

PARK NATIONAL CORP /OH/
Form 10-Q
November 01, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2013

OR

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

For the transition period from _____ to _____

Commission File Number 1-13006

Park National Corporation
(Exact name of registrant as specified in its charter)

Ohio 31-1179518
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

50 North Third Street, Newark, Ohio 43055
(Address of principal executive offices) (Zip Code)

(740) 349-8451
(Registrant's telephone number, including area code)

N/A
(Former name, former address and former fiscal year, 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 filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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

| | | | |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |

(Do not check if a smaller reporting company)

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

Yes No

15,422,510 Common shares, no par value per share, outstanding at November 1, 2013.

PARK NATIONAL CORPORATION

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PARK NATIONAL CORPORATION AND SUBSIDIARIES

Consolidated Condensed Balance Sheets (Unaudited)

(in thousands, except share and per share data)

| | September 30, 2013 | December 31, 2012 |
|--|-----------------------|----------------------|
| Assets: | | |
| Cash and due from banks | \$135,440 | \$164,120 |
| Money market instruments | 179,434 | 37,185 |
| Cash and cash equivalents | 314,874 | 201,305 |
| Investment securities: | | |
| Securities available-for-sale, at fair value (amortized cost of \$1,166,888 and \$1,099,658 at September 30, 2013 and December 31, 2012, respectively) | 1,129,483 | 1,114,454 |
| Securities held-to-maturity, at amortized cost (fair value of \$199,941 and \$410,705 at September 30, 2013 and December 31, 2012, respectively) | 193,997 | 401,390 |
| Other investment securities | 65,907 | 65,907 |
| Total investment securities | 1,389,387 | 1,581,751 |
| Loans | 4,573,537 | 4,450,322 |
| Allowance for loan losses | (57,894 |) (55,537 |
| Net loans | 4,515,643 | 4,394,785 |
| Bank owned life insurance | 168,156 | 161,069 |
| Goodwill and other intangible assets | 72,334 | 72,671 |
| Premises and equipment, net | 56,116 | 53,751 |
| Other real estate owned | 35,412 | 35,718 |
| Accrued interest receivable | 17,954 | 19,710 |
| Mortgage loan servicing rights | 9,132 | 7,763 |
| Other | 126,883 | 114,280 |
| Total assets | \$6,705,891 | \$6,642,803 |
| Liabilities and Stockholders' Equity: | | |
| Deposits: | | |
| Noninterest bearing | \$1,109,194 | \$1,137,290 |
| Interest bearing | 3,741,498 | 3,578,742 |
| Total deposits | 4,850,692 | 4,716,032 |
| Short-term borrowings | 272,505 | 344,168 |
| Long-term debt | 809,336 | 781,658 |
| Subordinated debentures and notes | 80,250 | 80,250 |
| Accrued interest payable | 3,196 | 3,459 |
| Other | 57,167 | 66,870 |
| Total liabilities | \$6,073,146 | \$5,992,437 |
| COMMITMENTS AND CONTINGENCIES | | |
| Stockholders' equity: | | |
| Common shares (No par value; 20,000,000 shares authorized; 16,150,952 shares issued at September 30, 2013 and 16,150,987 shares issued at December 31, 2012) | \$302,652 | \$302,654 |
| Retained earnings | 457,917 | 441,605 |
| Treasury stock (738,989 shares at September 30, 2013 and at December 31, 2012) | (76,375 |) (76,375 |
| Accumulated other comprehensive loss, net of taxes | (51,449 |) (17,518 |
| Total stockholders' equity | 632,745 | 650,366 |
| Total liabilities and stockholders' equity | \$6,705,891 | \$6,642,803 |

SEE ACCOMPANYING NOTES TO UNAUDITED CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

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PARK NATIONAL CORPORATION AND SUBSIDIARIES

Consolidated Condensed Statements of Income (Unaudited)

(in thousands, except share and per share data)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|----------|------------------------------------|-----------|
| | 2013 | 2012 | 2013 | 2012 |
| Interest and dividend income: | | | | |
| Interest and fees on loans | \$56,337 | \$58,269 | \$168,500 | \$176,967 |
| Interest and dividends on: | | | | |
| Obligations of U.S. Government, its agencies and other securities | 8,880 | 12,187 | 27,795 | 39,565 |
| Obligations of states and political subdivisions | 7 | 33 | 40 | 121 |
| Other interest income | 186 | 129 | 546 | 289 |
| Total interest and dividend income | 65,410 | 70,618 | 196,881 | 216,942 |
| Interest expense: | | | | |
| Interest on deposits: | | | | |
| Demand and savings deposits | 422 | 636 | 1,391 | 1,992 |
| Time deposits | 2,729 | 3,757 | 8,719 | 12,517 |
| Interest on borrowings: | | | | |
| Short-term borrowings | 132 | 168 | 410 | 506 |
| Long-term debt | 7,167 | 8,041 | 21,236 | 23,503 |
| Total interest expense | 10,450 | 12,602 | 31,756 | 38,518 |
| Net interest income | 54,960 | 58,016 | 165,125 | 178,424 |
| Provision for loan losses | 2,498 | 16,655 | 3,500 | 30,231 |
| Net interest income after provision for loan losses | 52,462 | 41,361 | 161,625 | 148,193 |
| Other income: | | | | |
| Income from fiduciary activities | 4,139 | 4,019 | 12,543 | 11,891 |
| Service charges on deposit accounts | 4,255 | 4,244 | 12,147 | 12,469 |
| Other service income | 3,391 | 4,017 | 10,728 | 10,168 |
| Checkcard fee income | 3,326 | 3,038 | 9,625 | 9,390 |
| Bank owned life insurance income | 1,311 | 1,184 | 3,767 | 3,570 |
| ATM fees | 705 | 565 | 2,009 | 1,709 |
| OREO valuation adjustments | (2,030) | (425) | (2,229) | (4,432) |
| Gain on sale of OREO, net | 895 | 138 | 2,752 | 3,386 |
| Gain on sale of the Vision Bank business | — | — | — | 22,167 |
| Miscellaneous | 1,404 | 1,299 | 4,157 | 4,889 |
| Total other income | 17,396 | 18,079 | 55,499 | 75,207 |

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PARK NATIONAL CORPORATION

Consolidated Condensed Statements of Income (Unaudited) (Continued)

(in thousands, except share and per share data)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|------------|------------------------------------|------------|
| | 2013 | 2012 | 2013 | 2012 |
| Other expense: | | | | |
| Salaries and employee benefits | \$25,871 | \$24,255 | \$75,183 | \$71,891 |
| Occupancy expense | 2,348 | 2,303 | 7,389 | 7,222 |
| Furniture and equipment expense | 2,639 | 2,666 | 8,227 | 8,014 |
| Data processing fees | 1,042 | 904 | 3,110 | 3,003 |
| Professional fees and services | 5,601 | 6,040 | 17,345 | 17,421 |
| Amortization of intangibles | 112 | 139 | 337 | 2,033 |
| Marketing | 863 | 924 | 2,664 | 2,472 |
| Insurance | 1,174 | 1,408 | 3,814 | 4,298 |
| Communication | 1,268 | 1,470 | 4,301 | 4,501 |
| State taxes | 929 | 933 | 2,785 | 2,855 |
| Loan put provision | — | (154) | — | 3,209 |
| OREO expense | 687 | 661 | 2,168 | 2,489 |
| Miscellaneous | 2,181 | 4,134 | 10,060 | 10,549 |
| Total other expense | 44,715 | 45,683 | 137,383 | 139,957 |
| Income before income taxes | 25,143 | 13,757 | 79,741 | 83,443 |
| Federal income taxes | 6,114 | 1,775 | 19,968 | 21,100 |
| Net income | 19,029 | 11,982 | 59,773 | 62,343 |
| Preferred share dividends and accretion | — | — | — | 3,425 |
| Net income available to common shareholders | \$19,029 | \$11,982 | \$59,773 | \$58,918 |
| Earnings per Common Share: | | | | |
| Net income available to common shareholders | | | | |
| Basic | \$1.23 | \$0.78 | \$3.88 | \$3.82 |
| Diluted | \$1.23 | \$0.78 | \$3.88 | \$3.82 |
| Weighted average common shares outstanding | | | | |
| Basic | 15,411,972 | 15,405,894 | 15,411,981 | 15,405,902 |
| Diluted | 15,411,972 | 15,405,894 | 15,411,981 | 15,409,186 |
| Cash dividends declared | \$0.94 | \$0.94 | \$2.82 | \$2.82 |

SEE ACCOMPANYING NOTES TO UNAUDITED CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

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PARK NATIONAL CORPORATION AND SUBSIDIARIES

Consolidated Condensed Statements of Comprehensive Income (Unaudited)

(in thousands, except share and per share data)

| | Three Months Ended | | Nine Months Ended | |
|--|--------------------|----------|-------------------|----------|
| | September 30, | | September 30, | |
| | 2013 | 2012 | 2013 | 2012 |
| Net income | \$19,029 | \$11,982 | \$59,773 | \$62,343 |
| Other comprehensive income (loss), net of tax: | | | | |
| Change in funded status of pension plan, net of income taxes of \$222 for the nine months ended September 30, 2012 | — | — | — | 412 |
| Unrealized net holding gain on cash flow hedge, net of income taxes of \$77 for the three months ended September 30, 2012 and \$216 for the nine months ended September 30, 2012 | — | 142 | — | 401 |
| Unrealized net holding (loss) gain on securities available-for-sale, net of income tax (benefit) of \$(5,931) and \$464 for the three months ended September 30, 2013 and 2012, and \$(18,270) and \$790 for the nine months ended September 30, 2013 and 2012, respectively | (11,015) | 864 | (33,931) | 1,468 |
| Other comprehensive income (loss) | \$(11,015) | \$1,006 | \$(33,931) | \$2,281 |
| Comprehensive income | \$8,014 | \$12,988 | \$25,842 | \$64,624 |

SEE ACCOMPANYING NOTES TO UNAUDITED CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

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PARK NATIONAL CORPORATION AND SUBSIDIARIES

Consolidated Condensed Statements of Changes in Stockholders' Equity (Unaudited)

(in thousands, except per share data)

| | Preferred Shares | Common Shares | Retained Earnings | Treasury Shares | Accumulated Other Comprehensive Income (Loss) |
|---|---------------------|------------------|----------------------|--------------------|--|
| Balance at December 31, 2011 | \$98,146 | \$305,499 | \$424,557 | \$(77,007) | \$(8,831) |
| Net Income | | | 62,343 | | |
| Other comprehensive income, net of tax: | | | | | |
| Change in funded status of pension plan, net of income taxes of \$222 | | | | | 412 |
| Unrealized net holding gain on cash flow hedge, net of income taxes of \$216 | | | | | 401 |
| Unrealized net holding gain on securities available-for-sale, net of income tax of \$790 | | | | | 1,468 |
| Cash dividends on common stock at \$2.82 per share | | | (43,445) | | |
| Cash payment for fractional shares in dividend reinvestment plan | | (2) | | | |
| Common shares warrant repurchased | | (2,843) | | | |
| Preferred shares repurchased | (100,000) | | | | |
| Accretion of discount on preferred shares | 1,854 | | (1,854) | | |
| Preferred share dividends | | | (1,571) | | |
| Balance at September 30, 2012 | \$— | \$302,654 | \$440,030 | \$(77,007) | \$(6,550) |
| Balance at December 31, 2012 | \$— | \$302,654 | \$441,605 | \$(76,375) | \$(17,518) |
| Net Income | | | 59,773 | | |
| Other comprehensive (loss), net of tax: | | | | | |
| Unrealized net holding loss on securities available-for-sale, net of income tax benefit of \$(18,270) | | | | | (33,931) |
| Cash dividends on common shares at \$2.82 per share | | | (43,461) | | |
| Cash payment for fractional shares in dividend reinvestment plan | | (2) | | | |
| Balance at September 30, 2013 | \$— | \$302,652 | \$457,917 | \$(76,375) | \$(51,449) |

SEE ACCOMPANYING NOTES TO UNAUDITED CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

