

CENTURY BANCORP INC  
Form 10-Q  
November 07, 2016  
[Table of Contents](#)

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

**FORM 10-Q**

(Mark One)

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

**For the quarterly period ended September 30, 2016.**

**or**

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

**Commission file number: 0-15752**

**CENTURY BANCORP, INC.**

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

**COMMONWEALTH OF MASSACHUSETTS**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**04-2498617**  
**(I.R.S. Employer**  
**Identification No.)**

**400 MYSTIC AVENUE, MEDFORD, MA**  
**(Address of principal executive offices)**  
**(781) 391-4000**

**02155**  
**(Zip Code)**

**(Registrant's telephone number, including area code)**

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), (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, or a non-accelerated filer. (See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act). (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

As of October 31, 2016, the Registrant had outstanding:

Class A Common Stock, \$1.00 par value	3,600,729 Shares
Class B Common Stock, \$1.00 par value	1,967,180 Shares

**Table of Contents****Century Bancorp, Inc.**

	Index	Page Number
<b>Part I</b>	<b><u>Financial Information</u></b>	
	<u>Forward Looking Statements</u>	3
Item 1.	<u>Financial Statements (unaudited)</u>	
	<u>Consolidated Balance Sheets: September 30, 2016 and December 31, 2015</u>	4
	<u>Consolidated Statements of Income: Three Months and Nine Months Ended September 30, 2016 and 2015</u>	5
	<u>Consolidated Statements of Comprehensive Income: Three Months and Nine Months Ended September 30, 2016 and 2015</u>	6
	<u>Consolidated Statements of Changes in Stockholders' Equity: Nine Months Ended September 30, 2016 and 2015</u>	7
	<u>Consolidated Statements of Cash Flows: Nine Months Ended September 30, 2016 and 2015</u>	8
	<u>Notes to Consolidated Financial Statements</u>	9-30
Item 2.	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	30-41
Item 3.	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	42
Item 4.	<u>Controls and Procedures</u>	42
<b>Part II.</b>	<b><u>Other Information</u></b>	
Item 1.	<u>Legal Proceedings</u>	43
Item 1A.	<u>Risk Factors</u>	43
Item 2.	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	43
Item 3.	<u>Defaults Upon Senior Securities</u>	43
Item 4.	<u>Mine Safety Disclosures</u>	43
Item 5.	<u>Other Information</u>	43
Item 6.	<u>Exhibits</u>	43
	<u>Signatures</u>	44
<b>Exhibits</b>	Ex-31.1	
	Ex-31.2	
	Ex-32.1	
	Ex-32.2	
	Ex-101 Instance Document	
	Ex-101 Schema Document	
	Ex-101 Calculation Linkbase Document	
	Ex-101 Labels Linkbase Document	
	Ex-101 Presentation Linkbase Document	
	Ex-101 Definition Linkbase Document	

**Table of Contents**

**Forward Looking Statements**

Except for the historical information contained herein, this Quarterly Report on Form 10-Q may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 as amended and Section 21E of the Securities Exchange Act of 1934 as amended. Investors are cautioned that forward-looking statements are inherently uncertain. Actual performance and results of operations may differ materially from those projected or suggested in the forward-looking statements due to certain risks and uncertainties, including, without limitation, (i) the fact that the Company's success is dependent to a significant extent upon general economic conditions in New England, (ii) the fact that the Company's earnings depend to a great extent upon the level of net interest income (the difference between interest income earned on loans and investments and the interest expense paid on deposits and other borrowings) generated by the Bank and thus the Bank's results of operations may be adversely affected by increases or decreases in interest rates, (iii) the fact that the banking business is highly competitive and the profitability of the Company depends upon the Bank's ability to attract loans and deposits within its market area, where the Bank competes with a variety of traditional banking and other institutions such as credit unions and finance companies, and (iv) the fact that a significant portion of the Company's loan portfolio is comprised of commercial loans, exposing the Company to the risks inherent in loans based upon analyses of credit risk, the value of underlying collateral, including real estate, and other more intangible factors, which are considered in making commercial loans. Accordingly, the Company's profitability may be negatively impacted by errors in risk analyses, and by loan defaults, and the ability of certain borrowers to repay such loans may be adversely affected by any downturn in general economic conditions. These factors, as well as general economic and market conditions, may materially and adversely affect the market price of shares of the Company's common stock. Because of these and other factors, past financial performance should not be considered an indicator of future performance. The forward-looking statements contained herein represent the Company's judgment as of the date of this Form 10-Q, and the Company cautions readers not to place undue reliance on such statements.

**Table of Contents****PART I Item 1****Century Bancorp, Inc.****Consolidated Balance Sheets (unaudited)****(In thousands, except share data)**

	September 30, 2016	December 31, 2015
<b>Assets</b>		
Cash and due from banks	\$ 58,975	\$ 52,877
Federal funds sold and interest-bearing deposits in other banks	159,900	167,847
Total cash and cash equivalents	218,875	220,724
Short-term investments	3,241	3,233
Securities available-for-sale, amortized cost \$526,762 and \$404,977, respectively	526,132	404,623
Securities held-to-maturity, fair value \$1,589,183 and \$1,438,960, respectively	1,565,191	1,438,903
Federal Home Loan Bank of Boston stock, at cost	21,148	28,807
Loans, net:		
Commercial and industrial	549,290	452,235
Municipal	145,063	85,685
Construction and land development	19,522	27,421
Commercial real estate	692,778	721,506
Residential real estate	222,881	255,346
Home equity	200,085	178,020
Consumer and other	11,474	11,323
Total loans, net	1,841,093	1,731,536
Less: allowance for loan losses	24,208	23,075
Net loans	1,816,885	1,708,461
Bank premises and equipment	23,334	24,106
Accrued interest receivable	7,597	8,002
Goodwill	2,714	2,714
Other assets	113,206	107,868
Total assets	\$ 4,298,323	\$ 3,947,441
<b>Liabilities</b>		
Deposits:		
Demand deposits	\$ 645,317	\$ 541,955
Savings and NOW deposits	1,293,995	1,070,585

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Money market accounts	<b>1,067,170</b>	989,094
Time deposits	<b>454,631</b>	473,426
<b>Total deposits</b>	<b>3,461,113</b>	3,075,060
Securities sold under agreements to repurchase	<b>214,320</b>	197,850
Other borrowed funds	<b>293,000</b>	368,000
Subordinated debentures	<b>36,083</b>	36,083
Due to broker	<b>2,252</b>	405
Other liabilities	<b>57,774</b>	55,499
<b>Total liabilities</b>	<b>4,064,542</b>	3,732,897

**Stockholders Equity**

Preferred stock \$1.00 par value; 100,000 shares authorized; no shares issued and outstanding		
Class A common stock, \$1.00 par value per share; authorized 10,000,000 shares; issued 3,600,729 shares and 3,600,729 shares, respectively	<b>3,601</b>	3,601
Class B common stock, \$1.00 par value per share; authorized 5,000,000 shares; issued 1,967,180 and 1,967,180 shares, respectively	<b>1,967</b>	1,967
Additional paid-in capital	<b>12,292</b>	12,292
Retained earnings	<b>237,616</b>	221,232
	<b>255,476</b>	239,092
Unrealized losses on securities available-for-sale, net of taxes	<b>(394)</b>	(246)
Unrealized losses on securities transferred to held-to-maturity, net of taxes	<b>(4,622)</b>	(6,896)
Pension liability, net of taxes	<b>(16,679)</b>	(17,406)
Total accumulated other comprehensive loss, net of taxes	<b>(21,695)</b>	(24,548)
<b>Total stockholders equity</b>	<b>233,781</b>	214,544
Total liabilities and stockholders equity	<b>\$ 4,298,323</b>	\$ 3,947,441

See accompanying notes to unaudited consolidated interim financial statements.

**Table of Contents****Century Bancorp, Inc.****Consolidated Statements of Income (unaudited)****(In thousands, except share data)**

	<b>Three months ended September 30,</b>		<b>Nine months ended September 30,</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
<b>Interest income</b>				
Loans	\$ 15,045	\$ 14,051	\$ 43,380	\$ 38,597
Securities held-to-maturity	8,238	8,834	24,178	26,373
Securities available-for-sale	1,439	830	3,546	2,299
Federal funds sold and interest-bearing deposits in other banks	283	35	906	328
<b>Total interest income</b>	<b>25,005</b>	<b>23,750</b>	<b>72,010</b>	<b>67,597</b>
<b>Interest expense</b>				
Savings and NOW deposits	1,083	729	2,859	2,049
Money market accounts	909	760	2,485	2,276
Time deposits	1,464	1,231	4,216	3,594
Securities sold under agreements to repurchase	122	129	363	371
Other borrowed funds and subordinated debentures	2,213	2,285	6,767	6,570
<b>Total interest expense</b>	<b>5,791</b>	<b>5,134</b>	<b>16,690</b>	<b>14,860</b>
<b>Net interest income</b>	<b>19,214</b>	<b>18,616</b>	<b>55,320</b>	<b>52,737</b>
Provision for loan losses	375		1,175	200
<b>Net interest income after provision for loan losses</b>	<b>18,839</b>	<b>18,616</b>	<b>54,145</b>	<b>52,537</b>
<b>Other operating income</b>				
Service charges on deposit accounts	1,983	1,941	5,882	5,788
Lockbox fees	759	782	2,431	2,458
Net gains on sales of securities	19	52	64	170
Gains on sales of mortgage loans	533	225	1,331	742
Other income	931	830	2,814	2,387
<b>Total other operating income</b>	<b>4,225</b>	<b>3,830</b>	<b>12,522</b>	<b>11,545</b>
<b>Operating expenses</b>				
Salaries and employee benefits	10,544	10,087	30,360	28,701



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Occupancy	<b>1,509</b>	1,499	<b>4,639</b>	4,621
Equipment	<b>772</b>	697	<b>2,087</b>	1,949
FDIC assessments	<b>343</b>	554	<b>1,503</b>	1,602
Other	<b>3,462</b>	3,263	<b>10,012</b>	9,531
Total operating expenses	<b>16,630</b>	16,100	<b>48,601</b>	46,404
Income before income taxes	<b>6,434</b>	6,346	<b>18,066</b>	17,678
Provision for income taxes	<b>(52)</b>	180	<b>32</b>	628
Net income	<b>\$ 6,486</b>	\$ 6,166	<b>\$ 18,034</b>	\$ 17,050

Share data:

Weighted average number of shares outstanding, basic				
Class A	<b>3,600,729</b>	3,600,729	<b>3,600,729</b>	3,600,729
Class B	<b>1,967,180</b>	1,967,180	<b>1,967,180</b>	1,967,180
Weighted average number of shares outstanding, diluted				
Class A	<b>5,567,909</b>	5,567,909	<b>5,567,909</b>	5,567,909
Class B	<b>1,967,180</b>	1,967,180	<b>1,967,180</b>	1,967,180
Basic earnings per share:				
Class A	<b>\$ 1.41</b>	\$ 1.35	<b>\$ 3.93</b>	\$ 3.72
Class B	<b>\$ 0.71</b>	\$ 0.67	<b>\$ 1.97</b>	\$ 1.86
Diluted earnings per share				
Class A	<b>\$ 1.16</b>	\$ 1.11	<b>\$ 3.24</b>	\$ 3.06
Class B	<b>\$ 0.71</b>	\$ 0.67	<b>\$ 1.97</b>	\$ 1.86

See accompanying notes to unaudited consolidated interim financial statements.

**Table of Contents****Century Bancorp, Inc.****Consolidated Statements of Comprehensive Income (unaudited)****(In thousands)**

	<b>Three months ended September 30,</b>	
	<b>2016</b>	<b>2015</b>
Net income	\$ 6,486	\$ 6,166
Other comprehensive income (loss), net of tax:		
Unrealized gains (losses) on securities:		
Unrealized (losses) gains arising during period	(98)	27
Less: reclassification adjustment for gains included in net income	(12)	(31)
Total unrealized (losses) gains on securities	(110)	(4)
Accretion of net unrealized losses transferred	527	935
Defined benefit pension plans:		
Amortization of prior service cost and loss included in net periodic benefit cost	242	213
Other comprehensive income	659	1,144
Comprehensive income	\$ 7,145	\$ 7,310

	<b>Nine months ended September 30,</b>	
	<b>2016</b>	<b>2015</b>
Net income	\$ 18,034	\$ 17,050
Other comprehensive income (loss), net of tax:		
Unrealized gains (losses) on securities:		
Unrealized (losses) gains arising during period	(109)	(2)
Less: reclassification adjustment for gains included in net income	(39)	(102)
Total unrealized (losses) gains on securities	(148)	(104)
Accretion of net unrealized losses transferred	2,274	2,697
Defined benefit pension plans:		
Amortization of prior service cost and loss included in net periodic benefit cost	727	639
Other comprehensive income	2,853	3,232
Comprehensive income	\$ 20,887	\$ 20,282

See accompanying notes to unaudited consolidated interim financial statements.



