earlier as of the fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The Company is currently evaluating the impact the adoption of the standard will have on the Company's financial position or results of operations.

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**Table of Contents**

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*. The standard requires lessees to recognize the assets and liabilities that arise from leases on the balance sheet. A lessee should recognize in the statement of financial position a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term. A short-term lease is defined as one in which: (a) the lease term is 12 months or less, and (b) there is not an option to purchase the underlying asset that the lessee is reasonably certain to exercise. For short-term leases, lessees may elect to recognize lease payments over the lease term on a straight-line basis. For public business entities, the amendments in this Update are effective for fiscal years beginning after December 15, 2018, and interim periods within those years. For all other entities, the amendments in this Update are effective for fiscal years beginning after December 15, 2019, and for interim periods within fiscal years beginning after December 15, 2020. The amendments should be applied at the beginning of the earliest period presented using a modified retrospective approach with earlier application permitted as of the beginning of an interim or annual reporting period. The Company is currently evaluating the impact the adoption of the standard will have on the Company's financial position or results of operations.

In March 2016, the FASB issued ASU 2016-04, *Liabilities – Extinguishments of Liabilities (Subtopic 405-20)*. The standard provides that liabilities related to the sale of prepaid stored-value products within the scope of this Update are financial liabilities. The amendments in the Update provide a narrow scope exception to the guidance in Subtopic 405-20 to require that breakage for those liabilities be accounted for consistent with the breakage guidance in Topic 606. The amendments in this Update are effective for public business entities, certain not-for-profit entities, and certain employee benefit plans for financial statements issued for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. For all other entities, the amendments are effective for financial statements issued for fiscal years beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019. Earlier application is permitted, including adoption in an interim period. This Update is not expected to have a significant impact on the Company's financial statements.

In March 2016, the FASB issued ASU 2016-05, *Derivatives and Hedging (Topic 815)*. The amendments in this Update apply to all reporting entities for which there is a change in the counterparty to a derivative instrument that has been designated as a hedging instrument under Topic 815. The standards in this Update clarify that a change in the counterparty to a derivative instrument that has been designated as the hedging instrument under Topic 815 does not, in and of itself, require designation of that hedging relationship provided that all other hedge accounting criteria continue to be met. For public business entities, the amendments in this Update are effective for financial statements issued for fiscal years beginning after December 15, 2016, and interim periods within those fiscal years. For all other entities, the amendments in this Update are effective for financial statements issued for fiscal years beginning after December 15, 2017, and interim periods within fiscal years beginning after December 15, 2018. An entity has an option to apply the amendments in this Update on either a prospective basis or a modified retrospective basis. Early adoption is permitted, including adoption in an interim period. This Update is not expected to have a significant impact on the Company's financial statements.

In March 2016, the FASB issued ASU 2016-06, *Derivatives and Hedging (Topic 815)*. The amendments apply to all entities that are issuers of or investors in debt instruments (or hybrid financial instruments that are determined to have a debt host) with embedded call (put) options. The amendments in this update clarify the requirements for assessing whether contingent call (put) options that can accelerate the payment of principal on debt instruments are clearly and closely related to their debt host. An entity performing the assessment under the amendments in this Update is required to assess the embedded call (put) options solely in accordance with the four-step decision sequence. For public business entities, the amendments in this Update are effective for financial statements issued for fiscal years beginning after December 15, 2016, and interim periods within those fiscal years. For entities other than public business entities, the amendments in this Update are effective for financial statements issued for fiscal years beginning after December 15, 2017, and interim periods within fiscal years beginning after December 15, 2018. Early adoption

is permitted, including adoption in an interim period. This Update is not expected to have a significant impact on the Company's financial statements.

In March 2016, the FASB issued ASU 2016-07, *Investments - Equity Method and Joint Ventures (Topic 323)*. The Update affects all entities that have an investment that becomes qualified for the equity method of accounting as a result of an increase in the level of ownership interest or degree of influence. The amendments in this Update eliminate the requirement that when an investment qualifies for use of the equity method as a result of an increase in the level of ownership interest or degree of influence, an investor must adjust the investment, results of operations, and retained earnings retroactively on a step-by-step basis as if the equity method had been in effect during all previous periods that the investment had been held. The amendments require that the equity method investor add the cost of acquiring the additional interest in the investee to the current basis of the investor's previously held interest and adopt the equity method of accounting as of the date the investment becomes qualified for equity method accounting. Therefore, upon qualifying for the equity method of accounting, no retroactive adjustment of the investment is required. The amendments in this Update require that an entity that has an available-for-sale equity security that becomes qualified for the equity method of accounting recognize through earnings the unrealized holding gain or loss in accumulated other comprehensive income at the date the investment becomes qualified for use of the equity method. The amendments in this Update are effective for all entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016. The amendments should be applied prospectively upon their effective date to increases in the level of ownership interest or degree of influence that result in the adoption of the equity method. Earlier application is permitted. This Update is not expected to have a significant impact on the Company's financial statements.

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**Table of Contents**

In March 2016, the FASB issued ASU 2016-08, *Revenue from Contracts with Customers (Topic 606)*. The amendments in this Update affect entities with transactions included within the scope of Topic 606, which includes entities that enter into contracts with customers to transfer goods or services (that are an output of the entity's ordinary activities) in exchange for consideration. The amendments in this update do not change the core principle of the guidance in Topic 606; they simply clarify the implementation guidance on principal versus agent considerations. The amendments in this Update are intended to improve the operability and understandability of the implementation guidance on principal versus agent considerations. The amendments in this Update affect the guidance in ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*, which is not yet effective. The effective date and transition requirements for the amendments in this Update are the same as the effective date and transition requirements of Update 2014-09. ASU No. 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date*, defers the effective date of Update 2014-09 by one year. The Company is currently evaluating the impact the adoption of the standard will have on the Company's financial position or results of operations.

In March 2016, the FASB issued ASU 2016-09, *Compensation – Stock Compensation (Topic 718)*. The amendments in this Update affect all entities that issue share-based payment awards to their employees. The standards in this Update provide simplification for several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as with equity or liabilities, and classification on the statement of cash flows. Some of the areas for simplification apply only to nonpublic entities. In addition to those simplifications, the amendments eliminate the guidance in Topic 718 that was indefinitely deferred shortly after the issuance of FASB Statement No. 123 (revised 2004), *Share-Based Payment*. This should not result in a change in practice because the guidance that is being superseded was never effective. For public business entities, the amendments in this Update are effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods. For all other entities, the amendments are effective for annual periods beginning after December 15, 2017, and interim periods within annual periods beginning after December 15, 2018. Early adoption is permitted for any entity in any interim or annual period. The Company is currently evaluating the impact the adoption of the standard will have on the Company's financial position or results of operations.

In April 2016, the FASB issued ASU 2016-10, *Revenue from Contracts with Customers (Topic 606)*. The amendments in this Update affect entities with transactions included within the scope of Topic 606, which includes entities that enter into contracts with customers to transfer goods or services in exchange for consideration. The amendments in this Update do not change the core principle for revenue recognition in Topic 606. Instead, the amendments provide (1) more detailed guidance in a few areas and (2) additional implementation guidance and examples based on feedback the FASB received from its stakeholders. The amendments are expected to reduce the degree of judgment necessary to comply with Topic 606, which the FASB expects will reduce the potential for diversity arising in practice and reduce the cost and complexity of applying the guidance. The amendments in this Update affect the guidance in ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*, which is not yet effective. The effective date and transition requirements for the amendments in this Update are the same as the effective date and transition requirements in Topic 606 (and any other Topic amended by Update 2014-09). ASU 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date*, defers the effective date of Update 2014-09 by one year. The Company is currently evaluating the impact the adoption of the standard will have on the Company's financial position or results of operations.

**Table of Contents****5. Investment Securities**

The amortized cost, gross unrealized gains and losses, and fair value of investment securities available for sale are summarized as follows (in thousands):

|  | <b>March 31, 2016</b> |                               |                                | <b>Fair Value</b> |
|--|-----------------------|-------------------------------|--------------------------------|-------------------|
|  | <b>Amortized Cost</b> | <b>Gross Unrealized Gains</b> | <b>Gross Unrealized Losses</b> |                   |
| <b>Available for Sale</b>                        |                       |                               |                                |                   |
| Fannie Mae                                       | \$ 134,469            | \$ 1,965                      | \$ (280)                       | \$ 136,154        |
| Freddie Mac                                      | 87,858                | 1,224                         | (155)                          | 88,927            |
| Governmental National Mortgage Association       | 14,160                | 88                            | (49)                           | 14,199            |
| Other mortgage-backed securities                 | 2,409                 |                               | (20)                           | 2,389             |
| Total mortgage-backed securities                 | 238,896               | 3,277                         | (504)                          | 241,669           |
| Obligations of states and political subdivisions | 55,272                | 2,324                         | (22)                           | 57,574            |
| U.S. government agency securities                | 32,968                | 363                           | (25)                           | 33,306            |
| Corporate obligations                            | 34,852                | 411                           | (367)                          | 34,896            |
| Trust-preferred securities                       | 1,628                 |                               | (18)                           | 1,610             |
| Other debt securities                            | 20,310                | 286                           | (73)                           | 20,523            |
| Total debt securities                            | 383,926               | 6,661                         | (1,009)                        | 389,578           |
| Equity securities - financial services           | 25                    |                               |                                | 25                |
| Total  | \$ 383,951            | \$ 6,661                      | \$ (1,009)                     | \$ 389,603        |

|  | <b>September 30, 2015</b> |                               |                                | <b>Fair Value</b> |
|--|---------------------------|-------------------------------|--------------------------------|-------------------|
|  | <b>Amortized Cost</b>     | <b>Gross Unrealized Gains</b> | <b>Gross Unrealized Losses</b> |                   |
| <b>Available for Sale</b>                        |                           |                               |                                |                   |
| Fannie Mae                                       | \$ 130,476                | \$ 2,052                      | \$ (541)                       | \$ 131,987        |
| Freddie Mac                                      | 88,514                    | 1,063                         | (286)                          | 89,291            |
| Governmental National Mortgage Association       | 13,201                    | 103                           | (52)                           | 13,252            |
| Other mortgage-backed securities                 | 2,494                     |                               | (17)                           | 2,477             |
| Total mortgage-backed securities                 | 234,685                   | 3,218                         | (896)                          | 237,007           |
| Obligations of states and political subdivisions | 50,094                    | 1,676                         | (145)                          | 51,625            |
| U.S. government agency securities                | 45,799                    | 399                           | (12)                           | 46,186            |
| Corporate obligations                            | 22,440                    | 157                           | (237)                          | 22,360            |
| Trust-preferred securities                       | 1,613                     | 98                            |                                | 1,711             |
| Other debt securities                            | 20,313                    | 216                           | (36)                           | 20,493            |
| Total debt securities                            | 374,944                   | 5,764                         | (1,326)                        | 379,382           |



|  |            |          |            |            |
|--|------------|----------|------------|------------|
| Equity securities - financial services | 25         | 25       |            |            |
| Total                                  | \$ 374,969 | \$ 5,764 | \$ (1,326) | \$ 379,407 |

**Table of Contents**

The amortized cost and fair value of debt securities at March 31, 2016, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties (in thousands):

|  | <b>Available For Sale</b> |                       |
|--|---------------------------|-----------------------|
|  | <b>Amortized<br/>Cost</b> | <b>Fair<br/>Value</b> |
| Due in one year or less                | \$ 3,253                  | \$ 3,264              |
| Due after one year through five years  | 51,173                    | 51,920                |
| Due after five years through ten years | 80,458                    | 81,861                |
| Due after ten years                    | 249,042                   | 252,533               |
| <b>Total</b>                           | <b>\$ 383,926</b>         | <b>\$ 389,578</b>     |

For the three months ended March 31, 2016, the Company realized gross gains of \$365,000 on proceeds from the sale of investment securities of \$11.7 million. For the six months ended March 31, 2016, the Company realized gross gains of \$368,000 on proceeds from the sale of investment securities of \$29.0 million. During the first quarter of 2016, the Company sold \$16.2 million of investment securities which were acquired in the merger with Eagle National Bancorp, Inc ( ENB ). The Company realized no gain or loss from the sale of these securities. For the three and six months ended March 31, 2015, the Company realized gross gains of \$204,000 on proceeds from the sale of investment securities of \$3.3 million.

**6. Unrealized Losses on Securities**

The following table shows the Company's gross unrealized losses and fair value, aggregated by investment category and length of time that the individual securities have been in a continuous unrealized loss position (dollars in thousands):

|   | Number of<br>Securities | March 31, 2016             |                               |                             |                               |               |                               |
|---|-------------------------|----------------------------|-------------------------------|-----------------------------|-------------------------------|---------------|-------------------------------|
|   |                         | Less than Twelve<br>Months |                               | Twelve Months or<br>Greater |                               | Total         |                               |
|   |                         | Fair<br>Value              | Gross<br>Unrealized<br>Losses | Fair<br>Value               | Gross<br>Unrealized<br>Losses | Fair<br>Value | Gross<br>Unrealized<br>Losses |
| Fannie Mae  | 20                      | \$ 7,962                   | \$ (14)                       | \$ 19,159                   | \$ (266)                      | \$ 27,121     | \$ (280)                      |
| Freddie Mac   | 11                      | 1,489                      | (9)                           | 12,964                      | (146)                         | 14,453        | (155)                         |
| Governmental National Mortgage<br>Association   | 5                       | 4,392                      | (46)                          | 863                         | (3)                           | 5,255         | (49)                          |
| Other mortgage-backed securities<br>Obligations of states and political<br>subdivisions | 3                       |                            |                               | 2,388                       | (20)                          | 2,388         | (20)                          |
|   | 6                       | 7,867                      | (22)                          |                             |                               | 7,867         | (22)                          |
| U.S. government agency securities   | 2                       | 1,894                      | (25)                          |                             |                               | 1,894         | (25)                          |
| Corporate obligations   | 11                      | 10,482                     | (330)                         | 963                         | (37)                          | 11,445        | (367)                         |

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|                            |    |           |          |           |          |           |            |
|----------------------------|----|-----------|----------|-----------|----------|-----------|------------|
| Trust-preferred securities | 2  | 1,610     | (18)     |           |          | 1,610     | (18)       |
| Other debt securities      | 8  | 5,386     | (45)     | 2,542     | (28)     | 7,928     | (73)       |
| Total                      | 68 | \$ 41,082 | \$ (509) | \$ 38,879 | \$ (500) | \$ 79,961 | \$ (1,009) |

**Table of Contents**

|  | September 30, 2015   |                         |                         |                          |                         |                  |                         |
|--|----------------------|-------------------------|-------------------------|--------------------------|-------------------------|------------------|-------------------------|
|  | Number of Securities | Less than Twelve Months |                         | Twelve Months or Greater |                         | Total            |                         |
|  |                      | Fair Value              | Gross Unrealized Losses | Fair Value               | Gross Unrealized Losses | Fair Value       | Gross Unrealized Losses |
| Fannie Mae                                       | 22                   | \$ 7,238                | \$ (28)                 | \$ 23,609                | \$ (513)                | \$ 30,847        | \$ (541)                |
| Freddie Mac                                      | 12                   | 1,487                   | (1)                     | 15,477                   | (285)                   | 16,964           | (286)                   |
| Governmental National Mortgage Association       | 2                    |                         |                         | 2,209                    | (52)                    | 2,209            | (52)                    |
| Other mortgage-backed securities                 | 3                    |                         |                         | 2,477                    | (17)                    | 2,477            | (17)                    |
| Obligations of states and political subdivisions | 14                   | 9,184                   | (57)                    | 4,667                    | (88)                    | 13,851           | (145)                   |
| U.S. government agency securities                | 3                    | 3,246                   | (12)                    |                          |                         | 3,246            | (12)                    |
| Corporate obligations                            | 10                   | 9,263                   | (207)                   | 970                      | (30)                    | 10,233           | (237)                   |
| Other debt securities                            | 6                    | 5,232                   | (26)                    | 1,748                    | (10)                    | 6,980            | (36)                    |
| <b>Total</b>                                     | <b>72</b>            | <b>\$ 35,650</b>        | <b>\$ (331)</b>         | <b>\$ 51,157</b>         | <b>\$ (995)</b>         | <b>\$ 86,807</b> | <b>\$ (1,326)</b>       |

The Company's investment securities portfolio contains unrealized losses on securities, including mortgage-related instruments issued or backed by the full faith and credit of the United States government, or generally viewed as having the implied guarantee of the U.S. government, other mortgage backed securities, debt obligations of a U.S. state or political subdivision, corporate debt obligations, trust preferred securities and equity securities.

The Company reviews its position quarterly and has asserted that at March 31, 2016, the declines outlined in the above table represent temporary declines and the Company would not be required to sell the security before its anticipated recovery in market value.

The Company has concluded that any impairment of its investment securities portfolio is not other than temporary but is the result of interest rate changes that are not expected to result in the non-collection of principal and interest during the period.