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PARK NATIONAL CORPORATION AND SUBSIDIARIES
 Consolidated Condensed Statements of Cash Flows (Unaudited)
 (in thousands)

| | Nine Months Ended September 30, | |
|---|------------------------------------|-------------|
| | 2013 | 2012 |
| Operating activities: | | |
| Net income | \$59,773 | \$62,343 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Provision for loan losses | 3,500 | 30,231 |
| Loan put provision | — | 3,209 |
| Other than temporary impairment on investment securities | 17 | 54 |
| Amortization of loan fees and costs, net | 2,547 | 1,340 |
| Depreciation | 5,366 | 5,175 |
| Amortization of core deposit intangibles | 337 | 2,033 |
| Amortization/(accretion) of investment securities, net | 11 | (284) |
| Amortization of prepayment penalty on long-term debt | 3,618 | — |
| Loan originations to be sold in secondary market | (283,919) | (292,947) |
| Proceeds from sale of loans in secondary market | 303,091 | 278,599 |
| Gain on sale of loans in secondary market | 3,612 | 5,062 |
| OREO valuation adjustments | 2,229 | 4,432 |
| Bank owned life insurance income | (3,767) | (3,570) |
| Changes in assets and liabilities: | | |
| Increase in other assets | (3,440) | (17,460) |
| Decrease in other liabilities | (9,967) | (6,580) |
| Net cash provided by operating activities | \$83,008 | \$71,637 |
| Investing activities: | | |
| Proceeds from sales of Federal Home Loan Bank stock | — | 1,697 |
| Proceeds from calls and maturity of: | | |
| Available-for-sale securities | 365,637 | 603,889 |
| Held-to-maturity securities | 207,393 | 525,681 |
| Purchases of: | | |
| Available-for-sale securities | (432,895) | (765,636) |
| Held-to-maturity securities | — | (258,061) |
| Net loan originations, portfolio loans | (140,839) | (108,865) |
| Sale of assets/liabilities related to Vision Bank | — | (144,436) |
| Purchases of bank owned life insurance, net | (4,600) | (2,500) |
| Purchases of premises and equipment, net | (7,731) | (5,850) |
| Net cash used in investing activities | \$(13,035) | \$(154,081) |
| Financing activities: | | |
| Net increase in deposits | \$134,660 | \$327,963 |

Net (decrease) increase in short-term borrowings (71,663) 12,314

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| | | | |
|--|-----------|-----------|---|
| Repayment of long-term debt | (25,940 |) (15,514 |) |
| Proceeds from issuance of long-term debt | 50,000 | 30,000 | |
| Cash payment for repurchase of common share warrant from U.S. Treasury | — | (2,843 |) |
| Repurchase of preferred shares from U.S. Treasury | — | (100,000 |) |
| Cash dividends paid on common shares and preferred shares | (43,461 |) (45,667 |) |
| Net cash provided by financing activities | \$43,596 | \$206,253 | |
| Increase in cash and cash equivalents | 113,569 | 123,809 | |
| Cash and cash equivalents at beginning of year | 201,305 | 157,486 | |
| Cash and cash equivalents at end of period | \$314,874 | \$281,295 | |
| Supplemental disclosures of cash flow information: | | | |
| Cash paid for: | | | |
| Interest | \$32,019 | \$38,875 | |
| Income taxes | \$12,000 | \$7,000 | |
| Loans transferred to OREO | \$17,591 | \$16,295 | |

SEE ACCOMPANYING NOTES TO UNAUDITED CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

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PARK NATIONAL CORPORATION
NOTES TO UNAUDITED CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

Note 1 – Basis of Presentation

The accompanying unaudited consolidated condensed financial statements included in this report have been prepared for Park National Corporation (sometimes also referred to as the “Registrant”) and its subsidiaries. Unless the context otherwise requires, references to “Park”, the “Corporation” or the “Company” and similar terms mean Park National Corporation and its subsidiaries. In the opinion of management, all adjustments (consisting of normal recurring accruals) necessary for a fair presentation of the results of operations for the interim periods included herein have been made. The results of operations for the three-month and nine-month periods ended September 30, 2013 are not necessarily indicative of the operating results to be anticipated for the fiscal year ending December 31, 2013.

The accompanying unaudited consolidated condensed financial statements have been prepared in accordance with the instructions for Form 10-Q and, therefore, do not include all information and footnotes necessary for a fair presentation of the condensed balance sheets, condensed statements of income, condensed statements of comprehensive income, condensed statements of changes in stockholders’ equity and condensed statements of cash flows in conformity with U.S. generally accepted accounting principles (“U.S. GAAP”). These financial statements should be read in conjunction with the consolidated financial statements incorporated by reference in the Annual Report on Form 10-K of Park for the fiscal year ended December 31, 2012 from Park’s 2012 Annual Report to Shareholders (“2012 Annual Report”).

Park’s significant accounting policies are described in Note 1 of the Notes to Consolidated Financial Statements included in Park’s 2012 Annual Report. For interim reporting purposes, Park follows the same basic accounting policies, as updated by the information contained in this report, and considers each interim period an integral part of an annual period. Management has evaluated events occurring subsequent to the balance sheet date, determining no events required additional disclosure in these consolidated condensed financial statements.

Note 2 – Recent Accounting Pronouncements

Adoption of New Accounting Pronouncements:

No. 2012-02 Testing Indefinite-Lived Intangible Assets for Impairment: In July 2012, FASB issued Accounting Standards Update 2012-02, Testing Indefinite-Lived Intangible Assets for Impairment (ASU 2012-02). The ASU allows an entity to first assess qualitative factors to determine whether the existence of events or circumstances indicate that it is more likely than not that the indefinite-lived intangible asset is impaired. The new guidance is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. The adoption of this guidance did not have an impact on Park's consolidated financial statements.

No. 2013-02 Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income: In February 2013, FASB issued Accounting Standards Update 2013-02, Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income (ASU 2013-02). The ASU requires an entity to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period. For other amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures required under U.S. GAAP that provide additional detail

about these amounts. The new guidance is effective prospectively for reporting periods beginning after December 15, 2012. The adoption of the new guidance on January 1, 2013 impacted the other comprehensive income (loss) disclosures in Note 17.

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ASU 2013-11- Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists: The ASU requires that an unrecognized tax benefit, or a portion of an unrecognized tax benefit, be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward. However, if a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date under the tax law of the applicable jurisdiction to settle any additional income taxes that would result from the disallowance of a tax position or the tax law of the applicable jurisdiction does not require the entity to use, and the entity does not intend to use, the deferred tax asset for such purpose, the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets. The amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. The amendments will not have a material impact on Park's consolidated financial statements.

Note 3 – Sale of Vision Bank Business

On February 16, 2012, Park and its wholly-owned subsidiary, Vision Bank (“Vision”), a Florida state-chartered bank, completed their sale of substantially all of the performing loans, operating assets and liabilities associated with Vision to Centennial Bank (“Centennial”), an Arkansas state-chartered bank which is a wholly-owned subsidiary of Home BancShares, Inc. (“Home”), an Arkansas corporation, as contemplated by the previously announced Purchase and Assumption Agreement by and between Park, Vision, Home and Centennial, dated as of November 16, 2011, as amended by the First Amendment to Purchase and Assumption Agreement, dated as of January 25, 2012, and the Second Amendment to Purchase and Assumption Agreement, dated as of April 30, 2012 (collectively, the “Vision Agreement”) for a purchase price of \$27.9 million.

Subsequent to the transactions contemplated by the Vision Agreement, Vision was left with approximately \$22 million of performing loans (including mortgage loans held for sale) and non-performing loans with a fair value of \$88 million. Park recorded a pre-tax gain, net of expenses directly related to the sale, of approximately \$22.2 million, resulting from the transactions contemplated by the Vision Agreement. The pre-tax gain, net of expense, is summarized in the table below:

| | |
|---|----------|
| (in thousands) | |
| Premium paid | \$27,913 |
| One-time gains | 298 |
| Loss on sale of fixed assets | (2,434) |
| Employment and severance agreements | (1,610) |
| Other one-time charges, including estimates | (2,000) |
| Pre-tax gain | \$22,167 |

Promptly following the closing of the transactions contemplated by the Vision Agreement, Vision surrendered its Florida banking charter to the Florida Office of Financial Regulation and became a non-bank Florida corporation (the “Florida Corporation”). The Florida Corporation merged with and into a wholly-owned, non-bank subsidiary of Park, SE Property Holdings, LLC (“SEPH”), with SEPH being the surviving entity.

As part of the transaction between Vision and Centennial, Park agreed to allow Centennial to “put back” up to \$7.5 million aggregate principal amount of loans, which were originally included within the loans sold in the transaction. The loan put option expired on August 16, 2012, 180 days after the closing of the transaction, which was February 16, 2012. Prior to August 16, 2012, Centennial notified Park of its intent to put back approximately \$7.5 million aggregate principal amount of loans. During 2012, Centennial put back forty-four loans, totaling approximately \$7.5 million. These forty-four loans were recorded on the books at a fair value of \$4.2 million. The difference of \$3.3 million was

written off against the loan put liability that had previously been established in the first half of 2012.

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Note 4 – Goodwill and Intangible Assets

The following table shows the activity in goodwill and core deposit intangibles for the first nine months of 2013.

| (in thousands) | Goodwill | Core Deposit Intangibles | Total |
|--------------------|----------|--------------------------|----------|
| December 31, 2012 | \$72,334 | \$337 | \$72,671 |
| Amortization | — | 337 | 337 |
| September 30, 2013 | \$72,334 | \$— | \$72,334 |

The core deposit intangibles were amortized to expense principally on the straight-line method, over a period of six years. These intangibles became fully amortized during the third quarter of 2013 and there is no remaining intangible asset subject to amortization.

Note 5 – Loans

The composition of the loan portfolio, by class of loan, as of September 30, 2013 and December 31, 2012 was as follows:

| (In thousands) | September 30, 2013 | | | December 31, 2012 | | |
|--|--------------------|-----------------------------|---------------------|-------------------|-----------------------------|---------------------|
| | Loan balance | Accrued interest receivable | Recorded investment | Loan balance | Accrued interest receivable | Recorded investment |
| Commercial, financial and agricultural * | \$806,864 | \$3,236 | \$810,100 | \$823,927 | \$2,976 | \$826,903 |
| Commercial real estate * | 1,115,226 | 3,888 | 1,119,114 | 1,092,164 | 3,839 | 1,096,003 |
| Construction real estate: | | | | | | |
| SEPH commercial land and development * | 7,611 | 14 | 7,625 | 15,105 | 37 | 15,142 |
| Remaining commercial | 103,866 | 256 | 104,122 | 115,473 | 331 | 115,804 |
| Mortgage | 27,516 | 77 | 27,593 | 26,373 | 81 | 26,454 |
| Installment | 7,424 | 25 | 7,449 | 8,577 | 33 | 8,610 |
| Residential real estate: | | | | | | |
| Commercial | 401,894 | 907 | 402,801 | 392,203 | 959 | 393,162 |
| Mortgage | 1,135,632 | 1,789 | 1,137,421 | 1,064,787 | 1,399 | 1,066,186 |
| HELOC | 212,289 | 816 | 213,105 | 212,905 | 892 | 213,797 |
| Installment | 36,131 | 137 | 36,268 | 43,750 | 176 | 43,926 |
| Consumer | 715,763 | 2,564 | 718,327 | 651,930 | 2,835 | 654,765 |
| Leases | 3,321 | 49 | 3,370 | 3,128 | 29 | 3,157 |
| Total loans | \$4,573,537 | \$13,758 | \$4,587,295 | \$4,450,322 | \$13,587 | \$4,463,909 |

* Included within commercial, financial and agricultural loans, commercial real estate loans, and SEPH commercial land and development loans is an immaterial amount of consumer loans that are not broken out by class.