Table of Contents

## Century Bancorp, Inc.

## Consolidated Statements of Changes in Stockholders Equity (unaudited)

For the Nine Months Ended September 30, 2016 and 2015

	Class A Common Stock	Class B Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders Equity
	(In thousands)					
Balance at December 31, 2014	\$ 3,601	\$ 1,967	\$ 12,292	\$ 200,411	\$ (25,771)	\$ 192,500
Net income				17,050		17,050
Other comprehensive income, net of tax:						
Unrealized holding (losses) gains arising during period, net of \$68 in taxes and \$170 in realized gains					(104)	(104)
Accretion of unrealized losses on securities transferred to held-to-maturity, net of \$1,444 in taxes					2,697	2,697
Pension liability adjustment, net of \$425 in taxes					639	639
Cash dividends paid, Class A common stock, \$.36 per share				(1,296)		(1,296)
Cash dividends paid, Class B common stock, \$.18 per share				(354)		(354)
Balance at September 30, 2015	\$ 3,601	\$ 1,967	\$ 12,292	\$ 215,811	\$ (22,539)	\$ 211,132
Balance at December 31, 2015	\$ 3,601	\$ 1,967	\$ 12,292	\$ 221,232	\$ (24,548)	\$ 214,544
<b>Net income</b>				<b>18,034</b>		<b>18,034</b>
<b>Other comprehensive income, net of tax:</b>						
<b>Unrealized holding (losses) gains arising during period, net of \$128 in taxes and \$64 in realized gains</b>					<b>(148)</b>	<b>(148)</b>
<b>Accretion of unrealized losses on securities transferred to held-to-maturity, net of \$1,216 in taxes</b>					<b>2,274</b>	<b>2,274</b>
					<b>727</b>	<b>727</b>

<b>Pension liability adjustment, net of \$484 in taxes</b>							
<b>Cash dividends paid, Class A common stock, \$.36 per share</b>					(1,296)		(1,296)
<b>Cash dividends paid, Class B common stock, \$.18 per share</b>					(354)		(354)
<b>Balance at September 30, 2016</b>	<b>\$ 3,601</b>	<b>\$ 1,967</b>	<b>\$ 12,292</b>	<b>\$ 237,616</b>	<b>\$ (21,695)</b>	<b>\$</b>	<b>233,781</b>

See accompanying notes to unaudited consolidated interim financial statements.

Table of Contents

## Century Bancorp, Inc.

## Consolidated Statements of Cash Flows (unaudited)

For the Nine Months Ended September 30, 2016 and 2015

	Nine months ended September 30,	
	2016	2015
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ 18,034	\$ 17,050
Adjustments to reconcile net income to net cash provided by operating activities:		
Gain on sales of mortgage loans	(1,331)	(742)
Net gains on sales of securities	(64)	(170)
Provision for loan losses	1,175	200
Deferred income taxes	(3,143)	(1,825)
Net depreciation and amortization	2,498	2,486
Decrease (increase) in accrued interest receivable	405	(1,065)
Increase in other assets	(3,877)	(10,430)
Increase in other liabilities	3,484	1,982
Net cash provided by operating activities	17,181	7,486
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchase of short-term investments	(8)	(8)
Proceeds from redemptions of Federal Home Loan Bank of Boston stock	10,276	
Purchase of Federal Home Loan Bank of Boston stock	(2,617)	
Proceeds from calls/maturities of securities available-for-sale	206,025	163,809
Proceeds from sales of securities available-for-sale	2,376	42,716
Purchase of securities available-for-sale	(328,565)	(168,889)
Proceeds from calls/maturities of securities held-to-maturity	318,815	310,694
Proceeds from sales of securities held-to-maturity	192	
Purchase of securities held-to-maturity	(441,756)	(443,705)
Net increase in loans	(182,901)	(356,915)
Proceeds from sales of portfolio loans	74,668	48,041
Capital expenditures	(1,408)	(2,063)
Net cash used in investing activities	(344,903)	(406,320)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Net (decrease) increase in time deposits	(18,795)	23,275
Net increase in demand, savings, money market and NOW deposits	404,848	148,706
Cash dividends	(1,650)	(1,650)
Net increase (decrease) in securities sold under agreements to repurchase	16,470	(590)
Net (decrease) increase in other borrowed funds	(75,000)	37,000

Net cash provided by financing activities	<b>325,873</b>	206,741
Net decrease in cash and cash equivalents	<b>(1,849)</b>	(192,093)
Cash and cash equivalents at beginning of period	<b>220,724</b>	305,357
Cash and cash equivalents at end of period	<b>\$ 218,875</b>	\$ 113,264

**SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:**

Cash paid during the period for:

Interest	<b>\$ 16,806</b>	\$ 14,735
Income taxes	<b>2,730</b>	3,780
Change in unrealized losses on securities available-for-sale, net of taxes	<b>(148)</b>	(104)
Change in unrealized losses on securities transferred to held-to-maturity, net of taxes	<b>2,274</b>	2,697
Pension liability adjustment, net of taxes	<b>727</b>	639
Change in due to (from) to broker	<b>1,847</b>	4,430

See accompanying notes to unaudited consolidated interim financial statements.

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**Table of Contents**

**Century Bancorp, Inc.**

**Notes to Unaudited Consolidated Interim Financial Statements**

**Nine Months Ended September 30, 2016 and 2015**

**Note 1. Basis of Financial Statement Presentation**

The consolidated financial statements include the accounts of Century Bancorp, Inc. (the Company) and its wholly owned subsidiary, Century Bank and Trust Company (the Bank). The consolidated financial statements also include the accounts of the Bank's wholly owned subsidiaries, Century Subsidiary Investments, Inc. (CSII), Century Subsidiary Investments, Inc. II (CSII II), Century Subsidiary Investments, Inc. III (CSII III) and Century Financial Services Inc. (CFSI). CSII, CSII II, and CSII III are engaged in buying, selling and holding investment securities. CFSI has the power to engage in financial agency, securities brokerage, and investment and financial advisory services and related securities credit. The Company also owns 100% of Century Bancorp Capital Trust II (CBCT II). The entity is an unconsolidated subsidiary of the Company.

All significant intercompany accounts and transactions have been eliminated in consolidation. The Company provides a full range of banking services to individual, business and municipal customers in Massachusetts. As a bank holding company, the Company is subject to the regulation and supervision of the Federal Reserve Board. The Bank, a state chartered financial institution, is subject to supervision and regulation by applicable state and federal banking agencies, including the Federal Reserve Board, the Federal Deposit Insurance Corporation (the FDIC) and the Commonwealth of Massachusetts Commissioner of Banks. The Bank is also subject to various requirements and restrictions under federal and state law, including requirements to maintain reserves against deposits, restrictions on the types and amounts of loans that may be granted and the interest that may be charged thereon, and limitations on the types of investments that may be made and the types of services that may be offered. Various consumer laws and regulations also affect the operations of the Bank. In addition to the impact of regulation, commercial banks are affected significantly by the actions of the Federal Reserve Board as it attempts to control the money supply and credit availability in order to influence the economy. All aspects of the Company's business are highly competitive. The Company faces aggressive competition from other lending institutions and from numerous other providers of financial services. The Company has one reportable operating segment.

The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America and general practices within the banking industry. In preparing the financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the balance sheet and revenues and expenses for the period. Actual results could differ from those estimates. The Company's quarterly report on Form 10-Q should be read in conjunction with the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015, as filed with the Securities and Exchange Commission.

Material estimates that are susceptible to change in the near term relate to the allowance for loan losses. Management believes that the allowance for loan losses is adequate based on independent appraisals and review of other factors, including historical charge-off rates with additional allocations based on risk factors for each category and general economic factors. While management uses available information to recognize loan losses, future additions to the allowance for loan losses may be necessary based on changes in economic conditions. In addition, regulatory agencies periodically review the Company's allowance for loan losses. Such agencies may require the Company to recognize additions to the allowance for loan losses based on their judgments about information available to them at the time of their examination. Certain reclassifications are made to prior-year amounts whenever necessary to conform with the



current-year presentation.

Table of ContentsNote 2. Securities Available-for-Sale

	September 30, 2016				December 31, 2015			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value (in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Treasury	\$ 2,000	\$	\$	\$ 2,000	\$ 1,999	\$	\$ 10	\$ 1,989
U.S. Government Sponsored Enterprises	15,000	9		15,009				
SBA Backed Securities	58,496	11	162	58,345	5,983	8	2	5,989
U.S. Government Agency and Sponsored Enterprise Mortgage-Backed Securities	264,545	346	437	264,454	232,967	859	300	233,526
Privately Issued Residential Mortgage-Backed Securities	1,190	2	15	1,177	1,437	10	13	1,434
Obligations Issued by States and Political Subdivisions	180,315		404	179,911	157,838		878	56,960
Other Debt Securities	5,100	15	154	4,961	4,600	3	130	4,473
Equity Securities	116	159		275	153	99		252
<b>Total</b>	<b>\$ 526,762</b>	<b>\$ 542</b>	<b>\$ 1,172</b>	<b>\$ 526,132</b>	<b>\$ 404,977</b>	<b>\$ 979</b>	<b>\$ 1,333</b>	<b>\$ 404,623</b>

Included in U.S. Government Sponsored Enterprise Securities and U.S. Government Agency and Sponsored Enterprise Mortgage-Backed Securities are securities at fair value pledged to secure public deposits and repurchase agreements amounting to \$223,246,000 and \$220,482,000 at September 30, 2016 and December 31, 2015, respectively. Also included in securities available-for-sale are securities at fair value pledged for borrowing at the Federal Home Loan Bank of Boston amounting to \$63,351,000 and \$20,056,000 at September 30, 2016 and December 31, 2015, respectively. The Company realized gross gains of \$52,000 from the proceeds of \$2,376,000 from the sales of available-for-sale securities for the nine months ended September 30, 2016. The Company realized gross gains of \$170,000 from the proceeds of \$42,716,000 from the sales of available-for-sale securities for the nine months ended September 30, 2015.

Debt securities of Government Sponsored Enterprises primarily refer to debt securities of Fannie Mae and Freddie Mac.

The following table shows the maturity distribution of the Company's securities available-for-sale at September 30, 2016.

	<b>Amortized Cost</b>	<b>Fair Value</b>
	<b>(in thousands)</b>	
Within one year	<b>\$ 186,348</b>	<b>\$ 186,336</b>
After one but within five years	<b>203,010</b>	<b>202,873</b>
After five but within ten years	<b>130,087</b>	<b>129,948</b>
More than 10 years	<b>5,701</b>	<b>5,313</b>
Non-maturing	<b>1,616</b>	<b>1,662</b>
 Total	 <b>\$ 526,762</b>	 <b>\$ 526,132</b>

The weighted average remaining life of investment securities available-for-sale at September 30, 2016 was 3.6 years. Included in the weighted average remaining life calculation at September 30, 2016 were \$15,000,000 of U.S. Government Sponsored Enterprises obligations that are callable at the discretion of the issuer. The contractual maturities, which were used in the table above, of mortgage-backed securities, will differ from the actual maturities, due to the ability of the issuers to prepay underlying obligations.





**Table of Contents**

The following table shows the temporarily impaired securities of the Company's available-for-sale portfolio at December 31, 2015. This table shows the unrealized market loss of securities that have been in a continuous unrealized loss position for less than 12 months and a continuous loss position for 12 months or longer. There are 14 and 11 securities that are temporarily impaired for less than 12 months and for 12 months or longer, respectively, out of a total of 290 holdings at December 31, 2015.

Temporarily Impaired Investments	Less than 12 months		December 31, 2015 12 months or longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
			(in thousands)			
U.S. Treasury	\$ 1,989	\$ 10	\$	\$	\$ 1,989	\$ 10
SBA Backed Securities	1,031	2			1,031	2
U.S. Government Agency and Sponsored Enterprise Mortgage-Backed Securities	26,519	52	49,341	248	75,860	300
Privately Issued Residential Mortgage-Backed Securities			490	13	490	13
Obligations Issued by States and Political Subdivisions			3,820	878	3,820	878
Other Debt Securities	497	3	1,373	127	1,870	130
<b>Total temporarily impaired securities</b>	<b>\$ 30,036</b>	<b>\$ 67</b>	<b>\$ 55,024</b>	<b>\$ 1,266</b>	<b>\$ 85,060</b>	<b>\$ 1,333</b>

**Note 3. Investment Securities Held-to-Maturity**

	September 30, 2016				December 31, 2015			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
	(in thousands)							
U.S. Government Sponsored Enterprises	\$ 165,176	\$ 2,577	\$ 16	\$ 167,737	\$ 186,734	\$ 2,234	\$ 141	\$ 188,827
SBA Backed Securities	20,926	69		20,995				
U.S. Government Agency and Sponsored Enterprise Mortgage-Backed Securities	1,379,089	22,755	1,393	1,400,451	1,252,169	7,547	9,583	1,250,133
<b>Total</b>	<b>\$ 1,565,191</b>	<b>\$ 25,401</b>	<b>\$ 1,409</b>	<b>\$ 1,589,183</b>	<b>\$ 1,438,903</b>	<b>\$ 9,781</b>	<b>\$ 9,724</b>	<b>\$ 1,438,960</b>

Included in U.S. Government and Agency Securities are securities pledged to secure public deposits and repurchase agreements at fair value amounting to \$1,119,685,000 and \$1,004,743,000 at September 30, 2016 and December 31, 2015, respectively. Also included are securities pledged for borrowing at the Federal Home Loan Bank of Boston at fair value amounting to \$355,602,000 and \$432,965,000 at September 30, 2016 and December 31, 2015, respectively. The Company realized gross gains of \$12,000 from the proceeds of \$192,000 from the sales of securities held-to-maturity for the nine months ended September 30, 2016. The sales of securities held-to-maturity relate to certain mortgage-backed securities for which the Company had previously collected a substantial portion of its principal investment. There were no sales of held-to-maturity securities for the nine months ended September 30, 2015.