**7. Loans Receivable, Net and Allowance for Loan Losses**

Loans receivable consist of the following (in thousands):

|  | March 31, 2016 | September 30, 2015 |
|--|----------------|--------------------|
| Real estate loans:                               |                |                    |
| Residential                                      | \$ 602,085     | \$ 610,582         |
| Construction                                     | 3,135          | 878                |
| Commercial                                       | 286,684        | 200,004            |
| Commercial                                       | 55,170         | 34,314             |
| Obligations of states and political subdivisions | 59,673         | 59,820             |
| Home equity loans and lines of credit            | 46,613         | 39,903             |

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|                                |              |              |
|--------------------------------|--------------|--------------|
| Auto Loans                     | 188,334      | 162,193      |
| Other                          | 3,334        | 3,343        |
|                                | 1,245,028    | 1,111,037    |
| Less allowance for loan losses | 9,415        | 8,919        |
| Net loans                      | \$ 1,235,613 | \$ 1,102,118 |

**Table of Contents**

Included in the March 31, 2016 balances are loans acquired from Eagle National Bank, as of the acquisition date of December 4, 2015 as follows:

|                                       | <b>2015</b>       |
|---------------------------------------|-------------------|
| Real estate loans:                    |                   |
| Residential                           | \$ 10,743         |
| Commercial                            | 87,336            |
| Commercial                            | 16,604            |
| Home equity loans and lines of credit | 8,632             |
| Other                                 | 65                |
| <b>Total loans</b>                    | <b>\$ 123,380</b> |

Purchased loans acquired in a business combination are recorded at fair value on their purchase date without a carryover of the related allowance for loan losses.

Upon acquisition, the Company evaluated whether each acquired loan (regardless of size) was within the scope of ASC 310-30, Receivables-Loans and Debt Securities Acquired with Deteriorated Credit Quality. Purchased credit-impaired loans are loans that have evidence of credit deterioration since origination and it is probable at the date of acquisition that the Company will not collect all contractually required principal and interest payments. The fair value of purchased credit-impaired loans, on the acquisition date of December 4, 2015, was determined, primarily based on the fair value of loan collateral. The carrying value of all purchased loans acquired with deteriorated credit quality was \$6.0 million at March 31, 2016.

On the acquisition date, the preliminary estimate of the unpaid principal balance for all loans evidencing credit impairment acquired in the ENB acquisition was \$3.5 million and the estimated fair value of the loans was \$2.0 million. Total contractually required payments on these loans, including interest, at the acquisition date was \$4.2 million. However, the Company's preliminary estimate of expected cash flows was \$2.2 million. At such date, the Company established a credit risk related non-accretable discount (a discount representing amounts which are not expected to be collected from the customer nor liquidation of collateral) of \$2.0 million relating to these impaired loans, reflected in the recorded net fair value. Such amount is reflected as a non-accretable fair value adjustment to loans. The Company further estimated the timing and amount of expected cash flows in excess of the estimated fair value and established an accretable discount of \$240,000 on the acquisition date relating to these impaired loans.

The carrying value of the loans acquired and accounted for in accordance with ASC 310-30, *Loans and Debt Securities Acquired with Deteriorated Credit Quality*, was determined by projecting discounted contractual cash flows. The table below presents the components of the purchase accounting adjustments related to the purchased impaired loans acquired in the ENB acquisition as of December 4, 2015 (in thousands):

|                          |          |
|--------------------------|----------|
| Unpaid principal balance | \$ 3,468 |
| Interest                 | 717      |
| Contractual cash flows   | 4,185    |
| Non-accretable discount  | (1,973)  |

|                      |          |
|----------------------|----------|
| Expected cash flows  | 2,212    |
| Accretable discount  | (240)    |
| Estimated fair value | \$ 1,972 |

Changes in the accretable yield for purchased credit-impaired loans were as follows, since acquisition, for the periods ended March 31, 2016 and March 31, 2015:

|   | <b>Six months ended March 31,</b> |             |
|---|-----------------------------------|-------------|
|   | <b>2016</b>                       | <b>2015</b> |
| Balance at beginning of period            | \$ 258                            | \$ 170      |
| Reclassification, new additions and other | 240                               |             |
| Accretion                                 | (133)                             | (14)        |
| Balance at end of period                  | \$ 365                            | \$ 156      |

**Table of Contents**

The following table presents additional information regarding loans acquired and accounted for in accordance with ASC 310-30 (in thousands):

|                     | March 31, 2016<br>Acquired Loans with Specific<br>Evidence or<br>Deterioration in<br>Credit Quality<br>(ASC 310-30) | September 30, 2015<br>Acquired Loans with Specific<br>Evidence or<br>Deterioration in<br>Credit Quality<br>(ASC 310-30) |
|---------------------|---|---|
| Outstanding balance | \$ 7,622  | \$ 4,779  |
| Carrying amount     | \$ 5,995  | \$ 4,162  |

The following table shows the amount of loans in each category that was individually and collectively evaluated for impairment at the dates indicated (in thousands):

|  | Total<br>Loans      | Individually<br>Evaluated for<br>Impairment | Loans Acquired<br>with Deteriorated<br>Credit<br>Quality | Collectively<br>Evaluated for<br>Impairment |
|--|---------------------|---|--|---|
| <b>March 31, 2016</b>                            |                     |   |  |   |
| Real estate loans:                               |                     |   |  |   |
| Residential                                      | \$ 602,085          | \$ 10,008                                   | \$   | \$ 592,077                                  |
| Construction                                     | 3,135               |   |  | 3,135                                       |
| Commercial                                       | 286,684             | 13,679                                      | 4,958  | 268,047                                     |
| Commercial                                       | 55,170              | 1,939                                       | 411  | 52,820                                      |
| Obligations of states and political subdivisions | 59,673              |   |  | 59,673                                      |
| Home equity loans and lines of credit            | 46,613              | 640   | 626  | 45,347                                      |
| Auto loans                                       | 188,334             | 707   |  | 187,627                                     |
| Other  | 3,334               | 2   |  | 3,332                                       |
| <b>Total</b>                                     | <b>\$ 1,245,028</b> | <b>\$ 26,975</b>                            | <b>\$ 5,995</b>  | <b>\$ 1,212,058</b>                         |

|                           | Total<br>Loans | Individually<br>Evaluated for<br>Impairment | Loans Acquired<br>with Deteriorated<br>Credit<br>Quality | Collectively<br>Evaluated for<br>Impairment |
|---------------------------|----------------|---|--|---|
| <b>September 30, 2015</b> |                |   |  |   |
| Real estate loans:        |                |   |  |   |
| Residential               | \$ 610,582     | \$ 11,985                                   | \$   | \$ 598,597                                  |
| Construction              | 878            |   |  | 878   |
| Commercial                | 200,004        | 15,100                                      | 4,108  | 180,796                                     |
| Commercial                | 34,314         | 204   | 54   | 34,056                                      |



|  |                     |                  |                 |                     |
|--|---------------------|------------------|-----------------|---------------------|
| Obligations of states and political subdivisions | 59,820              |                  |                 | 59,820              |
| Home equity loans and lines of credit            | 39,903              | 795              |                 | 39,108              |
| Auto loans                                       | 162,193             | 625              |                 | 161,568             |
| Other  | 3,343               |                  |                 | 3,343               |
| <b>Total</b>                                     | <b>\$ 1,111,037</b> | <b>\$ 28,709</b> | <b>\$ 4,162</b> | <b>\$ 1,078,166</b> |

We maintain a loan review system that allows for a periodic review of our loan portfolio and the early identification of potential impaired loans. Such system takes into consideration, among other things, delinquency status, size of loans, type and market value of collateral and financial condition of the borrowers. Specific loan loss allowances are established for identified losses based on a review of such information. A loan evaluated for impairment is considered to be impaired when, based on current information and events, it is probable that we will be unable to collect all amounts due according to the contractual terms of the loan agreement. All loans identified as impaired are evaluated independently. We do not aggregate such loans for evaluation purposes. Impairment is measured on a loan-by-loan basis for commercial and construction loans by 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.

**Table of Contents**

Large groups of smaller balance homogeneous loans are collectively evaluated for impairment. Accordingly, the Company does not separately identify individual consumer and residential mortgage loans for impairment disclosures, unless such loans are part of a larger relationship that is impaired, or are classified as a troubled debt restructuring.

A loan is considered to be a troubled debt restructuring ( TDR ) loan when the Company grants a concession to the borrower because of the borrower's financial condition that it would not otherwise consider. Such concessions include the reduction of interest rates, forgiveness of principal or interest, or other modifications of interest rates that are less than the current market rate for new obligations with similar risk. TDR loans that are in compliance with their modified terms and that yield a market rate may be removed from the TDR status after one year of performance.

The following table includes the recorded investment and unpaid principal balances for impaired loans with the associated allowance amount, if applicable (in thousands):

|  | <b>Recorded<br/>Investment</b> | <b>Unpaid<br/>Principal<br/>Balance</b> | <b>Associated<br/>Allowance</b> |
|--|--------------------------------|---|---------------------------------|
| <b>March 31, 2016</b>                            |                                |   |                                 |
| <b>With no specific allowance recorded:</b>      |                                |   |                                 |
| Real estate loans                                |                                |   |                                 |
| Residential                                      | \$ 7,344                       | \$ 9,071                                | \$                              |
| Construction                                     |                                |   |                                 |
| Commercial                                       | 11,944                         | 13,862                                  |                                 |
| Commercial                                       | 1,939                          | 1,954                                   |                                 |
| Obligations of states and political subdivisions |                                |   |                                 |
| Home equity loans and lines of credit            | 583                            | 642                                     |                                 |
| Auto loans                                       | 275                            | 395                                     |                                 |
| Other  | 2                              | 25                                      |                                 |
| Total  | 22,087                         | 25,949                                  |                                 |
| <b>With an allowance recorded:</b>               |                                |   |                                 |
| Real estate loans                                |                                |   |                                 |
| Residential                                      | 2,664                          | 3,067                                   | 343                             |
| Construction                                     |                                |   |                                 |
| Commercial                                       | 1,735                          | 1,883                                   | 170                             |
| Commercial                                       |                                |   |                                 |
| Obligations of states and political subdivisions |                                |   |                                 |
| Home equity loans and lines of credit            | 57                             | 106                                     | 56                              |
| Auto loans                                       | 432                            | 432                                     | 191                             |
| Other  |                                |   |                                 |
| Total  | 4,888                          | 5,488                                   | 760                             |
| <b>Total:</b>                                    |                                |   |                                 |
| Real estate loans                                |                                |   |                                 |
| Residential                                      | 10,008                         | 12,138                                  | 343                             |

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|  |           |           |        |
|--|-----------|-----------|--------|
| Construction                                     |           |           |        |
| Commercial                                       | 13,679    | 15,745    | 170    |
| Commercial                                       | 1,939     | 1,954     |        |
| Obligations of states and political subdivisions |           |           |        |
| Home equity loans and lines of credit            | 640       | 748       | 56     |
| Auto loans                                       | 707       | 827       | 191    |
| Other  | 2         | 25        |        |
| Total Impaired Loans                             | \$ 26,975 | \$ 31,437 | \$ 760 |

**Table of Contents**

|  | <b>Recorded<br/>Investment</b> | <b>Unpaid<br/>Principal<br/>Balance</b> | <b>Associated<br/>Allowance</b> |
|--|--------------------------------|---|---------------------------------|
| <b>September 30, 2015</b>                        |                                |   |                                 |
| <b>With no specific allowance recorded:</b>      |                                |   |                                 |
| Real Estate Loans                                |                                |   |                                 |
| Residential                                      | \$ 9,552                       | \$ 11,521                               | \$                              |
| Construction                                     |                                |   |                                 |
| Commercial                                       | 15,100                         | 16,316                                  |                                 |
| Commercial                                       | 204                            | 216                                     |                                 |
| Obligations of states and political subdivisions |                                |   |                                 |
| Home equity loans and lines of credit            | 731                            | 743                                     |                                 |
| Auto Loans                                       | 350                            | 464                                     |                                 |
| Other  |                                |   |                                 |
| Total  | 25,937                         | 29,260                                  |                                 |
| <b>With an allowance recorded:</b>               |                                |   |                                 |
| Real Estate Loans                                |                                |   |                                 |
| Residential                                      | 2,433                          | 2,639                                   | 373                             |
| Construction                                     |                                |   |                                 |
| Commercial                                       |                                |   |                                 |
| Commercial                                       |                                |   |                                 |
| Obligations of states and political subdivisions |                                |   |                                 |
| Home equity loans and lines of credit            | 64                             | 93                                      | 64                              |
| Auto Loans                                       | 275                            | 275                                     | 131                             |
| Other  |                                |   |                                 |
| Total  | 2,772                          | 3,007                                   | 568                             |
| <b>Total:</b>                                    |                                |   |                                 |
| Real Estate Loans                                |                                |   |                                 |
| Residential                                      | 11,985                         | 14,160                                  | 373                             |
| Construction                                     |                                |   |                                 |
| Commercial                                       | 15,100                         | 16,316                                  |                                 |
| Commercial                                       | 204                            | 216                                     |                                 |
| Obligations of states and political subdivisions |                                |   |                                 |
| Home equity loans and lines of credit            | 795                            | 836                                     | 64                              |
| Auto Loans                                       | 625                            | 739                                     | 131                             |
| Other  |                                |   |                                 |
| Total Impaired Loans                             | \$ 28,709                      | \$ 32,267                               | \$ 568                          |

**Table of Contents**

The following table represents the average recorded investments in the impaired loans and the related amount of interest recognized during the time within the period that the impaired loans were impaired (in thousands):

|  | Three months ended<br>March 31,           |   |  |  |
|--|---|---|--|--|
|  | 2016<br>Average<br>Recorded<br>Investment | 2015<br>Average<br>Recorded<br>Investment | 2016<br>Interest<br>Income<br>Recognized | 2015<br>Interest<br>Income<br>Recognized |
| <b>With no specific allowance recorded:</b>      |   |   |  |  |
| Real estate loans                                |   |   |  |  |
| Residential                                      | \$ 7,296                                  | \$ 10,551                                 | \$ 22                                    | \$ 64                                    |
| Construction                                     |   |   |  |  |
| Commercial                                       | 12,128                                    | 15,247                                    | 131                                      | 190                                      |
| Commercial                                       | 1,919                                     | 343                                       | 37                                       | 2  |
| Obligations of states and political subdivisions |   |   |  |  |
| Home equity loans and lines of credit            | 594                                       | 266                                       |  |  |
| Auto loans                                       | 228                                       | 55  |  | 1  |
| Other  |   |   |  |  |
| <b>Total</b>                                     | <b>22,165</b>                             | <b>26,462</b>                             | <b>190</b>                               | <b>257</b>                               |
| <b>With an allowance recorded:</b>               |   |   |  |  |
| Real estate loans                                |   |   |  |  |
| Residential                                      | 2,679                                     | 2,411                                     | 4  | 19                                       |
| Construction                                     |   |   |  |  |
| Commercial                                       | 1,490                                     | 313                                       |  |  |
| Commercial                                       | 6   |   |  |  |
| Obligations of states and political subdivisions |   |   |  |  |
| Home equity loans and lines of credit            | 59  | 39  |  |  |
| Auto loans                                       | 222                                       | 67  | 2  | 1  |
| Other  | 1   |   |  |  |
| <b>Total</b>                                     | <b>4,457</b>                              | <b>2,830</b>                              | <b>6</b>                                 | <b>20</b>                                |
| <b>Total:</b>                                    |   |   |  |  |
| Real estate loans                                |   |   |  |  |
| Residential                                      | 9,975                                     | 12,962                                    | 26                                       | 83                                       |
| Construction                                     |   |   |  |  |
| Commercial                                       | 13,618                                    | 15,560                                    | 131                                      | 190                                      |
| Commercial                                       | 1,925                                     | 343                                       | 37                                       | 2  |
| Obligations of states and political subdivisions |   |   |  |  |
| Home equity loans and lines of credit            | 653                                       | 305                                       |  |  |
| Auto loans                                       | 450                                       | 122                                       | 2  | 2  |
| Other  | 1   |   |  |  |

|                      |           |           |        |        |
|----------------------|-----------|-----------|--------|--------|
| Total Impaired Loans | \$ 26,622 | \$ 29,292 | \$ 196 | \$ 277 |
|----------------------|-----------|-----------|--------|--------|