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Credit Quality

The following tables present the recorded investment in nonaccrual loans, accruing troubled debt restructurings, and loans past due 90 days or more and still accruing by class of loan as of September 30, 2013 and December 31, 2012:

| (In thousands) | September 30, 2013 | | | |
|--|--------------------|---------------------------------------|---|---------------------------|
| | Nonaccrual loans | Accruing troubled debt restructurings | Loans past due 90 days or more and accruing | Total nonperforming loans |
| Commercial, financial and agricultural | \$ 16,965 | \$ 2,916 | \$— | \$ 19,881 |
| Commercial real estate | 38,405 | 2,604 | 204 | 41,213 |
| Construction real estate: | | | | |
| SEPH commercial land and development | 6,517 | — | — | 6,517 |
| Remaining commercial | 13,130 | 2,476 | — | 15,606 |
| Mortgage | 75 | 98 | — | 173 |
| Installment | 39 | 182 | — | 221 |
| Residential real estate: | | | | |
| Commercial | 33,343 | 1,134 | — | 34,477 |
| Mortgage | 21,607 | 11,434 | 711 | 33,752 |
| HELOC | 1,863 | 879 | — | 2,742 |
| Installment | 943 | 989 | 3 | 1,935 |
| Consumer | 3,583 | 1,761 | 778 | 6,122 |
| Total loans | \$ 136,470 | \$ 24,473 | \$ 1,696 | \$ 162,639 |
| | December 31, 2012 | | | |
| (In thousands) | Nonaccrual loans | Accruing troubled debt restructurings | Loans past due 90 days or more and accruing | Total nonperforming loans |
| Commercial, financial and agricultural | \$ 17,324 | \$ 5,277 | \$ 37 | \$ 22,638 |
| Commercial real estate | 40,983 | 3,295 | 1,007 | 45,285 |
| Construction real estate: | | | | |
| SEPH commercial land and development | 13,939 | — | — | 13,939 |
| Remaining commercial | 14,977 | 6,597 | — | 21,574 |
| Mortgage | 158 | 100 | — | 258 |
| Installment | 149 | 175 | — | 324 |
| Residential real estate: | | | | |
| Commercial | 33,961 | 1,661 | 94 | 35,716 |
| Mortgage | 28,260 | 9,425 | 950 | 38,635 |
| HELOC | 1,689 | 736 | — | 2,425 |
| Installment | 1,670 | 780 | 54 | 2,504 |
| Consumer | 2,426 | 1,900 | 888 | 5,214 |
| Total loans | \$ 155,536 | \$ 29,946 | \$ 3,030 | \$ 188,512 |

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The following table provides additional information regarding those nonaccrual and accruing troubled debt restructured loans that were individually evaluated for impairment and those collectively evaluated for impairment as of September 30, 2013 and December 31, 2012.

| (In thousands) | September 30, 2013 | | | December 31, 2012 | | |
|--|--|---|---|--|---|---|
| | Nonaccrual and accruing troubled debt restructurings | Loans individually evaluated for impairment | Loans collectively evaluated for impairment | Nonaccrual and accruing troubled debt restructurings | Loans individually evaluated for impairment | Loans collectively evaluated for impairment |
| Commercial, financial and agricultural | \$ 19,881 | \$ 19,871 | \$ 10 | \$ 22,601 | \$ 22,587 | \$ 14 |
| Commercial real estate | 41,009 | 41,009 | — | 44,278 | 44,278 | — |
| Construction real estate: | | | | | | |
| SEPH commercial land and development | 6,517 | 6,489 | 28 | 13,939 | 13,260 | 679 |
| Remaining commercial | 15,606 | 15,606 | — | 21,574 | 21,574 | — |
| Mortgage | 173 | — | 173 | 258 | — | 258 |
| Installment | 221 | — | 221 | 324 | — | 324 |
| Residential real estate: | | | | | | |
| Commercial | 34,477 | 34,477 | — | 35,622 | 35,622 | — |
| Mortgage | 33,041 | — | 33,041 | 37,685 | — | 37,685 |
| HELOC | 2,742 | — | 2,742 | 2,425 | — | 2,425 |
| Installment | 1,932 | — | 1,932 | 2,450 | — | 2,450 |
| Consumer | 5,344 | 799 | 4,545 | 4,326 | 18 | 4,308 |
| Total loans | \$ 160,943 | \$ 118,251 | \$ 42,692 | \$ 185,482 | \$ 137,339 | \$ 48,143 |

All of the loans individually evaluated for impairment were evaluated using the fair value of the underlying collateral or the present value of expected future cash flows as the measurement method.

The following table presents loans individually evaluated for impairment by class of loan as of September 30, 2013 and December 31, 2012.

| (In thousands) | September 30, 2013 | | | December 31, 2012 | | |
|--|--------------------------|---------------------|-------------------------------------|--------------------------|---------------------|-------------------------------------|
| | Unpaid principal balance | Recorded investment | Allowance for loan losses allocated | Unpaid principal balance | Recorded investment | Allowance for loan losses allocated |
| With no related allowance recorded: | | | | | | |
| Commercial, financial and agricultural | \$ 25,979 | \$ 15,556 | \$ — | \$ 23,782 | \$ 14,683 | \$ — |
| Commercial real estate | 56,433 | 33,657 | — | 56,258 | 35,097 | — |
| Construction real estate: | | | | | | |
| SEPH commercial land and development | 31,362 | 6,489 | — | 56,075 | 12,740 | — |
| Remaining commercial | 25,349 | 11,380 | — | 29,328 | 14,093 | — |
| Residential real estate: | | | | | | |
| Commercial | 38,888 | 32,356 | — | 39,918 | 31,957 | — |
| Consumer | 799 | 799 | — | 18 | 18 | — |

With an allowance recorded:

| | | | | | | |
|--|-----------|-----------|---------|-----------|-----------|---------|
| Commercial, financial and agricultural | 8,602 | 4,315 | 1,728 | 12,268 | 7,904 | 3,180 |
| Commercial real estate | 7,425 | 7,352 | 5,906 | 11,412 | 9,181 | 1,540 |
| Construction real estate: | | | | | | |
| SEPH commercial land and development | — | — | — | 1,271 | 520 | — |
| Remaining commercial | 4,267 | 4,226 | 1,221 | 8,071 | 7,481 | 2,277 |
| Residential real estate: | | | | | | |
| Commercial | 2,471 | 2,121 | 442 | 3,944 | 3,665 | 1,279 |
| Consumer | — | — | — | — | — | — |
| Total | \$201,575 | \$118,251 | \$9,297 | \$242,345 | \$137,339 | \$8,276 |

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Management's general practice is to proactively charge down loans individually evaluated for impairment to the fair value of the underlying collateral. At September 30, 2013 and December 31, 2012, there were \$78.5 million and \$96.9 million, respectively, of partial charge-offs on loans individually evaluated for impairment with no related allowance recorded and \$4.8 million and \$8.2 million, respectively, of partial charge-offs on loans individually evaluated for impairment that also had a specific reserve allocated.

The allowance for loan losses included specific reserves related to loans individually evaluated for impairment at September 30, 2013 and December 31, 2012 of \$9.3 million and \$8.3 million, respectively. These loans with specific reserves had a recorded investment of \$18.0 million and \$28.8 million as of September 30, 2013 and December 31, 2012, respectively.

Interest income on loans individually evaluated for impairment is recognized on a cash basis. The following table presents the average recorded investment and interest income recognized on loans individually evaluated for impairment as of and for the three and nine months ended September 30, 2013 and September 30, 2012:

| (In thousands) | Three Months Ended September 30, 2013 | | | Three Months Ended September 30, 2012 | | |
|---|--|-----------------------------------|----------------------------------|--|-----------------------------------|----------------------------------|
| | Recorded investment as of September 30, 2013 | Average recorded investment | Interest income recognized | Recorded investment as of September 30, 2012 | Average recorded investment | Interest income recognized |
| Commercial, financial and agricultural | \$19,871 | \$20,803 | \$124 | \$22,103 | \$35,720 | \$100 |
| Commercial real estate | 41,009 | 41,417 | 329 | 42,978 | 43,499 | 351 |
| Construction real estate: | | | | | | |
| SEPH commercial land and development | 6,489 | 7,579 | — | 13,261 | 14,991 | — |
| Remaining commercial | 15,606 | 17,249 | 136 | 27,418 | 28,400 | 411 |
| Residential real estate: | | | | | | |
| Commercial | 34,477 | 34,860 | 115 | 36,583 | 37,121 | 233 |
| Consumer | 799 | 799 | — | 19 | 19 | — |
| Total | \$118,251 | \$122,707 | \$704 | \$142,362 | \$159,750 | \$1,095 |
| | | | | | | |
| (In thousands) | Nine Months Ended September 30, 2013 | | | Nine Months Ended September 30, 2012 | | |
| | Recorded investment as of September 30, 2013 | Average recorded investment | Interest income recognized | Recorded investment as of September 30, 2012 | Average recorded investment | Interest income recognized |
| Commercial, financial and agricultural | \$19,871 | \$21,182 | \$334 | \$22,103 | \$38,989 | \$410 |
| Commercial real estate | 41,009 | 41,642 | 844 | 42,978 | 45,026 | 845 |
| Construction real estate: | | | | | | |
| SEPH commercial land and development | 6,489 | 9,722 | — | 13,261 | 18,481 | — |
| Remaining commercial | 15,606 | 19,118 | 548 | 27,418 | 28,633 | 861 |
| Residential real estate: | | | | | | |
| Commercial | 34,477 | 35,531 | 357 | 36,583 | 40,199 | 398 |
| Consumer | 799 | 561 | — | 19 | 19 | 1 |

| | | | | | | |
|-------|-----------|-----------|---------|-----------|-----------|---------|
| Total | \$118,251 | \$127,756 | \$2,083 | \$142,362 | \$171,347 | \$2,515 |
|-------|-----------|-----------|---------|-----------|-----------|---------|

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The following tables present the aging of the recorded investment in past due loans as of September 30, 2013 and December 31, 2012 by class of loan.

| (In thousands) | September 30, 2013 | | Total past due | Total current | Total recorded investment |
|--|------------------------------------|--|----------------|---------------|---------------------------|
| | Accruing loans past due 30-89 days | Past due nonaccrual loans and loans past due 90 days or more and accruing* | | | |
| Commercial, financial and agricultural | \$3,004 | \$ 13,424 | \$ 16,428 | \$793,672 | \$ 810,100 |
| Commercial real estate | 421 | 16,980 | 17,401 | 1,101,713 | 1,119,114 |
| Construction real estate: | | | | | |
| SEPH commercial land and development | — | 5,540 | 5,540 | 2,085 | 7,625 |
| Remaining commercial | 396 | 4,463 | 4,859 | 99,263 | 104,122 |
| Mortgage | 234 | 75 | 309 | 27,284 | 27,593 |
| Installment | 99 | 15 | 114 | 7,335 | 7,449 |
| Residential real estate: | | | | | |
| Commercial | 339 | 4,675 | 5,014 | 397,787 | 402,801 |
| Mortgage | 12,750 | 11,817 | 24,567 | 1,112,854 | 1,137,421 |
| HELOC | 636 | 501 | 1,137 | 211,968 | 213,105 |
| Installment | 429 | 239 | 668 | 35,600 | 36,268 |
| Consumer | 10,143 | 3,832 | 13,975 | 704,352 | 718,327 |
| Leases | — | — | — | 3,370 | 3,370 |
| Total loans | \$28,451 | \$ 61,561 | \$ 90,012 | \$4,497,283 | \$ 4,587,295 |

* Includes \$1.7 million of loans past due 90 days or more and accruing. The remaining are past due, nonaccrual loans and accruing troubled debt restructurings.

| (in thousands) | December 31, 2012 | | Total past due | Total current | Total recorded investment |
|--|------------------------------------|--|----------------|---------------|---------------------------|
| | Accruing loans past due 30-89 days | Past due nonaccrual loans and loans past due 90 days or more and accruing* | | | |
| Commercial, financial and agricultural | \$6,251 | \$ 11,811 | \$ 18,062 | \$808,841 | \$ 826,903 |
| Commercial real estate | 2,212 | 26,355 | 28,567 | 1,067,436 | 1,096,003 |
| Construction real estate: | | | | | |
| SEPH commercial land and development | 686 | 11,314 | 12,000 | 3,142 | 15,142 |
| Remaining commercial | 3,652 | 5,838 | 9,490 | 106,314 | 115,804 |
| Mortgage | 171 | 85 | 256 | 26,198 | 26,454 |
| Installment | 135 | 40 | 175 | 8,435 | 8,610 |
| Residential real estate: | | | | | |
| Commercial | 1,163 | 5,917 | 7,080 | 386,082 | 393,162 |
| Mortgage | 11,948 | 17,370 | 29,318 | 1,036,868 | 1,066,186 |
| HELOC | 620 | 309 | 929 | 212,868 | 213,797 |
| Installment | 563 | 787 | 1,350 | 42,576 | 43,926 |
| Consumer | 12,924 | 2,688 | 15,612 | 639,153 | 654,765 |

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| | | | | | |
|-------------|----------|-----------|------------|-------------|--------------|
| Leases | — | — | — | 3,157 | 3,157 |
| Total loans | \$40,325 | \$ 82,514 | \$ 122,839 | \$4,341,070 | \$ 4,463,909 |

* Includes \$3.0 million of loans past due 90 days or more and accruing. The remaining are past due, nonaccrual loans and accruing troubled debt restructurings.