At September 30, 2016 and December 31, 2015, all mortgage-backed securities are obligations of U.S. Government Agencies and Government Sponsored Enterprises. U.S. Government Sponsored Enterprises primarily refer to debt securities of Fannie Mae and Freddie Mac.

**Table of Contents**

The following table shows the maturity distribution of the Company's securities held-to-maturity at September 30, 2016.

	<b>Amortized Cost</b>	<b>Fair Value</b>
	<b>(in thousands)</b>	
Within one year	<b>\$ 15,191</b>	<b>\$ 15,314</b>
After one but within five years	<b>1,360,309</b>	<b>1,379,055</b>
After five but within ten years	<b>186,544</b>	<b>191,613</b>
More than ten years	<b>3,147</b>	<b>3,201</b>
<b>Total</b>	<b>\$ 1,565,191</b>	<b>\$ 1,589,183</b>

The weighted average remaining life of investment securities held-to-maturity at September 30, 2016 was 3.8 years. Included in the weighted average remaining life calculation at September 30, 2016 were \$76,745,000 of U.S. Government Sponsored Enterprises obligations that are callable at the discretion of the issuer. The actual maturities, which were used in the table above, of mortgage-backed securities, will differ from the contractual maturities, due to the ability of the issuers to prepay underlying obligations.

As of September 30, 2016 and December 31, 2015, management concluded that the unrealized losses of its investment securities are temporary in nature since they are not related to the underlying credit quality of the issuers, and the Company does not intend to sell these debt securities and it is not likely that it will be required to sell these debt securities before the anticipated recovery of their remaining amortized costs. In making its other-than-temporary impairment evaluation, the Company considered the fact that the principal and interest on these securities are from issuers that are investment grade.

The unrealized loss on U.S. Government Sponsored Enterprises and U.S. Government Agency and Sponsored Enterprise Mortgage-Backed Securities related primarily to interest rates and not credit quality, and because the Company does not intend to sell any of these securities and it is not likely that it will be required to sell these securities before the anticipated recovery of the remaining amortized cost, the Company does not consider these investments to be other-than-temporarily impaired September 30, 2016 and December 31, 2015.

In evaluating the underlying credit quality of a security, management considers several factors such as the credit rating of the obligor and the issuer, if applicable. Internal reviews of issuer financial statements are performed as deemed necessary.

The following table shows the temporarily impaired securities of the Company's held-to-maturity portfolio at September 30, 2016. This table shows the unrealized market loss of securities that have been in a continuous unrealized loss position for 12 months or less and a continuous loss position for 12 months or longer. There are 33 and 15 securities that are temporarily impaired for less than 12 months and for 12 months or longer, respectively, out of a total of 357 holdings at September 30, 2016.

**September 30, 2016**

**Total**



Temporarily Impaired Investments	Less Than 12 Months		12 Months or Longer		Fair Value	Unrealized Losses
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses		
			(in thousands)			
U.S. Government Sponsored Enterprises	\$ 41,984	\$ 16	\$	\$	\$ 41,984	\$ 16
U.S. Government Agency and Sponsored Enterprise Mortgage-Backed Securities	162,780	645	57,854	748	220,634	1,393
<b>Total temporarily impaired securities</b>	<b>\$ 204,764</b>	<b>\$ 661</b>	<b>\$ 57,854</b>	<b>\$ 748</b>	<b>\$ 262,618</b>	<b>\$ 1,409</b>

**Table of Contents**

The following table shows the temporarily impaired securities of the Company's held-to-maturity portfolio at December 31, 2015. This table shows the unrealized market loss of securities that have been in a continuous unrealized loss position for less than 12 months and a continuous loss position for 12 months or longer. There are 101 and 26 securities that are temporarily impaired for less than 12 months and for 12 months or longer, respectively, out of a total of 322 holdings at December 31, 2015.

Temporarily Impaired Investments	Less Than 12 Months		December 31, 2015 12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
			(in thousands)			
U.S. Government Sponsored Enterprises	\$ 9,859	\$ 141	\$	\$	\$ 9,859	\$ 141
U.S. Government Agency and Sponsored Enterprise Mortgage-Backed Securities	626,218	6,657	123,864	2,926	750,082	9,583
<b>Total temporarily impaired securities</b>	<b>\$ 636,077</b>	<b>\$ 6,798</b>	<b>\$ 123,864</b>	<b>\$ 2,926</b>	<b>\$ 759,941</b>	<b>\$ 9,724</b>

**Note 4. Allowance for Loan Losses**

The Company maintains an allowance for loan losses in an amount determined by management on the basis of the character of the loans, loan performance, financial condition of borrowers, the value of collateral securing loans and other relevant factors.

The following table summarizes the changes in the Company's allowance for loan losses for the periods indicated.

	Three months ended		Nine months ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
	(in thousands)			
Allowance for loan losses, beginning of period	\$ 23,863	\$ 22,245	\$ 23,075	\$ 22,318
Loans charged off	(118)	(129)	(298)	(613)
Recoveries on loans previously charged-off	93	214	345	425
Net recoveries (charge-offs)	(25)	85	47	(188)
Provision charged to expense	375		1,175	200
Reclassification to other liabilities*	(5)		(89)	
<b>Allowance for loan losses, end of period</b>	<b>\$ 24,208</b>	<b>\$ 22,330</b>	<b>\$ 24,208</b>	<b>\$ 22,330</b>

\*

The reclassification relates to allowance for loan losses allocations on unused commitments that have been reclassified to other liabilities.

**Table of Contents**

Further information pertaining to the allowance for loan losses for the three months ending September 30, 2016 follows:

	<b>Construction and Commercial Land and Development Industrial</b>		<b>Municipal</b>	<b>Commercial Real Estate Residential Real Estate Consumer</b>			<b>Home Equity Unallocated</b>	<b>Total</b>	
	<b>(in thousands)</b>								
Allowance for loan losses:									
Balance at June 30, 2016	\$ 2,234	\$ 5,842	\$ 1,801	\$ 10,650	\$ 1,302	\$ 608	\$ 1,158	\$ 268	\$ 23,863
Charge-offs						(91)	(27)		(118)
Recoveries		24			2	67			93
Provision	(3)	307	(29)	(752)	624	5	155	68	375
Reclassification to other liabilities							(5)		(5)
Ending balance at September 30, 2016	\$ 2,231	\$ 6,173	\$ 1,772	\$ 9,898	\$ 1,928	\$ 589	\$ 1,281	\$ 336	\$ 24,208
Amount of allowance for loan losses for loans deemed to be impaired	\$ 4	\$ 9	\$	\$ 143	\$ 7	\$	\$	\$	\$ 163
Amount of allowance for loan losses for loans not deemed to be impaired	\$ 2,227	\$ 6,164	\$ 1,772	\$ 9,755	\$ 1,921	\$ 589	\$ 1,281	\$ 336	\$ 24,045
Loans:									
Ending balance	\$ 19,522	\$ 549,290	\$ 145,063	\$ 692,778	\$ 222,881	\$ 11,474	\$ 200,085	\$	\$ 1,841,093
Loans deemed to be impaired	\$ 95	\$ 399	\$	\$ 3,707	\$ 208	\$	\$	\$	\$ 4,409
Loans not deemed to be impaired	\$ 19,427	\$ 548,891	\$ 145,063	\$ 689,071	\$ 222,673	\$ 11,474	\$ 200,085	\$	\$ 1,836,684

Further information pertaining to the allowance for loan losses for the nine months ending September 30, 2016 follows:

	Construction and Commercial Land and Development		Commercial Industrial Municipal	Commercial Real Estate	Residential Real Estate	Consumer	Home Equity	Unallocated	Total
	(in thousands)								
Allowance for loan losses:									
Balance at December 31, 2015	\$ 2,041	\$ 5,899	\$ 994	\$ 10,589	\$ 1,320	\$ 644	\$ 1,077	\$ 511	\$ 23,075
Charge-offs						(271)	(27)		(298)
Recoveries		115			5	225			345
Provision	193	188	778	(680)	605	(6)	272	(175)	1,175
Reclassification to other liabilities	(3)	(29)		(11)	(2)	(3)	(41)		(89)
Ending balance at September 30, 2016	\$ 2,231	\$ 6,173	\$ 1,772	\$ 9,898	\$ 1,928	\$ 589	\$ 1,281	\$ 336	\$ 24,208
Amount of allowance for loan losses for loans deemed to be impaired	\$ 4	\$ 9	\$	\$ 143	\$ 7	\$	\$	\$	\$ 163
Amount of allowance for loan losses for loans not deemed to be impaired	\$ 2,227	\$ 6,164	\$ 1,772	\$ 9,755	\$ 1,921	\$ 589	\$ 1,281	\$ 336	\$ 24,045
Loans:									
Ending balance	\$ 19,522	\$ 549,290	\$ 145,063	\$ 692,778	\$ 222,881	\$ 11,474	\$ 200,085	\$	\$ 1,841,093
Loans deemed to be impaired	\$ 95	\$ 399	\$	\$ 3,707	\$ 208	\$	\$	\$	\$ 4,409
Loans not deemed to be impaired	\$ 19,427	\$ 548,891	\$ 145,063	\$ 689,071	\$ 222,673	\$ 11,474	\$ 200,085	\$	\$ 1,836,684

During the three and nine months ending September 30, 2016, the Company's provision was primarily attributable to an increase in loan balances.

**Table of Contents**

Further information pertaining to the allowance for loan losses for the three months ending September 30, 2015 follows:

	<b>Construction and Land Development</b>	<b>Commercial and Industrial</b>	<b>Municipal</b>	<b>Commercial Real Estate</b>	<b>Residential Real Estate</b>	<b>Consumer</b>	<b>Home Equity</b>	<b>Unallocated</b>	<b>Total</b>
	<b>(in thousands)</b>								
<b>Allowance for loan losses:</b>									
<b>Balance at</b>									
June 30, 2015	\$ 1,733	\$ 4,428	\$ 1,000	\$ 11,723	\$ 722	\$ 709	\$ 650	\$ 1,280	\$ 22,245
Charge-offs		(43)				(86)			(129)
Recoveries		75		80	1	58			214
Provision	126	995	117	(1,086)	115	(2)	51	(316)	
<b>Ending balance at September 30, 2015</b>	<b>\$ 1,859</b>	<b>\$ 5,455</b>	<b>\$ 1,117</b>	<b>\$ 10,717</b>	<b>\$ 838</b>	<b>\$ 679</b>	<b>\$ 701</b>	<b>\$ 964</b>	<b>\$ 22,330</b>
<b>Amount of allowance for loan losses for loans deemed to be impaired</b>									
	\$ 11	\$ 25	\$	\$ 98	\$ 36	\$	\$ 91	\$	\$ 261
<b>Amount of allowance for loan losses for loans not deemed to be impaired</b>									
	\$ 1,848	\$ 5,430	\$ 1,117	\$ 10,619	\$ 802	\$ 679	\$ 610	\$ 964	\$ 22,069
<b>Loans:</b>									
<b>Ending balance</b>									
	\$ 27,308	\$ 378,154	\$ 87,016	\$ 701,523	\$ 264,105	\$ 10,633	\$ 172,091	\$	\$ 1,640,830
<b>Loans deemed to be impaired</b>									
	\$ 100	\$ 539	\$	\$ 1,692	\$ 927	\$	\$ 91	\$	\$ 3,349
<b>Loans not deemed to be impaired</b>									
	\$ 27,208	\$ 377,615	\$ 87,016	\$ 699,831	\$ 263,178	\$ 10,633	\$ 172,000	\$	\$ 1,637,481

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Further information pertaining to the allowance for loan losses for the nine months ending September 30, 2015 follows:

	<b>Construction and Land Development</b>	<b>Commercial and Industrial</b>	<b>Municipal</b>	<b>Commercial Real Estate</b>	<b>Residential Real Estate</b>	<b>Consumer</b>	<b>Home Equity</b>	<b>Unallocated</b>	<b>Total</b>
	<b>(in thousands)</b>								
Allowance for loan losses:									
Balance at December 31, 2104	\$ 1,592	\$ 4,757	\$ 1,488	\$ 11,199	\$ 776	\$ 810	\$ 599	\$ 1,097	\$ 22,318
Charge-offs		(95)		(298)		(220)			(613)
Recoveries		147		84	5	189			425
Provision	267	646	(371)	(268)	57	(100)	102	(133)	200
Ending balance at September 30, 2015	\$ 1,859	\$ 5,455	\$ 1,117	\$ 10,717	\$ 838	\$ 679	\$ 701	\$ 964	\$ 22,330
Amount of allowance for loan losses for loans deemed to be impaired	\$ 11	\$ 25	\$	\$ 98	\$ 36	\$	\$ 91	\$	\$ 261
Amount of allowance for loan losses for loans not deemed to be impaired	\$ 1,848	\$ 5,430	\$ 1,117	\$ 10,619	\$ 802	\$ 679	\$ 610	\$ 964	\$ 22,069
Loans:									
Ending balance	\$ 27,308	\$ 378,154	\$ 87,016	\$ 701,523	\$ 264,105	\$ 10,633	\$ 172,091	\$	\$ 1,640,830
Loans deemed to be impaired	\$ 100	\$ 539	\$	\$ 1,692	\$ 927	\$	\$ 91	\$	\$ 3,349
Loans not deemed to be impaired	\$ 27,208	\$ 377,615	\$ 87,016	\$ 699,831	\$ 263,178	\$ 10,633	\$ 172,000	\$	\$ 1,637,481



**Table of Contents**

The Company utilizes a six grade internal loan rating system for commercial real estate, construction and commercial loans as follows:

Loans rated 1-3 (Pass):

Loans in this category are considered pass rated loans with low to average risk.