**Table of Contents**

|  | Six months ended<br>March 31,             |   |  |  |
|--|---|---|--|--|
|  | 2016<br>Average<br>Recorded<br>Investment | 2015<br>Average<br>Recorded<br>Investment | 2016<br>Interest<br>Income<br>Recognized | 2015<br>Interest<br>Income<br>Recognized |
| <b>With no specific allowance recorded:</b>      |   |   |  |  |
| Real estate loans                                |   |   |  |  |
| Residential                                      | \$ 8,040                                  | \$ 10,740                                 | \$ 48                                    | \$ 163                                   |
| Construction                                     |   |   |  |  |
| Commercial                                       | 12,908                                    | 15,446                                    | 307                                      | 384                                      |
| Commercial                                       | 1,350                                     | 334                                       | 52                                       | 4  |
| Obligations of states and political subdivisions |   |   |  |  |
| Home equity loans and lines of credit            | 672                                       | 234                                       | 2  | 2  |
| Auto loans                                       | 255                                       | 53  | 2  | 1  |
| Other  |   |   |  |  |
| <b>Total</b>                                     | <b>23,225</b>                             | <b>26,807</b>                             | <b>411</b>                               | <b>554</b>                               |
| <b>With an allowance recorded:</b>               |   |   |  |  |
| Real estate loans                                |   |   |  |  |
| Residential                                      | 2,636                                     | 2,453                                     | 9  | 43                                       |
| Construction                                     |   |   |  |  |
| Commercial                                       | 974                                       | 442                                       |  |  |
| Commercial                                       | 4   |   |  |  |
| Obligations of states and political subdivisions |   |   |  |  |
| Home equity loans and lines of credit            | 66  | 26  |  |  |
| Auto loans                                       | 181                                       | 101                                       | 3  | 3  |
| Other  |   |   |  |  |
| <b>Total</b>                                     | <b>3,861</b>                              | <b>3,022</b>                              | <b>12</b>                                | <b>46</b>                                |
| <b>Total:</b>                                    |   |   |  |  |
| Real estate loans                                |   |   |  |  |
| Residential                                      | 10,676                                    | 13,193                                    | 57                                       | 206                                      |
| Construction                                     |   |   |  |  |
| Commercial                                       | 13,882                                    | 15,888                                    | 307                                      | 384                                      |
| Commercial                                       | 1,354                                     | 334                                       | 52                                       | 4  |
| Obligations of states and political subdivisions |   |   |  |  |
| Home equity loans and lines of credit            | 738                                       | 260                                       | 2  | 2  |
| Auto loans                                       | 436                                       | 154                                       | 5  | 4  |
| Other  |   |   |  |  |
| <b>Total Impaired Loans</b>                      | <b>\$ 27,086</b>                          | <b>\$ 29,829</b>                          | <b>\$ 423</b>                            | <b>\$ 600</b>                            |

The Company uses a ten-point internal risk-rating system to monitor the credit quality of the overall loan portfolio. The first six categories are considered not criticized and are aggregated as Pass-rated. The criticized rating categories utilized by management generally follow bank regulatory definitions. The Special Mention category includes assets

that are fundamentally sound yet, exhibit potentially unacceptable credit risk or deteriorating trends or characteristics which if left uncorrected, may result in deterioration of the repayment prospects for the asset or in the Company's credit position at some future date. Loans in the Substandard category have well-defined weaknesses that jeopardize the liquidation of the debt and have a distinct possibility that some loss will be sustained if the weaknesses are not corrected. All loans greater than 90 days past due are considered Substandard. Loans in the Doubtful category have all the weaknesses inherent in one classified Substandard 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. Loans in the Loss category are considered uncollectible and of little value that their continuance as bankable assets is not warranted. Certain residential real estate loans, construction loans, home equity loans and lines of credit, auto loans and other consumer loans are



**Table of Contents**

underwritten and structured using standardized criteria and characteristics, primarily payment performance, and are normally risk rated and monitored collectively on a monthly basis. These are typically loans to individuals in the consumer categories and are delineated as either performing or non-performing.

To help ensure that risk ratings are accurate and reflect the present and future capacity of borrowers to repay a loan as agreed, the Bank has a structured loan rating process with several layers of internal and external oversight. Generally, consumer and residential mortgage loans are included in the Pass categories unless a specific action, such as bankruptcy, repossession, or death occurs to raise awareness of a possible credit event. The Bank's Commercial Loan Officers are responsible for the timely and accurate risk rating of the loans in their portfolios at origination and on an ongoing basis. The Bank's Commercial Loan Officers perform an annual review of all commercial relationships \$500,000 or greater. Confirmation of the appropriate risk grade is included in the review on an ongoing basis. The Bank engages an external consultant to conduct loan reviews on at least a semi-annual basis. Generally, the external consultant reviews commercial relationships greater than \$1,000,000 and/or all criticized relationships. Detailed reviews, including plans for resolution, are performed on loans classified as Substandard on a quarterly basis. Loans in the Special Mention and Substandard categories that are collectively evaluated for impairment are given separate consideration in the determination of the allowance.

The following tables present the classes of the loan portfolio summarized by the aggregate Pass and the criticized categories of Special Mention, Substandard and Doubtful within the internal risk rating system as of March 31, 2016 and September 30, 2015 (in thousands):

|  | Pass              | Special<br>Mention | Substandard      | Doubtful<br>or<br>Loss | Total             |
|--|-------------------|--------------------|------------------|------------------------|-------------------|
| <b>March 31, 2016</b>                            |                   |                    |                  |                        |                   |
| Commercial real estate loans                     | \$ 254,939        | \$ 10,578          | \$ 21,167        | \$                     | \$ 286,684        |
| Commercial                                       | 51,561            | 330                | 3,279            |                        | 55,170            |
| Obligations of states and political subdivisions | 59,673            |                    |                  |                        | 59,673            |
| <b>Total</b>                                     | <b>\$ 366,173</b> | <b>\$ 10,908</b>   | <b>\$ 24,446</b> | <b>\$</b>              | <b>\$ 401,527</b> |

|  | Pass              | Special<br>Mention | Substandard      | Doubtful<br>or<br>Loss | Total             |
|--|-------------------|--------------------|------------------|------------------------|-------------------|
| <b>September 30, 2015</b>                        |                   |                    |                  |                        |                   |
| Commercial real estate loans                     | \$ 174,516        | \$ 4,521           | \$ 20,967        | \$                     | \$ 200,004        |
| Commercial                                       | 33,801            |                    | 513              |                        | 34,314            |
| Obligations of states and political subdivisions | 59,820            |                    |                  |                        | 59,820            |
| <b>Total</b>                                     | <b>\$ 268,137</b> | <b>\$ 4,521</b>    | <b>\$ 21,480</b> | <b>\$</b>              | <b>\$ 294,138</b> |

All other loans are underwritten and structured using standardized criteria and characteristics, primarily payment performance, and are normally risk rated and monitored collectively on a monthly basis. These are typically loans to individuals in the consumer categories and are delineated as either performing or non-performing. The following tables present the risk ratings in the consumer categories of performing and non-performing loans at March 31, 2016 and September 30, 2015 (in thousands):

|                                       | Performing     | Non-performing | Total          |
|---------------------------------------|----------------|----------------|----------------|
| <b>March 31, 2016</b>                 |                |                |                |
| Real estate loans:                    |                |                |                |
| Residential                           | \$ 592,400     | \$ 9,685       | \$ 602,085     |
| Construction                          | 3,135          |                | 3,135          |
| Home equity loans and lines of credit | 45,322         | 1,291          | 46,613         |
| Auto loans                            | 187,738        | 596            | 188,334        |
| Other                                 | 3,297          | 37             | 3,334          |
| <br>Total                             | <br>\$ 831,892 | <br>\$ 11,609  | <br>\$ 843,501 |

**Table of Contents**

|                                       | Performing | Non-performing | Total      |
|---------------------------------------|------------|----------------|------------|
| <b>September 30, 2015</b>             |            |                |            |
| Real estate loans:                    |            |                |            |
| Residential                           | \$ 600,810 | \$ 9,772       | \$ 610,582 |
| Construction                          | 878        |                | 878        |
| Home equity loans and lines of credit | 39,213     | 690            | 39,903     |
| Auto loans                            | 161,827    | 366            | 162,193    |
| Other                                 | 3,322      | 21             | 3,343      |
| Total                                 | \$ 806,050 | \$ 10,849      | \$ 816,899 |

Management further monitors the performance and credit quality of the loan portfolio by analyzing the age of the portfolio as determined by the length of time a recorded payment is past due. The following tables present the classes of the loan portfolio summarized by the aging categories of performing loans and nonaccrual loans as of March 31, 2016 and September 30, 2015 (in thousands):

|   | Current      | Greater than<br>90 Days Past<br>Due |                           |                          | Non-Accrual | Total Past<br>Due and<br>Non-<br>Accrual | Total<br>Loans |
|---|--------------|-------------------------------------|---------------------------|--------------------------|-------------|--|----------------|
|   |              | 31-60 Days<br>Past<br>Due           | 61-90 Days<br>Past<br>Due | and<br>still<br>accruing |             |  |                |
| <b>March 31, 2016</b>                               |              |                                     |                           |                          |             |  |                |
| Real estate loans                                   |              |                                     |                           |                          |             |  |                |
| Residential   | \$ 590,617   | \$ 1,321                            | \$ 462                    | \$                       | \$ 9,685    | \$ 11,468                                | \$ 602,085     |
| Construction  | 3,135        |                                     |                           |                          |             |  | 3,135          |
| Commercial  | 275,800      | 214                                 | 157                       |                          | 10,513      | 10,884                                   | 286,684        |
| Commercial  | 54,598       | 98                                  |                           |                          | 474         | 572                                      | 55,170         |
| Obligations of states and<br>political subdivisions | 59,673       |                                     |                           |                          |             |  | 59,673         |
| Home equity loans and<br>lines of credit            | 45,109       | 121                                 | 92                        |                          | 1,291       | 1,504                                    | 46,613         |
| Auto loans  | 186,764      | 852                                 | 122                       |                          | 596         | 1,570                                    | 188,334        |
| Other   | 3,255        | 42                                  |                           |                          | 37          | 79                                       | 3,334          |
| Total   | \$ 1,218,951 | \$ 2,648                            | \$ 833                    | \$                       | \$ 22,596   | \$ 26,077                                | \$ 1,245,028   |

|                           | Current | Greater than<br>90 Days Past<br>Due |                           |                          | Non-Accrual | Total Past<br>Due and<br>Non-<br>Accrual | Total<br>Loans |
|---------------------------|---------|-------------------------------------|---------------------------|--------------------------|-------------|--|----------------|
|                           |         | 31-60 Days<br>Past<br>Due           | 61-90 Days<br>Past<br>Due | and<br>still<br>accruing |             |  |                |
| <b>September 30, 2015</b> |         |                                     |                           |                          |             |  |                |

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|  |              |          |          |    |           |           |              |
|--|--------------|----------|----------|----|-----------|-----------|--------------|
| Real estate loans                                |              |          |          |    |           |           |              |
| Residential                                      | \$ 598,190   | \$ 1,575 | \$ 1,045 | \$ | \$ 9,772  | \$ 12,392 | \$ 610,582   |
| Construction                                     | 878          |          |          |    |           |           | 878          |
| Commercial                                       | 190,440      | 137      | 587      |    | 8,840     | 9,564     | 200,004      |
| Commercial                                       | 33,545       | 346      | 7        |    | 416       | 769       | 34,314       |
| Obligations of states and political subdivisions | 59,820       |          |          |    |           |           | 59,820       |
| Home equity loans and lines of credit            |              |          |          |    |           |           |              |
| Auto loans                                       | 39,136       | 32       | 45       |    | 690       | 767       | 39,903       |
| Other  | 160,272      | 1,375    | 180      |    | 366       | 1,921     | 162,193      |
|  | 3,295        | 27       |          |    | 21        | 48        | 3,343        |
| Total  | \$ 1,085,576 | \$ 3,492 | \$ 1,864 | \$ | \$ 20,105 | \$ 25,461 | \$ 1,111,037 |

**Table of Contents**

Our allowance for loan losses is maintained at a level necessary to absorb loan losses that are both probable and reasonably estimable. Management, in determining the allowance for loan losses, considers the losses inherent in its loan portfolio and changes in the nature and volume of loan activities, along with the general economic and real estate market conditions. Our allowance for loan losses consists of two elements: (1) an allocated allowance, which comprises allowances established on specific loans and class allowances based on historical loss experience and current trends, and (2) an allocated allowance based on general economic conditions and other risk factors in our markets and portfolios. We maintain a loan review system, which allows for a periodic review of our loan portfolio and the early identification of potential impaired loans. Such system takes into consideration, among other things, delinquency status, size of loans, type and market value of collateral and financial condition of the borrowers. General loan loss allowances are based upon a combination of factors including, but not limited to, actual loan loss experience, composition of the loan portfolio, current economic conditions, management's judgment and losses which are probable and reasonably estimable. The allowance is increased through provisions charged against current earnings and recoveries of previously charged-off loans. Loans that are determined to be uncollectible are charged against the allowance. While management uses available information to recognize probable and reasonably estimable loan losses, future loss provisions may be necessary, based on changing economic conditions. Payments received on impaired loans generally are either applied against principal or reported as interest income, according to management's judgment as to the collectability of principal. The allowance for loan losses as of March 31, 2016 is maintained at a level that represents management's best estimate of losses inherent in the loan portfolio, and such losses were both probable and reasonably estimable.

In addition, the FDIC and the Pennsylvania Department of Banking and Securities, as an integral part of their examination process, have periodically reviewed our allowance for loan losses. The banking regulators may require that we recognize additions to the allowance based on its analysis and review of information available to it at the time of its examination.

Management reviews the loan portfolio on a quarterly basis using a defined, consistently applied process in order to make appropriate and timely adjustments to the ALL. When information confirms all or part of specific loans to be uncollectible, these amounts are promptly charged off against the ALL.

The following tables summarize changes in the primary segments of the ALL for the three and six month periods ending March 31, 2016 and 2015 (in thousands):

|                                  | Real Estate Loans |              |            |                         |           |        |          |       |             |          |
|----------------------------------|-------------------|--------------|------------|-------------------------|-----------|--------|----------|-------|-------------|----------|
|                                  | Commercial        |              |            | Home Equity Obligations |           |        | Other    |       |             |          |
|                                  | Residential       | Construction | Commercial | States and              | Political | of     | Auto     | Loans | Unallocated | Total    |
| ALL balance at December 31, 2015 | \$ 4,747          | \$ 14        | \$ 858     | \$ 705                  | \$ 187    | \$ 389 | \$ 1,754 | \$ 27 | \$ 576      | \$ 9,257 |
| Charge-offs                      | (308)             |              | (9)        |                         |           | (29)   | (234)    |       |             | (580)    |
| Recoveries                       |                   |              | 52         |                         |           | 3      | 80       | 3     |             | 138      |
| Provision                        | 216               | 10           | 67         | 33                      | 9         | 26     | 325      | (5)   | (81)        | 600      |

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|  |          |       |        |        |        |        |          |       |        |          |
|--|----------|-------|--------|--------|--------|--------|----------|-------|--------|----------|
| ALL balance at<br>March 31, 2016       | \$ 4,655 | \$ 24 | \$ 968 | \$ 738 | \$ 196 | \$ 389 | \$ 1,925 | \$ 25 | \$ 495 | \$ 9,415 |
| ALL balance at<br>December 31,<br>2014 | \$ 5,571 | \$ 13 | \$ 676 | \$ 515 | \$ 145 | \$ 545 | \$ 674   | \$ 26 | \$ 351 | \$ 8,516 |
| Charge-offs                            | (251)    |       | (42)   |        |        |        | (125)    |       |        | (418)    |
| Recoveries                             | 4        |       | 20     | 9      |        | 4      | 8        |       |        | 45       |
| Provision                              | (35)     | 4     | 189    | 111    | (58)   | (81)   | 466      | 4     | (75)   | 525      |
| ALL balance at<br>March 31, 2015       | \$ 5,289 | \$ 17 | \$ 843 | \$ 635 | \$ 87  | \$ 468 | \$ 1,023 | \$ 30 | \$ 276 | \$ 8,668 |

**Table of Contents**

|                                   | Real Estate Loans |              |            |                  |                        |   |            |             |             |          |
|-----------------------------------|-------------------|--------------|------------|------------------|------------------------|---|------------|-------------|-------------|----------|
|                                   | Residential       | Construction | Commercial | Commercial Loans | Political Subdivisions | Home Equity Obligations of States and Lines of Credit | Auto Loans | Other Loans | Unallocated | Total    |
| ALL balance at September 30, 2015 | \$ 5,140          | \$ 7         | \$ 671     | \$ 693           | \$ 189                 | \$ 461  | \$ 1,570   | \$ 27       | \$ 161      | \$ 8,919 |
| Charge-offs                       | (399)             |              | (9)        | (3)              |                        | (54)  | (422)      |             |             | (887)    |
| Recoveries                        | 3                 |              | 52         | 1                |                        | 4   | 117        | 6           |             | 183      |
| Provision                         | (89)              | 17           | 254        | 47               | 7                      | (22)  | 660        | (8)         | 334         | 1,200    |
| ALL balance at March 31, 2016     | \$ 4,655          | \$ 24        | \$ 968     | \$ 738           | \$ 196                 | \$ 389  | \$ 1,925   | \$ 25       | \$ 495      | \$ 9,415 |
| ALL balance at September 30, 2014 | \$ 5,573          | \$ 11        | \$ 663     | \$ 528           | \$ 163                 | \$ 470  | \$ 459     | \$ 32       | \$ 735      | \$ 8,634 |
| Charge-offs                       | (760)             |              | (53)       | (27)             |                        | (19)  | (165)      |             |             | (1,024)  |
| Recoveries                        | 22                |              | 31         | 9                |                        | 12  | 9          |             |             | 83       |
| Provision                         | 454               | 6            | 202        | 125              | (76)                   | 5   | 720        | (2)         | (459)       | 975      |
| ALL balance at March 31, 2015     | \$ 5,289          | \$ 17        | \$ 843     | \$ 635           | \$ 87                  | \$ 468  | \$ 1,023   | \$ 30       | \$ 276      | \$ 8,668 |

Acquired loans are recorded at fair value on their purchase date without a carryover of the related allowance for loan losses.