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Credit Quality Indicators

Management utilizes past due information as a credit quality indicator across the loan portfolio. Past due information as of September 30, 2013 and December 31, 2012 is included in the tables above. The past due information is the primary credit quality indicator within the following classes of loans: (1) mortgage loans and installment loans in the construction real estate segment; (2) mortgage loans, HELOC and installment loans in the residential real estate segment; and (3) consumer loans. The primary credit indicator for commercial loans is based on an internal grading system that grades all commercial loans from 1 to 8. Credit grades are continuously monitored by the respective loan officer and adjustments are made when appropriate. A grade of 1 indicates little or no credit risk and a grade of 8 is considered a loss. Commercial loans with grades of 1 to 4.5 (pass-rated) are considered to be of acceptable credit risk. Commercial loans graded a 5 (special mention) are considered to be watch list credits and a higher loan loss reserve percentage is allocated to these loans. Loans classified as special mention have potential weaknesses that require management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or of the institution's credit position at some future date. Commercial loans graded 6 (substandard), also considered watch list credits, are considered to represent higher credit risk and, as a result, a higher loan loss reserve percentage is allocated to these loans. Loans classified as substandard are inadequately protected by the current sound worth and paying capacity of the obligor or the value of the collateral pledged, if any. Loans so classified have a well defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that Park will sustain some loss if the deficiencies are not corrected. Commercial loans that are graded a 7 (doubtful) are shown as nonaccrual and Park generally charges these loans down to their fair value by taking a partial charge-off or recording a specific reserve. Loans classified as doubtful have all the weaknesses inherent in those classified as 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. Certain 6-rated loans and all 7-rated loans are included within the impaired category. A loan is deemed impaired when management determines the borrower's ability to perform in accordance with the contractual loan agreement is in doubt. Any commercial loan graded an 8 (loss) is completely charged off.

The tables below present the recorded investment by loan grade at September 30, 2013 and December 31, 2012 for all commercial loans:

| (In thousands) | September 30, 2013 | | | | Recorded Investment |
|--|--------------------|---------|-----------|-------------|---------------------|
| | 5 Rated | 6 Rated | Impaired | Pass Rated | |
| Commercial, financial and agricultural * | \$18,956 | \$710 | \$19,881 | \$770,553 | \$810,100 |
| Commercial real estate * | 16,975 | 1,047 | 41,009 | 1,060,083 | 1,119,114 |
| Construction real estate: | | | | | |
| SEPH commercial land and development * | 370 | — | 6,517 | 738 | 7,625 |
| Remaining commercial | 4,818 | 2 | 15,606 | 83,696 | 104,122 |
| Residential real estate: | | | | | |
| Commercial | 7,738 | 555 | 34,477 | 360,031 | 402,801 |
| Leases | — | — | — | 3,370 | 3,370 |
| Total Commercial Loans | \$48,857 | \$2,314 | \$117,490 | \$2,278,471 | \$2,447,132 |

* Included within commercial, financial and agricultural loans, commercial real estate loans, and SEPH commercial land and development loans is an immaterial amount of consumer loans that are not broken out by class.

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| (In thousands) | December 31, 2012 | | | | |
|--|-------------------|----------|-----------|-------------|---------------------|
| | 5 Rated | 6 Rated | Impaired | Pass Rated | Recorded Investment |
| Commercial, financial and agricultural * | \$9,537 | \$10,874 | \$22,601 | \$783,891 | \$826,903 |
| Commercial real estate * | 25,616 | 3,960 | 44,278 | 1,022,149 | 1,096,003 |
| Construction real estate: | | | | | |
| SEPH commercial land and development * | 411 | — | 13,939 | 792 | 15,142 |
| Remaining commercial | 6,734 | — | 21,574 | 87,496 | 115,804 |
| Residential real estate: | | | | | |
| Commercial | 8,994 | 2,053 | 35,622 | 346,493 | 393,162 |
| Leases | — | — | — | 3,157 | 3,157 |
| Total Commercial Loans | \$51,292 | \$16,887 | \$138,014 | \$2,243,978 | \$2,450,171 |

* Included within commercial, financial and agricultural loans, commercial real estate loans, and SEPH commercial land and development loans is an immaterial amount of consumer loans that are not broken out by class.

Troubled Debt Restructurings (TDRs)

Management classifies loans as TDRs when a borrower is experiencing financial difficulties and Park has granted a concession to the borrower as part of a modification or in the loan renewal process. In order to determine whether a borrower is experiencing financial difficulty, an evaluation is performed of the probability that the borrower will be in payment default on any of the borrower's debt in the foreseeable future without the modification. This evaluation is performed in accordance with the Company's internal underwriting policy. Management's policy is to modify loans by extending the term or by granting a temporary or permanent contractual interest rate below the market rate, not by forgiving debt. Certain loans which were modified during the period ended September 30, 2013 did not meet the definition of a TDR as the modification was a delay in a payment that was considered to be insignificant. Management considers a forbearance period of up to three months or a delay in payment of up to 30 days to be insignificant. TDRs may be classified as accruing if the borrower has been current for a period of at least six months with respect to loan payments and management expects that the borrower will be able to continue to make payments in accordance with the terms of the restructured note. Management reviews all accruing TDRs quarterly to ensure payments continue to be made in accordance with the modified terms.

Management reviews renewals/modifications of loans previously identified as TDRs to consider if it is appropriate to remove the TDR classification. If the borrower is no longer experiencing financial difficulty and the renewal/modification does not contain a concessionary interest rate or other concessionary terms, management considers the potential removal of the TDR classification. If deemed appropriate, the TDR classification is removed as the borrower has complied with the terms of the loan at the date of the renewal/modification and there was a reasonable expectation that the borrower would continue to comply with the terms of the loan subsequent to the date of the renewal/modification. The majority of these TDRs were originally considered restructurings in a prior year as a result of a modification with an interest rate that was not commensurate with the risk of the underlying loan. During the three-month and nine-month periods ended September 30, 2013, Park removed the TDR classification on \$728,000 and \$3.6 million, respectively, of loans that met the requirements discussed above.

At September 30, 2013 and December 31, 2012, there were \$78.5 million and \$84.7 million, respectively, of TDRs included in nonaccrual loan totals. At September 30, 2013 and December 31, 2012, \$57.2 million and \$52.6 million of these nonaccrual TDRs were performing in accordance with the terms of the restructured note. As of September 30, 2013 and December 31, 2012, there were \$24.5 million and \$29.9 million, respectively, of TDRs included in accruing loan totals. Management will continue to review the restructured loans and may determine it appropriate to move certain of the loans back to accrual status in the future. At September 30, 2013 and December 31, 2012, Park had commitments to lend \$6.9 million and \$5.0 million, respectively, of additional funds to borrowers whose outstanding

loan terms had been modified in a TDR.

The specific reserve related to TDRs at September 30, 2013 and December 31, 2012 was \$7.7 million and \$5.6 million, respectively. Modifications made in 2012 and 2013 were largely the result of renewals, extending the maturity date of the loan, at terms consistent with the original note. These modifications were deemed to be TDRs primarily due to Park's conclusion that the borrower would likely not have qualified for similar terms through another lender. Many of the modifications deemed to be TDRs were previously identified as impaired loans, and thus were also previously evaluated for impairment under ASC 310. Additional specific reserves of \$474,000 and \$745,000 were recorded during the three-month and nine-month periods ending September 30, 2013, respectively, as a result of TDRs identified in the 2013 year. Additional specific reserves of \$167,000 and

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\$1.2 million were recorded during the three-month and nine-month periods ending September 30, 2012, respectively, as a result of TDRs identified in the 2012 year.

The terms of certain other loans were modified during the nine-month periods ended September 30, 2013 and September 30, 2012 that did not meet the definition of a TDR. Modified substandard commercial loans which did not meet the definition of a TDR had a total recorded investment as of September 30, 2013 and September 30, 2012 of \$541,000 and \$2.1 million, respectively. The modification of these loans: (1) involved a modification of the terms of a loan to a borrower who was not experiencing financial difficulties, (2) resulted in a delay in a payment that was considered to be insignificant, or (3) resulted in Park obtaining additional collateral or guarantees that improved the likelihood of the ultimate collection of the loan such that the modification was deemed to be at market terms. Modified consumer loans which did not meet the definition of a TDR had a total recorded investment as of September 30, 2013 and September 30, 2012 of \$19.6 million and \$20.5 million, respectively. Many of these loans were to borrowers who were not experiencing financial difficulties but who were looking to reduce their cost of funds.

The following tables detail the number of contracts modified as TDRs during the three-month and nine-month periods ended September 30, 2013 and September 30, 2012, as well as the recorded investment of these contracts at September 30, 2013 and September 30, 2012. The recorded investment pre- and post-modification is generally the same due to the fact that Park does not typically provide for forgiveness of principal.

| (In thousands) | Three Months Ended September 30, 2013 | | | Total Recorded Investment |
|--|--|----------|------------|---------------------------------|
| | Number of Contracts | Accruing | Nonaccrual | |
| Commercial, financial and agricultural | 7 | \$2,806 | \$678 | \$3,484 |
| Commercial real estate | 9 | — | 5,671 | 5,671 |
| Construction real estate: | | | | |
| SEPH commercial land and development | — | — | — | — |
| Remaining commercial | — | — | — | — |
| Mortgage | — | — | — | — |
| Installment | 1 | 15 | — | 15 |
| Residential real estate: | | | | |
| Commercial | — | — | — | — |
| Mortgage | 8 | 120 | 393 | 513 |
| HELOC | 6 | 129 | — | 129 |
| Installment | 5 | 52 | 41 | 93 |
| Consumer | 76 | 419 | 208 | 627 |
| Total loans | 112 | \$3,541 | \$6,991 | \$10,532 |

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| (In thousands) | Three Months Ended September 30, 2012 | | | Total Recorded Investment |
|--|--|----------|------------|---------------------------------|
| | Number of Contracts | Accruing | Nonaccrual | |
| Commercial, financial and agricultural | 12 | \$121 | \$418 | \$539 |
| Commercial real estate | 2 | — | 257 | 257 |
| Construction real estate: | | | | |
| SEPH commercial land and development | 2 | — | 60 | 60 |
| Remaining commercial | 3 | — | 369 | 369 |
| Mortgage | 2 | 101 | 85 | 186 |
| Installment | 6 | 177 | 97 | 274 |
| Residential real estate: | | | | |
| Commercial | 5 | — | 610 | 610 |
| Mortgage | 82 | 3,780 | 2,000 | 5,780 |
| HELOC | 43 | 718 | 143 | 861 |
| Installment | 48 | 675 | 271 | 946 |
| Consumer | 526 | 2,047 | 895 | 2,942 |
| Total loans | 731 | \$7,619 | \$5,205 | \$12,824 |

Of those loans which were modified during the three-month period ended September 30, 2013, \$751,000 were on nonaccrual status as of December 31, 2012, but were not classified as TDRs. Of those loans which were modified during the three-month period ended September 30, 2012, \$1.2 million were on nonaccrual status as of December 31, 2011, but were not classified as TDRs.