Loans rated 4 (Monitor):

These loans represent classified loans that management is closely monitoring for credit quality. These loans have had or may have minor credit quality deterioration as of September 30, 2016 and December 31, 2015.

Loans rated 5 (Substandard):

Substandard loans represent classified loans that management is closely monitoring for credit quality. These loans have had more significant credit quality deterioration as of September 30, 2016 and December 31, 2015.

Loans rated 6 (Doubtful):

Doubtful loans represent classified loans that management is closely monitoring for credit quality. These loans had more significant credit quality deterioration as of September 30, 2016 and December 31, 2015 and are doubtful for full collection.

Impaired:

Impaired loans represent classified loans that management is closely monitoring for credit quality. A loan is classified as impaired when it is probable that the Company will be unable to collect all amounts due.

The following table presents the Company's loans by risk rating at September 30, 2016.

	<b>Construction and Land Development</b>	<b>Commercial and Industrial</b>	<b>Municipal</b>	<b>Commercial Real Estate</b>	<b>Total</b>
	(in thousands)				
Grade:					
1-3 (Pass)	\$ 12,453	\$ 548,891	\$ 145,063	\$ 688,887	\$ 1,395,294
4 (Monitor)	6,974			184	7,158
5 (Substandard)					
6 (Doubtful)					
Impaired	95	399		3,707	4,201
<b>Total</b>	<b>\$ 19,522</b>	<b>\$ 549,290</b>	<b>\$ 145,063</b>	<b>\$ 692,778</b>	<b>\$ 1,406,653</b>

The following table presents the Company's loans by risk rating at December 31, 2015.

	<b>Construction and Land Development</b>	<b>Commercial and Industrial</b>	<b>Municipal (in thousands)</b>	<b>Commercial Real Estate</b>	<b>Total</b>
Grade:					
1-3 (Pass)	\$ 20,281	\$ 451,774	\$ 85,685	\$ 718,911	\$ 1,276,651
4 (Monitor)	7,042	18		917	7,977
5 (Substandard)					
6 (Doubtful)					
Impaired	98	443		1,678	2,219
<b>Total</b>	<b>\$ 27,421</b>	<b>\$ 452,235</b>	<b>\$ 85,685</b>	<b>\$ 721,506</b>	<b>\$ 1,286,847</b>

**Table of Contents**

The Company has increased its exposure to larger loans to large institutions with publically available credit ratings beginning in 2015. These ratings are tracked as a credit quality indicator for these loans. Credit ratings issued by national organizations were utilized as credit quality indicators as presented in the following table at September 30, 2016 and are included within the total loan portfolio.

	Commercial and Industrial	Municipal	Commercial Real Estate	Total
	(in thousands)			
<b>Credit Rating:</b>				
Aaa Aa3	\$ 331,240	\$ 67,427	\$ 6,836	\$ 405,503
A1 A3	139,379	33,510	129,853	302,742
Baa1 Baa3		37,088	130,081	167,169
Ba2		3,610		3,610
Total	\$ 470,619	\$ 141,635	\$ 266,770	\$ 879,024

Credit ratings issued by national organizations were utilized as credit quality indicators as presented in the following table at December 31, 2015.

	Commercial and Industrial	Municipal	Commercial Real Estate	Total
	(in thousands)			
<b>Credit Rating:</b>				
Aaa Aa3	\$ 234,733	\$ 63,865	\$ 7,547	\$ 306,145
A1 A3	140,419	7,400	130,872	278,691
Baa1 Baa3		8,890	167,489	176,379
Ba2		4,480		4,480
Total	\$ 375,152	\$ 84,635	\$ 305,908	\$ 765,695

The Company utilized payment performance as credit quality indicators for the loan types listed below. The indicators are depicted in the table aging of past due loans, below.

Further information pertaining to the allowance for loan losses at September 30, 2016 follows:

	Accruing 30-89 Days Past Due	Non Accrual	Accruing Greater than 90 Days	Total Past Due	Current Loans	Total
	(in thousands)					

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Construction and land development	\$	\$ 95	\$	\$ 95	\$ 19,427	\$ 19,522
Commercial and industrial	318	49		367	548,923	549,290
Municipal					145,063	145,063
Commercial real estate	1,313	156		1,469	691,309	692,778
Residential real estate	866	656		1,522	221,359	222,881
Consumer and overdrafts	24	2		26	11,448	11,474
Home equity	563			563	199,522	200,085
Total	\$ 3,084	\$ 958	\$	\$ 4,042	\$ 1,837,051	\$ 1,841,093

**Table of Contents**

Further information pertaining to the allowance for loan losses at December 31, 2015 follows:

	<b>Accruing 30-89 Days Past Due</b>	<b>Non Accrual</b>	<b>Accruing Greater than 90 Days</b>	<b>Total Past Due</b>	<b>Current Loans</b>	<b>Total</b>
	(in thousands)					
Construction and land development	\$	\$ 99	\$	\$ 99	\$ 27,322	\$ 27,421
Commercial and industrial		60		60	452,175	452,235
Municipal					85,685	85,685
Commercial real estate	1,462	174		1,636	719,870	721,506
Residential real estate	596	1,559		2,155	253,191	255,346
Consumer and overdrafts	6			6	11,317	11,323
Home equity	628	444		1,072	176,948	178,020
<b>Total</b>	<b>\$ 2,692</b>	<b>\$ 2,336</b>	<b>\$</b>	<b>\$ 5,028</b>	<b>\$ 1,726,508</b>	<b>\$ 1,731,536</b>

A loan is impaired when, based on current information and events, it is probable that a creditor will be unable to collect all amounts due according to the contractual terms of the loan agreement. When a loan is impaired, the Company measures impairment based on the present value of expected future cash flows discounted at the loan's effective interest rate, except that as a practical expedient, the Company measures impairment based on a loan's observable market price or the fair value of the collateral if the loan is collateral dependent. Loans are charged-off when management believes that the collectability of the loan's principal is not probable. The specific factors that management considers in making the determination that the collectability of the loan's principal is not probable include: the delinquency status of the loan, the fair value of the collateral, if secured, and the financial strength of the borrower and/or guarantors. For collateral dependent loans, the amount of the recorded investment in a loan that exceeds the fair value of the collateral is charged-off against the allowance for loan losses in lieu of an allocation of a specific allowance amount when such an amount has been identified definitively as uncollectible. The Company's policy for recognizing interest income on impaired loans is contained within Note 1 of the consolidated financial statements contained in the Company's Annual Report for the fiscal year ended December 31, 2015.

**Table of Contents**

The following is information pertaining to impaired loans for September 30, 2016:

	Carrying Value	Unpaid Principal Balance	Required Reserve	Average Carrying Value for 3 Months Ending 9/30/16 (in thousands)	Interest Income Recognized for 3 Months Ending 9/30/16	Average Carrying Value for 9 Months Ending 9/30/16	Interest Income Recognized for 9 Months Ending 9/30/16
With no required reserve recorded:							
Construction and land development	\$	\$	\$	\$	\$	\$	\$
Commercial and industrial	228	414		51	2	54	7
Municipal							
Commercial real estate	593	593		594	9	310	30
Residential real estate	97	186		101	2	106	6
Consumer							
Home equity							
<b>Total</b>	<b>\$ 918</b>	<b>\$ 1,193</b>	<b>\$</b>	<b>\$ 746</b>	<b>\$ 13</b>	<b>\$ 470</b>	<b>\$ 43</b>
With required reserve recorded:							
Construction and land development	\$ 95	\$ 108	\$ 4	\$ 96	\$	\$ 97	\$
Commercial and industrial	171	187	9	353	2	367	7
Municipal							
Commercial real estate	3,114	3,219	143	3,128	31	2,251	64
Residential real estate	111	110	7	111	1	387	4
Consumer							
Home equity						36	
<b>Total</b>	<b>\$ 3,491</b>	<b>\$ 3,624</b>	<b>\$ 163</b>	<b>\$ 3,688</b>	<b>\$ 34</b>	<b>\$ 3,138</b>	<b>\$ 75</b>
<b>Total:</b>							
Construction and land development	\$ 95	\$ 108	\$ 4	\$ 96	\$	\$ 97	\$
Commercial and industrial	399	601	9	404	4	421	14
Municipal							
Commercial real estate	3,707	3,812	143	3,722	40	2,561	94
Residential real estate	208	296	7	212	3	493	10
Consumer							
Home equity						36	
<b>Total</b>	<b>\$ 4,409</b>	<b>\$ 4,817</b>	<b>\$ 163</b>	<b>\$ 4,434</b>	<b>\$ 47</b>	<b>\$ 3,608</b>	<b>\$ 118</b>



**Table of Contents**

The following is information pertaining to impaired loans for September 30, 2015:

	Carrying Value	Unpaid Principal Balance	Required Reserve	Average Carrying Value for 3 Months Ending 9/30/15 (in thousands)	Interest Income Recognized for 3 Months Ending 9/30/15	Average Carrying Value for 9 Months Ending 9/30/15	Interest Income Recognized for 9 Months Ending 9/30/15
With no required reserve recorded:							
Construction and land development	\$	\$	\$	\$	\$	\$	\$
Commercial and industrial	12	12		27		36	
Municipal							
Commercial real estate						196	
Residential real estate	119	204		122	2	128	6
Consumer							
Home equity							
<b>Total</b>	<b>\$ 131</b>	<b>\$ 216</b>	<b>\$</b>	<b>\$ 149</b>	<b>\$ 2</b>	<b>\$ 360</b>	<b>\$ 6</b>
With required reserve recorded:							
Construction and land development	\$ 100	\$ 108	\$ 11	\$ 101	\$	\$ 102	\$
Commercial and industrial	527	728	25	551	5	670	16
Municipal							
Commercial real estate	1,692	1,789	98	1,700	14	2,809	48
Residential real estate	808	809	36	811	1	817	7
Consumer							
Home equity	91	91	91	91		91	
<b>Total</b>	<b>\$ 3,218</b>	<b>\$ 3,525</b>	<b>\$ 261</b>	<b>\$ 3,254</b>	<b>\$ 20</b>	<b>\$ 4,489</b>	<b>\$ 71</b>
<b>Total:</b>							
Construction and land development	\$ 100	\$ 108	\$ 11	\$ 101	\$	\$ 102	\$
Commercial and industrial	539	740	25	578	5	706	16
Municipal							
Commercial real estate	1,692	1,789	98	1,700	14	3,005	48
Residential real estate	927	1,013	36	933	3	945	13
Consumer							



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Home equity	91	91	91	91		91	
<b>Total</b>	<b>\$ 3,349</b>	<b>\$ 3,741</b>	<b>\$ 261</b>	<b>\$ 3,403</b>	<b>\$ 22</b>	<b>\$ 4,849</b>	<b>\$ 77</b>

There was one commercial real estate troubled debt restructuring during the nine month period ending September 30, 2016. The pre-modification and post-modification outstanding recorded investment was \$2,091,000. The loan was modified for 2016, by reducing the interest rate as well as extending the term on the loan. The financial impact for the modification was \$7,000 reduction in principal payments and \$2,000 reduction in interest payments for the three month period. The financial impact for the modification was \$10,000 reduction in principal payments and \$2,000 reduction in interest payments for the nine month period.

There was no troubled debt restructuring during the three and nine month period ended September 30, 2015.

There were no troubled debt restructurings that subsequently defaulted during the three and nine month periods ending September 30, 2016.

**Table of Contents****Note 5. Reclassifications Out of Accumulated Other Comprehensive Income (a)****Amount Reclassified from Accumulated Other Comprehensive Income**

Details about Accumulated Other Comprehensive Income Components	Three Months Ended September 30, 2016 (in thousands)	Three Months Ended September 30, 2015 (in thousands)	Affected Line Item in the Statement where Net Income is Presented
Unrealized gains and losses on available-for-sale securities	\$ 19	\$ 52	Net gains on sales of investments
Tax (expense) or benefit	(7)	(21)	Provision for income taxes
Net of tax	\$ 12	\$ 31	Net income
Accretion of unrealized losses transferred	\$ (809)	\$ (1,436)	Interest on securities held-to-maturity
Tax (expense) or benefit	282	501	Provision for income taxes
Net of tax	\$ (527)	\$ (935)	Net income
Amortization of defined benefit pension items			
Prior-service costs	\$ (3)(b)	\$ (2)(b)	Salaries and employee benefits
Actuarial gains (losses)	(401)(b)	(352)(b)	Salaries and employee benefits
Total before tax	(404)	(354)	Income before taxes
Tax (expense) or benefit	162	141	Provision for income taxes
Net of tax	\$ (242)	\$ (213)	Net income
Total reclassifications for the period	\$ (757)	\$ (1,117)	Net income

Details about Accumulated Other Comprehensive Income Components	Nine Months Ended September 30, 2016 (in thousands)	Nine Months Ended September 30, 2015 (in thousands)	Affected Line Item in the Statement where Net Income is Presented
Unrealized gains and losses on available-for-sale securities	\$ 64	\$ 170	Net gains on sales of investments
Tax (expense) or benefit	(25)	(68)	Provision for income taxes
Net of tax	\$ 39	\$ 102	Net income

Accretion of unrealized losses transferred	\$ (3,490)	\$ (4,141)	Interest on securities held-to-maturity
Tax (expense) or benefit	1,216	1,444	Provision for income taxes
Net of tax	\$ (2,274)	\$ (2,697)	Net income
Amortization of defined benefit pension items			
Prior-service costs	\$ (8)(b)	\$ (8)(b)	Salaries and employee benefits
Actuarial gains (losses)	(1,203)(b)	(1,056)(b)	Salaries and employee benefits
Total before tax	(1,211)	(1,064)	Income before taxes
Tax (expense) or benefit	484	425	Provision for income taxes
Net of tax	\$ (727)	\$ (639)	Net income
Total reclassifications for the period	\$ (2,962)	\$ (3,234)	Net income, net of tax

(a) Amount in parentheses indicates reductions to net income.