**Table of Contents**

The following table summarizes the primary segments of the ALL, segregated into amount required for loans individually evaluated for impairment and the amount required for loans collectively evaluated for impairment as of March 31, 2016 and September 30, 2015 (in thousands):

|                                       | Real Estate Loans |              |            | Home Obligations of States and Political Subdivisions |           |              | Equity Loans and Lines of Credit | Auto Loans | Other Loans | Unallocated | Total    |
|---------------------------------------|-------------------|--------------|------------|---|-----------|--------------|----------------------------------|------------|-------------|-------------|----------|
|                                       | Residential       | Construction | Commercial | Commercial  | Political | Subdivisions | Credit                           | Auto       | Other       | Unallocated | Total    |
| Individually evaluated for impairment | \$ 343            | \$           | \$ 170     | \$ 0  | \$        | \$           | \$ 56                            | \$ 191     | \$          | \$          | \$ 760   |
| Collectively evaluated for impairment | 4,312             | 24           | 798        | 738   | 196       |              | 333                              | 1,734      | 25          | 495         | 8,655    |
| ALL Balance at March 31, 2016         | \$ 4,655          | \$ 24        | \$ 968     | \$ 738  | \$ 196    |              | \$ 389                           | \$ 1,925   | \$ 25       | \$ 495      | \$ 9,415 |
| Individually evaluated for impairment | \$ 373            | \$           | \$         | \$  | \$        |              | \$ 64                            | \$ 131     | \$          | \$          | \$ 568   |
| Collectively evaluated for impairment | 4,767             | 7            | 671        | 693   | 189       |              | 397                              | 1,439      | 27          | 161         | 8,351    |
| ALL balance at September 30, 2015     | \$ 5,140          | \$ 7         | \$ 671     | \$ 693  | \$ 189    |              | \$ 461                           | \$ 1,570   | \$ 27       | \$ 161      | \$ 8,919 |

The allowance for loan losses is based on estimates, and actual losses will vary from current estimates. Management believes that the granularity of the homogeneous pools and the related historical loss ratios and other qualitative factors, as well as the consistency in the application of assumptions, result in an ALL that is representative of the risk found in the components of the portfolio at any given date. The Company allocated increased provisions to residential real estate, construction loan, commercial real estate, commercial loans, obligations of states and political subdivisions and home equity loans and lines of credit for the three month period ending March 31, 2016 due to increased balances and impairment evaluations in those segments. The Company allocated decreased provisions to other loans for the three month period ending March 31, 2016 due primarily to decreased loan balances. The Company allocated increased provisions in auto loans due to increased loan balances, increased classified assets and increased charge off activity. Despite the above allocations, the allowance for loan losses is general in nature and is available to absorb losses from any loan segment.

The Company allocated decreased provisions to residential real estate, home equity loans and lines of credit and other loans for the six month period ending March 31, 2016 due to declining loan balances and impairment evaluations in those segments. The Company allocated increased provisions to commercial real estate, obligations of states and political subdivisions, commercial loans and construction loans for the six month period ending March 31, 2016 due primarily to increased loan balances and increased classified assets. The Company allocated increased provisions in auto loans due to increased loan balances, increased classified assets and increased charge off activity. Despite the above allocations, the allowance for loan losses is general in nature and is available to absorb losses from any loan



segment.

**Table of Contents**

The following is a summary of troubled debt restructuring granted during the three and six months ended March 31, 2016 and 2015 (dollars in thousands).

|  | <b>For the Three Months Ended March 31, 2016</b> |   |  |
|--|--|---|--|
|  | <b>Dollars in thousands</b>                      |   |  |
|  | <b>Number of<br/>Contracts</b>                   | <b>Pre-Modification<br/>Outstanding<br/>Recorded<br/>Investment</b> | <b>Post-Modification<br/>Outstanding<br/>Recorded<br/>Investment</b> |
| <b><u>Troubled Debt Restructurings</u></b>       |  |   |  |
| Real estate loans:                               |  |   |  |
| Residential                                      | 3  | \$ 587  | \$ 587   |
| Construction                                     |  |   |  |
| Commercial                                       | 1  | 77  | 77   |
| Commercial                                       |  |   |  |
| Obligations of states and political subdivisions |  |   |  |
| Home equity loans and lines of credit            |  |   |  |
| Auto loans                                       |  |   |  |
| Other  |  |   |  |
| <b>Total</b>                                     | <b>4</b>   | <b>\$ 664</b>   | <b>\$ 664</b>  |

|  | <b>For the Three Months Ended March 31, 2015</b> |   |  |
|--|--|---|--|
|  | <b>Dollars in thousands</b>                      |   |  |
|  | <b>Number of<br/>Contracts</b>                   | <b>Pre-Modification<br/>Outstanding<br/>Recorded<br/>Investment</b> | <b>Post-Modification<br/>Outstanding<br/>Recorded<br/>Investment</b> |
| <b><u>Troubled Debt Restructurings</u></b>       |  |   |  |
| Real estate loans:                               |  |   |  |
| Residential                                      | 2  | \$ 408  | \$ 408   |
| Construction                                     |  |   |  |
| Commercial                                       |  |   |  |
| Commercial                                       |  |   |  |
| Obligations of states and political subdivisions |  |   |  |
| Home equity loans and lines of credit            |  |   |  |
| Auto loans                                       | 1  | 150   | 150  |
| Other  |  |   |  |
| <b>Total</b>                                     | <b>3</b>   | <b>\$ 558</b>   | <b>\$ 558</b>  |

**For the Six Months Ended March 31, 2016**

|  |                                | <b>Dollars in thousands</b>   |  |
|--|--------------------------------|---|--|
|  |                                | <b>Pre-Modification<br/>Outstanding<br/>Recorded<br/>Investment</b> | <b>Post-Modification<br/>Outstanding<br/>Recorded<br/>Investment</b> |
|  | <b>Number of<br/>Contracts</b> |   |  |
| <b><u>Troubled Debt Restructurings</u></b>       |                                |   |  |
| Real estate loans:                               |                                |   |  |
| Residential                                      | 4                              | \$ 668  | \$ 668   |
| Construction                                     |                                |   |  |
| Commercial                                       |                                |   |  |
| Commercial                                       |                                |   |  |
| Obligations of states and political subdivisions |                                |   |  |
| Home equity loans and lines of credit            | 1                              | 77  | 77   |
| Auto loans                                       |                                |   |  |
| Other  |                                |   |  |
| <b>Total</b>                                     | <b>5</b>                       | <b>\$ 745</b>   | <b>\$ 745</b>  |

**Table of Contents**

| <b>For the Six Months Ended March 31, 2016</b>   |                  |                         |                          |
|--|------------------|-------------------------|--------------------------|
| <b>Dollars in thousands</b>                      |                  |                         |                          |
|  | <b>Number of</b> | <b>Pre-Modification</b> | <b>Post-Modification</b> |
|  | <b>Contracts</b> | <b>Outstanding</b>      | <b>Outstanding</b>       |
|  |                  | <b>Recorded</b>         | <b>Recorded</b>          |
|  |                  | <b>Investment</b>       | <b>Investment</b>        |
| <b><u>Troubled Debt Restructurings</u></b>       |                  |                         |                          |
| Real estate loans:                               |                  |                         |                          |
| Residential                                      | 9                | \$ 1,474                | \$ 1,474                 |
| Construction                                     |                  |                         |                          |
| Commercial                                       |                  |                         |                          |
| Commercial                                       |                  |                         |                          |
| Obligations of states and political subdivisions |                  |                         |                          |
| Home equity loans and lines of credit            | 1                | 150                     | 150                      |
| Auto loans                                       |                  |                         |                          |
| Other  |                  |                         |                          |
| <b>Total</b>                                     | <b>10</b>        | <b>\$ 1,624</b>         | <b>\$ 1,624</b>          |

Of the four new troubled debt restructurings granted for the three months ended March 31, 2016, two loans totaling \$572,000 were granted term and rate concessions, one loans totaling \$15,000 was granted term concessions and one loan totaling \$77,000 was granted a rate concession.

Of the three new troubled debt restructurings granted for the three months ended March 31, 2015, two loans totaling \$408,000 were granted terms and rate concessions and one loan totaling \$150,000 was granted terms concessions.

Of the five new troubled debt restructurings granted for the six months ended March 31, 2016, two loans totaling \$572,000 were granted term and rate concessions, two loans totaling \$96,000 were granted term concessions and one loan totaling \$77,000 was granted a rate concession.

Of the ten new troubled debt restructurings granted for the six months ended March 31, 2015, five loans totaling \$762,000 were granted terms and rate concessions, three loans totaling \$496,000 were granted terms concessions and two loans totaling \$366,000 were granted rate concessions (dollars in thousands).

For the three and six months ended March 31, 2016, no loans defaulted on a restructuring agreement within one year of modification.

For the three months ended March 31, 2015, three residential real estate loans totaling \$521,000 defaulted on a restructuring agreement within one year of modification. For the six months ended March 31, 2015, four residential real estate loans totaling \$677,000 defaulted on a restructuring agreement within one year of modification.

Foreclosed assets acquired in settlement of loans are carried at fair value, less estimated costs to sell, and are included in other assets on the Consolidated Balance Sheet. As of March 31, 2016 and September 30, 2015 included with other assets are \$2.3 million and \$2.5 million, respectively, of foreclosed assets. As of March 31, 2016, included within the foreclosed assets is \$1.9 million of consumer residential mortgages that were foreclosed on or received via a deed in lieu transaction prior to the period end. As of March 31, 2016, the Company has initiated formal foreclosure proceedings on \$4.7 million of consumer residential mortgages which have not yet been transferred into foreclosed assets.



**Table of Contents****8. Deposits**

Deposits consist of the following major classifications (in thousands):

|                                      | <b>March 31,<br/>2016</b> | <b>September 30,<br/>2015</b> |
|--------------------------------------|---------------------------|-------------------------------|
| Non-interest bearing demand accounts | \$ 150,593                | \$ 98,514                     |
| Interest bearing demand accounts     | 107,563                   | 110,268                       |
| Money market accounts                | 202,786                   | 162,418                       |
| Savings and club accounts            | 143,406                   | 129,227                       |
| Certificates of deposit              | 605,758                   | 596,327                       |
| <b>Total</b>                         | <b>\$ 1,210,106</b>       | <b>\$ 1,096,754</b>           |

**9. Net Periodic Benefit Cost-Defined Benefit Plan**

For a detailed disclosure on the Bank's pension and employee benefits plans, please refer to Note 13 of the Company's Consolidated Financial Statements for the year ended September 30, 2015 included in the Company's Form 10-K.

The following table comprises the components of net periodic benefit cost for the periods ended (in thousands):

|                                   | <b>Three Months Ended<br/>March 31,</b> |               | <b>Six Months Ended<br/>March 31,</b> |               |
|-----------------------------------|---|---------------|---------------------------------------|---------------|
|                                   | <b>2016</b>                             | <b>2015</b>   | <b>2016</b>                           | <b>2015</b>   |
| Service Cost                      | \$ 249                                  | \$ 218        | \$ 498                                | \$ 436        |
| Interest Cost                     | 245                                     | 206           | 490                                   | 412           |
| Expected return on plan assets    | (311)                                   | (308)         | (622)                                 | (616)         |
| Amortization of unrecognized loss | 119                                     | 60            | 239                                   | 120           |
| <b>Net periodic benefit cost</b>  | <b>\$ 302</b>                           | <b>\$ 176</b> | <b>\$ 605</b>                         | <b>\$ 352</b> |

The Bank plans to contribute \$650,000 to its pension plan in June 2016.

**10. Equity Incentive Plan**

The Company maintained the ESSA Bancorp, Inc. 2007 Equity Incentive Plan (the Plan). The Plan provided for a total of 2,377,326 shares of common stock for issuance upon the grant or exercise of awards. Of the shares available under the Plan, 1,698,090 may be issued in connection with the exercise of stock options and 679,236 may be issued as restricted stock. The Plan allowed for the granting of non-qualified stock options (NSOs), incentive stock options (ISOs), and restricted stock. Options are granted at no less than the fair value of the Company's common stock on the date of the grant.

The Company replaced the 2007 Equity Incentive Plan with the ESSA Bancorp, Inc. 2016 Equity Incentive Plan (the 2016 Plan ). The 2016 Plan provides for a total of 250,000 shares of common stock for issuance upon the grant or exercise of awards. The 2016 Plan allows for the granting of restricted stock, restricted stock units, incentive stock options and non-qualified stock options.

Certain officers, employees and outside directors were granted in aggregate 1,140,469 NSOs; 317,910 ISOs; and 590,320 shares of restricted stock on May 23, 2008. Certain officers were granted in aggregate 30,000 shares of restricted stock on April 1, 2013, 19,880 of restricted stock on July 22, 2014, 21,843 shares of restricted stock on May 20, 2015 and 23,491 shares of restricted stock on March 4, 2016. In accordance with generally accepted accounting principles, the Company expenses the fair value of all share-based compensation grants over the requisite service periods.

The Company classifies share-based compensation for employees and outside directors within Compensation and employee benefits in the Consolidated Statement of Income to correspond with the same line item as compensation paid. Additionally, generally accepted accounting principles require the Company to report: (1) the expense associated with the grants as an adjustment to operating cash flows and (2) any benefits of realized tax deductions in excess of previously recognized tax benefits on compensation expense as a financing cash flow.

**Table of Contents**

Stock options vest over a five-year service period and expire ten years after grant date. The Company recognizes compensation expense for the fair values of these awards, which vest on a straight-line basis over the requisite service period of the awards.

The 2013 restricted stock shares vested over an 18-month service period. The 2014 restricted shares vest over a 39 month service period. The 2015 restricted shares vest over a 40 month service period. The 2016 restricted shares vest over a 43 month service period. The product of the number of shares granted and the grant date market price of the Company's common stock determines the fair value of restricted shares under the Company's restricted stock plan. The Company recognizes compensation expense for the fair value of restricted shares on a straight-line basis over the requisite service period for the entire award.

For the six months ended March 31, 2016 and 2015, the Company recorded \$204,000 and \$51,000 of share-based compensation expense, respectively, comprised of restricted stock expense. Expected future compensation expense relating to the 9,932 (2014 shares) restricted shares, at March 31, 2016 is \$102,000 over the remaining vesting period of 1.50 years. Expected future compensation expense relating to the 16,379 restricted shares (2015 shares) at March 31, 2016 is \$214,000 over the remaining vesting period of 2.5 years. Expected future compensation expense relating to the 23,491 restricted shares (2016 shares) at March 31, 2016 is \$310,000 over the remaining vesting period of 3.5 years.

The following is a summary of the Company's stock option activity and related information for its option grants for the three month period ended March 31, 2016.

|                                 | <b>Number of Stock<br/>Options</b> | <b>Weighted-<br/>average<br/>Exercise<br/>Price</b> | <b>Weighted-<br/>average<br/>Remaining<br/>Contractual<br/>Term (in years)</b> | <b>Aggregate<br/>Intrinsic<br/>Value<br/>(in thousands)</b> |
|---------------------------------|------------------------------------|---|--|---|
| Outstanding, September 30, 2015 | 1,314,580                          | \$ 12.35  | 2.67   | \$ 802,000  |
| Granted                         |                                    |   |  |   |
| Exercised                       | (140,254)                          | 12.35   | 2.17   |   |
| Forfeited                       |                                    |   |  |   |
| Outstanding, March 31, 2016     | 1,174,326                          | \$ 12.35  | 2.17   | \$ 1,339,000  |
| Exercisable at March 31, 2016   | 1,174,326                          | \$ 12.35  | 2.17   | \$ 1,339,000  |

The following is a summary of the status of the Company's restricted stock as of March 31, 2016, and changes therein during the three month period then ended:

|                                 | <b>Number of<br/>Restricted Stock</b> | <b>Weighted-<br/>average<br/>Grant Date<br/>Fair Value</b> |
|---------------------------------|---------------------------------------|--|
| Nonvested at September 30, 2015 | 26,311                                | \$ 12.30   |



|                             |        |          |
|-----------------------------|--------|----------|
| Granted                     | 23,491 | 13.52    |
| Vested                      |        |          |
| Forfeited                   |        |          |
| Nonvested at March 31, 2016 | 49,802 | \$ 12.88 |

### 11. Fair Value Measurement

The following disclosures show the hierarchal disclosure framework associated within the level of pricing observations utilized in measuring assets and liabilities at fair value. The definition of fair value maintains the exchange price notion in earlier definitions of fair value but focuses on the exit price of the asset or liability. The exit price is the price that would be received to sell the asset or paid to transfer the liability adjusted for certain inherent risks and restrictions. Expanded disclosures are also required about the use of fair value to measure assets and liabilities.