| (In thousands) | Nine Months Ended September 30, 2013 | | | Total Recorded Investment |
|--|---|----------|------------|---------------------------------|
| | Number of Contracts | Accruing | Nonaccrual | |
| Commercial, financial and agricultural | 21 | \$2,813 | \$1,052 | \$3,865 |
| Commercial real estate | 16 | — | 6,635 | 6,635 |
| Construction real estate: | | | | |
| SEPH commercial land and development | — | — | — | — |
| Remaining commercial | 2 | 403 | — | 403 |
| Mortgage | — | — | — | — |
| Installment | 3 | 15 | 24 | 39 |
| Residential real estate: | | | | |
| Commercial | 14 | — | 2,574 | 2,574 |
| Mortgage | 41 | 1,513 | 1,616 | 3,129 |
| HELOC | 13 | 222 | — | 222 |
| Installment | 12 | 118 | 75 | 193 |
| Consumer | 251 | 754 | 287 | 1,041 |
| Total loans | 373 | \$5,838 | \$12,263 | \$18,101 |

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| (In thousands) | Nine Months Ended September 30, 2012 | | | Total Recorded Investment |
|--|---|----------|------------|---------------------------------|
| | Number of Contracts | Accruing | Nonaccrual | |
| Commercial, financial and agricultural | 28 | \$2,195 | \$1,910 | \$4,105 |
| Commercial real estate | 22 | 1,823 | 3,432 | 5,255 |
| Construction real estate: | | | | |
| SEPH commercial land and development | 6 | — | 887 | 887 |
| Remaining commercial | 13 | 3,695 | 6,561 | 10,256 |
| Mortgage | 2 | 101 | 85 | 186 |
| Installment | 6 | 177 | 97 | 274 |
| Residential real estate: | | | | |
| Commercial | 10 | — | 871 | 871 |
| Mortgage | 97 | 4,006 | 4,361 | 8,367 |
| HELOC | 43 | 718 | 143 | 861 |
| Installment | 51 | 675 | 440 | 1,115 |
| Consumer | 527 | 2,138 | 895 | 3,033 |
| Total loans | 805 | \$15,528 | \$19,682 | \$35,210 |

Of those loans which were modified during the nine-month period ended September 30, 2013, \$3.2 million were on nonaccrual status as of December 31, 2012, but were not classified as TDRs. Of those loans which were modified during the nine-month period ended September 30, 2012, \$7.2 million were on nonaccrual status as of December 31, 2011, but were not classified as TDRs.

The following table presents the recorded investment in financing receivables which were modified as TDRs within the previous 12 months and for which there was a payment default during the three-month and nine-month periods ended September 30, 2013 and September 30, 2012, respectively. For this table, a loan is considered to be in default when it becomes 30 days contractually past due under the modified terms. The additional allowance for loan loss resulting from the defaults on TDR loans was immaterial.

| (In thousands) | Three Months Ended September 30, 2013 | | Three Months Ended September 30, 2012 | |
|--|--|------------------------|--|------------------------|
| | Number of Contracts | Recorded Investment | Number of Contracts | Recorded Investment |
| Commercial, financial and agricultural | 7 | \$554 | 10 | \$4,800 |
| Commercial real estate | 4 | 634 | 6 | 1,224 |
| Construction real estate: | | | | |
| SEPH commercial land and development | — | — | 6 | 2,435 |
| Remaining commercial | — | — | 6 | 2,172 |
| Mortgage | — | — | 1 | 85 |
| Installment | — | — | 1 | 16 |
| Residential real estate: | | | | |
| Commercial | 3 | 2,293 | 4 | 1,201 |
| Mortgage | 21 | 1,645 | 32 | 2,657 |
| HELOC | — | — | 8 | 92 |
| Installment | 7 | 149 | 8 | 227 |
| Consumer | 58 | 328 | 129 | 796 |
| Leases | — | — | — | — |

| | | | | |
|-------------|-----|---------|-----|----------|
| Total loans | 100 | \$5,603 | 211 | \$15,705 |
|-------------|-----|---------|-----|----------|

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Of the \$5.6 million in modified TDRs which defaulted during the three months ended September 30, 2013, \$376,000 were accruing loans and \$5.2 million were nonaccrual loans. Of the \$15.7 million in modified TDRs which defaulted during the three months ended September 30, 2012, \$91,000 were accruing loans and \$15.6 million were nonaccrual loans.

| (In thousands) | Nine Months Ended September 30, 2013 | | Nine Months Ended September 30, 2012 | |
|--|---|------------------------|---|------------------------|
| | Number of Contracts | Recorded Investment | Number of Contracts | Recorded Investment |
| Commercial, financial and agricultural | 12 | \$977 | 13 | \$4,935 |
| Commercial real estate | 5 | 670 | 7 | 1,936 |
| Construction real estate: | | | | |
| SEPH commercial land and development | 1 | 14 | 6 | 2,435 |
| Remaining commercial | — | — | 7 | 2,275 |
| Mortgage | — | — | 1 | 85 |
| Installment | 1 | 11 | 2 | 43 |
| Residential real estate: | | | | |
| Commercial | 9 | 2,906 | 4 | 1,201 |
| Mortgage | 25 | 2,024 | 36 | 3,016 |
| HELOC | — | — | 9 | 104 |
| Installment | 7 | 149 | 10 | 312 |
| Consumer | 68 | 411 | 154 | 898 |
| Leases | — | — | — | — |
| Total loans | 128 | \$7,162 | 249 | \$17,240 |

Of the \$7.2 million in modified TDRs which defaulted during the nine months ended September 30, 2013, \$496,000 were accruing loans and \$6.7 million were nonaccrual loans. Of the \$17.2 million in modified TDRs which defaulted during the nine months ended September 30, 2012, \$362,000 were accruing loans and \$16.9 million were nonaccrual loans.

Note 6 – Allowance for Loan Losses

The allowance for loan losses is that amount management believes is adequate to absorb probable incurred credit losses in the loan portfolio based on management's evaluation of various factors including overall growth in the loan portfolio, an analysis of individual loans, prior and current loss experience, and current economic conditions. A provision for loan losses is charged to operations based on management's periodic evaluation of these and other pertinent factors as discussed within Note 1 of the Notes to Consolidated Financial Statements included in Park's 2012 Annual Report.

Management extended the historical loss calculation period from 48 months to 54 months during the third quarter of 2013, incorporating net charge-offs plus changes in specific reserves through June 30, 2013. This update was completed mid-year due to the significant decline in net charge-offs plus changes in specific reserves that have been experienced beginning in the first quarter of 2012 through June 30, 2013. As part of this mid-year historical loss update, management determined that it was appropriate to more heavily weight those years with higher losses in the historical loss calculation. Given the continued uncertainty in the current economic environment, management did not feel that it was appropriate to continue to apply equal percentages to each of the years in the historical loss calculation. Specifically, rather than applying equal percentages to each year in the historical loss calculation, management applied more weight to the 2009-2011 periods compared to the 2012 and 2013 periods. The impact of the change resulted in general reserves as a percentage of performing loans of 1.09% at September 30, 2013, which was consistent with the

1.09% at June 30, 2013.

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The activity in the allowance for loan losses for the three and nine months ended September 30, 2013 and September 30, 2012 is summarized below.

| (In thousands) | Three Months Ended September 30, 2013 | | | | | | Total |
|---------------------------------|--|---------------------------|-----------------------------|----------------------------|----------|--------|-----------|
| | Commercial, financial and agricultural | Commercial real estate | Construction real estate | Residential real estate | Consumer | Leases | |
| Allowance for loan losses: | | | | | | | |
| Beginning balance | \$ 15,391 | \$ 11,025 | \$ 7,132 | \$ 14,647 | \$ 6,916 | \$— | \$ 55,111 |
| Charge-offs | 3,297 | 457 | 100 | 725 | 709 | — | 5,288 |
| Recoveries | 216 | 358 | 4,026 | 620 | 353 | — | 5,573 |
| Net charge-offs/(recoveries) | 3,081 | 99 | (3,926) | 105 | 356 | — | (285) |
| Provision / (releases) | 1,741 | 4,611 | (4,704) | (942) | 1,792 | — | 2,498 |
| Ending balance | \$ 14,051 | \$ 15,537 | \$ 6,354 | \$ 13,600 | \$ 8,352 | \$— | \$ 57,894 |

| (In thousands) | Three Months Ended September 30, 2012 | | | | | | Total |
|-----------------------------------|--|---------------------------|-----------------------------|----------------------------|----------|--------|-----------|
| | Commercial, financial and agricultural | Commercial real estate | Construction real estate | Residential real estate | Consumer | Leases | |
| Allowance for loan losses: | | | | | | | |
| Beginning balance | \$ 15,220 | \$ 11,956 | \$ 11,693 | \$ 13,806 | \$ 6,021 | \$— | \$ 58,696 |
| Charge-offs | 16,515 | 953 | 2,969 | 1,159 | 1,282 | — | 22,878 |
| Recoveries | 215 | 164 | 690 | 1,421 | 602 | — | 3,092 |
| Net charge-offs / (recoveries) | 16,300 | 789 | 2,279 | (262) | 680 | — | 19,786 |
| Provision / (releases) | 14,746 | (294) | 1,596 | (179) | 786 | — | 16,655 |
| Ending balance | \$ 13,666 | \$ 10,873 | \$ 11,010 | \$ 13,889 | \$ 6,127 | \$— | \$ 55,565 |

| (In thousands) | Nine Months Ended September 30, 2013 | | | | | | Total |
|---------------------------------|--|---------------------------|-----------------------------|----------------------------|----------|--------|-----------|
| | Commercial, financial and agricultural | Commercial real estate | Construction real estate | Residential real estate | Consumer | Leases | |
| Allowance for loan losses: | | | | | | | |
| Beginning balance | \$ 15,635 | \$ 11,736 | \$ 6,841 | \$ 14,759 | \$ 6,566 | \$— | \$ 55,537 |
| Charge-offs | 6,781 | 1,533 | 1,771 | 2,047 | 3,503 | — | 15,635 |
| Recoveries | 1,133 | 620 | 5,874 | 5,260 | 1,604 | 1 | 14,492 |
| Net charge-offs/(recoveries) | 5,648 | 913 | (4,103) | (3,213) | 1,899 | (1) | 1,143 |
| Provision / (releases) | 4,064 | 4,714 | (4,590) | (4,372) | 3,685 | (1) | 3,500 |
| Ending balance | \$ 14,051 | \$ 15,537 | \$ 6,354 | \$ 13,600 | \$ 8,352 | \$— | \$ 57,894 |

| (In thousands) | Nine Months Ended September 30, 2012 | | | | | | Total |
|----------------|--|---------------------------|-----------------------------|----------------------------|----------|--------|-------|
| | Commercial, financial and agricultural | Commercial real estate | Construction real estate | Residential real estate | Consumer | Leases | |
| | | | | | | | |

agricultural

Allowance for loan losses:

| | | | | | | | |
|-------------------|----------|----------|----------|----------|---------|-----|----------|
| Beginning balance | \$16,950 | \$15,539 | \$14,433 | \$15,692 | \$5,830 | \$— | \$68,444 |
| Charge-offs | 26,476 | 6,822 | 8,298 | 6,782 | 3,531 | — | 51,909 |
| Recoveries | 807 | 503 | 2,456 | 3,217 | 1,816 | — | 8,799 |
| Net charge-offs | 25,669 | 6,319 | 5,842 | 3,565 | 1,715 | — | 43,110 |
| Provision | 22,385 | 1,653 | 2,419 | 1,762 | 2,012 | — | 30,231 |
| Ending balance | \$13,666 | \$10,873 | \$11,010 | \$13,889 | \$6,127 | \$— | \$55,565 |

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Loans collectively evaluated for impairment in the following tables include all performing loans at September 30, 2013 and December 31, 2012, as well as nonperforming loans internally classified as consumer loans. Nonperforming consumer loans are not typically individually evaluated for impairment, but receive a portion of the statistical allocation of the allowance for loan losses. Loans individually evaluated for impairment include all impaired loans internally classified as commercial loans at September 30, 2013 and December 31, 2012, which are evaluated for impairment in accordance with U.S. GAAP (see Note 1 of the Notes to Consolidated Financial Statements included in Park's 2012 Annual Report).