(b) These accumulated other comprehensive income components are included in the computation of net periodic pension cost (see Employee Benefits footnote (Note 7) for additional details).

**Table of Contents****Note 6. Earnings per Share ( EPS )**

Class A and Class B shares participate equally in undistributed earnings. Under the Company's Articles of Organization, the holders of Class A Common Stock are entitled to receive dividends per share equal to at least 200% of dividends paid, if any, from time to time, on each share of Class B Common Stock.

Diluted EPS includes the dilutive effect of common stock equivalents; basic EPS excludes all common stock equivalents. The Company had no common stock equivalents outstanding for the periods ended September 30, 2015 and 2016.

The following table is a reconciliation of basic EPS and diluted EPS.

(in thousands except share and per share data)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
<b>Basic EPS Computation:</b>				
Numerator:				
Net income, Class A	\$ 5,094	\$ 4,843	\$ 14,165	\$ 13,392
Net income, Class B	1,392	1,323	3,869	3,658
Denominator:				
Weighted average shares outstanding, Class A	3,600,729	3,600,729	3,600,729	3,600,729
Weighted average shares outstanding, Class B	1,967,180	1,967,180	1,967,180	1,967,180
Basic EPS, Class A	\$ 1.41	\$ 1.35	\$ 3.93	\$ 3.72
Basic EPS, Class B	0.71	0.67	1.97	1.86
<b>Diluted EPS Computation:</b>				
Numerator:				
Net income, Class A	\$ 5,094	\$ 4,843	\$ 14,165	\$ 13,392
Net income, Class B	1,392	1,323	3,869	3,658
Total net income, for diluted EPS, Class A computation	6,486	6,166	18,034	17,050
Denominator:				
Weighted average shares outstanding, basic, Class A	3,600,729	3,600,729	3,600,729	3,600,729
Weighted average shares outstanding, Class B	1,967,180	1,967,180	1,967,180	1,967,180
Weighted average shares outstanding diluted, Class A	5,567,909	5,567,909	5,567,909	5,567,909
Weighted average shares outstanding, Class B	1,967,180	1,967,180	1,967,180	1,967,180
Diluted EPS, Class A	\$ 1.16	\$ 1.11	\$ 3.24	\$ 3.06
Diluted EPS, Class B	0.71	0.67	1.97	1.86

**Note 7. Employee Benefits**

The Company provides pension benefits to its employees under a noncontributory, defined benefit plan which is funded on a current basis in compliance with the requirements of the Employee Retirement Income Security Act of 1974 ( ERISA ) and recognizes costs over the estimated employee service period.

The Company also has a Supplemental Executive Insurance/Retirement Plan (the Supplemental Plan ) which is limited to certain officers and employees of the Company. The Supplemental Plan is accrued on a current basis and recognizes costs over the estimated employee service period.

Executive officers of the Company and its subsidiaries who have at least one year of service may participate in the Supplemental Plan. The Supplemental Plan is voluntary and participants are required to contribute to its cost. Life insurance policies, which are owned by the Company, are purchased covering the lives of each participant.

Effective January 1, 2016, the Company changed its estimate of the service and interest components of the net periodic benefit cost. Previously, the Company estimated the service and interest cost components utilizing a single weighted-average discount rate derived from the yield curve used to measure the benefit obligation. The new estimate utilizes a full yield curve approach in the estimation of these components by applying the specific spot rates along the yield curve used in the determination of the benefit obligation to their underlying projected cash flows. The new estimate provided a more precise measurement of service and interests costs by improving the correlation between projected benefit cash flows and their corresponding spot rates. The change does not affect the measurement of the Company's benefit obligations and it is accounted for as a change in accounting estimate, which is applied prospectively.

**Table of Contents****Components of Net Periodic Benefit Cost (Credit) for the Three Months Ended September 30,**

	Pension Benefits		Supplemental Insurance/ Retirement Plan	
	2016	2015	2016	2015
	(in thousands)			
Service cost	\$ 318	\$ 336	\$ 455	\$ 397
Interest	340	394	334	341
Expected return on plan assets	(694)	(688)		
Recognized prior service cost (benefit)	(26)	(26)	29	29
Recognized net actuarial losses	200	203	200	150
Net periodic benefit (credit) cost	\$ 138	\$ 219	\$ 1,018	\$ 917

**Components of Net Periodic Benefit Cost (Credit) for the Nine Months Ended September 30,**

	Pension Benefits		Supplemental Insurance/ Retirement Plan	
	2016	2015	2016	2015
	(in thousands)			
Service cost	\$ 954	\$ 1,008	\$ 1,366	\$ 1,191
Interest	1,020	1,182	1,002	1,023
Expected return on plan assets	(2,082)	(2,064)		
Recognized prior service cost (benefit)	(78)	(78)	87	87
Recognized net actuarial losses	600	610	600	449
Net periodic benefit (credit) cost	\$ 414	\$ 658	\$ 3,055	\$ 2,750

**Contributions**

The company intends to contribute \$2,075,000 to the Pension Plan in 2016. As of September 30, 2016, \$1,825,000 has been contributed.

**Note 8. Fair Value Measurements**

The Company follows FASB ASC 820-10, *Fair Value Measurements and Disclosures*, (formerly SFAS 157, Fair Value Measurements, ) which among other things, requires enhanced disclosures about assets and liabilities carried at fair value. ASC 820-10 establishes a hierarchal disclosure framework associated with the level of pricing observability utilized in measuring financial instruments at fair value. The three broad levels of the hierarchy are as follows:

Level I Quoted prices are available in active markets for identical assets or liabilities as of the reported date. The type of financial instruments included in Level I are highly liquid cash instruments with quoted prices such as G-7 government, agency securities, listed equities and money market securities, as well as listed derivative instruments.

Level II Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reported date. The nature of these financial instruments include cash instruments for which quoted prices are available but traded less frequently, derivative instruments whose fair value have been derived using a model where inputs to the model are directly observable in the market, or can be derived principally from or corroborated by observable market data, and instruments that are fair valued using other financial instruments, the parameters of which can be directly observed. Instruments which are generally included in this category are corporate bonds and loans, mortgage whole loans and municipal bonds.

Level III Instruments that have little to no pricing observability as of the reported date. These financial instruments 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. Instruments that are included in this category generally include certain commercial mortgage loans, certain private equity investments, and distressed debt and non-investment grade residual interests in securitizations.

**Table of Contents**

The results of the fair value hierarchy as of September 30, 2016, are as follows:

**Financial Instruments Measured at Fair Value on a Recurring Basis:**

	Carrying Value	Securities AFS Fair Value Measurements Using		
		Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)
(in thousands)				
U.S. Treasury	\$ 2,000	\$	\$ 2,000	\$
U.S. Government Sponsored Enterprises	15,009		15,009	
SBA Backed Securities	58,345		58,345	
U.S. Government Agency and Sponsored Mortgage Backed Securities	264,454		264,454	
Privately Issued Residential Mortgage Backed Securities	1,177		1,177	
Obligations Issued by States and Political Subdivisions	179,911			179,911
Other Debt Securities	4,961		4,961	
Equity Securities	275	275		
<b>Total</b>	<b>\$ 526,132</b>	<b>\$ 275</b>	<b>\$ 345,946</b>	<b>\$ 179,911</b>

**Financial Instruments Measured at Fair Value on a Non-recurring Basis:**

Impaired Loans	\$ 251	\$	\$	\$ 251
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Impaired loan balances represent those collateral dependent loans where management has estimated the credit loss by comparing the loan's carrying value against the expected realizable fair value of the collateral. Fair value is generally determined through a review process that includes independent appraisals, discounted cash flows, or other external assessments of the underlying collateral, which generally include various Level 3 inputs which are not observable. The Company discounts the fair values, as appropriate, based on management's observations of the local real estate market for loans in this category.

Appraisals, discounted cash flows and real estate tax assessments are reviewed quarterly. There is no specific policy regarding how frequently appraisals will be updated. Adjustments are made to appraisals and real estate tax assessments based on management's estimate of changes in real estate values. Within the past twelve months there have been no updated appraisals, however, all impaired loans have been reviewed during the past quarter using either a discounted cash flow analysis, appraisal of collateral or other type of real estate tax assessment. The types of



adjustments that are made to specific provisions (credits) relate to impaired loans recognized for the three and nine month periods ended September 30, 2016 amounted to (\$7,000) and (\$143,000), respectively.

There were no transfers between level 1, 2 and 3 for the nine months ended September 30, 2016. There were no liabilities measured at fair value on a recurring or nonrecurring basis during the nine month period ended September 30, 2016.

**Table of Contents**

The following table presents additional information about assets measured at fair value on a recurring and nonrecurring basis for which the Company has utilized Level 3 inputs to determine fair value (dollars in thousands). Management continues to monitor the assumptions used to value the assets listed below.

Asset	Fair Value	Valuation Technique	Unobservable Input	Unobservable Input Value or Range
Securities				
AFS (4)	\$ 179,911	Discounted cash flow	Discount rate	0%-1% (3)
Impaired				
Loans	\$ 251	Appraisal of collateral (1)	Appraisal adjustments (2)	0%-30% discount

- (1) Fair value is generally determined through independent appraisals of the underlying collateral, which generally include various Level 3 inputs which are not identifiable.
- (2) Appraisals may be adjusted by management for qualitative factors such as economic conditions and estimated expenses.
- (3) Weighted averages.
- (4) Municipal securities generally have maturities of one year or less and, therefore, the amortized cost equates to the fair value. There was one auction rate security whose fair value is based on the evaluation of the underlying issuer, prevailing interest rates and market liquidity.

The changes in Level 3 securities for the nine month period ended September 30, 2016 are shown in the table below:

	Auction Rate Securities	Obligations Issued by States & Political Subdivisions	Equity Securities	Total
	(in thousands)			
Balance at December 31, 2015	\$ 3,820	\$ 153,140	\$ 37	\$ 156,997
Purchases		181,752		181,752
Maturities and calls		(159,116)	(37)	(159,153)
Amortization		(163)		(163)
Changes in fair value	478			478
Balance at September 30, 2016	\$ 4,298	\$ 175,613	\$	\$ 179,911

The amortized cost of Level 3 securities was \$180,315,000 at September 30, 2016 with an unrealized loss of \$404,000. The securities in this category are generally municipal securities with no readily determinable fair value or failed auction rate securities. Management evaluated the fair value of these securities based on an evaluation of the underlying issuer, prevailing rates and market liquidity.

The changes in Level 3 securities for the nine month period ended September 30, 2015, are shown in the table below:

	<b>Auction Rate Securities</b>	<b>Obligations Issued by States &amp; Political Subdivisions (in thousands)</b>	<b>Equity Securities</b>	<b>Total</b>
Balance at December 31, 2014	\$ 3,820	\$ 92,964	\$ 102	\$ 96,886
Purchases		166,339		166,339
Maturities and calls		(115,989)	(65)	(116,054)
Amortization		(35)		(35)
Changes in fair value				
Balance at September 30, 2015	\$ 3,820	\$ 143,279	\$ 37	\$ 147,136

The amortized cost of Level 3 securities was \$148,012,000 at September 30, 2015 with an unrealized loss of \$876,000. The securities in this category are generally equity investments, municipal securities with no readily determinable fair value or failed auction rate securities. Management evaluated the fair value of these securities based on an evaluation of the underlying issuer, prevailing rates and market liquidity.

**Table of Contents**

The results of the fair value hierarchy as of December 31, 2015, are as follows:

**Financial Instruments Measured at Fair Value on a Recurring Basis:**

	Carrying Value	Securities AFS Fair Value Measurements Using		
		Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)
(in thousands)				
U.S. Treasury	\$ 1,989	\$	\$ 1,989	\$
U.S. Government Sponsored Enterprises SBA Backed Securities	5,989		5,989	
U.S. Government Agency and Sponsored Mortgage Backed Securities	233,526		233,526	
Privately Issued Residential Mortgage Backed Securities	1,434		1,434	
Obligations Issued by States and Political Subdivisions	156,960			156,960
Other Debt Securities	4,473		4,473	
Equity Securities	252	215		37
<b>Total</b>	<b>\$ 404,623</b>	<b>\$ 215</b>	<b>\$ 247,411</b>	<b>\$ 156,997</b>

**Financial Instruments Measured at Fair Value on a Non-recurring Basis:**

Impaired Loans	\$ 1,056	\$	\$	\$ 1,056
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Impaired loan balances represent those collateral dependent loans where management has estimated the credit loss by comparing the loan's carrying value against the expected realizable fair value of the collateral. Fair value is generally determined through a review process that includes independent appraisals, discounted cash flows, or other external assessments of the underlying collateral, which generally include various Level 3 inputs which are not identifiable. The Company discounts the fair values, as appropriate, based on management's observations of the local real estate market for loans in this category.