**Table of Contents**

The following table presents information about the Company's securities, other real estate owned and impaired loans measured at fair value as of March 31, 2016 and September 30, 2015 and indicates the fair value hierarchy of the valuation techniques utilized by the Bank to determine such fair value:

| <b>Fair Value Measurement at March 31, 2016</b>                |  |   |   |                               |
|--|--|---|---|-------------------------------|
| Fair Value Measurements Utilized for the Company               | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Observable Inputs (Level 2) | Other Significant Unobservable Inputs (Level 3) | Balances as of March 31, 2016 |
| Financial Assets (in thousands):                               |  |   |   |                               |
| Securities available-for-sale measured on a recurring basis    |  |   |   |                               |
| Mortgage backed securities                                     | \$   | \$ 241,669                              | \$  | \$ 241,669                    |
| Obligations of states and political subdivisions               |  | 57,574                                  |   | 57,574                        |
| U.S. government agencies                                       |  | 33,306                                  |   | 33,306                        |
| Corporate obligations  |  | 29,934                                  | 4,962   | 34,896                        |
| Trust-preferred securities                                     |  |   | 1,610   | 1,610                         |
| Other debt securities  |  | 20,023                                  | 500   | 20,523                        |
| Equity securities-financial services                           | 25   |   |   | 25                            |
| <b>Total debt and equity securities</b>                        | <b>\$ 25</b>   | <b>\$ 382,506</b>                       | <b>\$ 7,072</b>                                 | <b>\$ 389,603</b>             |
| Assets measured at fair value on a nonrecurring basis:         |  |   |   |                               |
| Foreclosed real estate owned measured on a non-recurring basis |  |   |   |                               |
|  | \$   | \$                                      | \$ 2,316  | \$ 2,316                      |
| Impaired loans measured on a non-recurring basis               | \$   | \$                                      | \$ 26,215                                       | \$ 26,215                     |
| Mortgage servicing rights                                      | \$   | \$                                      | \$ 512  | \$ 512                        |

| <b>Fair Value Measurement at September 30, 2015</b>         |  |   |   |                                   |
|---|--|---|---|-----------------------------------|
| Fair Value Measurements Utilized for the Company            | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Observable Inputs (Level 2) | Other Significant Unobservable Inputs (Level 3) | Balances as of September 30, 2015 |
| Financial Assets (in thousands):                            |  |   |   |                                   |
| Securities available-for-sale measured on a recurring basis |  |   |   |                                   |
| Mortgage backed securities                                  | \$   | \$ 237,007                              | \$  | \$ 237,007                        |
| Obligations of states and political subdivisions            |  | 51,625                                  |   | 51,625                            |
| U.S. government agencies                                    |  | 46,186                                  |   | 46,186                            |
| Corporate obligations                                       |  | 20,360                                  | 2,000   | 22,360                            |
| Trust-preferred securities                                  |  |   | 1,711   | 1,711                             |
| Other debt securities                                       |  | 19,993                                  | 500   | 20,493                            |
| Equity securities-financial services                        | 25   |   |   | 25                                |
| <b>Total debt and equity securities</b>                     | <b>\$ 25</b>   | <b>\$ 375,171</b>                       | <b>\$ 4,211</b>                                 | <b>\$ 379,407</b>                 |
| Assets measured at fair value on a nonrecurring basis:      |  |   |   |                                   |
|   | \$   | \$                                      | \$ 2,480  | \$ 2,480                          |

|  |    |    |    |        |           |
|--|----|----|----|--------|-----------|
| Foreclosed real estate owned measured on a non-recurring basis |    |    |    |        |           |
| Impaired loans measured on a non-recurring basis               | \$ | \$ | \$ | 28,141 | \$ 28,141 |
| Mortgage Servicing rights                                      | \$ | \$ | \$ | 412    | \$ 412    |

**Table of Contents**

The following table presents a summary of changes in the fair value of the Company's Level III investments for the three and six month periods ended March 31, 2016 and 2015 (in thousands).

|   | Fair Value Measurement Using Significant Unobservable Inputs<br>(Level III) |                |
|---|---|----------------|
|   | Three months ended  |                |
|   | March 31, 2016  | March 31, 2015 |
| Beginning balance                             | \$ 7,136  | \$ 2,200       |
| Purchases, sales, issuances, settlements, net |   | 2,000          |
| Total unrealized gain:                        |   |                |
| Included in earnings                          |   |                |
| Included in other comprehensive income        | (64)  | 40             |
| Transfers in and/or out of Level III          |   |                |
|   | \$ 7,072  | \$ 4,240       |

|   | Fair Value Measurement Using Significant Unobservable Inputs<br>(Level III) |                |
|---|---|----------------|
|   | Six months ended  |                |
|   | March 31, 2016  | March 31, 2015 |
| Beginning balance                             | \$ 4,211  | \$ 2,230       |
| Purchases, sales, issuances, settlements, net | 3,000   | 2,000          |
| Total unrealized gain:                        |   |                |
| Included in earnings                          |   |                |
| Included in other comprehensive income        | (139)   | 10             |
| Transfers in and/or out of Level III          |   |                |
|   | \$ 7,072  | \$ 4,240       |

Each financial asset and liability is identified as having been valued according to a specified level of input, 1, 2 or 3. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date. Fair values determined by Level 2 inputs utilize inputs other than quoted prices included in Level 1 that are observable for the asset, either directly or indirectly. Level 2 inputs include quoted prices for similar assets in active markets, and inputs other than quoted prices that are observable for the asset or liability. Level 3 inputs are unobservable inputs for the asset, and include situations where there is little, if any, market activity for the asset or liability. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy, within which the fair value measurement in its entirety falls, has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset.

The measurement of fair value should be consistent with one of the following valuation techniques: market approach, income approach, and/or cost approach. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities (including a business). For example,

valuation techniques consistent with the market approach often use market multiples derived from a set of comparables. Multiples might lie in ranges with a different multiple for each comparable. The selection of where within the range the appropriate multiple falls requires judgment, considering factors specific to the measurement (qualitative and quantitative). Valuation techniques consistent with the market approach include matrix pricing. Matrix pricing is a mathematical technique used principally to value debt securities without relying exclusively on quoted prices for the specific securities, but rather by relying on a security's relationship to other benchmark quoted securities. Most of the

**Table of Contents**

securities classified as available for sale are reported at fair value utilizing Level 2 inputs. For these securities, the Company obtains fair value measurements from an independent pricing service. The fair value measurements consider observable data that may include dealer quoted market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the bond's terms and conditions, among other things. Securities reported at fair value utilizing Level 1 inputs are limited to actively traded equity securities whose market price is readily available from the New York Stock Exchange or the NASDAQ exchange. A few securities are valued using Level 3 inputs, most of these are classified as available for sale and are reported at fair value using Level 3 inputs. Foreclosed real estate is measured at fair value, less cost to sell at the date of 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. Income and expenses from operations and changes in valuation allowance are included in the net expenses from foreclosed real estate. Impaired loans are reported at fair value utilizing level three inputs. For these loans, a review of the collateral is conducted and an appropriate allowance for loan losses is allocated to the loan. At March 31, 2016, 208 impaired loans with a carrying value of \$27.0 million were reduced by specific valuation allowance totaling \$760,000 resulting in a net fair value of \$26.2 million based on Level 3 inputs. At September 30, 2015, 211 impaired loans with a carrying value of \$28.7 million were reduced by a specific valuation totaling \$568,000 resulting in a net fair value of \$28.1 million based on Level 3 inputs.

**Table of Contents**

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

| <i>(in thousands)</i>        | <b>Quantitative Information about Level 3 Fair Value Measurements</b> |                             |                           |                    |
|------------------------------|---|-----------------------------|---------------------------|--------------------|
|                              | <b>Fair Value Estimate</b>  | <b>Valuation Techniques</b> | <b>Unobservable Input</b> | <b>Range</b>       |
| <b>March 31, 2016:</b>       |   |                             |                           |                    |
| Impaired loans               | \$ 26,215   | Appraisal of collateral (1) | Appraisal adjustments (2) | 0% to 50% (23.8%)  |
| Foreclosed real estate owned | 2,316   | Appraisal of collateral (1) | Appraisal adjustments (2) | 20% to 49% (22.7%) |
| Mortgage servicing rights    | 512   | Discounted cash flow        | Discount rate             | 6% to 11% (10.3%)  |
|                              |   |                             | Prepayment speeds         | 7% to 81% (17.7%)  |

| <i>(in thousands)</i>        | <b>Quantitative Information about Level 3 Fair Value Measurements</b> |                             |                           |                    |
|------------------------------|---|-----------------------------|---------------------------|--------------------|
|                              | <b>Fair Value Estimate</b>  | <b>Valuation Techniques</b> | <b>Unobservable Input</b> | <b>Range</b>       |
| <b>September 30, 2015:</b>   |   |                             |                           |                    |
| Impaired loans               | \$ 28,141   | Appraisal of collateral (1) | Appraisal adjustments (2) | 0% to 60% (22.3%)  |
| Foreclosed real estate owned | 2,480   | Appraisal of collateral (1) | Appraisal adjustments (2) | 20% to 46% (21.3%) |
| Mortgage servicing rights    | 412   | Discounted cash flow        | Discount rate             | 6% to 11% (10.1%)  |
|                              |   |                             | Prepayment speeds         | 5% to 79% (17.9%)  |

- (1) Fair value is generally determined through independent appraisals of the underlying collateral, which generally include various level 3 inputs which are not identifiable.
- (2) Appraisals may be adjusted by management for qualitative factors such as economic conditions and estimated liquidation expenses. The range of liquidation expenses and other appraisal adjustments are presented as a percent of the appraisal.

The fair values presented represent the Company's best estimate of fair value using the methodologies discussed below.

**Disclosures about Fair Value of Financial Instruments**

The fair values presented represent the Company's best estimate of fair value using the methodologies discussed below.

**March 31, 2016**

|  | Carrying Value | Level I    | Level II | Level III  | Total Fair Value |
|--|----------------|------------|----------|------------|------------------|
| <b>Financial assets:</b>                                     |                |            |          |            |                  |
| Cash and cash equivalents                                    | \$ 23,883      | \$ 23,883  | \$       | \$         | \$ 23,883        |
| Certificates of deposit                                      | 1,500          |            |          | 1,526      | 1,526            |
| Investment and mortgage backed securities available for sale | 389,603        | 25         | 382,506  | 7,072      | 389,603          |
| Loans receivable, net  | 1,235,613      |            |          | 1,255,642  | 1,255,642        |
| Accrued interest receivable                                  | 5,730          | 5,730      |          |            | 5,730            |
| Regulatory stock   | 15,492         | 15,492     |          |            | 15,492           |
| Mortgage servicing rights                                    | 512            |            |          | 512        | 512              |
| Bank owned life insurance                                    | 31,119         | 31,119     |          |            | 31,119           |
| <b>Financial liabilities:</b>                                |                |            |          |            |                  |
| Deposits   | \$ 1,210,106   | \$ 604,347 | \$       | \$ 610,374 | \$ 1,214,721     |
| Short-term borrowings  | 126,243        | 126,243    |          |            | 126,243          |
| Other borrowings   | 230,601        |            |          | 232,085    | 232,085          |
| Advances by borrowers for taxes and insurance                | 8,514          | 8,514      |          |            | 8,514            |
| Accrued interest payable                                     | 1,076          | 1,076      |          |            | 1,076            |



**Table of Contents**

|  | <b>September 30, 2015</b> |                |                 |                  | <b>Total Fair Value</b> |
|--|---------------------------|----------------|-----------------|------------------|-------------------------|
|  | <b>Carrying Value</b>     | <b>Level I</b> | <b>Level II</b> | <b>Level III</b> |                         |
| <b>Financial assets:</b>                                     |                           |                |                 |                  |                         |
| Cash and cash equivalents                                    | \$ 18,758                 | \$ 18,758      | \$              | \$               | \$ 18,758               |
| Certificates of deposit                                      | 1,750                     |                |                 | 1,774            | 1,774                   |
| Investment and mortgage backed securities available for sale | 379,407                   | 25             | 375,171         | 4,211            | 379,407                 |
| Loans receivable, net  | 1,102,118                 |                |                 | 1,123,436        | 1,123,436               |
| Accrued interest receivable                                  | 5,068                     | 5,068          |                 |                  | 5,068                   |
| Regulatory stock   | 13,831                    | 13,831         |                 |                  | 13,831                  |
| Mortgage servicing rights                                    | 412                       |                |                 | 412              | 412                     |
| Bank owned life insurance                                    | 30,655                    | 30,655         |                 |                  | 30,655                  |
| <b>Financial liabilities:</b>                                |                           |                |                 |                  |                         |
| Deposits   | \$ 1,096,754              | \$ 500,427     | \$              | \$ 600,250       | 1,100,677               |
| Short-term borrowings  | 91,339                    | 91,339         |                 |                  | 91,339                  |
| Other borrowings   | 229,101                   |                |                 | 230,255          | 230,255                 |
| Advances by borrowers for taxes and insurance                | 4,273                     | 4,273          |                 |                  | 4,273                   |
| Accrued interest payable                                     | 866                       | 866            |                 |                  | 866                     |

Financial instruments are defined as cash, evidence of an ownership interest in an entity, or a contract which creates an obligation or right to receive or deliver cash or another financial instrument from/to a second entity on potentially favorable or unfavorable terms.

Fair value is defined as the amount at which a financial instrument could be exchanged in a current transaction between willing parties other than in a forced or liquidation sale. If a quoted market price is available for a financial instrument, the fair value would be calculated based upon the market price per trading unit of the instrument.

If no readily available market exists, the fair value for financial instruments should be based upon management's judgment regarding current economic conditions, interest rate risk, expected cash flows, future estimated losses, and other factors as determined through various option pricing formulas or simulation modeling.

As many of these assumptions result from judgments made by management based upon estimates which are inherently uncertain, the resulting values may not be indicative of the amount realizable in the sale of a particular financial instrument. In addition, changes in the assumptions on which the values are based may have a significant impact on the resulting estimated values.

As certain assets and liabilities, such as deferred tax assets, premises and equipment, and many other operational elements of the Bank, are not considered financial instruments but have value, this fair value of financial instruments would not represent the full market value of the Company.

The Company employed simulation modeling in determining the fair value of financial instruments for which quoted market prices were not available based upon the following assumptions:

**Cash and Cash Equivalents, Accrued Interest Receivable, Short-Term Borrowings, Advances by Borrowers for Taxes and Insurance, and Accrued Interest Payable**

The fair value approximates the current book value.

**Bank-Owned Life Insurance**

The fair value is equal to the cash surrender value of the Bank-owned life insurance.

## **Table of Contents**

### **Investment and Mortgage-Backed Securities Available for Sale and Regulatory Stock**

The fair value of investment and mortgage-backed securities available for sale is equal to the available quoted market price. If no quoted market price is available, fair value is estimated using the quoted market price for similar securities. Since the Regulatory stock is not actively traded on a secondary market and held exclusively by member financial institutions, the fair market value approximates the carrying amount. For certain securities which are not traded in active markets or are subject to transfer restrictions, valuations are adjusted to reflect illiquidity and/or non-transferability, and such adjustments are generally based on available market evidence (Level 3). In the absence of such evidence, management's best estimate is used. Management's best estimate consists of both internal and external support on certain Level 3 investments. Internal cash flow models using a present value formula that includes assumptions market participants would use along with indicative exit pricing obtained from broker/dealers (where available) are used to support fair values of certain Level 3 investments, if applicable.

### **Loans Receivable**

The fair values of loans are estimated using discounted cash flow analyses, using market rates at the balance sheet date that reflect the credit and interest rate-risk inherent in the loans. Projected future cash flows are calculated based upon contractual maturity or call dates, projected repayments and prepayments of principal. Generally, for variable rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values.

### **Mortgage Servicing Rights**

The Company utilizes a third party provider to estimate the fair value of certain loan servicing rights. Fair value for the purpose of this measurement is defined as the amount at which the asset could be exchanged in a current transaction between willing parties, other than in a forced liquidation.

### **Deposits**

The fair values disclosed for demand, savings, and money market deposit accounts are valued at the amount payable on demand as of quarter-end. Fair values for time deposits are estimated using a discounted cash flow calculation that applies contractual costs currently being offered in the existing portfolio to current market rates being offered for deposits of similar remaining maturities.

### **Other Borrowings**

Fair values for other borrowings are estimated using a discounted cash flow calculation that applies contractual costs currently being offered in the existing portfolio to current market rates being offered for other borrowings of similar remaining maturities.

### **Commitments to Extend Credit**

These financial instruments are generally not subject to sale, and fair values are not readily available. The carrying value, represented by the net deferred fee arising from the unrecognized commitment, and the fair value, determined by discounting the remaining contractual fee over the term of the commitment using fees currently charged to enter into similar agreements with similar credit risk, are not considered material for disclosure.