The composition of the allowance for loan losses at September 30, 2013 and December 31, 2012 was as follows:

| (In thousands) | September 30, 2013 | | | | | | Total | |
|--|--|------------------------|--------------------------|-------------------------|-----------|---------|-------------|---|
| | Commercial, financial and agricultural | Commercial real estate | Construction real estate | Residential real estate | Consumer | Leases | | |
| Allowance for loan losses: | | | | | | | | |
| Ending allowance balance attributed to loans: | | | | | | | | |
| Individually evaluated for impairment | \$1,728 | \$5,906 | \$1,221 | \$442 | \$— | \$— | \$9,297 | |
| Collectively evaluated for impairment | 12,323 | 9,631 | 5,133 | 13,158 | 8,352 | — | 48,597 | |
| Total ending allowance balance | \$14,051 | \$15,537 | \$6,354 | \$13,600 | \$8,352 | \$— | \$57,894 | |
| Loan balance: | | | | | | | | |
| Loans individually evaluated for impairment | \$19,861 | \$41,003 | \$22,088 | \$34,474 | \$799 | \$— | \$118,225 | |
| Loans collectively evaluated for impairment | 787,003 | 1,074,223 | 124,329 | 1,751,472 | 714,964 | 3,321 | 4,455,312 | |
| Total ending loan balance | \$806,864 | \$1,115,226 | \$146,417 | \$1,785,946 | \$715,763 | \$3,321 | \$4,573,537 | |
| Allowance for loan losses as a percentage of loan balance: | | | | | | | | |
| Loans individually evaluated for impairment | 8.70 | % 14.40 | % 5.53 | % 1.28 | % — | — | 7.86 | % |
| Loans collectively evaluated for impairment | 1.57 | % 0.90 | % 4.13 | % 0.75 | % 1.17 | % — | 1.09 | % |
| Total ending loan balance | 1.74 | % 1.39 | % 4.34 | % 0.76 | % 1.17 | % — | 1.27 | % |

Recorded investment:

| | | | | | | | |
|---|------------|--------------|------------|--------------|------------|----------|--------------|
| Loans individually evaluated for impairment | \$ 19,871 | \$ 41,009 | \$ 22,095 | \$ 34,477 | \$ 799 | \$— | \$ 118,251 |
| Loans collectively evaluated for impairment | 790,229 | 1,078,105 | 124,694 | 1,755,118 | 717,528 | 3,370 | 4,469,044 |
| Total ending recorded investment | \$ 810,100 | \$ 1,119,114 | \$ 146,789 | \$ 1,789,595 | \$ 718,327 | \$ 3,370 | \$ 4,587,295 |

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| (In thousands) | December 31, 2012 | | | | | | | |
|--|--|---------------------------|-----------------------------|----------------------------|-----------|---------|-------------|---|
| | Commercial, financial and agricultural | Commercial real estate | Construction real estate | Residential real estate | Consumer | Leases | Total | |
| Allowance for loan losses: | | | | | | | | |
| Ending allowance balance attributed to loans: | | | | | | | | |
| Individually evaluated for impairment | \$3,180 | \$1,540 | \$2,277 | \$1,279 | \$— | \$— | \$8,276 | |
| Collectively evaluated for impairment | 12,455 | 10,196 | 4,564 | 13,480 | 6,566 | — | 47,261 | |
| Total ending allowance balance | \$15,635 | \$11,736 | \$6,841 | \$14,759 | \$6,566 | \$— | \$55,537 | |
| Loan balance: | | | | | | | | |
| Loans individually evaluated for impairment | \$22,523 | \$44,267 | \$34,814 | \$35,616 | \$18 | \$— | \$137,238 | |
| Loans collectively evaluated for impairment | 801,404 | 1,047,897 | 130,714 | 1,678,029 | 651,912 | 3,128 | 4,313,084 | |
| Total ending loan balance | \$823,927 | \$1,092,164 | \$165,528 | \$1,713,645 | \$651,930 | \$3,128 | \$4,450,322 | |
| Allowance for loan losses as a percentage of loan balance: | | | | | | | | |
| Loans individually evaluated for impairment | 14.12 | % 3.48 | % 6.54 | % 3.59 | % — | — | 6.03 | % |
| Loans collectively evaluated for impairment | 1.55 | % 0.97 | % 3.49 | % 0.80 | % 1.01 | % — | 1.10 | % |
| Total ending loan balance | 1.90 | % 1.07 | % 4.13 | % 0.86 | % 1.01 | % — | 1.25 | % |
| Recorded investment: | | | | | | | | |
| Loans individually evaluated for impairment | \$22,587 | \$44,278 | \$34,834 | \$35,622 | \$18 | \$— | \$137,339 | |
| Loans collectively evaluated for impairment | 804,316 | 1,051,725 | 131,176 | 1,681,449 | 654,747 | 3,157 | 4,326,570 | |

| | | | | | | | |
|----------------------------------|-----------|-------------|-----------|-------------|-----------|---------|-------------|
| Total ending recorded investment | \$826,903 | \$1,096,003 | \$166,010 | \$1,717,071 | \$654,765 | \$3,157 | \$4,463,909 |
|----------------------------------|-----------|-------------|-----------|-------------|-----------|---------|-------------|

Note 7 – Earnings Per Common Share

The following table sets forth the computation of basic and diluted earnings per common share for the three and nine months ended September 30, 2013 and 2012.

| (In thousands, except share and per share data) | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|------------|------------------------------------|------------|
| | 2013 | 2012 | 2013 | 2012 |
| Numerator: | | | | |
| Net income available to common shareholders (1) | \$19,029 | \$11,982 | \$59,773 | \$58,918 |
| Denominator: | | | | |
| Denominator for basic earnings per share (weighted average common shares outstanding) | 15,411,972 | 15,405,894 | 15,411,981 | 15,405,902 |
| Effect of dilutive options and warrants | — | — | — | 3,284 |
| Denominator for diluted earnings per share (weighted average common shares outstanding adjusted for the effect of dilutive options and warrants) | 15,411,972 | 15,405,894 | 15,411,981 | 15,409,186 |
| Earnings per common share: | | | | |
| Basic earnings per common share | \$1.23 | \$0.78 | \$3.88 | \$3.82 |
| Diluted earnings per common share | \$1.23 | \$0.78 | \$3.88 | \$3.82 |

(1) Net income available to common shareholders is net income less preferred share dividends and accretion. The only period impacted by preferred share dividends and accretion in the table above is the nine months ended September 30, 2012

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As of September 30, 2012, options to purchase 65,175 common shares were outstanding under Park's 2005 Incentive Stock Option Plan. All options had expired as of September 30, 2013. There were no common shares subject to outstanding warrants at September 30, 2012 related to Park's participation in the U.S. Treasury Capital Purchase Program ("CPP"). Park repurchased the CPP warrant on May 2, 2012.

Options to purchase a weighted average of 68,628 common shares were not included in the computation of diluted earnings per common share for the nine months ended September 30, 2012, because the exercise price exceeded the market value of the underlying common shares such that their inclusion would have had an anti-dilutive effect. The warrant to purchase 227,376 common shares issued under the CPP was included in the computation of diluted earnings per common share for the nine months ended September 30, 2012, as the dilutive effect of this warrant was 3,284 common shares for this period. The exercise price of the CPP warrant to purchase 227,376 common shares was \$65.97.

There were no options or warrants outstanding to include in the calculation of diluted earnings per share for the three and nine months ended September 30, 2013.

Note 8 – Segment Information

The Corporation is a bank holding company headquartered in Newark, Ohio. The operating segments for the Corporation are its chartered national bank subsidiary, The Park National Bank (headquartered in Newark, Ohio) ("PNB"), SE Property Holdings, LLC ("SEPH"), and Guardian Financial Services Company ("GFSC").

Management is required to disclose information about the different types of business activities in which a company engages and also information on the different economic environments in which a company operates, so that the users of the financial statements can better understand the company's performance, better understand the potential for future cash flows, and make more informed judgments about the company as a whole. Park has three operating segments, as: (i) discrete financial information is available for each operating segment and (ii) the segments are aligned with internal reporting to Park's Chairman and Chief Executive Officer, who is the chief operating decision maker.

| (In thousands) | Operating Results for the three months ended September 30, 2013 | | | | |
|---|---|----------|----------|-----------|-------------|
| | PNB | GFSC | SEPH | All Other | Total |
| Net interest income (expense) | \$52,348 | \$2,204 | \$(462) | \$870 | \$54,960 |
| Provision for (recovery of) loan losses | 6,339 | 355 | (4,196) | — | 2,498 |
| Other income | 16,756 | 6 | 525 | 109 | 17,396 |
| Other expense | 39,860 | 730 | 2,270 | 1,855 | 44,715 |
| Income (loss) before income taxes | \$22,905 | \$1,125 | \$1,989 | \$(876) | \$25,143 |
| Federal income taxes (benefit) | 5,656 | 394 | 696 | (632) | 6,114 |
| Net income (loss) | \$17,249 | \$731 | \$1,293 | \$(244) | \$19,029 |
| Assets (as of September 30, 2013) | \$6,588,368 | \$50,047 | \$77,270 | \$(9,794) | \$6,705,891 |

| (In thousands) | Operating Results for the three months ended September 30, 2012 | | | | |
|-----------------------------------|---|---------|------------|-----------|----------|
| | PNB | GFSC | SEPH | All Other | Total |
| Net interest income (expense) | \$55,366 | \$2,371 | \$(888) | \$1,167 | \$58,016 |
| Provision for loan losses | 4,125 | 184 | 12,346 | — | 16,655 |
| Other income (loss) | 18,150 | — | (191) | 120 | 18,079 |
| Other expense | 39,609 | 693 | 4,008 | 1,373 | 45,683 |
| Income (loss) before income taxes | \$29,782 | \$1,494 | \$(17,433) | \$(86) | \$13,757 |
| Federal income taxes (benefit) | 7,714 | 523 | (6,102) | (360) | 1,775 |

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| | | | | | |
|-----------------------------------|-------------|----------|-------------|-------------|-------------|
| Net income (loss) | \$22,068 | \$971 | \$(11,331) | \$274 | \$11,982 |
| Assets (as of September 30, 2012) | \$6,601,785 | \$49,921 | \$116,192 | \$(14,960) | \$6,752,938 |

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| (In thousands) | Operating Results for the nine months ended September 30, 2013 | | | | |
|---|--|---------|-----------|-------------|------------|
| | PNB | GFSC | SEPH | All Other | Total |
| Net interest income (expense) | \$156,819 | \$6,575 | \$(1,464) |) \$3,195 | \$165,125 |
| Provision for (recovery of) loan losses | 11,591 | 775 | (8,866) |) — | 3,500 |
| Other income | 53,164 | 5 | 2,001 | 329 | 55,499 |
| Other expense | 120,592 | 2,326 | 9,523 | 4,942 | 137,383 |
| Income (loss) before income taxes | \$77,800 | \$3,479 | \$(120) |) \$(1,418) |) \$79,741 |
| Federal income taxes (benefit) | 20,289 | 1,218 | (42) |) (1,497) |) 19,968 |
| Net income (loss) | \$57,511 | \$2,261 | \$(78) |) \$79 | \$59,773 |

| (In thousands) | Operating Results for the nine months ended September 30, 2012 | | | | |
|-------------------------------------|--|---------|------------|-----------|------------|
| | PNB | GFSC | SEPH | All Other | Total |
| Net interest income | \$167,234 | \$6,887 | \$597 | \$3,706 | \$178,424 |
| Provision for loan losses | 12,553 | 634 | 17,044 | — | 30,231 |
| Other income | 52,511 | — | 258 | 271 | 53,040 |
| Gain on sale of the Vision business | — | — | 22,167 | — | 22,167 |
| Other expense | 114,925 | 2,120 | 18,172 | 4,740 | 139,957 |
| Income (loss) before income taxes | \$92,267 | \$4,133 | \$(12,194) |) \$(763) |) \$83,443 |
| Federal income taxes (benefit) | 25,155 | 1,447 | (4,282) |) (1,220) |) 21,100 |
| Net income (loss) | \$67,112 | \$2,686 | \$(7,912) |) \$457 | \$62,343 |

The operating results of the Parent Company in the “All Other” column are used to reconcile the segment totals to the consolidated condensed statements of income for the three-month and nine-month periods ended September 30, 2013 and 2012. The reconciling amounts for consolidated total assets for the periods ended September 30, 2013 and 2012 consisted of the elimination of intersegment borrowings and the assets of the Parent Company which were not eliminated.