Appraisals, discounted cash flows and real estate tax assessments are reviewed quarterly. There is no specific policy regarding how frequently appraisals will be updated. Adjustments are made to appraisals and real estate tax assessments based on management's estimate of changes in real estate values. Within the past twelve months there have been no updated appraisals, however, all impaired loans have been reviewed during the past quarter using either a discounted cash flow analysis, appraisal of collateral or other type of real estate tax assessment. The types of

adjustments that are made to specific provisions (credits) relate to impaired loans recognized for 2015 for the estimated credit loss amounted to (\$165,000).

There were no transfers between level 1, 2 and 3 for the year ended December 31, 2015. There were no liabilities measured at fair value on a recurring or nonrecurring basis during the year ended December 31, 2015.

The following table presents additional information about assets measured at fair value on a recurring and nonrecurring basis for which the Company has utilized Level 3 inputs to determine fair value (dollars in thousands). Management continues to monitor the assumptions used to value the assets listed below.

<b>Asset</b>	<b>Fair Value</b>	<b>Valuation Technique</b>	<b>Unobservable Input</b>	<b>Unobservable Input Value or Range</b>
Securities				
AFS (4)	\$ 156,997	Discounted cash flow	Discount rate	0%-1% (3)
Impaired				
Loans	\$ 1,056	Appraisal of collateral (1)	Appraisal adjustments (2)	0%-30% discount

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**Table of Contents**

- (1) Fair value is generally determined through independent appraisals of the underlying collateral, which generally include various Level 3 inputs which are not identifiable.
- (2) Appraisals may be adjusted by management for qualitative factors such as economic conditions and estimated expenses.
- (3) Weighted averages
- (4) Municipal securities generally have maturities of one year or less and, therefore, the amortized cost equates to the fair value. There was one auction rate security whose fair value is based on the evaluation of the underlying issuer, prevailing interest rates and market liquidity.

**Note 9. Fair Values of Financial Instruments**

The following methods and assumptions were used by the Company in estimating fair values of its financial instruments. Excluded from this disclosure are all nonfinancial instruments. Accordingly, the aggregate fair value amounts presented do not represent the underlying value of the Company.

The assumptions used below are expected to approximate those that market participants would use in valuing these financial instruments.

Fair value estimates are made at a specific point in time, based on available market information and judgments about the financial instrument, including estimates of timing, amount of expected future cash flows and the credit standing of the issuer. Such estimates do not consider the tax impact of the realization of unrealized gains or losses. In some cases, the fair value estimates cannot be substantiated by comparison to independent markets. In addition, the disclosed fair value may not be realized in the immediate settlement of the financial instrument. Care should be exercised in deriving conclusions about our business, its value or financial position based on the fair value information of financial instruments presented below.

Securities held-to-maturity: The fair values of these securities were based on quoted market prices, where available, as provided by third-party investment portfolio pricing vendors. If quoted market prices were not available, fair values provided by the vendors were based on quoted market prices of comparable instruments in active markets and/or based on a matrix pricing methodology which employs The Bond Market Association's standard calculations for cash flow and price/yield analysis, live benchmark bond pricing and terms/condition data available from major pricing sources. Management regards the inputs and methods used by third party pricing vendors to be Level 2 inputs and methods as defined in the fair value hierarchy provided by FASB.

Loans Held-for-Sale: Fair value is measured using quoted market prices when available. These assets are typically categorized as Level 1. If quoted market prices are not available, comparable market values may be utilized. These assets are typically categorized as Level 2.

Loans: For variable-rate loans, that reprice frequently and with no significant change in credit risk, fair values are based on carrying amounts. The fair value of other loans is estimated using discounted cash flow analysis, based on interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. Incremental credit risk for nonperforming loans has been considered.

Time deposits: The fair value of time deposits was estimated using a discounted cash flow approach that applies prevailing market interest rates for similar maturity instruments. The fair values of the Company's time deposit liabilities do not take into consideration the value of the Company's long-term relationships with depositors, which may have significant value.

Other borrowed funds: The fair value of other borrowed funds is based on the discounted value of contractual cash flows. The discount rate used is estimated based on the rates currently offered for other borrowed funds of similar remaining maturities.

Subordinated debentures: The fair value of subordinated debentures is based on the discounted value of contractual cash flows. The discount rate used is estimated based on the rates currently offered for other subordinated debentures of similar remaining maturities.

**Table of Contents**

The following presents (in thousands) the carrying amount, estimated fair value, and placement in the fair value hierarchy of the Company's financial instruments as of September 30, 2016 and December 31, 2015. This table excludes financial instruments for which the carrying amount approximates fair value. Financial assets for which the fair value approximates carrying value include cash and cash equivalents, short-term investments, FHLBB stock and accrued interest receivable. Financial liabilities for which the fair value approximates carrying value include non-maturity deposits, short-term borrowings and accrued interest payable.

	Carrying Amount	Estimated Fair Value	Fair Value Measurements		
			Level 1 Inputs (in thousands)	Level 2 Inputs	Level 3 Inputs
September 30, 2016					
Financial assets:					
Securities held-to-maturity	\$ 1,565,191	\$ 1,589,183	\$	\$ 1,589,183	\$
Loans (1)	1,816,885	1,830,287			1,830,287
Financial liabilities:					
Time deposits	454,631	457,797		457,797	
Other borrowed funds	293,000	302,163		302,163	
Subordinated debentures	36,083	36,083			36,083
December 31, 2015					
Financial assets:					
Securities held-to-maturity	\$ 1,438,903	\$ 1,438,960	\$	\$ 1,438,960	\$
Loans (1)	1,708,461	1,677,270			1,677,270
Financial liabilities:					
Time deposits	473,426	474,046		474,046	
Other borrowed funds	368,000	372,209		372,209	
Subordinated debentures	36,083	36,083			36,083

(1) Comprised of loans (including collateral dependent impaired loans), net of deferred loan costs and the allowance for loan losses.

**Note 10. Recent Accounting Developments**

In May 2014, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) No. 2014-09, Revenue from Contracts with Customers (Topic 606). This ASU is intended to create a single source of revenue guidance which is more principles based than current revenue guidance. The guidance affects any entity that either enters into contracts with customers to transfer goods or services, or enters into contracts for the transfer of non-financial assets, unless those contracts are within the scope of other standards. In August 2015, the FASB issued ASU 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date to amend the effective date of ASU 2014-09. The amendments in ASU 2014-09 are effective for annual and interim periods within fiscal years beginning after December 15, 2017. Earlier adoption is permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. The FASB has since issued additional related ASUs amendments intended to clarify certain aspects and improve understanding of the



implementation guidance of Topic 606 but do not change the core principles of the guidance in Topic 606. The effective date and transition requirements for the amendments are the same as the effective date and transition requirements of Topic 606. The Company is currently evaluating the potential impact of the ASU and its amendments on the Company's financial statements and results of operations.

In January 2016, FASB issued ASU 2016-1, Financial Instruments-Overall (Subtopic 825-10) *Recognition and Measurement of Financial Assets and Financial Liabilities*. This ASU significantly revises an entity's accounting related to (1) the classification and measurement of investments in equity securities and (2) the presentation of certain fair value changes for financial liabilities measured at fair value. It also amends certain disclosure requirements associated with the fair value of financial instruments. This ASU is effective for fiscal years beginning after December 15, 2017, including interim periods therein. The Company is currently assessing the applicability of this ASU and has not determined the impact, if any, as of September 30, 2016.

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**Table of Contents**

In February 2016, the FASB issued ASU 2016-02, Leases. This ASU requires lessees to put most leases on their balance sheet but recognize expenses on their income statements in a manner similar to today's accounting. This ASU also eliminates today's real estate-specific provisions for all companies. For lessors, this ASU modifies the classification criteria and the accounting for sales-type and direct financing leases. This ASU is effective for fiscal years beginning after December 15, 2018, including interim periods therein. Early adoption is permitted. The Company is currently assessing the applicability of this ASU and has not determined the impact, if any, as of September 30, 2016.

In March 2016, the FASB issued ASU 2016-07, Investments - Equity Method and Joint Ventures (Topic 323) *Simplifying the Transition to the Equity Method of Accounting*. This ASU requires that an entity that has an available-for-sale equity security that becomes qualified for the equity method of accounting recognize through earnings the unrealized holding gain or loss in accumulated other comprehensive income at the date the investment becomes qualified for use of the equity method. This ASU is effective for all entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016. The effect of this update is not expected to have a material impact on the Company's consolidated financial position.

In March 2016, the FASB issued ASU 2016-09, Compensation - Stock Compensation (Topic 718): *Improvements to Employee Share-Based Payment Accounting*. This ASU was issued as part of the FASB Simplification Initiative which intends to reduce the complexity of GAAP while improving usefulness to users. There are eight main items in this ASU that contribute to the simplification of share-based accounting. For public entities, this ASU is effective for the fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. Early adoption is permitted. Management is currently assessing the applicability of ASU 2016-09 and has not determined the impact, if any, as of September 30, 2016.

In June 2016, the FASB issued ASU 2016-13, Financial Instruments-Credit Losses (Topic 326): *Measurement of Credit Losses on Financial Instruments*. This ASU was issued to provide financial statement users with more decision-useful information about the expected credit losses on financial instruments and other commitments to extend credit held by a reporting entity at each reporting date. To achieve this objective, the amendments in this ASU replace the incurred loss impairment methodology in current GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. The amendments in this ASU are effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. The Company is currently assessing this ASU and has not determined the impact, if any, as of September 30, 2016.

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 326) *Classification of Certain Cash Receipts and Cash Payments*. Stakeholders indicated that there is diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows under Topic 230, Statement of Cash Flows, and other Topics. This ASU addresses eight specific cash flow issues with the objective of reducing the existing diversity in practice. The amendments in this Update are effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. The Company is currently assessing the applicability of this ASU and has not determined the impact, if any, as of September 30, 2016.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**  
**Executive Overview**

Century Bancorp, Inc. (together with its bank subsidiary, unless the context otherwise requires, the Company ) is a Massachusetts state-chartered bank holding company headquartered in Medford, Massachusetts. The Company is a Massachusetts corporation formed in 1972 and has one banking subsidiary (the Bank ): Century Bank and Trust Company formed in 1969. At September 30, 2016, the Company had total assets of \$4.3 billion. Currently, the Company operates 27 banking offices in 20 cities and towns in Massachusetts, ranging from Braintree in the south to Andover in the north. The Bank s customers consist primarily of small and medium-sized businesses and retail customers in these communities and surrounding areas, as well as local governments and institutions throughout Massachusetts, New Hampshire, Rhode Island, Connecticut and New York.

The Company s results of operations are largely dependent on net interest income, which is the difference between the interest earned on loans and securities and interest paid on deposits and borrowings. The results of operations are also affected by the level of income and fees from loans, deposits, as well as operating expenses, the provision for loan losses, the impact of federal and state income taxes and the relative levels of interest rates and economic activity.

**Table of Contents**

The Company offers a wide range of services to commercial enterprises, state and local governments and agencies, non-profit organizations and individuals. It emphasizes service to small and medium sized businesses and retail customers in its market area. In recent quarters, the Company has increased business to larger institutions, specifically, healthcare and higher education. The Company makes commercial loans, real estate and construction loans and consumer loans, and accepts savings, time, and demand deposits. In addition, the Company offers its corporate and institutional customers automated lock box collection services, cash management services and account reconciliation services, and actively promotes the marketing of these services to the municipal market. Also, the Company provides full service securities brokerage services through a program called Investment Services at Century Bank, which is supported by LPL Financial, a third party full-service securities brokerage business.

The Company has municipal cash management client engagements in Massachusetts, New Hampshire and Rhode Island comprising of approximately 250 government entities.

Net income for the quarter ended September 30, 2016 was \$6,486,000, or \$1.16 per Class A share diluted, compared to net income of \$6,166,000, or \$1.11 per Class A share diluted, for the quarter ended September 30, 2015. Net income for the nine months ended September 30, 2016 was \$18,034,000, or \$3.24 per Class A share diluted, compared to net income of \$17,050,000, or \$3.06 per Class A share diluted, for the nine months ended September 30, 2015.

