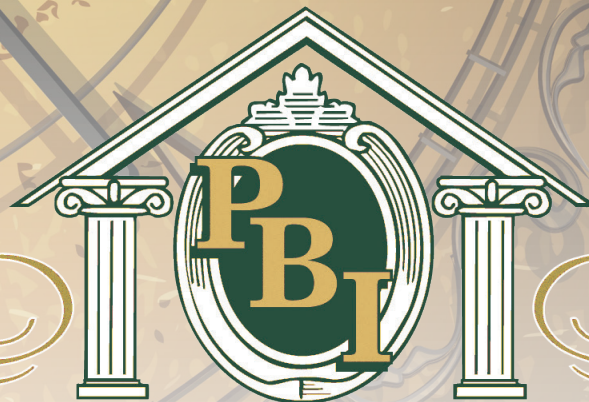


# INNOVATIVE BANKING SERVICES FOR A CHANGING TIME

*Neighbors*

*Serving*

*Neighbors*



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**PORTAGE BANCSHARES, INC.**

**2014 ANNUAL REPORT**

## To Our Shareholders,

On behalf of the Board of Directors and Management, I am extremely pleased to share the financial results and successful performance of Portage Bancshares, Inc. (the “Company”), parent company of Portage Community Bank (the “Bank”), for the year ended December 31, 2014. Our continued emphasis on our vision of “Neighbors Serving Neighbors,” along with local ownership, local management, and, most importantly, local decisions have contributed new records for achievement for the Company in 2014.

I am pleased to report record net income of \$2,218,669 for 2014, which is up 13.49% from net income of \$1,954,894 for 2013. Because of our strong capital position, the Board of Directors was able to pay cash dividends of \$0.80 per share, which was up from \$0.75 one year ago. Basic earnings per share increased to \$5.02 for 2014 as compared to \$4.54 for 2013, resulting in an earnings improvement of 10.57% on a per share basis. We are exceptionally proud of these outstanding financial results.

One of our primary strategic initiatives, the continued development, enhancement, and offering of dynamic banking solutions and resources to meet the growing technological infrastructures that are important to our customers, continued to progress throughout 2014. The Bank successfully launched remote deposit capture, cash management services, out-of-band enhanced security authentication services, and small business bill pay for our business customers. Also, we enhanced our online banking services to include My Footprint®, a free personal financial management tool available to our personal account holders. You will continue to see these products and services promoted in the months to come in addition to the rollout of other exciting new offerings.

In addition, we are excited to share the following other 2014 highlights:

- The Portage Community Financial Services Division continued to excel by growing assets under management to \$50.9 million in 2014, up \$6.8 million or 15.42% from 2013.
- The Mortgage Division had another very successful year with \$445,090 in secondary market fees; which is just another example of our Bank helping customers purchase the homes they desire.
- We completed a very successful fourth Super Stock Subscription offering generating 10 new shareholders and \$587,877 in additional capital.
- For the 11<sup>th</sup> consecutive quarter, Portage Community Bank received a Five-Star “Superior” rating from Bauer Financial, Inc., the nation’s leading bank rating and research firm. The Five-Star “Superior” rating is the highest rating achievable and indicates the institution is one of the strongest banks in the nation.
- We continue to achieve very strong results through our outsourced, third party internal and external bank compliance, audit, and review service providers.
- Finally, we are very pleased to announce the planned expansion of our Main Office location, providing necessary renovations for continued growth opportunities. Additionally, we will be constructing a new Mortgage Division facility, which will replace our current facility next to our Kent Office on South Water Street.

The successful performance of the Company would not have been possible without the efforts of our committed Board of Directors, dedicated Officers, and loyal and knowledgeable Staff. We believe as we move forward into 2015, we are well positioned to continue to meet the high standards we have set and to exceed your expectations. Most of all, thank you to our customers and shareholders for your continued support and having the confidence in us to continually make our “Company” successful.

Sincerely,



Richard J. Coe  
Chief Executive Officer

**PORTAGE BANCSHARES, INC.  
CONSOLIDATED AUDITED FINANCIAL STATEMENTS  
DECEMBER 31, 2014**

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## **INDEPENDENT AUDITORS REPORT**

**Board of Directors and Shareholders  
Portage Bancshares, Inc.  
Ravenna, Ohio**

### **Report on the Financial Statements**

We have audited the accompanying consolidated financial statements of Portage Bancshares, Inc. and subsidiary which comprise the consolidated balance sheet as of December 31, 2014 and 2013; the related consolidated statement of income, comprehensive income, changes in stockholders' equity, and cash flows for the years then ended; and the related notes to the consolidated financial statements.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Portage Bancshares, Inc. and subsidiary as of December 31, 2014 and 2013, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.



**Wexford, Pennsylvania**

**April 8, 2015**

**PORTAGE BANCSHARES, INC.  
CONSOLIDATED BALANCE SHEET**

December 31,

	<b>2014</b>	<b>2013</b>
	.....	.....
<b>Assets</b>		
Cash and due from banks	\$ 6,448,981	\$ 9,861,480
Interest-bearing deposits in other financial institutions	828,488	1,566,838
Federal funds sold	100,000	134,000
Cash and cash equivalents	<b>7,377,469</b>	<b>11,562,318</b>
Investment securities available for sale	48,743,337	54,259,887
Loans held for sale	910,063	232,002
Loans	212,443,338	194,369,079
Less allowance for loan losses	3,070,857	3,290,950
Net loans	<b>209,372,481</b>	<b>191,078,129</b>
Regulatory stock	1,240,250	1,240,250
Premises and equipment, net	3,937,666	3,976,519
Bank-owned life insurance	6,461,484	6,284,748
Accrued interest receivable	735,879	764,906
Other assets	1,760,532	2,188,468
Total Assets	<b>\$ 280,539,161</b>	<b>\$ 271,587,227</b>
<b>Liabilities</b>		
Deposits		
Non-interest-bearing	\$ 29,483,184	\$ 27,726,874
Interest-bearing demand	21,784,953	21,360,002
Savings	103,746,176	99,845,043
Time	72,953,491	77,718,781
Total deposits	<b>227,967,804</b>	<b>226,650,700</b>
Federal Home Loan Bank advances	19,359,945	15,768,390
Subordinated debentures	2,450,000	2,450,000
Accrued interest payable and other liabilities	2,297,126	1,863,684
Total Liabilities	<b>252,074,875</b>	<b>246,732,774</b>
<b>Stockholders' Equity</b>		
Common stock, no par value; 800,000 shares authorized, 478,129 and 461,361 shares issued; 453,546 and 436,785 outstanding	16,908,537	15,899,100
Retained earnings	12,879,911	11,015,518
Accumulated other comprehensive income (loss)	473,980	(324,973)
Treasury stock, at cost (24,583 and 24,576 shares)	(1,798,142)	(1,735,192)
Total Stockholders' Equity	<b>28,464,286</b>	<b>24,854,453</b>
Total Liabilities and Stockholders' Equity	<b>\$ 280,539,161</b>	<b>\$ 271,587,227</b>

*See accompanying notes to consolidated financial statements.*

**PORTAGE BANCSHARES, INC.  
CONSOLIDATED STATEMENT OF INCOME**

**Year Ended December 31,**

	<b>2014</b>	<b>2013</b>
<b>Interest and Dividend Income</b>		
Interest and fees on loans	\$ 9,552,203	\$ 9,562,189
Federal funds sold and other interest income	24,052	29,580
Investment securities:		
Taxable	566,297	569,761
Exempt from federal income tax	530,281	456,975
Other dividend income	56,883	58,347
Total interest and dividend income	10,729,716	10,676,852
<b>Interest Expense</b>		
Deposits	1,105,672	1,099,753
Federal Home Loan Bank advances	513,604	513,633
Subordinated debentures	80,558	81,685
Total interest expense	1,699,834	1,695,071
<b>Net Interest Income</b>		
	9,029,882	8,981,781
Provision for loan losses	355,000	910,000
<b>Net Interest Income After Provision For Loan Losses</b>		
	8,674,882	8,071,781
<b>Noninterest Income</b>		
Service charges on deposit accounts	165,108	182,192
Investment securities losses, net	(1,667)	—
Secondary market fees	445,090	565,437
Earnings on bank-owned life insurance	176,736	183,259
Investment banking fees and commissions	229,698	216,865
Gain from other real estate owned	46,172	62,551
Other income	249,755	246,638
Total noninterest income	1,310,892	1,456,942
<b>Noninterest Expense</b>		
Salaries and employee benefits	3,897,985	3,680,707
Net occupancy and equipment expenses	396,074	401,085
Data processing	307,941	310,985
Professional fees	262,133	284,269
Marketing and business development	265,830	246,157
Franchise tax expense	172,104	302,771
Federal deposit insurance	191,262	201,061
Other expense	1,487,306	1,442,602
Total noninterest expense	6,980,635	6,869,637
Income before income taxes	3,005,139	2,659,086
Income taxes	786,470	704,192
<b>Net Income</b>		
	\$ 2,218,669	\$ 1,954,894
<b>Earnings Per Share</b>		
Basic	\$ 5.02	\$ 4.54
Diluted	4.73	4.23

*See accompanying notes to consolidated financial statements.*

**PORTAGE BANCSHARES, INC.**  
**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**

	<b>Year Ended December 31,</b>	
	<b>2014</b> .....	<b>2013</b> .....
<b>Net income</b>	\$ 2,218,669	\$ 1,954,894
<b>Other comprehensive income (loss):</b>		
Unrealized holding gains (losses) on investment securities available for sale	1,208,868	(1,546,273)
Tax effect	(411,015)	525,733
Reclassification of investment securities losses recognized in net income	1,667	—
Tax effect	(567)	—
Total other comprehensive income (loss)	798,953	(1,020,540)
<b>Comprehensive income</b>	<u>\$ 3,017,622</u>	<u>\$ 934,354</u>