**Table of Contents****12. Accumulated Other Comprehensive Loss**

The activity in accumulated other comprehensive loss for the three and six months ended March 31, 2016 and 2015 is as follows (in thousands):

|  | <b>Accumulated Other<br/>Comprehensive Income/(Loss)<br/>Unrealized Gains</b> |                               |              |
|--|---|-------------------------------|--------------|
|  | <b>Defined Benefit (Losses) on Securities<br/>Pension<br/>Plan</b>            | <b>Available for<br/>Sale</b> | <b>Total</b> |
| Balance at December 31, 2015   | \$ (5,246)  | \$ 684                        | \$ (4,562)   |
| Other comprehensive income before reclassifications                        |   | 3,287                         | 3,287        |
| Amounts reclassified from accumulated other comprehensive loss, net of tax | 79  | (241)                         | (162)        |
| Period change  | 79  | 3,046                         | 3,125        |
| Balance at March 31, 2016  | \$ (5,167)  | \$ 3,730                      | \$ (1,437)   |
| Balance at December 31, 2014   | \$ (3,188)  | \$ 2,457                      | \$ (731)     |
| Other comprehensive income before reclassifications                        |   | 1,567                         | 1,567        |
| Amounts reclassified from accumulated other comprehensive loss, net of tax | 40  | (135)                         | (95)         |
| Period change  | 40  | 1,432                         | 1,472        |
| Balance at March 31, 2015  | \$ (3,148)  | \$ 3,889                      | \$ 741       |

|  | <b>Accumulated Other<br/>Comprehensive Income/(Loss)<br/>Unrealized Gains</b> |                               |              |
|--|---|-------------------------------|--------------|
|  | <b>Defined Benefit (Losses) on Securities<br/>Pension<br/>Plan</b>            | <b>Available for<br/>Sale</b> | <b>Total</b> |
| Balance at September 30, 2015  | \$ (5,325)  | \$ 2,930                      | \$ (2,395)   |
| Other comprehensive loss before reclassifications                          |   | 1,043                         | 1,043        |
| Amounts reclassified from accumulated other comprehensive loss, net of tax | 158   | (243)                         | (85)         |
| Period change  | 158   | 800                           | 958          |
| Balance at March 31, 2016  | \$ (5,167)  | \$ 3,730                      | \$ (1,437)   |
| Balance at September 30, 2014  | \$ (3,228)  | \$ 649                        | \$ (2,579)   |

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|  |            |          |        |
|--|------------|----------|--------|
| Other comprehensive income before reclassifications                        |            | 3,375    | 3,375  |
| Amounts reclassified from accumulated other comprehensive loss, net of tax | 80         | (135)    | (55)   |
| Period change  | 80         | 3,240    | 3,320  |
| Balance at March 31, 2015  | \$ (3,148) | \$ 3,889 | \$ 741 |

**Table of Contents**

|   | <b>Amount Reclassified from<br/>Accumulated Other Comprehensive Income<br/>Accumulated<br/>Other<br/>Comprehensive Income for<br/>the Three months Ended<br/>March 31,</b> |              | <b>Affected Line Item in the Consolidated<br/>Statement of Income</b> |
|---|--|--------------|---|
|   | <b>2016</b>  | <b>2015</b>  |   |
|   |  |              |   |
| <b>Securities available for sale:</b>                             |  |              |   |
| Securities gains reclassified into earnings                       | \$ 365   | \$ 204       | Gain on sale of investments   |
| Related income tax expense  | (124)  | (69)         | Income taxes  |
| Net effect on accumulated other comprehensive loss for the period | 241  | 135          |   |
| <b>Defined benefit pension plan:</b>                              |  |              |   |
| Amortization of net loss  | (119)  | (60)         | Compensation and employee benefits                                    |
| Related income tax expense  | 40   | 20           | Income taxes  |
| Net effect on accumulated other comprehensive loss for the period | \$ (79)  | \$ (40)      |   |
| <b>Total reclassification for the period</b>                      | <b>\$ 162</b>  | <b>\$ 95</b> |   |

|   | <b>Amount Reclassified from<br/>Accumulated Other Comprehensive Income<br/>Accumulated<br/>Other<br/>Comprehensive Income for<br/>the Six months Ended<br/>March 31,</b> |              | <b>Affected Line Item in the Consolidated<br/>Statement of Income</b> |
|---|--|--------------|---|
|   | <b>2016</b>  | <b>2015</b>  |   |
|   |  |              |   |
| <b>Securities available for sale:</b>                             |  |              |   |
| Securities gains reclassified into earnings                       | \$ 368   | \$ 204       | Gain on sale of investments   |
| Related income tax expense  | (125)  | (69)         | Income taxes  |
| Net effect on accumulated other comprehensive loss for the period | 243  | 135          |   |
| <b>Defined benefit pension plan:</b>                              |  |              |   |
| Amortization of net loss  | (239)  | (121)        | Compensation and employee benefits                                    |
| Related income tax expense  | 81   | 41           | Income taxes  |
| Net effect on accumulated other comprehensive loss for the period | \$ (158)   | \$ (80)      |   |
| <b>Total reclassification for the period</b>                      | <b>\$ 85</b>   | <b>\$ 55</b> |   |





**Table of Contents****13. Acquisitions****Acquisition of Eagle National Bancorp, Inc.**

On December 4, 2015, the Company closed on a merger transaction pursuant to which ESSA Bancorp, Inc. acquired Eagle National Bancorp, Inc. ( ENB ) and its wholly owned subsidiary Eagle National Bank, in a cash transaction. The acquisition added five branch locations in the Philadelphia, Pennsylvania market, establishing ESSA's presence in that market.

Under the terms of the merger agreement, the Company acquired all of the outstanding shares of ENB, for a total cash purchase price of approximately \$24.7 million. Eagle National Bank has been merged into ESSA Bank & Trust, with ESSA Bank & Trust as the surviving entity.

The acquired assets and assumed liabilities were measured at estimated fair values. Management made significant estimates and exercised significant judgment in accounting for the acquisition. Management measured loan fair values based on loan file reviews (including borrower financial statements or tax returns), appraised collateral values, expected cash flows and historical loss factors of ENB. The Company also recorded an identifiable intangible asset representing the core deposit base of ENB based on management's evaluation of the cost of such deposits relative to alternative funding sources. Management used market quotations to measure the fair value of investment securities. The business combination resulted in the acquisition of loans with and without evidence of credit quality deterioration. ENB's loans were deemed impaired at the acquisition date if the Company did not expect to receive all contractually required cash flows due to concerns about credit quality. Such loans were fair valued and the difference between contractually required payments at the acquisition date and cash flows expected to be collected was recorded as a nonaccretable difference. At the acquisition date, the Company recorded \$3.5 million of purchased credit-impaired loans subject to a nonaccretable difference of \$2.0 million. The method of measuring carrying value of purchased loans differs from loans originated by the Company (originated loans), and as such, the Company identifies purchased loans and purchased loans with a credit quality discount and originated loans as amortized cost.

ENB's loans without evidence of credit deterioration were measured to fair valued by discounting both expected principal and interest cash flows using an observable discount rate for similar instruments that a market participant would consider in determining fair value. Additionally, consideration was given to management's best estimates of default rates and payment speeds. At acquisition, ENB's loan portfolio without evidence of deterioration totaled \$120.7 million and was recorded at a fair value of \$121.4 million.

The following condensed statement reflects the values assigned to ENB net assets as of the acquisitions date:

|                                |           |
|--------------------------------|-----------|
| Total purchase price           | \$ 24,655 |
| Net assets acquired:           |           |
| Cash                           | \$ 8,481  |
| Investments available for sale | 36,275    |
| Loans receivable               | 123,380   |
| Regulatory stock               | 889       |
| Premises and equipment, net    | 945       |
| Intangible assets              | 1,491     |
| Deferred tax assets            | 715       |
| Other assets                   | 2,174     |
| Certificates of deposits       | (32,408)  |

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|  |           |
|--|-----------|
| Deposits other than certificates of deposits | (119,865) |
| Other liabilities                            | (964)     |
|  | 21,113    |
| Goodwill resulting from the ENB merger       | 3,542     |

**Table of Contents**

Results of operations for ENB prior to the acquisition date are not included in the Consolidated Statement of Income for the three and six month periods ended March 31, 2016. The following table presents financial information regarding the former Eagle National Bank operations included in the Consolidated Statement of Income from the date of acquisition through March 31, 2016 under column Actual from acquisition date through March 31, 2016. In addition, the following table presents unaudited pro forma information as if the acquisition of ENB had occurred on October 1, 2014 under the Pro Forma columns. The table below has been prepared for comparative purposes only and is not necessarily indicative of the actual results that would have been attained had the acquisition occurred as of the beginning of the periods presented, nor is it indicative of future results. Furthermore, the unaudited pro forma information does not reflect management's estimate of any revenue-enhancing opportunities nor anticipated cost savings as a result of the integration and consolidation of the acquisition. Merger and acquisition integration costs and amortization of fair value adjustments net of the related income tax effects are included in the amounts below.

## Actual From Acquisition Date

Through March 31,  
2016

(in thousands)

|                     |    |       |
|---------------------|----|-------|
| Net interest income | \$ | 2,123 |
| Non interest income |    | 166   |
| Net income          | \$ | 575   |

## Pro Formas

Three months ended March 31, 2016      2015      Six months ended March 31,  
2016      2015

(in thousands, except per share data)

|                               |           |           |           |           |
|-------------------------------|-----------|-----------|-----------|-----------|
| Net interest income           | \$ 12,284 | \$ 12,653 | \$ 24,760 | \$ 25,376 |
| Non interest income           | 2,278     | 2,037     | 4,177     | 3,999     |
| Net income                    | 2,128     | 2,469     | 2,436     | 4,961     |
| Pro forma earnings per share: |           |           |           |           |
| Basic                         | \$ 0.21   | \$ 0.24   | \$ 0.24   | \$ 0.47   |
| Diluted                       | \$ 0.20   | \$ 0.24   | \$ 0.23   | \$ 0.47   |

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**  
**Forward Looking Statements**

This quarterly report contains forward-looking statements, which can be identified by the use of such words as estimate, project, believe, intend, anticipate, plan, seek, expect and similar expressions. These forward-looking statements include:

statements of our goals, intentions and expectations;

statements regarding our business plans and prospects and growth and operating strategies;

statements regarding the asset quality of our loan and investment portfolios; and

estimates of our risks and future costs and benefits.

By identifying these forward-looking statements for you in this manner, we are alerting you to the possibility that our actual results and financial condition may differ, possibly materially, from the anticipated results and financial condition indicated in these forward-looking statements. Important factors that could cause our actual results and financial condition to differ from those indicated in the forward-looking statements include, among others, those discussed under **Risk Factors** in Part I, Item 1A of the Company's Annual Report on Form 10-K and Part II, Item 1A of this Report on Form 10-Q, as well as the following factors:

significantly increased competition among depository and other financial institutions;

inflation and changes in the interest rate environment that reduce our margins or reduce the fair value of financial instruments;

general economic conditions, either nationally or in our market areas, that are worse than expected;

adverse changes in the securities markets;

legislative or regulatory changes that adversely affect our business;

## Table of Contents

our ability to enter new markets successfully and take advantage of growth opportunities, and the possible short-term dilutive effect of potential acquisitions or *de novo* branches, if any;

changes in consumer spending, borrowing and savings habits;

changes in accounting policies and practices, as may be adopted by the bank regulatory agencies and the Financial Accounting Standards Board; and

changes in our organization, compensation and benefit plans.

These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements.

### **Comparison of Financial Condition at March 31, 2016 and September 30, 2015**

**Total Assets.** Total assets increased by \$156.7 million, or 9.8%, to \$1.76 billion at March 31, 2016 from \$1.61 billion at September 30, 2015. The acquisition of ENB was the primary reason for the increase. At the acquisition date of December 4, 2015, ENB had total assets of \$173.7 million, including total loans of \$124.2 million and total deposits of \$152.2 million. After subtracting the acquisition purchase price of \$24.7 million and purchase accounting adjustments, net assets contributed at the acquisition date were \$153.2 million.

**Total Cash and Cash Equivalents.** Total cash and cash equivalents increased \$5.1 million, or 27.3%, to \$23.9 million at March 31, 2016 from \$18.8 million at September 30, 2015. Increases in cash and due from banks of \$5.0 million and interest bearing deposits with other institutions of \$113,000 were the primary reasons for the increase.

**Net Loans.** Net loans increased \$133.5 million, or 12.1%, to \$1.24 billion at March 31, 2016 from \$1.10 billion at September 30, 2015. Net loans acquired from ENB in the merger were \$123.4 million. During this period, construction loans increased \$2.3 million to \$3.1 million, commercial real estate loans increased \$86.7 million to \$286.7 million, commercial loans increased \$20.9 million to \$55.2 million, home equity loans and lines of credit increased \$6.7 million to \$46.6 million, and auto loans increased \$26.1 million to \$188.3 million. These increases were partially offset by decreases in residential loans of \$8.5 million to \$602.1 million, other loans of \$9,000 to \$3.3 million, and obligations of states and political subdivisions of \$147,000 to \$59.7 million.

**Investment Securities Available for Sale.** Investment securities available for sale increased \$10.2 million, or 2.7%, to \$389.6 million at March 31, 2016 from \$379.4 million at September 30, 2015. Net investment securities acquired from ENB in the merger were \$20.3 million. The increase was due primarily to increases in mortgage backed securities of \$4.7 million, obligations of states and political subdivision or \$5.9 million, other debt securities of \$30,000 and corporate obligations of \$12.5 million, offset in part by decreases in US government agency securities of \$12.9 million, and trust preferred securities of \$101,000. The Company sold \$11.7 million of investment securities in February, 2016.

**Deposits.** Deposits increased \$113.4 million, or 10.3%, to \$1.21 billion at March 31, 2016 from \$1.10 billion at September 30, 2015 primarily as a result of the ENB acquisition. Net deposits acquired from ENB in the merger were \$152.3 million. With the exception of interest bearing demand accounts, which declined \$2.7 million, all deposit categories increased, the largest being a \$52.1 million increase in non-interest bearing demand accounts. At March 31, 2016, compared to September 30, 2015, certificates of deposit, which increased \$9.4 million to \$605.8 million,

included an increase in brokered certificates of \$6.1 million to \$278.0 million.

***Borrowed Funds.*** Borrowed funds increased by \$36.4 million, or 11.4%, to \$356.8 million at March 31, 2016, from \$320.4 million at September 30, 2015. No borrowings were assumed from ENB in the merger. The increase in borrowed funds was due to increases in other borrowings of \$1.5 million as well as an increase in short term borrowings of \$34.9 million. All borrowings at March 31, 2016 represent advances from the Pittsburgh FHLB.

***Stockholders Equity.*** Stockholders equity increased by \$3.3 million, or 1.9% to \$174.6 million at March 31, 2016 from \$171.3 million at September 30, 2015. The increase in stockholders equity was primarily due to the changes to accumulated other comprehensive loss and net income offset by dividends paid on common stock.

**Table of Contents****Average Balance Sheets for the Three and Six Months Ended March 31, 2016 and 2015**

The following tables set forth average balance sheets, average yields and costs, and certain other information for the periods indicated. All average balances are daily average balances, the yields set forth below include the effect of deferred fees and discounts and premiums that are amortized or accreted to interest income.

|   | For the Three Months Ended March 31,<br>2016 |                             |            | 2015            |                             |            |
|---|--|-----------------------------|------------|-----------------|-----------------------------|------------|
|   | Average Balance                              | Interest Income/<br>Expense | Yield/Cost | Average Balance | Interest Income/<br>Expense | Yield/Cost |
| <b>(dollars in thousands)</b>                       |  |                             |            |                 |                             |            |
| <b>Interest-earning assets:</b>                     |  |                             |            |                 |                             |            |
| Loans <sup>(1)</sup>                                | \$ 1,239,569                                 | \$ 12,805                   | 4.15%      | \$ 1,074,394    | \$ 11,100                   | 4.19%      |
| <b>Investment Securities</b>                        |  |                             |            |                 |                             |            |
| Taxable <sup>(2)</sup>                              | 84,770                                       | 531                         | 2.52%      | 80,644          | 433                         | 2.18%      |
| Exempt from federal<br>income tax <sup>(2)(3)</sup> | 41,722                                       | 255                         | 3.72%      | 36,377          | 239                         | 4.04%      |
| Total investment securities                         | 126,492                                      | 786                         | 2.92%      | 117,021         | 672                         | 2.76%      |
| Mortgage-backed securities                          | 262,725                                      | 1,372                       | 2.10%      | 264,753         | 1,366                       | 2.09%      |
| Regulatory stock                                    | 14,476                                       | 182                         | 5.06%      | 12,643          | 438                         | 14.05%     |
| Other   | 4,161  | 14                          | 1.35%      | 4,699           | 4                           | 0.35%      |
| Total interest-earning assets                       | 1,647,423                                    | 15,159                      | 3.73%      | 1,473,510       | 13,580                      | 3.77%      |
| Allowance for loan losses                           | (9,294)                                      |                             |            | (8,545)         |                             |            |
| Noninterest-earning assets                          | 119,854                                      |                             |            | 106,933         |                             |            |
| Total assets  | \$ 1,757,983                                 |                             |            | \$ 1,571,898    |                             |            |
| <b>Interest-bearing liabilities:</b>                |  |                             |            |                 |                             |            |
| <b>Interest bearing demand</b>                      |  |                             |            |                 |                             |            |
| accounts  | \$ 99,463                                    | \$ 27                       | 0.11%      | \$ 103,235      | \$ 22                       | 0.09%      |
| Money market accounts                               | 209,861                                      | 160                         | 0.31%      | 209,839         | 62                          | 0.12%      |
| Savings and club accounts                           | 135,348                                      | 17                          | 0.05%      | 121,161         | 15                          | 0.05%      |
| Certificates of deposit                             | 634,198                                      | 1,740                       | 1.10%      | 576,393         | 1,779                       | 1.25%      |
| Borrowed funds                                      | 332,888                                      | 931                         | 1.12%      | 286,935         | 700                         | 0.99%      |
| Total interest-bearing<br>liabilities               | 1,411,758                                    | 2,875                       | 0.82%      | 1,297,563       | 2,578                       | 0.81%      |
| Non-interest-bearing demand<br>accounts             | 150,640                                      |                             |            | 84,513          |                             |            |
| Non-interest-bearing<br>liabilities                 | 21,667                                       |                             |            | 17,710          |                             |            |
| Total liabilities                                   | 1,584,065                                    |                             |            | 1,399,786       |                             |            |
| Equity  | 173,918                                      |                             |            | 172,112         |                             |            |

|   |              |         |              |
|---|--------------|---------|--------------|
| Total liabilities and equity  | \$ 1,757,983 |         | \$ 1,571,898 |
| Net interest income   | \$ 12,284    |         | \$ 11,002    |
| Interest rate spread  |              | 2.91%   | 2.96%        |
| Net interest-earning assets   | \$ 235,665   |         | \$ 175,947   |
| Net interest margin   |              | 3.00%   | 3.03%        |
| Average interest-earning assets to average interest-bearing liabilities |              | 116.69% | 113.56%      |

- (1) Non-accruing loans are included in the outstanding loan balances.
- (2) Available for sale securities are reported at fair value.
- (3) Yields on tax exempt securities have been calculated on a fully tax equivalent basis assuming a tax rate of 34%.
- (4) Represents the difference between interest earned and interest paid, divided by average total interest earning assets.