Note 9 – Mortgage Loans Held For Sale

Mortgage loans held for sale are carried at their fair value. At September 30, 2013 and December 31, 2012, respectively, Park had approximately \$6.6 million and \$25.7 million in mortgage loans held for sale. These amounts are included in loans on the consolidated condensed balance sheets and in the residential real estate loan classes in Notes 5 and 6. The contractual balance was \$6.5 million and \$25.2 million at September 30, 2013 and December 31, 2012, respectively. The gain expected upon sale was \$114,000 and \$568,000 at September 30, 2013 and December 31, 2012, respectively. None of these loans were 90 days or more past due or on nonaccrual status as of September 30, 2013 or December 31, 2012.

Note 10 – Investment Securities

The amortized cost and fair values of investment securities are shown in the following table. Management performs a quarterly evaluation of investment securities for any other-than-temporary impairment. For the three and nine months ended September 30, 2013, Park recognized an other-than-temporary impairment charge of \$17,000, related to an equity investment in a financial institution. For the three months ended September 30, 2012, there were no investment securities deemed to be other-than-temporarily impaired. For the nine months ended September 30, 2012, Park recognized an other-than-temporary impairment charge of \$54,000, related to an equity investment in a financial institution.

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Investment securities at September 30, 2013, were as follows:

| Securities Available-for-Sale (In thousands) | Amortized Cost | Gross Unrealized Holding Gains | Gross Unrealized Holding Losses | Estimated Fair Value |
|---|----------------|--------------------------------|---------------------------------|----------------------|
| Obligations of U.S. Treasury and other U.S. Government sponsored entities | \$645,631 | \$115 | \$40,001 | \$605,745 |
| Obligations of states and political subdivisions | 220 | 1 | — | 221 |
| U.S. Government sponsored entities' asset-backed securities | 519,917 | 10,330 | 9,222 | 521,025 |
| Other equity securities | 1,120 | 1,372 | — | 2,492 |
| Total | \$1,166,888 | \$11,818 | \$49,223 | \$1,129,483 |

| Securities Held-to-Maturity (In thousands) | Amortized Cost | Gross Unrecognized Holding Gains | Gross Unrecognized Holding Losses | Estimated Fair Value |
|---|----------------|----------------------------------|-----------------------------------|----------------------|
| Obligations of states and political subdivisions | \$240 | \$1 | \$— | \$241 |
| U.S. Government sponsored entities' asset-backed securities | 193,757 | 5,958 | 15 | 199,700 |
| Total | \$193,997 | \$5,959 | \$15 | \$199,941 |

Securities with unrealized losses at September 30, 2013, were as follows:

| (In thousands) | Unrealized loss position for less than 12 months | | Unrealized loss position for 12 months or longer | | Total | |
|---|--|-------------------|--|-------------------|------------|-------------------|
| | Fair value | Unrealized losses | Fair value | Unrealized losses | Fair value | Unrealized losses |
| Securities Available-for-Sale | | | | | | |
| Obligations of U.S. Treasury and other U.S. Government agencies | \$580,631 | \$40,001 | \$— | \$— | \$580,631 | \$40,001 |
| U.S. Government agencies' asset-backed securities | \$261,211 | \$9,222 | \$— | \$— | \$261,211 | \$9,222 |
| Total | \$841,842 | \$49,223 | \$— | \$— | \$841,842 | \$49,223 |
| Securities Held-to-Maturity | | | | | | |
| U.S. Government sponsored entities' asset-backed securities | \$5,817 | \$15 | \$— | \$— | \$5,817 | \$15 |

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Investment securities at December 31, 2012, were as follows:

| Securities Available-for-Sale (In thousands) | Amortized cost | Gross unrealized holding gains | Gross unrealized holding losses | Estimated fair value |
|---|----------------|--------------------------------|---------------------------------|----------------------|
| Obligations of U.S. Treasury and other U.S. Government sponsored entities | \$695,655 | \$1,352 | \$1,280 | \$695,727 |
| Obligations of states and political subdivisions | 984 | 19 | — | 1,003 |
| U.S. Government sponsored entities' asset-backed securities | 401,882 | 14,067 | 447 | 415,502 |
| Other equity securities | 1,137 | 1,085 | — | 2,222 |
| Total | \$1,099,658 | \$16,523 | \$1,727 | \$1,114,454 |

| Securities Held-to-Maturity (In thousands) | Amortized cost | Gross unrecognized holding gains | Gross unrecognized holding losses | Estimated fair value |
|---|----------------|----------------------------------|-----------------------------------|----------------------|
| Obligations of states and political subdivisions | \$570 | \$2 | \$— | \$572 |
| U.S. Government sponsored entities' asset-backed securities | 400,820 | 9,351 | 38 | 410,133 |
| Total | \$401,390 | \$9,353 | \$38 | \$410,705 |

Securities with unrealized losses at December 31, 2012, were as follows:

| (In thousands) | Unrealized loss position for less than 12 months | | Unrealized loss position for 12 months or longer | | Total | |
|---|--|-------------------|--|-------------------|------------|-------------------|
| | Fair value | Unrealized losses | Fair value | Unrealized losses | Fair value | Unrealized losses |
| Securities Available-for-Sale | | | | | | |
| Obligations of U.S. Treasury and other U.S. Government sponsored entities | \$177,470 | \$1,280 | \$— | \$— | \$177,470 | \$1,280 |
| U.S. Government sponsored entities' asset-backed securities | 123,631 | 447 | — | — | 123,631 | 447 |
| Total | \$301,101 | \$1,727 | \$— | \$— | \$301,101 | \$1,727 |
| Securities Held-to-Maturity | | | | | | |
| U.S. Government sponsored entities' asset-backed securities | \$10,120 | \$38 | \$— | \$— | \$10,120 | \$38 |

Management does not believe any of the unrealized losses at September 30, 2013 or December 31, 2012 represented other-than-temporary impairment. Should the impairment of any of these securities become other-than-temporary, the cost basis of the investment will be reduced and the resulting loss recognized within net income in the period the other-than-temporary impairment is identified.

Park's U.S. Government sponsored entities' asset-backed securities consist primarily of 15-year residential mortgage-backed securities and collateralized mortgage obligations.

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The amortized cost and estimated fair value of investments in debt securities at September 30, 2013, are shown in the following table by contractual maturity or the expected call date, except for asset-backed securities, which are shown as a single total, due to the unpredictability of the timing of principal repayments.

| Securities Available-for-Sale (In thousands) | Amortized cost | Fair value |
|--|----------------|------------|
| U.S. Treasury and sponsored entities' obligations: | | |
| Due within one year | \$25,000 | \$25,115 |
| Due one through five years | 100,000 | 96,715 |
| Due five through ten years | 396,881 | 372,909 |
| Due in over ten years | 123,750 | 111,006 |
| Total | \$645,631 | \$605,745 |
| Obligations of states and political subdivisions: | | |
| Due within one year | \$220 | \$221 |
| U.S. Government sponsored entities' asset-backed securities: | \$519,917 | \$521,025 |
| Securities Held-to-Maturity (In thousands) | Amortized cost | Fair value |
| Obligations of state and political subdivisions: | | |
| Due within one year | \$240 | \$241 |
| U.S. Government sponsored entities' asset-backed securities | \$193,757 | \$199,700 |

The \$605.7 million of Park's securities shown at fair value in the above table as U.S. Treasury and sponsored entities' obligations are callable notes. These callable securities have final maturities of 2 to 14 years. Of the \$605.7 million reported at September 30, 2013, \$25.1 million were expected to be called and are shown in the table at their expected call date.

There were no sales of investment securities during the three-month and nine-month periods ended September 30, 2013 or 2012.

Note 11 – Other Investment Securities

Other investment securities consist of stock investments in the Federal Home Loan Bank and the Federal Reserve Bank. These restricted stock investments are carried at their redemption value.

| (In thousands) | September 30, 2013 | December 31, 2012 |
|------------------------------|--------------------|-------------------|
| Federal Home Loan Bank stock | \$59,032 | \$59,032 |
| Federal Reserve Bank stock | 6,875 | 6,875 |
| Total | \$65,907 | \$65,907 |

Note 12 – Pension Plan

Park has a noncontributory defined benefit pension plan covering substantially all of its employees. The plan provides benefits based on an employee's years of service and compensation.

Park's funding policy is to contribute annually an amount that can be deducted for federal income tax purposes using a different actuarial cost method and different assumptions from those used for financial reporting purposes. Pension plan contributions were \$12.6 million and \$15.9 million for the nine-month periods ended September 30, 2013 and 2012, respectively.

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The following table shows the components of net periodic benefit expense:

| (In thousands) | Three Months Ended | | Nine Months Ended | |
|------------------------------------|--------------------|----------|-------------------|----------|
| | September 30, | | September 30, | |
| | 2013 | 2012 | 2013 | 2012 |
| Service cost | \$ 1,204 | \$ 1,068 | \$ 3,612 | \$ 3,204 |
| Interest cost | 1,056 | 1,012 | 3,168 | 3,036 |
| Expected return on plan assets | (2,384) | (2,186) | (7,152) | (6,558) |
| Amortization of prior service cost | 5 | 5 | 15 | 15 |
| Recognized net actuarial loss | 676 | 427 | 2,028 | 1,281 |
| Benefit expense | \$ 557 | \$ 326 | \$ 1,671 | \$ 978 |

As a result of the February 16, 2012 acquisition of certain Vision assets and liabilities by Centennial Bank, during the first quarter of 2012, it was necessary to re-measure pension plan assets and liabilities resulting in a reduction to the unrecognized net loss account within Accumulated Other Comprehensive (Loss), of \$412,000 (net of tax of \$222,000).

Note 13 – Derivative Instruments

FASB ASC 815, Derivatives and Hedging, establishes accounting and reporting standards for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities. As required by U.S. GAAP, the Company records all derivatives on the consolidated condensed balance sheets at fair value. The accounting for changes in the fair value of a derivative depends on the intended use of the derivative and the resulting designation. Derivatives used to hedge the exposure to changes in the fair value of an asset, liability or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. Derivatives used to hedge the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges.

For derivatives designated as cash flow hedges, the effective portion of changes in the fair value of the derivative is initially reported in other comprehensive income (outside of earnings) and subsequently reclassified into earnings when the hedged transaction affects earnings, with any ineffective portion of changes in the fair value of the derivative recognized directly in earnings. The Company assesses the effectiveness of each hedging relationship by comparing the changes in cash flows of the derivative hedging instrument with the changes in cash flows of the designated hedged item or transaction.

As of September 30, 2013, no derivatives were designated as cash flow hedges, fair value hedges or hedges of net investments in foreign operations. Additionally, the Company does not use derivatives for trading or speculative purposes.

As of September 30, 2013, Park had mortgage loan interest rate lock commitments outstanding of approximately \$7.5 million. Park has specific contracts to sell each of these loans to a third-party investor. These loan commitments represent derivative instruments, which are required to be carried at fair value. The derivative instruments used are not designated as hedges under U.S. GAAP. At September 30, 2013, the fair value of the derivative instruments was approximately \$106,000. The fair value of the derivative instruments is included within loans held for sale and the corresponding income is included within non-yield loan fee income. Gains and losses resulting from expected sales of mortgage loans are recognized when the respective loan contract is entered into between the borrower, Park, and the third-party investor. The fair value of Park's mortgage interest rate lock commitments (IRLCs) is based on current secondary market pricing.