*See accompanying notes to consolidated financial statements.*

**PORTAGE BANCSHARES, INC.**  
**CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY**

	Common Stock	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total Stockholders' Equity
<b>Balance, December 31, 2012</b>	\$ 15,126,162	\$ 9,383,065	\$ 695,567	\$ (1,100,102)	\$ 24,104,692
Purchase of 13,468 shares of treasury stock				(976,859)	(976,859)
Issuance of 500 shares of common stock award	12,500				12,500
Stock-based compensation expense	51,198				51,198
Exercise of 13,571 shares of stock options	441,345				441,345
Tax benefits from exercise of stock options	189,948				189,948
Issuance of 5,725 shares of common stock for subscription and share purchase agreement	77,947			341,769	419,716
Cash dividends declared (\$0.75 per share)		(322,441)			(322,441)
Net income		1,954,894			1,954,894
Other comprehensive loss, net			(1,020,540)		(1,020,540)
<b>Balance, December 31, 2013</b>	15,899,100	11,015,518	(324,973)	(1,735,192)	24,854,453
Purchase of 7,357 shares of treasury stock				(562,002)	(562,002)
Stock-based compensation expense	15,301				15,301
Exercise of 16,768 shares of stock options	694,198				694,198
Tax benefits from exercise of stock options	211,113				211,113
Issuance of 7,350 shares of common stock for subscription and share purchase agreement	88,825			499,052	587,877
Cash dividends declared (\$0.80 per share)		(354,276)			(354,276)
Net income		2,218,669			2,218,669
Other comprehensive income, net			798,953	798,953	
<b>Balance, December 31, 2014</b>	\$ 16,908,537	\$ 12,879,911	\$ 473,980	\$ (1,798,142)	\$ 28,464,286

*See accompanying notes to consolidated financial statements.*



**PORTAGE BANCSHARES, INC.**  
**CONSOLIDATED STATEMENT OF CASH FLOWS**

**Year Ended December 31,**

	<b>2014</b>	<b>2013</b>
<b>Operating Activities</b>		
Net income	\$ 2,218,669	\$ 1,954,894
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	355,000	910,000
Depreciation	140,246	142,444
Net amortization of investment securities	625,685	766,687
Investment securities losses, net	1,667	—
Secondary market income	(445,090)	(565,437)
Originations of loans held for sale	(15,817,071)	(21,145,806)
Proceeds from sale of loans held for sale	15,584,100	22,507,108
Gain from other real estate owned	(46,172)	(62,551)
Stock-based compensation expense	15,301	51,198
Earnings on bank-owned life insurance	(176,736)	(183,259)
Deferred income taxes	18,247	(12,185)
Amortization of deferred loan fees, net	12,667	26,375
Tax benefit from exercise of stock options	(211,113)	(189,948)
Decrease in prepaid federal deposit insurance	—	756,821
Amortization of Federal Home Loan Bank restructuring fee	147,785	149,399
Other, net	694,165	628,403
Net cash provided by operating activities	<u>3,117,350</u>	<u>5,734,143</u>
<b>Investing Activities</b>		
Investment securities available for sale:		
Proceeds from repayments and maturities	8,111,398	11,195,872
Proceeds from sales	7,173,737	—
Purchases	(9,185,401)	(11,740,054)
Purchase of regulatory stock	—	(6,700)
Increase in loans, net	(18,824,556)	(2,832,219)
Purchase of bank-owned life insurance	—	(500,000)
Purchase of premises and equipment	(101,393)	(92,669)
Proceeds from sale of other real estate owned	186,232	494,244
Net cash used for investing activities	<u>(12,639,983)</u>	<u>(3,481,526)</u>
<b>Financing Activities</b>		
Increase (decrease) in deposits, net	1,317,104	(1,263,806)
Proceeds from Federal Home Loan Bank advances	6,000,000	1,000,000
Repayment of Federal Home Loan Bank advances	(2,556,230)	(2,402,143)
Purchases of treasury stock	(562,002)	(976,859)
Proceeds from the sale of treasury stock	587,877	419,716
Tax benefit from exercise of stock options	211,113	189,948
Proceeds from stock option exercises	694,198	441,345
Proceeds from common stock award	—	12,500
Cash dividends paid	(354,276)	(322,441)
Net cash provided by (used for) financing activities	<u>5,337,784</u>	<u>(2,901,740)</u>
Decrease in cash and cash equivalents	(4,184,849)	(649,123)
<b>Cash and Cash Equivalents at Beginning of Year</b>	<u>11,562,318</u>	<u>12,211,441</u>
<b>Cash and Cash Equivalents at End of Year</b>	<u>\$ 7,377,469</u>	<u>\$ 11,562,318</u>

*See accompanying notes to consolidated financial statements.*

**PORTAGE BANCSHARES, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

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A summary of the significant accounting and reporting policies applied in the presentation of the accompanying financial statements follows:

**Nature of Operations and Basis of Presentation**

Portage Bancshares, Inc. (the “Company”) is a bank holding company whose principal activity is the ownership and management of its wholly owned subsidiary, Portage Community Bank (the “Bank”). The Bank generates commercial, mortgage, and consumer loans and receives deposits from customers located primarily in Portage County in Ohio and the surrounding areas. The Bank is subject to regulations by the State of Ohio Division of Financial Institutions and the Company is subject to regulations by the Federal Reserve System through the Federal Reserve Bank of Cleveland.

The consolidated financial statements include the accounts of the Company and the Bank after elimination of all significant intercompany transactions and balances.

The accounting principles followed by the Company and the methods of applying these principles conform to U.S. generally accepted accounting principles and to general practice within the banking industry. Management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the balance sheet date and reported amounts of revenues and expenses for that period. Actual results could differ from those estimates.

**Investment Securities**

Currently, the Company’s investment securities portfolio is classified as available for sale. The portfolio serves principally as a source of liquidity and is carried at fair value with unrealized holding gains and losses for available for sale securities reported in other comprehensive income, net of tax, until realized. Debt securities acquired with the intent to hold to maturity would be classified as held to maturity and carried at cost adjusted for amortization of premium and accretion of discount, which are computed using the interest method and recognized as adjustments of interest income. Realized security gains and losses are computed using the specific identification method. Interest and dividends on investment securities are recognized as income when earned.

Securities are periodically reviewed for other-than-temporary impairment based upon a number of factors, including, but not limited to, the length of time and extent to which the market value has been less than cost, the financial condition of the underlying issuer, the ability of the issuer to meet contractual obligations, the likelihood of the security’s ability to recover any decline in its market value, and whether or not the Company intends to sell the security or whether it’s more likely than not that the Company would be required to sell the security before its anticipated

recovery in market value. A decline in value that is considered to be other than temporary is recorded as a loss within noninterest income in the Consolidated Statement of Income.

Common stock of the Federal Home Loan Bank (“FHLB”) and Federal Reserve Bank represents ownership in institutions which are wholly owned by other financial institutions.

The Bank is a member of the FHLB of Cincinnati and, as such, is required to maintain a minimum investment in stock of the FHLB that varies with the level of advances outstanding with the FHLB. The stock is bought from and sold to the FHLB based upon its \$100 par value. The stock does not have a readily determinable fair value and, as such, is classified as restricted stock, carried at cost and evaluated by management. The stock’s value is determined by the ultimate recoverability of the par value rather than by recognizing temporary declines. The determination of whether the par value will ultimately be recovered is influenced by criteria such as the following: (a) the significance of the decline in net assets of the FHLB as compared with the capital stock amount and the length of time this situation has persisted, (b) commitments by the FHLB to make payments required by law or regulation and the level of such payments in relation to the operating performance, (c) the impact of legislative and regulatory changes on the customer base of the FHLB, and (d) the liquidity position of the FHLB. Management evaluated the stock and concluded that the stock was not impaired for the periods presented herein. Management considered that the FHLB maintains regulatory capital ratios in excess of all regulatory capital requirements; liquidity appears adequate, new shares of FHLB stock continue to change hands at \$100 par value, and the resumption of dividends.

**Loans Held for Sale**

Loans held for sale are carried at the lower of cost or estimated fair value, as determined on an aggregate basis. Loans held for sale were \$910,063 and \$232,002 at December 31, 2014 and 2013, respectively.

**Loans**

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are reported at the principal balance outstanding, net of unearned interest, deferred loan fees and costs, and an allowance for loan losses.

Interest income is accrued on the interest method based upon the unpaid principal balance and includes amortization of net deferred loan fees and costs over the loan term. Interest income on mortgage and commercial loans is discontinued at the time the loan is 90 days delinquent unless the credit is well-secured and in process of collection. Past-due status is based on the contractual terms of the loan. Consumer loans are typically

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### **Loans (Continued)**

charged off no later than 120 days past due. In all cases, loans are placed on nonaccrual or charged off at an earlier date if collection of principal and interest is considered doubtful.

All interest accrued but not received for loans placed on nonaccrual is reversed against interest income. Interest received on such loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably ensured.

#### **Allowance for Loan Losses**

The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when management believes the collectability of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance.

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

The allowance consists of specific and general components. The specific component is related to impaired loans, which are commercial and commercial real estate loans for which it is probable that the Company will not be able to collect all amounts due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan-by-loan basis for commercial and commercial mortgage loans by either the present value of expected future cash flows discounted at the loan's effective interest rate or the loan's obtainable market price or the fair value of the collateral if the loan is collateral-dependent. The Company individually evaluates such loans for impairment and does not aggregate

loans by major risk classifications. The general component covers non-classified loans and is based on historical loss experience adjusted for qualitative factors. A component is maintained to cover uncertainties that could affect management's estimate of probable losses. This component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio.

Large groups of smaller-balance homogeneous loans are collectively evaluated for impairment. Accordingly, the Company does not separately identify individual consumer and residential mortgage loans for impairment disclosures, unless such loans are the subject of a restructuring agreement.