**Table of Contents**

|   | For the Six Months Ended March 31,<br>2016 |                             |            | 2015            |                             |            |
|---|--|-----------------------------|------------|-----------------|-----------------------------|------------|
|   | Average Balance                            | Interest Income/<br>Expense | Yield/Cost | Average Balance | Interest Income/<br>Expense | Yield/Cost |
| (dollars in thousands)                              |  |                             |            |                 |                             |            |
| <b>Interest-earning assets:</b>                     |  |                             |            |                 |                             |            |
| Loans <sup>(1)</sup>                                | \$ 1,191,957                               | \$ 24,379                   | 4.09%      | \$ 1,070,817    | \$ 22,549                   | 4.22%      |
| <b>Investment Securities</b>                        |  |                             |            |                 |                             |            |
| Taxable <sup>(2)</sup>                              | 85,633                                     | 1,028                       | 2.40%      | 80,779          | 938                         | 2.33%      |
| Exempt from federal<br>income tax <sup>(2)(3)</sup> | 40,934                                     | 499                         | 3.69%      | 35,493          | 473                         | 4.05%      |
| Total investment securities                         | 126,567                                    | 1,527                       | 2.82%      | 116,272         | 1,411                       | 2.85%      |
| Mortgage-backed securities                          | 260,689                                    | 2,693                       | 2.07%      | 266,433         | 2,750                       | 2.07%      |
| Regulatory stock                                    | 14,474                                     | 358                         | 4.95%      | 12,657          | 568                         | 9.00%      |
| Other   | 3,895                                      | 17                          | 0.87%      | 4,033           | 10                          | 0.50%      |
| Total interest-earning assets                       | 1,597,582                                  | 28,974                      | 3.66%      | 1,470,212       | 27,288                      | 3.76%      |
| Allowance for loan losses                           | (9,137)                                    |                             |            | (8,555)         |                             |            |
| Noninterest-earning assets                          | 115,650                                    |                             |            | 109,488         |                             |            |
| Total assets  | \$ 1,704,095                               |                             |            | \$ 1,571,145    |                             |            |
| <b>Interest-bearing liabilities:</b>                |  |                             |            |                 |                             |            |
| <b>Interest bearing demand</b>                      |  |                             |            |                 |                             |            |
| accounts  | \$ 100,470                                 | \$ 52                       | 0.10%      | \$ 116,958      | \$ 48                       | 0.08%      |
| Money market accounts                               | 193,318                                    | 262                         | 0.27%      | 203,311         | 262                         | 0.26%      |
| Savings and club accounts                           | 131,430                                    | 33                          | 0.05%      | 119,789         | 30                          | 0.05%      |
| Certificates of deposit                             | 621,862                                    | 3,442                       | 1.11%      | 584,878         | 3,503                       | 1.20%      |
| Borrowed funds                                      | 332,762                                    | 1,809                       | 1.09%      | 282,421         | 1,393                       | 0.99%      |
| Total interest-bearing liabilities                  | 1,379,842                                  | 5,598                       | 0.81%      | 1,307,357       | 5,236                       | 0.80%      |
| <b>Non-interest-bearing demand</b>                  |  |                             |            |                 |                             |            |
| accounts  | 130,723                                    |                             |            | 76,377          |                             |            |
| Non-interest-bearing liabilities                    | 20,250                                     |                             |            | 16,392          |                             |            |
| Total liabilities                                   | 1,530,815                                  |                             |            | 1,400,126       |                             |            |
| Equity  | 173,280                                    |                             |            | 171,019         |                             |            |
| Total liabilities and equity                        | \$ 1,704,095                               |                             |            | \$ 1,571,145    |                             |            |
| Net interest income                                 |  | \$ 23,376                   |            |                 | \$ 22,052                   |            |
| Interest rate spread                                |  |                             | 2.85%      |                 |                             | 2.96%      |
| Net interest-earning assets                         | \$ 217,740                                 |                             |            | \$ 162,855      |                             |            |
| Net interest margin                                 |  |                             | 2.93%      |                 |                             | 3.01%      |
|   |  | 115.78%                     |            |                 | 112.46%                     |            |

Average interest-earning assets  
to average interest-bearing  
liabilities

- (1) Non-accruing loans are included in the outstanding loan balances.
- (2) Available for sale securities are reported at fair value.
- (3) Yields on tax exempt securities have been calculated on a fully tax equivalent basis assuming a tax rate of 34%.
- (4) Represents the difference between interest earned and interest paid, divided by average total interest earning assets.

**Comparison of Operating Results for the Three Months Ended March 31, 2016 and March 31, 2015**

*Net Income.* Net income decreased \$303,000, or 12.5%, to \$2.1 million for the three months ended March 31, 2016 compared to net income of \$2.4 million for the comparable period in 2015. The decrease was due primarily to increases in non-interest expense partially offset by increases in net interest income and non-interest income.

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**Table of Contents**

**Net Interest Income.** Net interest income increased \$1.3 million, or 11.7%, to \$12.3 million for the three months ended March 31, 2016 from \$11.0 million for the comparable period in 2015. The increase was primarily attributable to an increase in the Company's average balance of net interest earning assets of \$59.7 million, offset in part by a decrease in the Company's interest rate spread to 2.91% for the three months ended March 31, 2016 from 2.96% for the comparable period in 2015. Net interest-earning assets increased primarily due to the Company's acquisition of ENB on December 4, 2015.

**Interest Income.** Interest income increased \$1.6 million, or 11.6%, to \$15.2 million for the three months ended March 31, 2016 from \$13.6 million for the comparable 2015 period. The increase resulted primarily from an increase in the average balance of interest earning assets of \$173.9 million, offset in part by a decrease in the yield on interest earning assets of 4 basis points. The average yield on interest earning assets was 3.73% for the three months ended March 31, 2016, as compared to 3.77% for the comparable 2015 period. Loans increased on average \$165.2 million between the two periods. In addition, average investment securities increased \$9.5 million, mortgage-backed securities decreased \$2.0 million, regulatory stock increased \$1.8 million and other interest earning assets decreased \$538,000.

**Interest Expense.** Interest expense increased \$297,000, or 11.5%, to \$2.9 million for the three months ended March 31, 2016 from \$2.6 million for the comparable 2015 period. The increase resulted from an increase in average interest bearing liabilities of \$114.2 million. Increases in average balances of borrowed funds, money market accounts, certificates of deposit and savings and club accounts were offset by declines in interest bearing demand accounts. For the three months ended March 31, 2016 and 2015 the average cost of interest bearing liabilities was 0.82% and 0.81%, respectively.

**Provision for Loan Losses.** In evaluating the level of the allowance for loan losses, management considers historical loss experience, the types of loans and the amount of loans in the loan portfolio, adverse situations that may affect a borrower's ability to repay, the estimated value of any underlying collateral, peer group information and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are subject to interpretation and revision as more information becomes available or as future events occur. After an evaluation of these factors, management made a provision for loan losses of \$600,000 for the three month period ended March 31, 2016 compared to \$525,000 for the three month period ended March 31, 2015. The allowance for loan losses was \$9.4 million, or 0.76% of loans outstanding, at March 31, 2016, compared to \$8.9 million, or 0.80% of loans outstanding at September 30, 2015. Purchased loans were initially recorded at fair market value and did not require an additional allowance at March 31, 2016.

**Non-interest Income.** Non-interest income increased \$376,000, or 19.8%, to \$2.3 million for the three months ended March 31, 2016 from \$1.9 million for the comparable period in 2015. Increases in service fees on deposit accounts, gain on sale of investments, insurance commissions, other income service charges and fees on loans and trust and investment fees and were partially offset by decreases in earnings on bank owned life insurance.

**Non-interest Expense.** Non-interest expense increased \$2.0 million, or 22.1%, to \$11.1 million for the three months ended March 31, 2016 from \$9.1 million for the comparable period in 2015. The primary reasons for the increase were increases in compensation and employee benefits of \$771,000, occupancy and equipment of \$288,000, professional fees of \$265,000, data processing of \$187,000, foreclosed real estate of \$298,000, amortization of intangible assets of \$60,000 and other expenses of \$177,000 which were offset in part by declines in advertising of \$71,000. The increase in non-interest expense included expenses related primarily to the addition of former ENB employees and former ENB locations as well as additional expenses related to the Company's qualified and non-qualified benefit plans.

**Income Taxes.** Income tax expense decreased \$122,000 to \$726,000 for the three months ended March 31, 2016 from \$848,000 for the comparable 2015 period. The decrease was primarily a result of the decrease in income before taxes

of \$425,000 for the three months ended March 31, 2016 and a decline in the effective tax rate. The effective tax rate was 25.4% for the three months ended March 31, 2016, compared to 25.9% for the 2015 period.

**Comparison of Operating Results for the Six Months Ended March 31, 2016 and March 31, 2015**

**Net Income.** Net income decreased \$942,000, or 18.8%, to \$4.1 million for the six months ended March 31, 2016 compared to net income of \$5.0 million for the comparable period in 2015. The decrease was due primarily to increases in non-interest expense partially offset by increases in net interest income and non-interest income.

**Net Interest Income.** Net interest income increased \$1.3 million, or 6.0%, to \$23.4 million for the six months ended March 31, 2016 from \$22.1 million for the comparable period in 2015. The increase was primarily attributable to an increase in the Company's average balance of net interest earning assets of \$54.9 million, offset in part by a decrease in the Company's interest rate spread to 2.85% for the six months ended March 31, 2016 from 2.96% for the comparable period in 2015. Net interest-earning assets increased primarily due to the Company's acquisition of ENB on December 4, 2015.

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**Table of Contents**

**Interest Income.** Interest income increased \$1.7 million, or 6.2%, to \$29.0 million for the six months ended March 31, 2016 from \$27.3 million for the comparable 2015 period. The increase resulted primarily from an increase in the average balance of interest earning assets of \$127.4 million, offset in part by a decrease in the yield on interest earning assets of 10 basis points. The average yield on interest earning assets was 3.66% for the six months ended March 31, 2016, as compared to 3.76% for the comparable 2015 period. Loans increased on average \$121.1 million between the two periods. In addition, average investment securities increased \$10.3 million, mortgage-backed securities decreased \$5.7 million, regulatory stock increased \$1.8 million and other interest earning assets decreased \$138,000.

**Interest Expense.** Interest expense increased \$362,000, or 6.9%, to \$5.6 million for the six months ended March 31, 2016 from \$5.2 million for the comparable 2015 period. The increase resulted from an increase in average interest bearing liabilities of \$72.5 million. Increases in average balances of borrowed funds, certificates of deposit and savings and club accounts were offset by declines in interest bearing demand accounts and money market accounts. For the six months ended March 31, 2016 and 2015 the average cost of interest bearing liabilities was 0.81% and 0.80%, respectively.

**Provision for Loan Losses.** In evaluating the level of the allowance for loan losses, management considers historical loss experience, the types of loans and the amount of loans in the loan portfolio, adverse situations that may affect a borrower's ability to repay, the estimated value of any underlying collateral, peer group information and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are subject to interpretation and revision as more information becomes available or as future events occur. After an evaluation of these factors, management made a provision for loan losses of \$1.2 million for the six month period ended March 31, 2016 compared to \$975,000 for the six month period ended March 31, 2015. The allowance for loan losses was \$9.4 million, or 0.76% of loans outstanding, at March 31, 2016, compared to \$8.9 million, or 0.80% of loans outstanding at September 30, 2015. Purchased loans were initially recorded at fair market value and did not require an additional allowance at March 31, 2016.

**Non-interest Income.** Non-interest income increased \$379,000, or 10.2%, to \$4.1 million for the six months ended March 31, 2016 from \$3.7 million for the comparable period in 2015. Increases in service fees on deposit accounts, gain on sale of investments, insurance commissions and other income were partially offset by decreases in service charges and fees on loans, trust and investment fees and earnings on bank owned life insurance.

**Non-interest Expense.** Non-interest expense increased \$2.8 million, or 15.7%, to \$20.9 million for the six months ended March 31, 2016 from \$18.1 million for the comparable period in 2015. The primary reasons for the increase were increases in compensation and employee benefits of \$1.2 million, occupancy and equipment of \$416,000, professional fees of \$204,000, data processing of \$293,000, foreclosed real estate of \$326,000, merger related costs of \$245,000, amortization of intangible assets of \$68,000 and other expenses of \$134,000 which were offset in part by declines in advertising of \$112,000. The increase in non-interest expense included expenses related primarily to the addition of former ENB employees and former ENB locations as well as additional expenses related to the Company's qualified and non-qualified benefit plans.

**Income Taxes.** Income tax expense decreased \$408,000 to \$1.3 million for the six months ended March 31, 2016 from \$1.7 million for the comparable 2015 period. The decrease was primarily a result of the decrease in income before taxes of \$1.4 million for the six months ended March 31, 2016 and a decline in the effective tax rate. The effective tax rate was 24.0% for the six months ended March 31, 2016, compared to 25.3% for the 2015 period.

**Table of Contents****Non-Performing Assets**

The following table provides information with respect to the Bank's non-performing assets at the dates indicated. (Dollars in thousands)

|   | <b>March 31,<br/>2016</b> | <b>September 30,<br/>2015</b> |
|---|---------------------------|-------------------------------|
| <b>Non-performing assets:</b>                     |                           |                               |
| Non-accruing loans                                | \$ 22,596                 | \$ 20,105                     |
| <b>Total non-performing loans</b>                 | <b>22,596</b>             | <b>20,105</b>                 |
| Foreclosed real estate                            | 2,316                     | 2,480                         |
| Other repossessed assets                          | 79                        | 64                            |
| <b>Total non-performing assets</b>                | <b>\$ 24,991</b>          | <b>\$ 22,649</b>              |
| Ratio of non-performing loans to total loans      | 1.81%                     | 1.81%                         |
| Ratio of non-performing loans to total assets     | 1.28%                     | 1.25%                         |
| Ratio of non-performing assets to total assets    | 1.42%                     | 1.41%                         |
| Ratio of allowance for loan losses to total loans | 0.76%                     | 0.80%                         |

Loans are reviewed on a regular basis and are placed on non-accrual status when they become more than 90 days delinquent. When loans are placed on non-accrual status, unpaid accrued interest is fully reserved, and further income is recognized only to the extent received. Non-performing assets increased \$2.3 million to \$25.0 million at March 31, 2016 from \$22.6 million at September 30, 2015. Non-performing loans increased \$2.5 million to \$22.6 million at March 31, 2016 from \$20.1 million at September 30, 2015. The year to date increase was primarily due to the addition of non-performing loans acquired as a result of the merger with ENB. The number of nonperforming residential loans was 98 at March 31, 2016 compared to 96 at September 30, 2015. The \$22.6 million of non-accruing loans at March 31, 2016 included 98 residential loans with an aggregate outstanding balance of \$9.7 million, 61 commercial and commercial real estate loans with aggregate outstanding balances of \$11.0 million and 61 consumer loans with aggregate balances of \$1.9 million. Within the residential loan balance are \$4.7 million of loans less than 90 days past due. In the quarter ended March 31, 2016, the Company identified 39 residential loans which, although paying as agreed, have a high probability of default. Foreclosed real estate decreased \$164,000 to \$2.3 million at March 31, 2016 from \$2.5 million at September 30, 2015. Foreclosed real estate consists of 25 residential properties, five building lots and three commercial properties.

At March 31, 2016, the principal balance of troubled debt restructures was \$7.0 million as compared to \$7.6 million at September 30, 2015. Of the \$7.0 million of troubled debt restructures at March 31, 2016, \$1.1 million are performing loans and \$5.9 million are non-accrual loans.