Earnings per share (EPS) for each class of stock and time period is as follows:

		<b>Three Months Ended September 30,</b>	
		<b>2016</b>	<b>2015</b>
Basic EPS	Class A common	<b>\$ 1.41</b>	\$ 1.35
Basic EPS	Class B common	<b>\$ 0.71</b>	\$ 0.67
Diluted EPS	Class A common	<b>\$ 1.16</b>	\$ 1.11
Diluted EPS	Class B common	<b>\$ 0.71</b>	\$ 0.67
		<b>Nine Months Ended September 30,</b>	
		<b>2016</b>	<b>2015</b>
Basic EPS	Class A common	<b>\$ 3.93</b>	\$ 3.72
Basic EPS	Class B common	<b>\$ 1.97</b>	\$ 1.86
Diluted EPS	Class A common	<b>\$ 3.24</b>	\$ 3.06
Diluted EPS	Class B common	<b>\$ 1.97</b>	\$ 1.86

Net interest income totaled \$55,320,000 for the nine months ended September 30, 2016 compared to \$52,737,000 for the same period in 2015. The 4.9% increase in net interest income for the period is primarily due to an increase in average earning assets. The net interest margin decreased from 2.20% on a fully taxable equivalent basis for the first nine months of 2015 to 2.15% for the same period in 2016. This was primarily the result of a decrease in rates on earning assets. The average balances of earning assets increased by 9.1% combined with a similar increase in average deposits. Also, interest expense increased 12.3% as a result of an increase in deposit balances.

The trends in the net interest margin are illustrated in the graph below:



## **Table of Contents**

The net interest margin declined slightly throughout 2014 and the first quarter of 2015. During the second and third quarter of 2015 the net interest margin increased primarily as a result of an increase in higher yielding assets as well as prepayment penalties collected. The increase in higher yielding assets was primarily the result of increased purchases of securities held-to-maturity. The margin decreased during the fourth quarter of 2015 primarily as a result of lower yielding loan originations. The margin increased during the first quarter of 2016 primarily as a result of an increase in rates on earning assets. The margin decreased during the second and third quarters of 2016 primarily as a result of a decrease in rates on earning assets.

While management will continue its efforts to improve the net interest margin, there can be no assurance that certain factors beyond its control, such as the prepayment of loans and changes in market interest rates, will continue to positively impact the net interest margin.

The provision for loan losses increased by \$975,000 from \$200,000 for the nine months ended September 30, 2015 to \$1,175,000 for the same period in 2016, primarily as a result of an increase in loan balances. Refer to the allowance for loan loss section of the management discussion and analysis for additional discussion. Non-performing assets totaled \$958,000 at September 30, 2016, compared to \$2,336,000 at December 31, 2015.

For the first nine months of 2016, the Company's effective income tax rate was 0.2% compared to 3.6% for last year's corresponding period. The effective income tax rate decreased primarily as a result of an increase in tax-exempt income.

During March 2014, the Company entered into a lease agreement to open a branch located on Boylston Street in Boston, Massachusetts. This property is leased from an entity affiliated with Marshall M. Sloane, Chairman of the Board of the Company. This agreement was approved by the Board of Directors in the absence of the Chairman of the Board. The branch opened on April 22, 2015. The deposits from the Kenmore Square, Boston, Massachusetts branch, which closed on September 30, 2014, were moved to the new Boylston Street branch.

During June 2016, the Company entered into a lease agreement to open a new branch located in Wellesley, Massachusetts. The Company will close its existing Wellesley branch and transfer the accounts to the new branch. The new branch is expected to open during the fourth quarter of 2016.

## **Recent Market Developments**

The financial services industry continues to face challenges in the aftermath of the recent national and global economic crisis. Since June 2009, the U.S. economy has been recovering from the most severe recession and financial crisis since the Great Depression. There have been some improvements in private sector employment, industrial production and U.S. exports; nevertheless, the pace of economic recovery has been slow. Financial markets have improved since the depths of the crisis but are still unsettled and volatile. There is continued concern about the U.S. economic outlook.

On July 21, 2010, the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Act) became law. The Act was intended to address many issues arising in the recent financial crisis and is exceedingly broad in scope, affecting many aspects of bank and financial market regulation. The Act requires, or permits by implementing regulation, enhanced prudential standards for banks and bank holding companies inclusive of capital, leverage, liquidity, concentration and exposure measures. In addition, traditional bank regulatory principles, such as restrictions on transactions with affiliates and insiders were enhanced. The Act also contains reforms of consumer mortgage lending practices and creates a Bureau of Consumer Financial Protection, which is granted broad authority over consumer financial practices of banks and others. It is expected as the specific new or incremental requirements applicable to the

Company become effective that the costs and difficulties of remaining compliant with all such requirements will increase. The Act broadened the base for FDIC assessments to average consolidated assets less tangible equity of financial institutions and also permanently raises the current standard maximum FDIC deposit insurance amount to \$250,000. The Act extended unlimited deposit insurance on non-interest bearing transaction accounts through December 31, 2012. In addition, the Act added a new Section 13 to the Bank Holding Company Act, the so-called Volcker Rule, (the Rule ) which generally restricts certain banking entities such as the Company and its subsidiaries or affiliates, from engaging in proprietary trading activities and owning equity in or sponsoring any private equity or hedge fund. The Rule became effective July 21, 2012. The final implementing regulations for the Rule were issued by various regulatory agencies in December, 2013 and under an extended conformance regulation compliance must be achieved by July 21, 2015. The conformance period for investments in and relationships with certain legacy covered funds has been extended to July 31, 2017. Under the Rule, the Company may be restricted from engaging in proprietary trading, investing in third party hedge or private equity funds or sponsoring new funds unless it qualifies for an exemption from the rule. The Company has little involvement in prohibited proprietary trading or investment activities in covered funds and the Company does not expect that complying with the requirements of the Rule will have any material effect on the Company's financial condition or results of operation.

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**Table of Contents**

Federal banking regulators have issued risk-based capital guidelines, which assign risk factors to asset categories and off-balance-sheet items. Also, the Basel Committee has issued capital standards entitled Basel III: A global regulatory framework for more resilient banks and banking systems ( Basel III ). The Federal Reserve Board has finalized its rule implementing the Basel III regulatory capital framework. The rule that came into effect in January 2015 sets the Basel III minimum regulatory capital requirements for all organizations. It includes a new common equity Tier I ratio of 4.5 percent of risk-weighted assets, raises the minimum Tier I capital ratio from 4 percent to 6 percent of risk-weighted assets and would set a new conservation buffer of 2.5 percent of risk-weighted assets. The implementation of the framework did not have a material impact on the Company's financial condition or results of operations.

**Financial Condition****Loans**

On September 30, 2016, total loans outstanding were \$1,841,093,000, up by \$109,557,000 from the total on December 31, 2015. At September 30, 2016, commercial real estate loans accounted for 37.6% and residential real estate loans, including home equity loans, accounted for 23.0% of total loans.

Commercial real estate loans decreased to \$692,778,000 at September 30, 2016 from \$721,506,000, primarily as a result of loan payoffs. Residential real estate loans decreased to \$222,881,000 at September 30, 2016 from \$255,346,000 at December 31, 2015, primarily as a result of loan sales. Home equity loans increased to \$200,085,000 at September 30, 2016 from \$178,020,000 at December 31, 2015, primarily as a result of a home equity loan promotion.

Commercial and industrial loans increased to \$549,290,000 at September 30, 2016 from \$452,235,000 at December 31, 2015, primarily as a result of an increase in larger loan originations to large institutions. Construction loans decreased to \$19,522,000 at September 30, 2016 from \$27,421,000 on December 31, 2015, primarily from payoffs of existing loans. Municipal loans increased to \$145,063,000 from \$85,685,000, primarily as a result of originations to large municipal organizations. In recent quarters, the Company has increased business to larger institutions, specifically, healthcare, higher education, and municipal organizations. Further discussion relating to changes in portfolio composition is discussed in the allowance for loan loss section of the management discussion and analysis.

**Allowance for Loan Losses**

The allowance for loan loss at September 30, 2016 was \$24,208,000 as compared to \$23,075,000 at December 31, 2015. The level of the allowance for loan losses to total loans was 1.31% at September 30, 2016 and 1.33% at December 31, 2015.

During 2015, the Company enhanced its approach to the development of the historical loss factors and qualitative factors used on certain loan portfolios. The methodology enhancement was in response to the changes in the risk characteristics of the Company's new loan originations, as the Company has continued to increase its exposure to larger loan originations to large institutions with strong credit quality. The Company has limited internal loss history experience with these types of loans, and has determined a more appropriate representation of loss expectation is to utilize external historical loss factors based on public credit ratings, as there is a great deal of default and loss data available on these types of loans from the credit rating agencies. As of June 30, 2015, the Company incorporated this information into the development of the historical loss rates for these loan types. During the first nine months of 2016, the Company's loan portfolio risk profile has remained relatively consistent with year-end. There have been no changes to the allowance methodology which has resulted in a relatively stable ratio of allowance for loan losses to



total loans.

In addition, the Company monitors the outlook for the industries in which these institutions operate. Healthcare and higher education are the primary industries. The Company also monitors the volatility of the losses within the historical data.

By combining the credit rating, the industry outlook and the loss volatility, the Company arrives at the quantitative loss factor for each credit grade.

For a large loan to large institutions with publically available credit ratings the Company tracks these ratings. These ratings are tracked as a credit quality indicator for these loans. Credit ratings issued by national organizations were utilized as credit quality indicators as presented in the following table at September 30, 2016.

**Table of Contents**

	Commercial and Industrial	Municipal	Commercial Real Estate	Total
	(in thousands)			
<b>Credit Rating:</b>				
Aaa Aa3	\$ 331,240	\$ 67,427	\$ 6,836	\$ 405,503
A1 A3	139,379	33,510	129,853	302,742
Baa1 Baa3		37,088	130,081	167,169
Ba2		3,610		3,610
<b>Total</b>	<b>\$ 470,619</b>	<b>\$ 141,635</b>	<b>\$ 266,770</b>	<b>\$ 879,024</b>

Credit ratings issued by national organizations are presented in the following table at December 31, 2015.

	Commercial and Industrial	Municipal	Commercial Real Estate	Total
	(in thousands)			
<b>Credit Rating:</b>				
Aaa Aa3	\$ 234,733	\$ 63,865	\$ 7,547	\$ 306,145
A1 A3	140,419	7,400	130,872	278,691
Baa1 Baa3		8,890	167,489	176,379
Ba2		4,480		4,480
<b>Total</b>	<b>\$ 375,152</b>	<b>\$ 84,635</b>	<b>\$ 305,908</b>	<b>\$ 765,695</b>

The allowance for loan losses is an estimate of the amount needed for an adequate reserve to absorb losses in the existing loan portfolio. This amount is determined by an evaluation of the loan portfolio, including input from an independent organization engaged to review selected larger loans, a review of loan experience and current economic conditions. Although the allowance is allocated between categories, the entire allowance is available to absorb losses attributable to all loan categories.

The following table summarizes the changes in the Company's allowance for loan losses for the periods indicated.

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
	(in thousands)			
Allowance for loan losses, beginning of period	\$ 23,863	\$ 22,245	\$ 23,075	\$ 22,318
Loans charged off	(118)	(129)	(298)	(613)
Recoveries on loans previously charged-off	93	214	345	425
Net recoveries (charge-offs)	(25)	85	47	(188)
Provision charged to expense	375		1,175	200
Reclassification to other liabilities	(5)		(89)	

Allowance for loan losses, end of period	<b>\$ 24,208</b>	\$ 22,330	<b>\$ 24,208</b>	\$ 22,330
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The Company may experience increased levels of nonaccrual loans if borrowers are negatively impacted by future negative economic conditions. Management continually monitors trends in the loan portfolio to determine the appropriate level of allowance for loan losses. At the current time, management believes that the allowance for loan losses is adequate.

Table of ContentsNonperforming Assets

The following table sets forth information regarding nonperforming assets held by the Bank at the dates indicated:

	September 30, 2016	December 31, 2015
	(dollars in thousands)	
Nonaccruing loans	\$ 958	\$ 2,336
Total nonperforming assets	\$ 958	\$ 2,336
Loans past due 90 days or more and still accruing	\$	\$
Nonaccruing loans as a percentage of total loans	0.05%	0.13%
Nonperforming assets as a percentage of total assets	0.02%	0.06%
Accruing troubled debt restructures	\$ 4,104	\$ 2,893

There was one commercial real estate troubled debt restructuring during the nine month period ending September 30, 2016. The pre-modification and post-modification outstanding recorded investment was \$2,091,000. The loan was modified for 2016, by reducing the interest rate as well as extending the term on the loan. The financial impact for the modification was \$10,000 reduction in principal payments and \$2,000 reduction in interest payments.

There was no troubled debt restructuring during the nine month period ended September 30, 2015.

Cash and Cash Equivalents

Cash and cash equivalents decreased from \$220,724,000 to \$218,875,000 during the first nine months of 2016. These balances have remained relatively stable.

Short-term Investments

Short-term investments remained stable during the nine-month period.

Investments

Management continually evaluates its investment alternatives in order to properly manage the overall balance sheet mix. The timing of purchases, sales and reinvestments, if any, will be based on various factors including expectation of movements in market interest rates, deposit flows and loan demand. Notwithstanding these events, it is the intent of management to grow the earning asset base mainly through loan originations while funding this growth through a mix of retail deposits, FHLB advances, and retail repurchase agreements.

Securities Available-for-Sale (at Fair Value)

The securities available-for-sale portfolio totaled \$526,132,000 at September 30, 2016, an increase of 30.0% from December 31, 2015. The portfolio increased mainly as a result of purchases of securities available-for-sale totaling \$328,565,000 for the nine months ended September 30, 2016. The purchases were offset by sales and maturities of \$208,401,000. The portfolio is concentrated in United States Government Sponsored Enterprises, Mortgage-backed Securities and Obligations issued by States and Political Subdivisions and had an estimated weighted average

remaining life of 3.6 years.