#### **Premises and Equipment**

Land is carried at cost. Premises and equipment are stated at cost, less accumulated depreciation. Depreciation is principally computed on the straight-line method over the estimated useful lives of the related assets, which range from 3 to 10 years for furniture, fixtures, and equipment and 25 to 50 years for building premises. Leasehold improvements are amortized over the shorter of their estimated useful lives or their respective lease terms, which range from 7 to 15 years. Expenditures for maintenance and repairs are expensed as incurred. Costs of major additions and improvements are capitalized.

#### **Bank-Owned Life Insurance (BOLI)**

The Company owns insurance on the lives of a certain group of key employees. The policies were purchased to help offset the increase in the costs of various fringe benefit plans including healthcare. The cash surrender value of these policies is included as an asset on the Consolidated Balance Sheet, and any increases in the cash surrender value are recorded as noninterest income on the Consolidated Statement of Income. In the event of the death of an insured individual under these policies, the Company would receive a death benefit, which would be recorded as non-interest income.

#### **Other Real Estate Owned**

Other real estate acquired through or in lieu of foreclosure is initially recorded at the lower of cost or fair value, less estimated costs to sell, and any loan balance in excess of fair value is charged to the allowance for loan losses. Subsequent valuations are periodically performed and write-downs are included in noninterest expense, as are gains or losses upon sale and expenses related to maintenance of the properties.

#### **Advertising Costs**

Advertising costs are expensed as incurred.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Income Taxes

The Company and the Bank file a consolidated federal income tax return. Deferred tax assets and liabilities are reflected at currently enacted income tax rates applicable to the period in which the deferred tax assets or liabilities are expected to be realized or settled. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes.

#### Benefit Plans

The 401(k) plan expense is the amount contributed and is determined by formula and by Board of Directors decision. Supplemental retirement expense allocates the benefits over the years of service. The director deferral plan expense is comprised of the annual amount of director fees deferred by participating directors and related interest earned.

#### Stock Options

During the years ended December 31, 2014 and 2013, the Company recorded \$15,301 and \$51,198 in compensation expenses on the Company's Consolidated Statement of Income. As of December 31, 2014 and 2013, there was \$45,590 and \$16,266 of unrecognized compensation cost related to unvested share-based compensation awards granted. That cost is expected to be recognized over the next five years.

The cash flows from the tax benefits resulting from tax deductions in excess of the compensation cost recognized for stock-based awards (excess tax benefits) are classified as financing cash flows. The Company recognized \$211,113 and \$189,948 of excess tax benefits included as a financing cash inflow for the years ended December 31, 2014 and 2013, in the Consolidated Statement of Cash Flows.

For purposes of calculating compensation expense, the Company estimated the fair values of stock options using the Black-Scholes option-pricing model. The model requires the use of subjective assumptions that can materially affect fair value estimates. The fair value of each option is amortized into compensation expense on a straight-line basis between the grant date for the option and each vesting date.

The fair value of each stock option granted was estimated using the following weighted-average assumptions:

Grant Year	Expected Dividend Yield	Risk-Free Interest Rate	Expected Volatility	Expected Life (in years)
2013	1.00%	1.38%	5.71%	7.00
2014	1.00%	2.23%	3.62%	7.00

The weighted-average fair value of each stock option granted for 2014 and 2013 was \$6.57 and \$4.90, respectively.

#### Earnings Per Share

The Company provides dual presentation of basic and diluted earnings per share. Basic earnings per share are calculated utilizing net income as reported in the numerator and average shares outstanding in the denominator. The computation of diluted earnings per share differs in that the dilutive effects of any stock options are adjusted in the denominator.

Basic weighted-average common shares outstanding totaled 441,591 and 430,883 for December 31, 2014 and 2013, respectively. Diluted weighted-average common shares outstanding totaled 468,742 and 462,559 for December 31, 2014 and 2013, respectively. The diluted weighted-average common shares outstanding are solely the result of stock options.

#### Comprehensive Income

The Company is required to present comprehensive income (loss) and its components in a full set of general-purpose financial statements for all periods presented. Other comprehensive income (loss) comprises unrealized holding gains (losses) on the available for sale investment securities portfolio.

#### Cash Flow Information

For the purposes of reporting cash flows, cash and cash equivalents include cash and due from banks, interest-bearing deposits with other financial institutions, and federal funds sold with original maturities of less than 90 days.

Cash payments for interest in 2014 and 2013 were \$1,700,940 and \$1,706,462, respectively. Income tax payments totaled \$600,000 in 2014 and \$695,000 in 2013. The Company transferred \$162,537 and \$330,160 of loans from the portfolio to other real estate owned in 2014 and 2013, respectively. Fair value adjustments for securities available for sale in 2014 and 2013 were \$1,210,535 and (\$1,546,272), respectively.

#### Transfers of Financial Assets

Transfers of financial assets are accounted for as sales when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Company, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and (3) the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity.

#### Reclassification

Certain items in the prior year's financial statements have been reclassified to conform to the current-year presentation. Such reclassifications did not affect consolidated net income or consolidated stockholders' equity.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**NOTE 2: INVESTMENT SECURITIES AVAILABLE FOR SALE**

The amortized cost and fair values of investment securities available for sale are as follows:

	<b>2014</b>			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. government agency securities	\$ 5,225,542	\$ 35,460	\$ (26,823)	\$ 5,234,179
Obligations of states and political subdivisions	24,141,757	487,229	(76,829)	24,552,157
Mortgage-backed securities in government-sponsored entities	18,657,887	341,808	(42,694)	18,957,001
<b>Total</b>	<b>\$ 48,025,186</b>	<b>\$ 864,497</b>	<b>\$ (146,346)</b>	<b>\$ 48,743,337</b>

	<b>2013</b>			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. government agency securities	\$ 94,856	\$ 20,521	\$ (143,701)	\$ 6,371,676
Obligations of states and political subdivisions	21,652,740	195,675	(707,876)	21,140,539
Mortgage-backed securities in government-sponsored entities	26,604,675	347,374	(204,377)	26,747,672
<b>Total</b>	<b>\$ 54,752,271</b>	<b>\$ 563,570</b>	<b>\$ (1,055,954)</b>	<b>\$ 54,259,887</b>

The amortized cost and fair value of investment securities at December 31, 2014, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	Amortized Cost	Fair Value
Due within one year	\$ 606,646	\$ 611,404
Due after one year through five years	6,921,925	7,035,401
Due after five years through ten years	12,778,524	12,916,485
Due after ten years	9,060,204	9,223,046
Mortgage-backed securities in government-sponsored entities	18,657,887	18,957,001
<b>Total</b>	<b>\$ 48,025,186</b>	<b>\$ 48,743,337</b>

Investment securities with a carrying value of \$11,545,564 and \$13,548,954 at December 31, 2014 and 2013, respectively, were pledged to secure deposits and other purposes as required by law.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**NOTE 2: INVESTMENT SECURITIES AVAILABLE FOR SALE (CONTINUED)**

In 2014, the Company realized gross gains of \$78,971 and gross losses of \$80,638 as a result of sales of \$7,173,737 in investment securities available for sale. There were no sales of investment securities in 2013.

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

	<b>2014</b>					
	Less than Twelve Months		Twelve Months or Greater		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
U.S. government agency securities	\$ 1,498,161	\$ (1,839)	\$ 1,972,585	\$ (24,984)	\$ 3,470,746	\$ (26,823)
Obligations of states and political subdivisions	2,766,779	(16,631)	1,568,167	(60,197)	4,334,946	(76,829)
Mortgage-backed securities in government-sponsored entities	2,331,762	(10,265)	1,523,856	(32,430)	3,855,618	(42,694)
<b>Total</b>	<b>\$ 6,596,702</b>	<b>\$ (28,735)</b>	<b>\$ 5,064,608</b>	<b>\$ (117,611)</b>	<b>\$ 11,661,310</b>	<b>\$ (146,346)</b>

	<b>2013</b>					
	Less than Twelve Months		Twelve Months or Greater		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
U.S. government agency securities	\$ 2,088,204	\$ (117,328)	\$ 474,750	\$ (26,373)	\$ 2,562,954	\$ (143,701)
Obligations of states and political subdivisions	12,326,638	(575,902)	1,347,184	(131,974)	13,673,822	(707,876)
Mortgage-backed securities in government-sponsored entities	9,062,498	(102,721)	3,093,571	(101,656)	12,156,069	(204,377)
<b>Total</b>	<b>\$ 23,477,340</b>	<b>\$ (795,951)</b>	<b>\$ 4,915,505</b>	<b>\$ (260,003)</b>	<b>\$ 28,392,845</b>	<b>\$ (1,055,954)</b>

The Company reviews its position quarterly and has asserted that at December 31, 2014, the declines outlined in the above table represent temporary declines and the Company does not intend to sell these securities and does not believe it will be required to sell these securities before recovery of their cost basis, which may be at maturity. There were thirty-two positions that were temporarily impaired at December 31, 2014. The Company has concluded that the unrealized losses disclosed above are not other than temporary but are the result of interest rate changes that are not expected to result in the noncollection of principal and interest during the period.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### NOTE 3: LOANS

The composition of net loans is as follows at December 31:

	<b>2014</b>	<b>2013</b>
Commercial loans	\$ 22,176,420	\$ 23,982,125
Commercial real estate loans	109,682,734	97,150,861
Consumer loans	5,287,837	5,878,838
Residential loans	52,239,467	44,543,276
Home equity lines of credit	23,331,128	23,025,906
	<u>212,717,586</u>	<u>194,581,006</u>
Net deferred loan fees	(274,248)	(211,927)
Less allowance for loan losses	<u>(3,070,857)</u>	<u>(3,290,950)</u>
<i>Net loans</i>	<u>\$ 209,372,481</u>	<u>\$ 191,078,129</u>

The Company's primary business activity is with customers located within its local trade area, which is concentrated in Portage County in Ohio. Commercial loans, commercial real estate loans, consumer loans, residential loans, and home equity lines of credit are granted. Although the Company has a diversified loan portfolio at December 31, 2014 and 2013, a substantial portion of its debtors' ability to honor their loan agreements is dependent upon the economic stability of its immediate trade area. loans.