Of the 57 loans that comprise our troubled debt restructures at March 31, 2016, no loans were granted a rate concession at a below market interest rate. Twenty-five loans with balances totaling \$3.8 million were granted market rate and terms concessions, 12 loans totaling \$995,000 were granted an interest rate concession and 20 loans with balances totaling \$2.2 million were granted term concessions.

As of March 31, 2016, troubled debt restructures were comprised of 49 residential loans totaling \$6.1 million, 5 commercial and commercial real estate loans totaling \$611,000, and three consumer (home equity loans, home equity

lines and credit, and other) loans totaling \$260,000.

For the three month period ended March 31, 2016, one loan totaling \$79,000 was removed from non-performing TDR status due to completion of one year of consecutive timely payments. For the six month period ended March 31, 2016, five loans totaling \$586,000 were removed from non-performing TDR status due to completion of one year of consecutive timely payments, two loans totaling \$298,000 were paid in full and two loans were foreclosed totaling \$294,000.

We have modified terms of loans that do not meet the definition of a TDR. The vast majority of such loans were rate modifications of residential first mortgage loans in lieu of refinancing. The non-TDR rate modifications were all performing loans when the rates were reset to current market rates. For the three months ended March 31, 2016, we modified six loans totaling \$706,000 in this fashion. With regard to commercial loans, including commercial real estate loans, there were no loans modified. For the six months ended March 31, 2016, we modified 14 loans totaling \$1.9 million in this fashion. With regard to commercial loans, including commercial real estate loans, there were three loans in the three months ended March 31, 2016 totaling \$634,000.

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**Table of Contents**

**Liquidity and Capital Resources**

We maintain liquid assets at levels we consider adequate to meet both our short-term and long-term liquidity needs. We adjust our liquidity levels to fund deposit outflows, repay our borrowings and to fund loan commitments. We also adjust liquidity as appropriate to meet asset and liability management objectives.

Our primary sources of liquidity are deposits, prepayment and repayment of loans and mortgage-backed securities, maturities of investment securities and other short-term investments, and earnings and funds provided from operations, as well as access to FHLBank advances and other borrowing sources. While scheduled principal repayments on loans and mortgage-backed securities are a relatively predictable source of funds, deposit flows and loan prepayments are greatly influenced by market interest rates, economic conditions, and rates offered by our competition. We set the interest rates on our deposits to maintain a desired level of total deposits.

A portion of our liquidity consists of cash and cash equivalents and borrowings, which are a product of our operating, investing and financing activities. At March 31, 2016, \$23.9 million of our assets were invested in cash and cash equivalents. Our primary sources of cash are principal repayments on loans, proceeds from the maturities of investment securities, principal repayments of mortgage-backed securities and increases in deposit accounts. Short-term investment securities (maturing in one year or less) totaled \$3.3 million at March 31, 2016. As of March 31, 2016, we had \$356.8 million in borrowings outstanding from FHLBank Pittsburgh. We have access to total FHLBank advances of up to approximately \$603.9 million.

At March 31, 2016, we had \$109.9 million in loan commitments outstanding, which included, in part, \$20.1 million in undisbursed construction loans and land development loans, \$35.9 million in unused home equity lines of credit, \$47.6 million in commercial lines of credit and commitments to originate commercial loans, \$2.7 million in performance standby letters of credit and \$3.6 million in other unused commitments which are primarily to originate residential mortgage loans and multifamily loans. Certificates of deposit due within one year of March 31, 2016 totaled \$308.9 million, or 51.0% of certificates of deposit. If these maturing deposits do not remain with us, we will be required to seek other sources of funds, including other certificates of deposit and borrowings. Depending on market conditions, we may be required to pay higher rates on such deposits or other borrowings than we currently pay on the certificates of deposit due on or before March 31, 2017. We believe, however, based on past experience that a significant portion of our certificates of deposit will remain with us. We have the ability to attract and retain deposits by adjusting the interest rates offered.

As reported in the Consolidated Statements of Cash Flows, our cash flows are classified for financial reporting purposes as operating, investing or financing cash flows. Net cash provided by operating activities was \$8.2 million and \$8.6 million for the six months ended March 31, 2016 and 2015, respectively. These amounts differ from our net income because of a variety of cash receipts and disbursements that did not affect net income for the respective periods. Net cash (used for) provided by investing activities was (\$2.7) million and (\$15.9) million for the six months ended March 31, 2016 and 2015, respectively, principally reflecting our loan and investment security activities. Deposit and borrowing cash flows have comprised most of our financing activities, which resulted in net cash provided by (used for) of (\$446,000) and \$1.5 million for the six months ended March 31, 2016 and 2015, respectively.

**Critical Accounting Policies**

We consider accounting policies that require management to exercise significant judgment or discretion or make significant assumptions that have, or could have, a material impact on the carrying value of certain assets or on income, to be critical accounting policies. We consider the following to be our critical accounting policies:



***Allowance for Loan Losses.*** The allowance for loan losses is the estimated amount considered necessary to cover credit losses inherent in the loan portfolio at the balance sheet date. The allowance is established through the provision for loan losses which is charged against income. In determining the allowance for loan losses, management makes significant estimates and has identified this policy as one of our most critical. The methodology for determining the allowance for loan losses is considered a critical accounting policy by management due to the high degree of judgment involved, the subjectivity of the assumptions utilized and the potential for changes in the economic environment that could result in changes to the amount of the recorded allowance for loan losses.

As a substantial amount of our loan portfolio is collateralized by real estate, appraisals of the underlying value of property securing loans and discounted cash flow valuations of properties are critical in determining the amount of the allowance required for specific loans. Assumptions for appraisals and discounted cash flow valuations are instrumental in determining the value of properties. Overly optimistic assumptions or negative changes to assumptions could significantly impact the valuation of a property securing a loan and the related allowance determined. The assumptions supporting such appraisals and discounted cash flow valuations are carefully reviewed by management to determine that the resulting values reasonably reflect amounts realizable on the related loans.

Management performs a quarterly evaluation of the adequacy of the allowance for loan losses. Consideration is given to a variety of factors in establishing this estimate including, but not limited to, current economic conditions, delinquency statistics,

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**Table of Contents**

geographic and industry concentrations, the adequacy of the underlying collateral, the financial strength of the borrower, results of internal and external loan reviews and other relevant factors. This evaluation is inherently subjective, as it requires material estimates that may be susceptible to significant revision based on changes in economic and real estate market conditions.

The analysis of the allowance for loan losses has two components: specific and general allocations. Specific allocations are made for loans that are determined to be impaired. Impairment is measured by determining the present value of expected future cash flows or, for collateral-dependent loans, the fair value of the collateral adjusted for market conditions and selling expenses. The general allocation is determined by segregating the remaining loans by type of loan, risk weighting (if applicable) and payment history. We also analyze historical loss experience, delinquency trends, general economic conditions and geographic and industry concentrations. This analysis establishes factors that are applied to the loan groups to determine the amount of the general allocations. Actual loan losses may be significantly more than the allowance for loan losses we have established which could have a material negative effect on our financial results.

***Goodwill and Intangible Assets.*** Goodwill is not amortized, but it is tested at least annually for impairment in the fourth quarter, or more frequently if indicators of impairment are present. If the estimated current fair value of a reporting unit exceeds its carrying value, no additional testing is required and an impairment loss is not recorded. The Company uses market capitalization and multiples of tangible book value methods to determine the estimated current fair value of its reporting unit. Based on this analysis, no impairment was recorded in 2016 or 2015.

The other intangibles assets are assigned useful lives, which are amortized on an accelerated basis over their weighted-average lives. The Company periodically reviews the intangible assets for impairment as events or changes in circumstances indicate that the carrying amount of such asset may not be recoverable. Based on these reviews, no impairment was recorded in 2016 and 2015.

***Employee Benefit Plans.*** The Bank maintains a noncontributory, defined benefit pension plan for all employees who have met age and length of service requirements. The Bank also maintains a defined contribution Section 401(k) plan covering eligible employees. The Company created an ESOP for the benefit of employees who meet certain eligibility requirements. The Company makes cash contributions to the ESOP on an annual basis.

The Company maintains an equity incentive plan to provide for issuance or granting of shares of common stock for stock options or restricted stock. The Company has recorded stock-based employee compensation cost using the fair value method as allowed under generally accepted accounting principles. Management estimated the fair values of all option grants using the Black-Scholes option-pricing model. Management estimated the expected life of the options using the simplified method as allowed under generally accepted accounting principles. The risk-free rate was determined utilizing the treasury yield for the expected life of the option contract.

***Fair Value Measurements.*** We group our assets at fair value in three levels, based on the markets in which the assets are traded and the reliability of the assumptions used to determine fair value. These levels are:

Level I Valuation is based upon quoted prices for identical instruments traded in active markets.

Level II Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for

which all significant assumptions are observable in the market.

Level III Valuation is generated from model-based techniques that use significant assumptions not observable in the market. These unobservable assumptions reflect the Company's own estimates of assumptions that market participants would use in pricing the asset.

We base our fair values on 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. It is our policy to maximize the use of observable inputs and minimize the use of unobservable inputs when developing fair value measurements, in accordance with the fair value hierarchy in generally accepted accounting principles.

Fair value measurements for most of our assets are obtained from independent pricing services that we have engaged for this purpose. When available, we, or our independent pricing service, use quoted market prices to measure fair value. If market prices are not available, fair value measurement is based upon models that incorporate available trade, bid, and other market information. Subsequently, all of our financial instruments use either of the foregoing methodologies to determine fair value adjustments recorded to our financial statements. In certain cases, however, when market observable inputs for model-based valuation techniques may not be readily available, we are required to make judgments about assumptions market participants would use in estimating the fair value of financial instruments. The degree of management judgment involved in determining the fair value of a financial instrument is dependent upon the availability of quoted market prices or observable market parameters. For financial instruments that trade actively

## **Table of Contents**

and have quoted market prices or observable market parameters, there is minimal subjectivity involved in measuring fair value. When observable market prices and parameters are not fully available, management judgment is necessary to estimate fair value. In addition, changes in the market conditions may reduce the availability of quoted prices or observable data. When market data is not available, we use valuation techniques requiring more management judgment to estimate the appropriate fair value measurement. Therefore, the results cannot be determined with precision and may not be realized in an actual sale or immediate settlement of the asset. Additionally, there may be inherent weaknesses in any calculation technique, and changes in the underlying assumptions used, including discount rates and estimates of future cash flows, that could significantly affect the results of current or future valuations.

***Other-than-Temporary Investment Security Impairment.*** Securities are evaluated periodically to determine whether a decline in their value is other-than-temporary. Management utilizes criteria such as the magnitude and duration of the decline, in addition to the reasons underlying the decline, to determine whether the loss in value is other-than-temporary. The term other-than-temporary is not intended to indicate that the decline is permanent, but indicates that the prospect for a near-term recovery of value is not necessarily favorable, or that there is a lack of evidence to support a realizable value equal to or greater than the carrying value of the investment. Once a decline in value is determined to be other-than-temporary, the value of the security is reduced and a corresponding charge to earnings is recognized.

***Deferred Income Taxes.*** We use the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. If current available information raises doubt as to the realization of the deferred tax assets, a valuation allowance is established. We consider the determination of this valuation allowance to be a critical accounting policy because of the need to exercise significant judgment in evaluating the amount and timing of recognition of deferred tax liabilities and assets, including projections of future taxable income. These judgments and estimates are reviewed on a continual basis as regulatory and business factors change. A valuation allowance for deferred tax assets may be required if the amount of taxes recoverable through loss carryback declines, or if we project lower levels of future taxable income. Such a valuation allowance would be established through a charge to income tax expense that would adversely affect our operating results.

## **Off-Balance Sheet Arrangements**

We do not have any off-balance sheet arrangements (as such term is defined in applicable Securities and Exchange Commission rules) that are reasonably likely to have a current or future material effect on our financial condition, results of operations, liquidity, capital expenditures or capital resources.

## **Contractual Obligations**

During the first six months of fiscal 2016, the Company's contractual obligations did not change materially from those discussed in the Company's Financial Statements for the year ended September 30, 2015.

## **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

The majority of our assets and liabilities are monetary in nature. Consequently, our most significant form of market risk is interest rate risk. Our assets, consisting primarily of mortgage loans, have longer maturities than our liabilities, consisting primarily of deposits and borrowings. As a result, a principal part of our business strategy is to manage

interest rate risk and reduce the exposure of our net interest income to changes in market interest rates. Accordingly, our Board of Directors has approved guidelines for managing the interest rate risk inherent in our assets and liabilities, given our business strategy, operating environment, capital, liquidity and performance objectives. Senior management monitors the level of interest rate risk on a regular basis and the asset/liability committee meets quarterly to review our asset/liability policies and interest rate risk position.

We have sought to manage our interest rate risk in order to minimize the exposure of our earnings and capital to changes in interest rates. The net proceeds from the Company's stock offering increased our capital and provided management with greater flexibility to manage our interest rate risk. In particular, management used the majority of the capital we received to increase our interest-earning assets. There have been no material changes in our interest rate risk since September 30, 2015.

**Item 4. Controls and Procedures**

Under the supervision and with the participation of our management, including our Principal Executive Officer and Principal Financial Officer, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based upon that evaluation, the Principal Executive Officer and Principal Financial Officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective.

**Table of Contents**

There were no changes made in the Company's internal controls over financial reporting (as defined by rule 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934) or in other factors that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting during the period covered by this report.

**Part II Other Information**

**Item 1. Legal Proceedings**

The Company and its subsidiaries are subject to various legal actions arising in the normal course of business. In the opinion of management, the resolution of these legal actions is not expected to have a material adverse effect on the Company's financial condition or results of operations.

**Item 1A. Risk Factors**

In addition to the risk factors relating to the Company that were disclosed in response to Item 1A of Form 10-K for the year ended September 30, 2015, the following additional risk factor exists relating to the recently announced execution of a merger agreement by and among the Company and ENB, Inc., the holding company to Eagle National Bank:

**The Company may fail to realize the cost savings estimated for the merger.** The Company estimates that it will achieve cost savings from the merger when the two companies have been fully integrated. While the Company continues to be comfortable with these expectations, it is possible that the estimates of the potential cost savings could turn out to be incorrect. The cost savings estimates also assume the ability to combine the businesses of the Company and ENB in a manner that permits those cost savings to be realized. If the estimates turn out to be incorrect or the Company is not able to successfully combine the two companies, the anticipated cost savings may not be fully realized or realized at all, or may take longer to realize than expected.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

Not applicable.

**Item 3. Defaults Upon Senior Securities**

Not applicable.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

Not applicable.

**Item 6. Exhibits**

The following exhibits are either filed as part of this report or are incorporated herein by reference:

- 3.1 Articles of Incorporation of ESSA Bancorp, Inc.\*
- 3.2 Bylaws of ESSA Bancorp, Inc.\*
- 4 Form of Common Stock Certificate of ESSA Bancorp, Inc.\*
- 10.1 Amended and Restated Employment Agreement for Gary S. Olson\*\*
- 10.2 Amended and Restated Employment Agreement for Allan A. Muto\*\*

**Table of Contents**

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| 10.3  | Amended and Restated Employment Agreement for Diane K. Reimer**   |
| 10.4  | Amended and Restated Employment Agreement for V. Gail Bryant (Warner)**   |
| 10.5  | Supplemental Executive Retirement Plan**  |
| 10.6  | Endorsement Split Dollar Life Insurance Agreement for Gary S. Olson**   |
| 10.7  | Endorsement Split Dollar Life Insurance Agreement for Allan A. Muto**   |
| 10.8  | Endorsement Split Dollar Life Insurance Agreement for Diane K. Reimer**   |
| 10.9  | Endorsement Split Dollar Life Insurance Agreement for V. Gail Bryant (Warner)**   |
| 10.10 | ESSA Bancorp, Inc. 2007 Equity Incentive Plan***  |
| 31.1  | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002  |
| 31.2  | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002  |
| 32    | Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  |
| 101   | Interactive data files pursuant to Rule 405 of Regulation S-T: (i) the Consolidated Statements of Condition; (ii) the Consolidated Statement of Income; (iii) the Consolidated Statement of Changes in Stockholder Equity; the Consolidated Statement of Cash Flows; and (iv) the Notes to Consolidated Financial Statements. |

\* Incorporated by reference to the Registration Statement on Form S-1 of ESSA Bancorp, Inc. (file no. 333-139157), originally filed with the Securities and Exchange Commission on December 7, 2006.

\*\* Incorporated by reference to ESSA Bancorp, Inc.'s current report on Form 8-K filed with the Securities and Exchange Commission on October 6, 2008.

\*\*\* Incorporated by reference to Appendix A to the Proxy Statement for the Annual Meeting of Stockholders of ESSA Bancorp, Inc. (file no. 001-33384), filed by ESSA Bancorp, Inc. under the Exchange Act on April 4, 2008.



**Table of Contents**

**SIGNATURES**

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

**ESSA BANCORP, INC,**

Date: May 9, 2016

/s/ Gary S, Olson  
Gary S, Olson  
President and Chief Executive Officer

Date: May 9, 2016

/s/ Allan A, Muto  
Allan A, Muto  
Executive Vice President and Chief Financial Officer