In connection with the sale of Park's Class B Visa shares during 2009, Park entered into a swap agreement with the purchaser of the shares. The swap agreement adjusts for dilution in the conversion ratio of Class B Visa shares resulting from certain Visa litigation. At September 30, 2013, the fair value of the swap liability of \$135,000 was an estimate of the exposure based upon probability-weighted potential Visa litigation losses and consideration of the Visa settlement agreement announced on July 13, 2012 to resolve the Federal Multi-District Interchange Litigation.

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Note 14 – Loan Servicing

Park serviced sold mortgage loans of \$1.34 billion at September 30, 2013, compared to \$1.31 billion at December 31, 2012 and \$1.30 billion at September 30, 2012. At September 30, 2013, \$11.5 million of the sold mortgage loans were sold with recourse compared to \$19.1 million at September 30, 2012. Management closely monitors the delinquency rates on the mortgage loans sold with recourse. At September 30, 2013, management had established a \$670,000 reserve to account for future loan repurchases.

When Park sells mortgage loans with servicing rights retained, servicing rights are initially recorded at fair value. Park selected the “amortization method” as permissible within U.S. GAAP, whereby the servicing rights capitalized are amortized in proportion to and over the period of estimated future servicing income of the underlying loan. At the end of each reporting period, the carrying value of mortgage servicing rights (“MSRs”) is assessed for impairment with a comparison to fair value. MSRs are carried at the lower of their amortized cost or fair value.

Activity for MSRs and the related valuation allowance follows:

| (In thousands) | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|---------|------------------------------------|----------|
| | 2013 | 2012 | 2013 | 2012 |
| Mortgage servicing rights: | | | | |
| Carrying amount, net, beginning of period | \$8,260 | \$8,809 | 7,763 | 9,301 |
| Additions | 392 | 981 | 2,191 | 2,240 |
| Amortization | (533 |) (900 |) (2,075 |) (2,605 |
| Changes in valuation allowance | 1,013 | (544 |) 1,253 | (590 |
| Carrying amount, net, end of period | \$9,132 | \$8,346 | \$9,132 | \$8,346 |
| Valuation allowance: | | | | |
| Beginning of period | \$2,084 | \$1,067 | 2,324 | 1,021 |
| Changes in valuation allowance | (1,013 |) 544 | (1,253 |) 590 |
| End of period | \$1,071 | \$1,611 | \$1,071 | \$1,611 |

Servicing fees included in other service income were \$0.9 million and \$2.7 million for the three and nine months ended September 30, 2013 and 2012, respectively.

Note 15 – Fair Value

The fair value hierarchy requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The three levels of inputs that Park uses to measure fair value are as follows:

• **Level 1:** Quoted prices (unadjusted) for identical assets or liabilities in active markets that Park has the ability to access as of the measurement date.

• **Level 2:** Level 1 inputs for assets or liabilities that are not actively traded. Also consists of an observable market price for a similar asset or liability. This includes the use of “matrix pricing” to value debt securities absent the exclusive use of quoted prices.

• **Level 3:** Consists of unobservable inputs that are used to measure fair value when observable market inputs are not available. This could include the use of internally developed models, financial forecasting and similar inputs.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability between market participants at the balance sheet date. When possible, the Company looks to active and observable markets to price identical assets or liabilities. When identical assets and liabilities are not traded in active markets, the Company looks to observable market data for similar assets and liabilities. However, certain assets and liabilities are not traded in observable markets and Park must use other valuation methods to develop a fair value. The fair value of impaired loans is typically based on the fair value of the underlying collateral, which is estimated through third-party appraisals or internal estimates of collateral values in accordance with Park's valuation requirements per its commercial and real estate loan policies.

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Assets and Liabilities Measured at Fair Value on a Recurring Basis:

The following table presents assets and liabilities measured at fair value on a recurring basis:

Fair Value Measurements at September 30, 2013 using:

| (In thousands) | Level 1 | Level 2 | Level 3 | Balance at September 30, 2013 |
|--|---------|-----------|---------|-------------------------------------|
| Assets | | | | |
| Investment securities: | | | | |
| Obligations of U.S. Treasury and other U.S. Government sponsored entities | \$— | \$605,745 | \$— | \$605,745 |
| Obligations of states and political subdivisions | — | 221 | — | 221 |
| U.S. Government sponsored entities' asset-backed securities | — | 521,025 | — | 521,025 |
| Equity securities | 1,739 | — | 753 | 2,492 |
| Mortgage loans held for sale | — | 6,571 | — | 6,571 |
| Mortgage IRLCs | — | 106 | — | 106 |
| Liabilities | | | | |
| Fair value swap | \$— | \$— | \$135 | \$135 |

Fair Value Measurements at December 31, 2012 using:

| (In thousands) | Level 1 | Level 2 | Level 3 | Balance at December 31, 2012 |
|--|---------|-----------|---------|------------------------------------|
| Assets | | | | |
| Investment securities: | | | | |
| Obligations of U.S. Treasury and other U.S. Government sponsored entities | \$— | \$695,727 | \$— | \$695,727 |
| Obligations of states and political subdivisions | — | 1,003 | — | 1,003 |
| U.S. Government sponsored entities' asset-backed securities | — | 415,502 | — | 415,502 |
| Equity securities | 1,442 | — | 780 | 2,222 |
| Mortgage loans held for sale | — | 25,743 | — | 25,743 |
| Mortgage IRLCs | — | 372 | — | 372 |
| Liabilities | | | | |
| Fair value swap | \$— | \$— | \$135 | \$135 |

There were no transfers between Level 1 and Level 2 during 2013 or 2012. Management's policy is to transfer assets or liabilities from one level to another when the methodology to obtain the fair value changes such that there are more or fewer unobservable inputs as of the end of the reporting period.

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The following methods and assumptions were used by the Company in determining fair value of the financial assets and liabilities discussed above:

Investment securities: Fair values for investment securities are based on quoted market prices, where available. If quoted market prices are not available, fair values are based on quoted market prices of comparable instruments. The Fair Value Measurements tables exclude Park's Federal Home Loan Bank stock and Federal Reserve Bank stock. These assets are carried at their respective redemption values, as it is not practicable to calculate their fair values. For securities where quoted prices or market prices of similar securities are not available, which include municipal securities, fair values are calculated using discounted cash flows.

Fair value swap: The fair value of the swap agreement entered into with the purchaser of the Visa Class B shares represents an internally developed estimate of the exposure based upon probability-weighted potential Visa litigation losses.

Mortgage Interest Rate Lock Commitments (IRLCs): IRLCs are based on current secondary market pricing and are classified as Level 2.

Mortgage loans held for sale: Mortgage loans held for sale are carried at their fair value. Mortgage loans held for sale are estimated using security prices for similar product types and, therefore, are classified in Level 2.

The table below is a reconciliation of the beginning and ending balances of the Level 3 inputs for the three and nine months ended September 30, 2013 and 2012, for financial instruments measured on a recurring basis and classified as Level 3:

Level 3 Fair Value Measurements

Three months ended September 30, 2013 and 2012

(In thousands)

| | Equity Securities | Fair value swap |
|--|-------------------|-----------------|
| Balance, at July 1, 2013 | \$795 | \$(135) |
| Total gains/(losses) | | |
| Included in earnings – realized | (17) | — |
| Included in earnings – unrealized | — | — |
| Included in other comprehensive income (loss) | (25) | — |
| Purchases, sales, issuances and settlements, other | — | — |
| Periodic settlement of fair value swap | — | — |
| Balance at September 30, 2013 | \$753 | \$(135) |
| Balance, at July 1, 2012 | \$738 | \$(135) |
| Total gains/(losses) | | |
| Included in earnings – realized | — | — |
| Included in earnings – unrealized | — | — |
| Included in other comprehensive income (loss) | 6 | — |
| Purchases, sales, issuances and settlements, other | — | — |
| Periodic settlement of fair value swap | — | — |
| Balance at September 30, 2012 | \$744 | \$(135) |

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Level 3 Fair Value Measurements

Nine months ended September 30, 2013 and 2012

| (In thousands) | Equity Securities | Fair value swap | |
|--|-------------------|-----------------|---|
| Balance, at January 1, 2013 | \$780 | \$(135 |) |
| Total gains/(losses) | | | |
| Included in earnings – realized | (17 |) | — |
| Included in earnings – unrealized | — | — | |
| Included in other comprehensive income (loss) | (10 |) | — |
| Purchases, sales, issuances and settlements, other | — | — | |
| Periodic settlement of fair value swap | — | — | |
| Balance at September 30, 2013 | \$753 | \$(135 |) |
| Balance, at January 1, 2012 | \$763 | \$(700 |) |
| Total gains/(losses) | | | |
| Included in earnings – realized | — | — | |
| Included in earnings – unrealized | — | — | |
| Included in other comprehensive income (loss) | (19 |) | — |
| Purchases, sales, issuances and settlements, other | — | — | |
| Periodic settlement of fair value swap | — | 565 | |
| Balance at September 30, 2012 | \$744 | \$(135 |) |

Assets and liabilities measured at fair value on a nonrecurring basis:

The following methods and assumptions were used by the Company in determining the fair value of assets and liabilities measured at fair value on a nonrecurring basis described below:

Impaired Loans: At the time a loan is considered impaired, it is valued at the lower of cost or fair value. Impaired loans carried at fair value have been partially charged-off or receive specific allocations of the allowance for loan losses. For collateral dependent loans, fair value is generally based on real estate appraisals. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available. Such adjustments result in a Level 3 classification of the inputs for determining fair value. Collateral is then adjusted or discounted based on management's historical knowledge, changes in market conditions from the time of the valuation, and management's expertise and knowledge of the client and client's business, resulting in a Level 3 fair value classification. Impaired loans are evaluated on a quarterly basis for additional impairment and adjusted accordingly. Additionally, updated valuations are obtained annually for all impaired loans in accordance with Company policy.

Other Real Estate Owned (OREO): Assets acquired through or in lieu of loan foreclosure are initially recorded at fair value less costs to sell when acquired. The carrying value of OREO is not re-measured to fair value on a recurring basis, but is subject to fair value adjustments when the carrying value exceeds the fair value, less estimated selling costs. Fair value is based on recent real estate appraisals and is updated at least annually. These appraisals may utilize a single valuation approach or a combination of approaches including the comparable sales approach and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available. Such adjustments result in a Level 3 classification of the inputs for determining fair value.

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Appraisals for both collateral dependent impaired loans and OREO are performed by licensed appraisers. Appraisals are generally obtained to support the fair value of collateral. In general, there are two types of appraisals, real estate appraisals and lot development loan appraisals, received by the Company. These are discussed below:

Real estate appraisals typically incorporate measures such as recent sales prices for comparable properties. Appraisers may make adjustments to the sales prices of the comparable properties as deemed appropriate based on the age, condition or general characteristics of the subject property. Management generally applies a 15% discount to real estate appraised values which management expects will cover all disposition costs (including selling costs). This 15% discount is based on historical discounts to appraised values on sold OREO properties.

Lot development loan appraisals are typically performed using a discounted cash flow analysis. Appraisers determine an anticipated absorption period and a discount rate that takes into account an investor's required rate of return based on recent comparable sales. Management generally applies a 6% discount to lot development appraised values, which is an additional discount above the net present value calculation included in the appraisal, to account for selling costs.

MSRs: MSR's are carried at the lower of cost or fair value. MSR's do not trade in active, open markets with readily observable prices. For example, sales of MSR's do occur, but precise terms and conditions typically are not readily available. As such, management, with the assistance of a third-party specialist, determines fair value based on the discounted value of the future cash flows estimated to be received. Significant inputs include the discount rate and assumed prepayment speeds utilized. The calculated fair value is then compared to market values where possible to ascertain the reasonableness of the valuation in relation to current market expectations for similar products. Accordingly, MSR's are classified as Level 2.

The following tables present assets and liabilities measured at fair value on a nonrecurring basis. Collateral dependent impaired loans are carried at fair value if they have been charged down to fair value or if a specific valuation allowance has been established. A new cost basis is established at the time a property is initially recorded in OREO. OREO properties are carried at fair value if a devaluation has been taken to the property's value subsequent to the initial measurement.