Management has an established methodology to determine the adequacy of the allowance for loan losses that assesses the risks and losses inherent in the loan portfolio. For purposes of determining the allowance for loan losses, the Company has segmented certain loans in the portfolio by product type. Loans are segmented into the following pools: commercial loans, commercial real estate loans, consumer loans, residential loans, and home equity lines of credit. Historical loss percentages for each risk category are calculated and used as the basis for calculating allowance allocations. These historical loss percentages are calculated over a 24-month period for all portfolio segments. Certain qualitative factors are then added to the historical allocation percentage to get the adjusted factor to be applied to nonclassified loans.

The following qualitative factors are analyzed for each portfolio segment:

- ▶ Changes in trends in lending policies and procedures
- ▶ Changes in economic trends
- ▶ Changes in volume and terms
- ▶ Changes in experience, depth, and ability of management
- ▶ Changes in levels and trends in delinquencies
- ▶ Changes in historical loss allocations
- ▶ Changes in trends determined through loan review
- ▶ Changes in concentrations of credit
- ▶ Changes in trends in external factors

These qualitative factors are reviewed each quarter and adjusted based upon relevant changes within the portfolio. During 2014, the qualitative factor percentages for consumer loans slightly increased while the qualitative factors for commercial loans, commercial real estate loans, residential loans, and home equity lines of credit decreased throughout the year. The effect of declining levels and trends in delinquencies and improved economic trends significantly contributed to the decreases in qualitative factor percentages for commercial loans, commercial real estate loans, residential loans, and home equity lines of credit. Another primary factor contributing to the reduction in qualitative factors was the overall improvement in historical loss allocations. Historical loss rates decreased over the course of 2014 for commercial loans, commercial real estate loans, residential loans, and home equity lines of credit, while consumer loans experienced a slight increase.

The decline in the ending reserve balance in commercial loans from the end of the previous year was principally the result of the effect of one significant commercial loan charge-off that had a specific reserve previously applied. The ending reserve balances for commercial real estate loans and residential loans remained relatively comparable to the prior end of year reserve balances due to the augmented effect of increasing loan balances within those specific loan portfolios offset with the overall decline in qualitative factors. The ending reserve balance in home equity lines of credit declined from the end of the previous year primarily due to the maturing of one significant home equity line of credit, which was restructured as a consumer loan during the year and consequently was the basis for the increase in the ending reserve balance in consumer loans.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**NOTE 3: LOANS (CONTINUED)**

The total allowance reflects management's estimate of loan losses inherent in the loan portfolio at the balance sheet date. The Company considers the allowance for loan losses of \$3.1 million adequate to cover loan losses inherent in the loan portfolio, at December 31, 2014. The following tables presents, by portfolio segment, the changes in the allowance for loan losses and the recorded investment in loans as of December 31:

**2014**

	Commercial	Commercial Real Estate	Consumer	Residential	Home Equity Lines of Credit	Unallocated	Total
Allowance for loan losses:							
Beginning balance	\$ 617,582	\$ 1,947,349	\$ 61,185	\$ 432,085	\$ 197,769	\$ 34,980	\$ 3,290,950
Charge-offs	(253,249)	(241,750)	(18,143)	(101,393)	(1,683)	—	(616,218)
Recoveries	28,367	4,324	6,177	2,257	—	—	41,125
Provision	(107,184)	384,136	61,468	83,251	(88,713)	22,042	355,000
Ending balance	\$ 285,516	\$ 2,094,059	\$ 110,687	\$ 416,200	\$ 107,373	\$ 57,022	\$ 3,070,857
Ending balance: individually evaluated for impairment	\$ 32,143	\$ 678,488	\$ 50,945	\$ 66,493	\$ —	\$ —	\$ 828,069
Ending balance: collectively evaluated for impairment	\$ 253,373	\$ 1,415,571	\$ 59,742	\$ 349,707	\$ 107,373	\$ 57,022	\$ 2,242,788
Loans receivable:							
Ending balance	\$ 22,176,420	\$ 109,682,734	\$ 5,287,837	\$ 52,239,467	\$ 23,331,128	\$ —	\$ 212,717,586
Ending balance: individually evaluated for impairment	\$ 1,593,384	\$ 2,862,655	\$ 105,171	\$ 321,797	\$ —	\$ —	\$ 4,883,006
Ending balance: collectively evaluated for impairment	\$ 20,583,036	\$ 106,820,079	\$ 5,182,666	\$ 51,917,670	\$ 23,331,128	\$ —	\$ 207,834,580

**2013**

	Commercial	Commercial Real Estate	Consumer	Residential	Home Equity Lines of Credit	Unallocated	Total
Allowance for loan losses:							
Beginning balance	\$ 1,089,113	\$ 1,457,733	\$ 63,700	\$ 600,553	\$ 153,225	\$ 39,371	\$ 3,403,695
Charge-offs	(581,487)	(261,754)	(82,118)	(73,302)	(48,480)	—	(1,047,141)
Recoveries	10,646	6,604	6,046	—	1,100	—	24,396
Provision	99,310	744,766	73,557	(95,166)	91,924	(4,391)	910,000
Ending balance	\$ 617,582	\$ 1,947,349	\$ 61,185	\$ 432,085	\$ 197,769	\$ 34,980	\$ 3,290,950
Ending balance: individually evaluated for impairment	\$ 259,189	\$ 620,300	\$ 1,322	\$ 70,160	\$ 53,846	\$ —	\$ 1,004,817
Ending balance: collectively evaluated for impairment	\$ 358,393	\$ 1,327,049	\$ 59,863	\$ 361,925	\$ 143,923	\$ 34,980	\$ 2,286,133
Loans receivable:							
Ending balance	\$ 23,982,125	\$ 97,150,861	\$ 5,878,838	\$ 44,543,276	\$ 23,025,906	\$ —	\$ 194,581,006
Ending balance: individually evaluated for impairment	\$ 1,954,029	\$ 3,076,464	\$ 102,482	\$ 231,930	\$ 53,846	\$ —	\$ 5,418,751
Ending balance: collectively evaluated for impairment	\$ 22,028,096	\$ 94,074,397	\$ 5,776,356	\$ 44,311,346	\$ 22,972,060	\$ —	\$ 189,162,255



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**NOTE 3: LOANS (CONTINUED)**

**Credit Quality Information**

The following tables represent credit exposures by internally assigned grades for the years ended December 31, 2014 and 2013, respectively. The grading analysis estimates the capability of the borrower to repay the contractual obligations of the loan agreements as scheduled or at all. The Company's internal credit risk grading system is based on experiences with similarly graded loans.

Management utilizes a seven-point internal risk rating system to monitor the credit quality of the overall portfolio. The first three categories are considered not criticized and are aggregated as Pass-rated. Pass-rated loans are protected by the current net worth and paying capacity of the obligor or by the value of the underlying collateral. The criticized rating categories utilized by management generally follow bank regulatory definitions. Special Mention category loans have a potential weakness or risk that exists, which could cause a more serious problem if not corrected. The Substandard category loans have a well-defined weakness based on objective evidence and are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected. The Doubtful category loans have all the weaknesses inherent in a substandard asset. In addition, these weaknesses make collection or liquidation in full highly questionable and improbable, based on existing circumstances. The Loss category loans are considered uncollectible, or of such value that continuance as an asset is not warranted.

	<i>As of December 31, 2014</i>		
	Commercial	Commercial Real Estate	Total
Pass	\$ 19,797,351	\$ 101,104,468	\$ 120,901,819
Special mention	215,599	2,402,135	2,617,734
Substandard	2,069,273	6,176,132	8,245,405
Doubtful	94,197	—	94,197
Loss	—	—	—
<b>Total</b>	<b>\$ 22,176,420</b>	<b>\$ 109,682,734</b>	<b>\$ 131,859,155</b>

	<i>As of December 31, 2013</i>		
	Commercial	Commercial Real Estate	Total
Pass	\$ 18,603,354	\$ 90,429,364	\$ 109,032,718
Special mention	2,623,417	2,724,373	5,347,790
Substandard	2,411,514	3,997,124	6,408,638
Doubtful	343,840	—	343,840
Loss	—	—	—
<b>Total</b>	<b>\$ 23,982,125</b>	<b>\$ 97,150,861</b>	<b>\$ 121,132,986</b>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**NOTE 3: LOANS (CONTINUED)**

**Credit Quality Information (Continued)**

For consumer loans, residential loans, and home equity lines of credit, the Company evaluates credit quality based on whether the loan is considered performing or non-performing. The following tables present the balances of these loans by classes of the loan portfolio based on payment performance as of December 31:

**2014**

	Consumer	Residential	Home Equity Lines of Credit	Total
Performing	\$ 5,254,749	\$ 51,617,342	\$ 23,132,444	\$ 80,004,535
Nonperforming	33,088	622,125	198,685	853,898
<b>Total</b>	<b>\$ 5,287,837</b>	<b>\$ 52,239,467</b>	<b>\$ 23,331,129</b>	<b>\$ 80,858,433</b>

**2013**

	Consumer	Residential	Home Equity Lines of Credit	Total
Performing	\$ 5,834,187	\$ 43,923,953	\$ 22,868,138	\$ 72,626,278
Nonperforming	44,651	619,323	157,768	821,742
<b>Total</b>	<b>\$ 5,878,838</b>	<b>\$ 44,543,276</b>	<b>\$ 23,025,906</b>	<b>\$ 73,448,020</b>

**Age Analysis of Past Due Loans Receivable by Class**

Management further monitors the performance and credit quality of the loan portfolio by analyzing the age of the portfolio as determined by the length of time a recorded payment is past due. The following tables present the classes of the loan portfolio summarized by the aging categories of performing loans and nonaccrual loans as of December 31:

**2014**

	30 – 59 Days Past Due	60 – 89 Days Past Due	90 Days Or Greater & Accruing	Total Past Due	Current	Nonaccrual	Total Loans
Commercial loans	\$ —	\$ —	\$ —	\$ —	\$ 22,072,548	\$ 103,872	\$ 22,176,420
Commercial real estate loans	40,754	—	—	40,754	107,318,965	2,323,015	109,682,734
Consumer loans	104,537	—	803	105,340	5,150,212	32,285	5,287,837
Residential loans	346,781	—	—	346,781	51,270,561	622,125	52,239,467
Home equity lines of credit	109,357	—	—	109,357	23,023,086	198,685	23,331,128
<b>Total</b>	<b>\$ 601,429</b>	<b>\$ —</b>	<b>\$ 803</b>	<b>\$ 602,232</b>	<b>\$ 208,835,372</b>	<b>\$ 3,279,982</b>	<b>\$ 212,717,586</b>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**NOTE 3: LOANS (CONTINUED)**

**Age Analysis of Past Due Loans Receivable by Class (Continued)**

	<b>2013</b>						
	30 – 59 Days Past Due	60 – 89 Days Past Due	90 Days Or Greater & Accruing	Total Past Due	Current	Nonaccrual	Total Loans
Commercial loans	\$ —	\$ —	\$ —	\$ —	\$ 23,550,949	\$ 431,176	\$ 23,982,125
Commercial real estate loans	58,367	—	44,254	102,621	95,005,825	2,042,415	97,150,861
Consumer loans	19,567	—	18,916	38,483	5,814,620	25,735	5,878,838
Residential loans	306,045	49,339	105,740	461,124	43,568,569	513,583	44,543,276
Home equity lines of credit	124,445	—	23,970	148,415	22,743,693	133,798	23,025,906
<b>Total</b>	<b>\$ 508,424</b>	<b>\$ 49,339</b>	<b>\$ 192,880</b>	<b>\$ 750,643</b>	<b>\$ 190,683,656</b>	<b>\$ 3,146,707</b>	<b>\$ 194,581,006</b>

Interest income that would have been recorded had nonaccrual loans not been placed on nonaccrual status was \$154,856 and \$172,584 in 2014 and 2013, respectively.

**Impaired Loans**

The following tables present the recorded investment and unpaid principal balances of impaired loans by class, segregated by those for which a specific allowance was required and those for which a specific allowance was not necessary as of December 31:

	<b>2014</b>					
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized	
With no related allowance recorded:						
Commercial loans	\$ 1,489,511	\$ 1,489,511	\$ —	\$ 1,803,357	\$ 102,740	
Commercial real estate loans	1,230,763	1,657,341	—	1,406,222	36,416	
Consumer loans	54,226	99,877	—	102,362	3,528	
Residential loans	96,393	96,393	—	73,993	3,447	
Home equity lines of credit	—	—	—	2,567	123	
	<b>\$ 2,870,893</b>	<b>\$ 3,343,122</b>	<b>\$ —</b>	<b>\$ 3,388,501</b>	<b>\$ 146,254</b>	
With an allowance recorded:						
Commercial loans	\$ 103,872	\$ 145,712	\$ 32,143	\$ 120,631	\$ 3,372	
Commercial real estate loans	2,107,490	2,419,415	678,488	2,141,572	30,266	
Consumer loans	50,945	50,944	50,945	52,325	3,098	
Residential loans	225,404	225,404	66,493	229,050	12,624	
Home equity loans of credit	—	—	—	—	—	
	<b>\$ 2,487,710</b>	<b>\$ 2,841,475</b>	<b>\$ 828,069</b>	<b>\$ 2,543,578</b>	<b>\$ 49,360</b>	
Total:						
Commercial loans	\$ 1,593,384	\$ 1,635,223	\$ 32,143	\$ 1,923,988	\$ 106,112	
Commercial real estate loans	2,862,655	4,076,756	678,488	3,547,795	66,682	
Consumer loans	105,171	150,822	50,945	154,687	6,626	
Residential loans	321,797	321,797	66,493	303,043	16,071	
Home equity lines of credit	—	—	—	2,567	123	
	<b>\$ 4,883,006</b>	<b>\$ 6,184,597</b>	<b>\$ 828,069</b>	<b>\$ 5,932,079</b>	<b>\$ 195,614</b>	

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**NOTE 3: LOANS (CONTINUED)**

**Impaired Loans (Continued)**

**2013**

	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:					
Commercial loans	\$ 1,600,147	\$ 1,604,804	\$ —	\$ 2,021,475	\$ 100,153
Commercial real estate loans	557,234	557,235	—	602,855	31,753
Consumer loans	76,747	120,762	—	48,584	2,501
Residential loans	—	—	—	—	—
Home equity lines of credit	—	—	—	—	—
	<u>\$ 2,234,128</u>	<u>\$ 2,282,801</u>	<u>\$ —</u>	<u>\$ 2,672,914</u>	<u>\$ 134,407</u>
With an allowance recorded:					
Commercial loans	\$ 290,126	\$ 423,183	\$ 259,189	\$ 395,385	\$ 13,571
Commercial real estate loans	3,098,318	3,537,608	620,300	3,069,520	71,065
Consumer loans	25,735	31,277	1,322	4,439	346
Residential loans	231,930	231,930	70,160	165,287	9,570
Home equity loans of credit	53,846	53,846	53,846	9,325	1,634
	<u>\$ 3,699,955</u>	<u>\$ 4,277,844</u>	<u>\$ 1,004,817</u>	<u>\$ 3,643,955</u>	<u>\$ 96,186</u>
Total:					
Commercial loans	\$ 1,954,029	\$ 1,907,323	\$ 259,189	\$ 2,296,196	\$ 113,724
Commercial real estate loans	3,076,464	4,215,507	620,300	3,793,038	102,818
Consumer loans	102,482	205,885	1,322	62,348	4,481
Residential loans	231,930	231,930	70,160	165,287	9,570
Home equity lines of credit	53,846	—	53,846	—	—
	<u>\$ 5,418,751</u>	<u>\$ 6,560,645</u>	<u>\$ 1,004,817</u>	<u>\$ 6,316,869</u>	<u>\$ 230,593</u>

**Troubled Debt Restructurings**

The tables below summarize the Company's troubled debt restructurings before and after modifications for the years ended December 31:

**2014**

	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Troubled Debt Restructurings:			
Commercial real estate loans	1	\$ 135,444	\$ 135,444
Residential loans	1	97,891	97,891

**2013**

	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Troubled Debt Restructurings:			
Commercial loans	1	\$ 67,573	\$ 67,573
Commercial real estate loans	1	620,501	620,501
Consumer loans	5	158,181	158,181
Residential loans	1	72,000	72,000

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### NOTE 3: LOANS (CONTINUED)

#### Troubled Debt Restructurings (Continued)

The commercial, commercial real estate, consumer, and residential loans were modified by lowering the stated interest rates and/or extending the terms of the original loans. No principal reductions were made. Additional interest income of \$76,697 and \$43,553 would have been recognized for the years ended December 31, 2014 and 2013, respectively, at the original interest rate as compared to the adjusted interest rate on the commercial, commercial real estate, consumer, and residential loans.

The Company had payment defaults on seven troubled debt restructuring contracts during 2014 comprised of three commercial loans totaling \$309,443, three commercial real estate loans totaling \$120,775, and one consumer loan totaling \$6,286. The Company had payment defaults on four troubled debt restructuring contracts during 2013 comprised of three commercial loans and one consumer loan totaling \$265,225 and \$19,664, respectively.

### NOTE 4: PREMISES AND EQUIPMENT

Major classifications of premises and equipment are summarized as follows:

	<u>2014</u>	<u>2013</u>
Land and land improvements	\$ 1,561,926	\$ 1,561,926
Building and leasehold improvements	2,903,214	2,903,214
Furniture, fixtures, and equipment	1,838,070	1,736,677
	<u>6,303,210</u>	<u>6,201,817</u>
Less accumulated depreciation	(2,365,544)	(2,225,298)
<b>Total</b>	<u>\$ 3,937,666</u>	<u>\$ 3,976,519</u>

Depreciation charged to operations was \$140,246 in 2014 and \$142,444 in 2013.

### NOTE 5: DEPOSITS

Time deposits at December 31, 2014, mature \$43,417,454, \$14,825,733, \$5,104,587, \$5,045,841, \$3,240,849, and \$1,319,027 during 2015, 2016, 2017, 2018, 2019, 2020 and thereafter, respectively.

Time deposits include certificates of deposit and other time deposits in denominations of \$100,000 or more. Such deposits aggregated \$1,337,771 and \$2,842,920 at December 31, 2014 and 2013, respectively.

The aggregate amount of time deposit accounts that meet or exceed the FDIC insurance limit of \$250,000 totaled \$264,243 and \$1,276,618 at December 31, 2014 and 2013, respectively.

Included in certificates of deposit at December 31, 2014 and 2013, were \$23,141,712 and \$24,925,296, respectively, obtained through the Certificate of Deposit Account Registry Services (CDARS). This service allows deposit customers to maintain fully insured balances in excess of the \$250,000 FDIC insurance limit without the inconvenience of having multi-banking relationships. Under the reciprocal program, which the Company is currently participating in, customers agree to allow the Company to place their deposits with participating banks in the CDARS program, in insurable amounts under \$250,000. In exchange, other banks in the program agree to place their deposits with Portage Community Bank, also in insurable amounts under \$250,000.

Related-party deposits were \$1,003,969 and \$1,157,200 at December 31, 2014 and 2013, respectively.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**NOTE 6: FHLB ADVANCES**

The following table sets forth information concerning other borrowings with the FHLB:

Description	Maturity range		Weighted- average interest rate	At December 31,	
	from	to		2014	2013
Mortgage match - amortizing	03/01/18	11/01/29	1.93%	\$ 12,409,903	\$ 9,631,568
Mortgage match - non-amortizing	01/06/15	02/06/19	4.30%	6,950,042	6,136,822
<b>Total</b>			2.78%	<u>\$ 19,359,945</u>	<u>\$ 15,768,390</u>

At December 31, 2014, the Bank had a cash management line of credit enabling it to borrow up to \$15.0 million from the Federal Home Loan Bank of Cincinnati (“FHLB”). The line of credit must be renewed on an annual basis. There were no borrowings from the line of credit outstanding as of December 31, 2014 and December 31, 2013. The Bank has a remaining borrowing capacity of \$30.4 million at December 31, 2014.

Borrowings from FHLB are secured with a blanket security agreement and required investment in FHLB member bank stock. As part of the security agreement, the Bank maintains unencumbered qualifying assets (principally 1-4 family residential mortgage loans) in an amount at least as much as the advances from the FHLB. Additionally, the Bank’s FHLB stock of \$876,600 at December 31, 2014 and 2013, respectively, is pledged to secure these advances. Maturities over the next five years and thereafter were as follows:

Year Ending December 31,	Amount	Weighted- Average Rate
2015	\$ 5,575,031	2.56 %
2016	5,467,468	1.82
2017	1,974,524	1.72
2018	2,009,706	1.70
2019	1,135,063	1.68
Thereafter	<u>3,198,153</u>	1.24
Total	<u>\$ 19,359,945</u>	2.78 %

Monthly principal and interest payments are due on the mortgage match fixed rate amortizing borrowings; additionally, a 5 percent, 10 percent, or up to 20 percent principal curtailment is due on each borrowing’s anniversary date. Monthly interest payments are due on the mortgage match fixed rate non-amortizing borrowings and principal payments are paid in total at maturity.

The Company and Bank each maintain a \$1,000,000 unsecured line of credit with another financial institution. No amounts were outstanding under these lines of credit at December 31, 2014 and 2013.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**NOTE 7: SUBORDINATED DEBENTURES**

In March 2004, Portage Bancshares Capital Trust I, a trust formed by the Company, issued \$2,500,000 of floating rate, trust preferred securities as part of a pooled offering of such securities. The Company issued \$2,450,000 subordinated debentures to the trust in exchange for the proceeds of the offering. The debentures and related debt issuance costs represent the sole assets of the trust. The trust is not consolidated with the Company's financial statements, but rather the subordinated debentures are shown as a liability. The trust preferred securities must be redeemed no later than April 23, 2034. The Company had the option to call the trust preferred securities at par at five years from date of issuance. The subordinated debentures are also redeemable in whole or in part from time to time, upon the occurrence of specific events defined within the trust indenture. The Company has the option to defer interest payments on the subordinated debentures from time to time for a period not to exceed five consecutive years. The subordinated debentures may be included in Tier I capital with certain limitations applicable under current regulatory guidelines and interpretations.

The interest rate on the trust preferred securities and the subordinated debentures is computed as the three-month London Interbank Offering Rate (LIBOR) plus 285 points. At December 31, 2014 and 2013, this equated to 3.10 percent and 3.09 percent, respectively.

**NOTE 8: INCOME TAXES**

The provision for federal income taxes consists of:

	<b>2014</b>	<b>2013</b>
Current payable	\$ 768,223	\$ 716,377
Deferred	18,247	(12,185)
<b>Total provision</b>	<b>\$ 786,470</b>	<b>\$ 704,192</b>

No valuation allowance was established at December 31, 2014 and 2013, in view of the Company's ability to carryback to taxes paid in previous years and certain tax strategies, coupled with the anticipated future taxable income as evidenced by the Company's earnings potential. The tax effects of deductible and taxable temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities are as follows:

	<b>2014</b>	<b>2013</b>
Deferred tax assets:		
Allowance for loan losses	\$ 706,524	\$ 795,800
Accrued expenses and employee benefits	414,012	324,806
Unrealized loss on available-for-sale securities	—	167,411
Deferred loan fees	75,334	55,794
Stock-based compensation	89,946	92,312
Other	39,169	48,269
Deferred tax assets	<u>1,321,985</u>	<u>1,484,392</u>
Deferred tax liabilities:		
Depreciation	111,931	94,549
Unrealized gain on available-for-sale securities	244,171	—
Federal Home Loan Bank stock dividends	45,526	45,526
Prepaid expenses	16,515	12,568
Security accretion	3,251	1,329
Deferred tax liabilities	<u>421,394</u>	<u>153,972</u>
Net deferred tax assets	<u>\$ 900,591</u>	<u>\$ 1,330,420</u>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**NOTE 8: INCOME TAXES (CONTINUED)**

The reconciliation between the federal statutory rate and the Company's effective consolidated income tax rate is as follows:

	<u>2014</u>		<u>2013</u>	
	Amount	% of Pretax Income	Amount	% of Pretax Income
Provision at statutory rate	\$ 1,021,747	34.0 %	\$ 904,089	34.0 %
Tax-exempt interest	(181,794)	(6.0)	(149,517)	(5.6)
Earnings on bank-owned life insurance	(60,090)	(2.0)	(62,308)	(2.3)
Other	6,607	0.2	11,928	0.4
Actual tax expense and effective rate	<u>\$ 786,470</u>	<u>26.2 %</u>	<u>\$ 704,192</u>	<u>26.5 %</u>

The Company prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Benefits from tax positions should be recognized in the financial statements only when it is more likely than not that the tax position will be sustained upon examination by the appropriate taxing authority that would have full knowledge of all relevant information. A tax position that meets the more-likely-than-not recognition threshold is measured at the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement. Tax positions that previously failed to meet the more-likely-than-not recognition threshold should be recognized in the first subsequent financial reporting period in which that threshold is met. Previously recognized tax positions that no longer meet the more-likely-than-not recognition threshold should be derecognized in the first subsequent financial reporting period in which that threshold is no longer met.

There is currently no liability for uncertain tax positions and no known unrecognized tax benefits. The Bank recognizes, when applicable, interest and penalties related to unrecognized tax benefits in the income taxes in the Consolidated Statement of Income. With few exceptions, the Bank is no longer subject to U.S. federal income tax examinations by tax authorities for years before 2011.

**NOTE 9: EMPLOYEE BENEFITS**

**401(k) Plan**

The Company sponsors a 401(k) plan covering substantially all employees. The Company matches contributions at the rate of 100 percent of each participant's voluntary contributions, limited to a maximum of 6 percent of a covered employee's annual compensation. In addition to the Company's matching contribution, a profit sharing contribution to the plan can be made at the discretion of the Board. Employee voluntary contributions and employers' matching contributions are vested immediately. The expense related to the plan was \$174,592 and \$165,158 for the years ended December 31, 2014 and 2013, respectively.

**Supplemental Retirement Plan**

The Company sponsors a supplemental retirement plan ("SERP") which covers several key members of management. Participants will receive annually a percentage of their base compensation at the time of their retirement for a maximum of ten years. The liability recorded at December 31, 2014 and 2013, was \$1,025,975 and \$840,645, respectively. The expense related to the plan was \$211,539 and \$202,412 for 2014 and 2013, respectively. Distributions to participants were \$26,209 in 2014 and 2013, respectively.



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**NOTE 9: EMPLOYEE BENEFITS (CONTINUED)**

**Director Deferral Plan**

The Company sponsors a director deferral plan to provide post-separation payments to participating directors who elect to defer their directors' fees. The plan allows participating directors to defer a portion or all director fees during any plan year. The participants' deferral account balance within the plan is credited annually with interest, based on the Bank's return on equity on a tax-deferred basis. The liability recorded at December 31, 2014 and 2013, was \$191,708 and \$114,668, respectively. The expense related to the plan was \$70,040 and \$68,383 for 2014 and 2013, respectively.

**Stock Option Plan**

The Company has a fixed director and employee stock-based compensation plan. Under the plan, the Company may grant options for up to 200,000 shares of common stock. The exercise price for the purchase of shares subject to a stock option may not be less than 100 percent of the fair market value of the shares covered by the option on the date of the grant. The term of stock options will not exceed ten years from the date of grant. Vesting occurs at 20 percent per year of service.

The following table presents share data related to the outstanding options:

	2014	Weighted-Average Exercise Price	2013	Weighted-Average Exercise Price
Outstanding, January 1	94,009	\$ 50.09	110,092	\$ 47.53
Granted	6,790	77.00	750	71.50
Exercised	(16,768)	41.40	(13,751)	32.10
Forfeited	(100)	45.00	(3,082)	44.12
Outstanding, December 31	<u>83,931</u>	\$ 54.01	<u>94,009</u>	\$ 50.09
Exercisable at year-end	<u>74,561</u>	\$ 51.47	<u>90,459</u>	\$ 49.44

The following table summarizes the characteristics of stock options at December 31, 2014:

Grant Date	Exercise Price	<i>Outstanding</i>			<i>Exercisable</i>		
		Shares	Remaining Average Life	Average Exercise Price	Shares	Average Exercise Price	
6/15/2005	\$ 42.25	9,300	0.45	\$ 42.25	9,300	\$ 42.25	
11/16/2005	45.00	14,156	0.87	45.00	14,156	45.00	
1/24/2007	50.00	23,160	2.06	50.00	23,160	50.00	
10/22/2008	58.50	25,675	3.81	58.50	25,675	58.50	
1/24/2011	63.10	2,400	6.06	63.10	1,440	63.10	
1/25/2012	67.65	1,700	7.07	67.65	680	67.65	
1/31/2013	71.50	750	8.08	71.50	150	71.50	
2/19/2014	77.00	2,050	9.14	77.00	—	77.00	
4/23/2014	77.00	4,740	9.31	77.00	—	77.00	
		<u>83,931</u>		\$ 54.01	<u>74,561</u>	\$ 51.47	

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### NOTE 10: LOAN COMMITMENTS

Some financial instruments, such as loan commitments, credit lines, letters of credit, and overdraft protection, are issued to meet customer financing needs. These are agreements to provide credit or to support the credit of others, as long as conditions established in the contract are met, and usually have expiration dates. Commitments may expire without being used. Off-balance-sheet risk to credit loss exists up to the face amount of these instruments, although material losses are not anticipated. The same credit policies are used to make such commitments as are used for loans, including obtaining collateral at exercise of the commitment. Standby letters of credit are conditional commitments issued by the Company to guarantee the performance of a customer to a third party.

The contractual amounts of financial instruments with off-balance-sheet risk at year-end were as follows:

	<b>2014</b>		<b>2013</b>	
	Fixed Rate	Variable Rate	Fixed Rate	Variable Rate
Unused business lines of credit	\$ 888,380	\$ 18,105,730	\$ 1,326,171	\$ 12,057,716
Unused construction lines of credit	686,062	345,891	1,245,520	225,120
Unused consumer lines of credit	105,154	19,384,879	98,929	18,630,694
Standby letters of credit	—	131,291	—	159,865
<b>Total</b>	<b>\$ 1,679,596</b>	<b>\$ 37,967,791</b>	<b>\$ 2,670,620</b>	<b>\$ 31,073,395</b>

Commitments to make loans are generally made for periods of 60 days or less. The fixed rate loan commitments have interest rates ranging from 2.25 percent to 18.00 percent at December 31, 2014 and December 31, 2013.

Standby letters of credit represent conditional commitments issued to guarantee performance of a customer to a third party. The coverage period for these instruments is typically a one-year period with renewal option subject to prior approval by management. Fees earned from the issuance of these letters are recognized over the coverage period. For secured letters of credit, the collateral is typically Bank deposit instruments.

### NOTE 11: REGULATORY RESTRICTIONS

#### Contingent Liabilities

The Company is involved in various legal actions from the normal course of business activities. Management believes the liability, if any; arising from such actions will not have a material adverse effect on the Company's financial position.

#### Restriction on Cash and Due From Banks

The Bank is required to maintain reserve funds in cash or on deposit with the Federal Reserve Bank. The required reserve was \$946,000 and \$903,000 for the years ended December 31, 2014 and 2013, respectively.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**NOTE 11: REGULATORY RESTRICTIONS (CONTINUED)**

**Loans**

Federal law prevents the Company from borrowing from the Bank unless the loans are secured by specific obligations. Further, such secured loans are limited in amount up to 10 percent of the Bank's common stock and capital surplus.

**Dividends**

The Bank is subject to a dividend restriction that generally limits the amount of dividends that can be paid by an Ohio state-chartered bank. Under the Ohio Banking Code, cash dividends may not exceed net profits as defined for that year, combined with retained net profits for the two preceding years less any required transfers to surplus. Under this formula, the amount available for payment of dividends in 2015 is \$4,260,740 plus 2015 profits retained up to the date of the dividend declaration.

**NOTE 12: REGULATORY MATTERS**

Federal regulations require the Company to maintain minimum amounts of capital. Specifically, each is required to maintain certain minimum dollar amounts and ratios of Total and Tier I capital to risk-weighted assets and of Tier I capital to average total assets.

In addition to the capital requirements, the Federal Deposit Insurance Corporation Improvement Act ("FDICIA") established five capital categories ranging from "well capitalized" to "critically undercapitalized." Should any institution fail to meet the requirements to be considered "adequately capitalized," it would become subject to a series of increasingly restrictive regulatory actions.

As of December 31, 2014 and 2013, the FDIC categorized the Company as well capitalized under the regulatory framework for prompt corrective action. To be classified as a well capitalized financial institution, Total risk-based, Tier I risk-based, and Tier I Leverage capital ratios must be at least 10 percent, 6 percent, and 5 percent, respectively.

The Company's actual capital ratios are presented in the following table that shows the Company's met all regulatory capital requirements. The capital position of the Bank does not significantly differ from the Company's capital position.

	<b>2014</b>		<b>2013</b>	
	Amount	Ratio	Amount	Ratio
<u>Total Capital (to Risk-Weighted Assets)</u>				
Actual	\$ 30,542,769	15.00 %	\$ 27,569,251	14.49 %
For Capital Adequacy Purposes	16,294,288	8.00	15,222,790	8.00
To Be Well Capitalized	20,367,861	10.00	19,028,488	10.00
<u>Tier I Capital (to Risk-Weighted Assets)</u>				
Actual	\$ 27,990,306	13.74 %	\$ 25,179,426	13.23 %
For Capital Adequacy Purposes	8,147,144	4.00	7,611,395	4.00
To Be Well Capitalized	12,220,716	6.00	11,417,093	6.00
<u>Tier I Capital (to Average Assets)</u>				
Actual	\$ 27,990,306	9.93 %	\$ 25,179,426	9.20 %
For Capital Adequacy Purposes	11,270,040	4.00	10,946,000	4.00
To Be Well Capitalized	14,087,550	5.00	13,682,500	5.00

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**NOTE 13: FAIR VALUE MEASUREMENTS**

The following disclosures show the hierarchal disclosure framework associated with the level of pricing observations utilized in measuring assets and liabilities at fair value. The three broad levels defined by U.S. generally accepted accounting principles are as follows:

**Level I:** Quoted prices are available in active markets for identical assets or liabilities as of the reported date.

**Level II:** Pricing inputs are other than the quoted prices in active markets, which are either directly or indirectly observable as of the reported date. The nature of these assets and liabilities includes items for which quoted prices are available but traded less frequently and items that are fair-valued using other financial instruments, the parameters of which can be directly observed.

**Level III:** Assets and liabilities that have little to no pricing observability as of the reported date. These items do not have two-way markets and are measured using management's best estimate of fair value, where the inputs into the determination of fair value require significant management judgment or estimation.

This hierarchy requires the use of observable market data when available. The following tables set forth the Company's financial assets by level within the fair value hierarchy that were measured at fair value on a recurring basis at December 31:

	<b>2014</b>			
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Fair value measurements on a recurring basis:				
Securities available for sale:				
U.S. government agency securities	\$ 5,234,179	\$ —	\$ 5,234,179	\$ —
Obligations of states and political subdivisions	24,552,157	—	24,552,157	—
Mortgage-backed securities in government-sponsored entities	18,957,001	—	18,957,001	—
<b>Total</b>	<b>\$ 48,743,337</b>	<b>\$ —</b>	<b>\$ 48,743,337</b>	<b>\$ —</b>

	<b>2013</b>			
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Fair value measurements on a recurring basis:				
Securities available for sale:				
U.S. government agency securities	\$ 6,371,676	\$ —	\$ 6,371,676	\$ —
Obligations of states and political subdivisions	21,140,539	—	21,140,539	—
Mortgage-backed securities in government-sponsored entities	26,747,672	—	26,747,672	—
<b>Total</b>	<b>\$ 54,259,887</b>	<b>\$ —</b>	<b>\$ 54,259,887</b>	<b>\$ —</b>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**NOTE 13: FAIR VALUE MEASUREMENTS (CONTINUED)**

The Company's investment securities are valued by a third-party pricing service commonly used in the banking industry utilizing observable inputs. The pricing provider utilizes evaluated pricing models that vary based on asset class. These models incorporate available market information including quoted prices of investment securities with similar characteristics and, because many fixed-income investment securities do not trade on a daily basis, apply available information through processes such as benchmark yield curves, benchmarking of like investment securities, sector groupings, and matrix pricing. In addition, model processes, such as an option adjusted spread model, are used to develop prepayment estimates and interest rate scenarios for investment securities with prepayment features.

Management uses a recognized third-party pricing service to obtain fair values for the Company's fixed income securities portfolio. Documentation is maintained as to the methodology and summary of inputs used by the pricing service for the various types of securities, and management notes that the servicer maximizes the use of relevant observable inputs and minimizes the use of unobservable inputs. Management does not have access to all of the individual specific assumptions and inputs used for each security. The significant observable inputs include benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers, and reference data including market research publications.

Based on management's review of the methodology and summary of inputs used, management has concluded these assets are properly classified as Level 2 assets.

The following tables set forth the Company's financial and non-financial assets by level within the fair value hierarchy that were measured at fair value on a non-recurring basis at December 31:

**2014**

	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Impaired loans	\$ 4,054,937	\$ —	\$ —	\$ 4,054,937
Other real estate owned	128,718	—	—	128,718

**2013**

	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Impaired loans	\$ 4,413,934	\$ —	\$ —	\$ 4,413,934
Other real estate owned	106,241	—	—	106,241

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**NOTE 13: FAIR VALUE MEASUREMENTS (CONTINUED)**

Impaired loans that are collateral-dependent are written down to fair value through the establishment of specific reserves. Techniques used to value the collateral that secures the impaired loan include: quoted market prices for identical assets classified as Level I inputs and observable inputs, employed by certified appraisers, for similar assets classified as Level II inputs. In cases where valuation techniques included inputs that are unobservable and are based on estimates and assumptions developed by management based on the best information available under each circumstance, the asset valuation is classified as Level III input.

Other real estate owned (“OREO”) is measured at fair value, less cost to sell at the date of the foreclosure, establishing a new cost basis. Subsequent to foreclosure, valuations are periodically performed by management. The assets are carried at fair value, less cost to sell. Income and expense from operations and changes in valuation allowance are included in the net expenses from OREO.

The following tables present additional quantitative information about assets measured at fair value on a nonrecurring basis for which the Company has utilized Level III inputs to determine fair value at December 31 2014 and 2013, respectively:

	Fair Value	Valuation Technique	Unobservable Inputs	Range (Weighted Averages)
Impaired loans (collateral-dependent)	\$ 4,054,937	Appraisal of collateral (1)	Appraisal adjustments (2)	0% - 44% (33.49%)
Other real estate owned	128,718	Appraisal of collateral (1), (3)	Appraisal adjustments (2)	9%

	Fair Value	Valuation Technique	Unobservable Inputs	Range (Weighted Averages)
Impaired loans (collateral-dependent)	\$ 4,413,934	Appraisal of collateral (1)	Appraisal adjustments (2)	0% - 29% (26.54%)
Other real estate owned	106,241	Appraisal of collateral (1), (3)	Appraisal adjustments (2)	9%

(1) Fair value is generally determined through independent appraisals of the underlying collateral, which include various Level III inputs which are not identifiable.

(2) Appraisals may be adjusted by management for qualitative factors such as economic conditions, aging, and/or estimated liquidation expenses incurred when selling collateral. The range and weighted average of appraisal adjustments and liquidation expenses are presented as a percentage of the appraisal.

(3) Includes qualitative adjustments by management and estimated liquidation expenses.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**14: FAIR VALUE DISCLOSURE OF FINANCIAL INSTRUMENTS**

The estimated fair value of the Company's financial instruments at December 31 is as follows:

**2014**

	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value
<b>Financial assets:</b>					
Cash and cash equivalents	\$ 7,377,469	\$ 7,377,469	\$ —	\$ —	\$ 7,377,469
Investment securities available for sale	48,743,337	—	48,743,337	—	48,743,337
Loans held for sale	910,063	910,063	—	—	910,063
Net loans	209,372,481	—	—	214,428,037	214,428,037
Bank-owned life insurance	6,461,484	6,461,484	—	—	6,461,484
Regulatory stock	1,240,250	1,240,250	—	—	1,240,250
Accrued interest receivable	735,879	735,879	—	—	735,879
<b>Financial liabilities:</b>					
Deposits	\$ 227,967,804	\$ 155,014,313	\$ —	\$ 73,512,003	\$ 228,526,316
Federal Home Loan Bank advances	19,359,945	—	—	19,583,440	19,583,440
Subordinated debentures	2,450,000	—	—	1,960,000	1,960,000
Accrued interest payable	114,482	114,482	—	—	114,482

**2013**

	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value
<b>Financial assets:</b>					
Cash and cash equivalents	\$ 11,562,318	\$11,562,318	\$ —	\$ —	\$ 1,562,318
Investment securities available for sale	54,259,887	—	54,259,887	—	54,259,887
Loans held for sale	232,002	232,002	—	—	232,002
Net loans	191,078,129	—	—	197,181,000	197,181,000
Bank-owned life insurance	6,284,748	6,284,748	—	—	6,284,748
Regulatory stock	1,240,250	1,240,250	—	—	1,240,250
Accrued interest receivable	764,906	764,906	—	—	764,906
<b>Financial liabilities:</b>					
Deposits	\$ 226,650,700	\$ 148,931,919	\$ —	\$ 78,519,000	\$ 227,450,919
Federal Home Loan Bank advances	15,768,390	—	—	16,216,371	16,216,371
Subordinated debentures	2,450,000	—	—	1,715,000	1,715,000
Accrued interest payable	115,588	115,588	—	—	115,588

## **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

### **NOTE 14: FAIR VALUE DISCLOSURE OF FINANCIAL INSTRUMENTS (CONTINUED)**

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

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

If no readily available market exists, the fair value estimates for financial instruments should be based upon management's judgment regarding current economic conditions, interest rate risk, expected cash flows, future estimated losses, and other factors as determined through various option pricing formulas or simulation modeling. As many of these assumptions result from judgments made by management based upon estimates which are inherently uncertain, the resulting estimated fair values may not be indicative of the amount realizable in the sale of a particular financial instrument. In addition, changes in assumptions on which the estimated fair values are based may have a significant impact on the resulting estimated fair values.

As certain assets such as deferred tax assets and premises and equipment are not considered financial instruments, the estimated fair value of financial instruments would not represent the full value of the Company.

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

#### **Cash and Cash Equivalents, Regulatory Stock, Accrued Interest Receivable, and Accrued Interest Payable**

The fair value is equal to the current carrying value.

#### **Investment Securities Available for Sale**

The fair value of investment securities available for sale is equal to the available quoted market price. If no quoted market price is available, fair value is estimated using the quoted market price for similar securities.

#### **Loans Held for Sale**

The carrying amount of loans held for sale is the amount funded and approximates fair value due to the insignificant time between origination and date of sale.

#### **Net Loans**

The fair value is estimated by discounting the future cash flows using a simulation model that estimates future cash flows through the utilization of current market inputs at which loans with similar terms and qualities would be made to borrowers of similar credit quality. Where quoted market prices were available, primarily for certain residential mortgage loans, such market rates were utilized as estimates of fair value.

#### **Bank-Owned Life Insurance**

The fair value is equal to the cash surrender value of the life insurance policies.



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### NOTE 14: FAIR VALUE DISCLOSURE OF FINANCIAL INSTRUMENTS (CONTINUED)

#### Deposits, Federal Home Loan Bank Advances, and Subordinated Debentures

Demand, savings, and money market deposit accounts are valued at the amount payable on demand as of year-end. Fair value for time deposits, Federal Home Loan Bank advances, and subordinated debentures is estimated by discounting the future cash flows using a simulation model which estimates future cash flows and constructs discount rates that consider reinvestment opportunities, operating expenses, noninterest income, credit quality, and prepayment risk.

#### Commitments to Extend Credit

These financial instruments are generally not subject to sale, and estimated fair values are not readily available. The carrying value, represented by the net deferred fee arising from the unrecognized commitment or letter of credit, and the fair value, determined by discounting the remaining contractual fee over the term of the commitment using fees currently charged to enter into similar agreements with similar credit risk, are not considered material for disclosure. The contractual amounts of unfunded commitments and letters of credit are presented in Note 10.

### NOTE 15: ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The following tables present the changes in accumulated other comprehensive income (loss) by component net of tax for the years ended December 31, 2014 and 2013:

	Net Unrealized Gains (Losses) on <u>Investment Securities</u>
Accumulated other comprehensive loss, January 1, 2014	\$ (324,973)
Other comprehensive income before reclassification, net of tax	797,853
Amount reclassified from accumulated other comprehensive income	1,100
Total other comprehensive income	<u>798,953</u>
Accumulated other comprehensive income, December 31, 2014	<u>473,980</u>

	Net Unrealized Gains (Losses) on <u>Investment Securities</u>
Accumulated other comprehensive loss, January 1, 2013	\$ 695,567
Other comprehensive income before reclassification, net of tax	(1,020,540)
Accumulated other comprehensive loss, December 31, 2013	<u>(324,973)</u>

The following table presents significant amounts reclassified out of accumulated other comprehensive income for the year ended December 31, 2014:

	Amount Reclassified from Accumulated Other <u>Comprehensive Income (Loss)</u>
Details about other comprehensive income:	
Investment securities losses, net	\$ 1,667
Income tax expense	(567)
	<u>1,100</u>

There were no reclassifications out of accumulated other comprehensive income (loss) during the year ended December 31, 2013.

## **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

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### **NOTE 16: SUBSCRIPTION AND SHARE PURCHASE AGREEMENT**

The Company offered shares of no par common stock for purchase through the terms of the Agreement entered into on October 29, 2014 and ending on December 23, 2014. The Agreement allowed the Company to sell up to 10,000 shares of common stock at an offering price of \$80.45 per share to a limited number of offerees. The minimum purchase by a subscriber was 375 shares. Through the Agreement, the Company sold 7,350 shares of its common stock and received proceeds of \$587,877, net of offering expenses of \$3,431.

The Company offered shares of no par common stock for purchase through the terms of the Agreement entered into on August 1, 2013 and ending on October 28, 2013. The Agreement allowed the Company to sell up to 10,000 shares of common stock at an offering price of \$74.30 per share to a limited number of offerees. The minimum purchase by a subscriber was 400 shares. Through the Agreement, the Company sold 5,725 shares of its common stock and received proceeds of \$419,716, net of offering expenses of \$5,651.

### **NOTE 17: SUBSEQUENT EVENTS**

The Company assessed events occurring subsequent to December 31, 2014, through April 8, 2015, for potential recognition and disclosure in the consolidated financial statements. No events have occurred that would require additional adjustments to or disclosure in the consolidated financial statements, which were issued on April 8, 2015.

## PORTAGE BANCSHARES, INC.

### Officers

**Margaret F. Medzie**

*President*

**Thomas S. Siciliano**

*Treasurer*

**Timothy E. Crock**

*Secretary*

## PORTAGE COMMUNITY BANK

### Directors

**Thomas S. Siciliano**

*Chairman of the Board*

**Timothy E. Crock**

*Vice Chairman of the Board*

**Dr. Aaron A. Moats**

*Director*

**Richard J. Coe**

*Director*

**Kevin T. Lewis**

*Director*

**Dr. Emilio D. Ferrara**

*Director*

**James V. Damicone**

*Director*

**Richard L. Leonard**

*Director*

**Margaret F. Medzie**

*Director*

## DIVISIONAL RESPONSIBILITIES

**Adam B. Rubin**

*Vice President, Mortgage Lending Division*

**Dennis P. Juvan**

*Registered Representative*

*Portage Community Financial Services*

## PORTAGE COMMUNITY BANK

### Officers

**Richard J. Coe**

*Chief Executive Officer*

**Kevin T. Lewis**

*President & Chief Lending Officer*

**Donald D. Herman**

*Vice President & Chief Financial Officer*

**Constance M. Bennett**

*Vice President & Chief Operations Officer*

**Jill M. Conard**

*Vice President, Main Office Administrator*

**Dominic Bellino**

*Vice President, Loan Operations*

**Deborah A. Bish**

*Vice President, Commercial Lending*

**Douglas L. Blay**

*Vice President, Commercial Lending*

**Thomas K. Cargo**

*Vice President, Commercial Lending*

**Karen L. Duffy**

*Vice President, Kent Office Manager*

**Robert S. Standardi**

*Vice President, Controller*

**Tracy L. Cettomai**

*Assistant Vice President, Consumer Lending*

**Grace H. Beers**

*Compliance Officer*

**Thomas M. Biltz**

*Loan Operations Officer*

**Pamela M. England**

*Marketing Officer*

**Shelly K. Feciuch**

*Loan Operations Officer*

**Marissa L. Platt**

*Mortgage Lending Underwriting Officer*

**Carolyn S. Reagan**

*Consumer Lending Officer*

**Michelle A. Spellman**

*Operations Officer*