At September 30, 2016, 65.8% of the Company's securities available-for-sale are classified as Level 2. The fair values of these securities are generally obtained from a pricing service, which provides the Company with a description of the inputs generally utilized for each type of security. These inputs include benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers and reference data. Market indicators and industry and economic events are also monitored.

Securities available-for-sale totaling \$179,911,000, or 34.2% of securities available-for-sale are classified as Level 3. These securities are generally municipal securities with no readily determinable fair value. The securities are carried at cost which approximates fair value. A periodic review of underlying financial statements and credit ratings is performed to assess the appropriateness of these valuations.

During the first nine months of 2016, net unrealized losses on the securities available-for-sale increased to \$630,000 from a net unrealized loss of \$354,000 at December 31, 2015. The following table sets forth the fair value of securities available-for-sale at the dates indicated.

**Table of Contents**

	September 30, 2016	December 31, 2015
	(in thousands)	
U.S. Treasury	\$ 2,000	\$ 1,989
U.S. Government Sponsored Enterprises	15,009	
SBA Backed Securities	58,345	5,989
U.S Government Agency and Sponsored Enterprise Mortgage-backed Securities	264,454	233,526
Privately Issued Residential Mortgage-backed Securities	1,177	1,434
Obligations issued by States and Political Subdivisions	179,911	156,960
Other Debt Securities	4,961	4,473
Equity Securities	275	252
<b>Total Securities Available for-Sale</b>	<b>\$ 526,132</b>	<b>\$ 404,623</b>

During the first nine months of 2016, the Company capitalized on favorable market conditions and realized \$52,000 of net gain on the sale of an investment. The sale represented three US Government Agency and Sponsored Mortgage-Backed securities totaling \$2,376,000.

**Securities Held-to-Maturity (at Amortized Cost)**

The securities held-to-maturity portfolio totaled \$1,565,191,000 on September 30, 2016, an increase of 8.8% from December 31, 2015. Purchases of securities held-to-maturity totaled \$441,756,000 for the nine months ended September 30, 2016. The purchases were offset by sales and maturities of \$319,007,000. The portfolio is concentrated in United States Government Sponsored Enterprises and Mortgage-backed Securities and had an estimated weighted average remaining life of 3.8 years. The following table sets forth the fair value of securities held-to-maturity at the dates indicated.

	September 30, 2016	December 31, 2015
	(in thousands)	
U.S. Government Sponsored Enterprises	\$ 165,176	\$ 186,734
SBA Backed Securities	20,926	
U.S. Government Agency and Sponsored Enterprise Mortgage-backed Securities	1,379,089	1,252,169
<b>Total Securities Held-to-Maturity</b>	<b>\$ 1,565,191</b>	<b>\$ 1,438,903</b>

At September 30, 2016 and December 31, 2015, all mortgage-backed securities are obligations of U.S. Government Sponsored Enterprises. The company realized a gain from the sale of a security of \$12,000 from proceeds of held-to-maturity securities of \$192,000 for the nine months ending September 30, 2016. The sale from securities held-to-maturity relate to a mortgage-backed security for which the Company had previously collected a substantial portion (greater than 90%) of its principal investment.

Debt securities of Government Sponsored Enterprises primarily refer to debt securities of Fannie Mae and Freddie Mac.

Federal Home Loan Bank of Boston Stock

The Bank, as a member of the Federal Home Loan Bank of Boston ( FHLBB ), is required to maintain an investment in capital stock of the FHLBB. Based on redemption provisions, the stock has no quoted market value and is carried at cost. At its discretion, the FHLBB may declare dividends on the stock. The Company reviews for impairment based on the ultimate recoverability of the cost basis in the stock. During the first nine months of 2016, the FHLBB redeemed \$10,276,000 and the Company purchased \$2,617,000 of FHLBB stock. As of September 30, 2016, no impairment has been recognized.

**Table of Contents**

**Deposits and Borrowed Funds**

On September 30, 2016, deposits totaled \$3,461,113,000, representing a 12.6% increase from December 31, 2015. Total deposits increased primarily as a result of increases in demand deposits, savings and NOW deposits, and money market accounts. Savings and NOW deposits increased, mainly as a result of municipal deposits, as the Company continued to offer competitive rates for these types of deposits during the first nine months of the year. Demand deposits and money market accounts increased primarily as a result of increases in corporate accounts. This was offset, somewhat by a decrease in time deposits.

Borrowed funds totaled \$507,320,000 at September 30, 2016 compared to \$565,850,000 at December 31, 2015. Borrowed funds decreased mainly as a result of a decrease in short-term FHLBB borrowings, this was offset, somewhat, by an increase in securities sold under agreements to repurchase. FHLBB borrowing decreased as a result of matured borrowings. Securities sold under agreements to repurchase increased, primarily as a result of increases in corporate accounts.

**Stockholders' Equity**

At September 30, 2016, total equity was \$233,781,000 compared to \$214,544,000 million at December 31, 2015. The Company's equity increased primarily as a result of earnings and a decrease in other comprehensive loss, net of taxes, offset somewhat by dividends paid. Other comprehensive loss, net of taxes, decreased primarily as a result of a decrease in unrealized losses on securities transferred from available-for-sale to held-to-maturity and amortization of the pension liability. This was offset, somewhat, by an increase in unrealized losses on securities available-for-sale. The Company's leverage ratio stood at 6.46% at September 30, 2016, compared to 6.79% at December 31, 2015. The decrease in the leverage ratio was due to an increase in quarterly average assets, offset somewhat by an increase in stockholders' equity. Book value as of September 30, 2016 was \$41.99 per share compared to \$38.53 at December 31, 2015.



**Table of Contents****Results of Operations**

The following table sets forth the distribution of the Company's average assets, liabilities and stockholders' equity, and average rates earned or paid on a fully taxable equivalent basis for each of the three-month periods indicated.

	Three Months Ended					
	September 30, 2016			September 30, 2015		
	Average	Interest	Rate	Average	Interest	Rate
	Balance	Income/ Expenses (1)	Earned/ Paid (1)	Balance	Income/ Expenses (1)	Earned/ Paid (1)
	(dollars in thousands)					
<b>ASSETS</b>						
Interest-earning assets:						
Loans (2):						
Taxable	\$ 872,906	\$ 9,016	4.11%	\$ 804,462	\$ 8,774	4.33%
Tax-exempt	1,005,725	9,240	3.65	790,694	8,147	4.09
Securities available-for-sale (5):						
Taxable	395,670	1,112	1.12	319,006	666	0.84
Tax-exempt	174,942	454	1.04	138,031	249	0.72
Securities held-to-maturity:						
Taxable	1,559,082	8,238	2.11	1,645,878	8,834	2.15
Interest-bearing deposits in other banks	216,768	283	0.52	47,886	35	0.29
Total interest-earning assets	4,225,093	28,343	2.67%	3,745,957	26,705	2.85%
Non interest-earning assets	210,568			193,519		
Allowance for loan losses	(24,092)			(22,333)		
Total assets	\$ 4,411,569			\$ 3,917,143		
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>						
Interest-bearing deposits:						
NOW accounts	\$ 947,041	\$ 622	0.26%	\$ 769,967	\$ 455	0.23%
Savings accounts	426,241	461	0.43	347,222	274	0.31
Money market accounts	1,066,121	909	0.34	930,657	760	0.32
Time deposits	454,578	1,464	1.28	419,687	1,231	1.16
Total interest-bearing deposits	2,893,981	3,456	0.48	2,467,533	2,720	0.44
Securities sold under agreements to repurchase	233,188	122	0.21	249,874	129	0.20
Other borrowed funds and subordinated debentures	371,246	2,213	2.37	418,289	2,285	2.17
Total interest-bearing liabilities	3,498,415	5,791	0.66%	3,135,696	5,134	0.65%

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Non-interest-bearing liabilities			
Demand deposits	<b>625,024</b>		522,834
Other liabilities	<b>57,812</b>		51,115
<b>Total liabilities</b>	<b>4,181,251</b>		3,709,645
Stockholders' equity	<b>230,318</b>		207,498
<b>Total liabilities &amp; stockholders' equity</b>	<b>\$ 4,411,569</b>		\$ 3,917,143
Net interest income on a fully taxable equivalent basis		<b>22,552</b>	21,571
Less taxable equivalent adjustment		<b>(3,338)</b>	(2,955)
Net interest income		<b>\$ 19,214</b>	\$ 18,616
Net interest spread (3)		<b>2.01%</b>	2.20%
Net interest margin (4)		<b>2.12%</b>	2.28%

- (1) On a fully taxable equivalent basis calculated using a federal tax rate of 34%.
- (2) Nonaccrual loans are included in average amounts outstanding.
- (3) Interest rate spread represents the difference between the weighted average yield on interest-earning assets and the weighted average cost of interest-bearing liabilities.
- (4) Net interest margin represents net interest income as a percentage of average interest-earning assets.
- (5) Average balances of securities available-for-sale calculated utilizing amortized cost.

**Table of Contents**

The following table sets forth the distribution of the Company's average assets, liabilities and stockholders' equity, and average rates earned or paid on a fully taxable equivalent basis for each of the nine-month periods indicated.

	Nine Months Ended					
	September 30, 2016			September 30, 2015		
	Average Balance	Interest Income/ Expenses (1)	Rate Earned/ Paid (1)	Average Balance	Interest Income/ Expenses (1)	Rate Earned/ Paid (1)
(dollars in thousands)						
<b>ASSETS</b>						
Interest-earning assets:						
Loans (2):						
Taxable	\$ 856,797	\$ 25,728	4.01%	\$ 761,209	\$ 23,963	4.21%
Tax-exempt	962,930	27,083	3.76	680,380	22,671	4.46
Securities available-for-sale (5):						
Taxable	336,354	2,805	1.11	347,741	1,900	0.73
Tax-exempt	149,766	1,035	0.92	114,363	605	0.71
Securities held-to-maturity:						
Taxable	1,504,728	24,178	2.14	1,640,388	26,373	2.14
Interest-bearing deposits in other banks	233,531	906	0.52	163,144	328	0.27
Total interest-earning assets	4,044,106	81,735	2.70%	3,707,225	75,840	2.74%
Non interest-earning assets	207,571			189,137		
Allowance for loan losses	(23,714)			(22,432)		
Total assets	\$ 4,227,963			\$ 3,873,930		
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>						
Interest-bearing deposits:						
NOW accounts	\$ 891,267	\$ 1,635	0.25%	\$ 793,699	\$ 1,337	0.23%
Savings accounts	405,594	1,224	0.40	340,496	712	0.28
Money market accounts	1,011,283	2,485	0.33	959,192	2,276	0.32
Time deposits	450,799	4,216	1.25	395,915	3,594	1.21
Total interest-bearing deposits	2,758,943	9,560	0.46	2,489,302	7,919	0.43
Securities sold under agreements to repurchase	229,668	363	0.21	254,521	371	0.19
Other borrowed funds and subordinated debentures	367,638	6,767	2.00	370,152	6,570	2.37
Total interest-bearing liabilities	3,356,249	16,690	0.66%	3,113,975	14,860	0.64%
Non-interest-bearing liabilities						
Demand deposits	590,669			507,855		

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Other liabilities	<b>57,151</b>	50,907
<b>Total liabilities</b>	<b>4,004,069</b>	3,672,737
Stockholders' equity	<b>223,894</b>	201,193
<b>Total liabilities &amp; stockholders' equity</b>	<b>\$ 4,227,963</b>	\$ 3,873,930
Net interest income on a fully taxable equivalent basis	<b>65,045</b>	60,980
Less taxable equivalent adjustment	<b>(9,725)</b>	(8,243)
Net interest income	<b>\$ 55,320</b>	\$ 52,737
Net interest spread (3)	<b>2.04%</b>	2.10%
Net interest margin (4)	<b>2.15%</b>	2.20%

(1) On a fully taxable equivalent basis calculated using a federal tax rate of 34%.

(2) Nonaccrual loans are included in average amounts outstanding.

(3) Interest rate spread represents the difference between the weighted average yield on interest-earning assets and the weighted average cost of interest-bearing liabilities.

(4) Net interest margin represents net interest income as a percentage of average interest-earning assets.

(5) Average balances of securities available-for-sale calculated utilizing amortized cost.

**Table of Contents**

The following table presents certain information on a fully-tax equivalent basis regarding changes in the Company's interest income and interest expense for the periods indicated. For each category of interest-earning assets and interest-bearing liabilities, information is provided with respect to changes attributable to changes in rate and changes in volume.

	Three Months Ended September 30, 2016 Compared with Three Months Ended September 30, 2015 Increase/(Decrease)			Three Months Ended September 30, 2016 Compared with Three Months Ended September 30, 2015 Increase/(Decrease)		
	Due to Change in			Due to Change in		
	Volume	Rate	Total	Volume	Rate	Total
	(in thousands)					
<b>Interest income:</b>						
<b>Loans</b>						
Taxable	\$ 707	\$ (465)	\$ 242	\$ 2,924	\$ (1,159)	\$ 1,765
Tax-exempt	2,029	(936)	1,093	8,362	(3,950)	4,412
<b>Securities available-for-sale</b>						
Taxable	183	263	446	(64)	969	905
Tax-exempt	78	127	205	216	214	430
<b>Securities held-to-maturity</b>						
Taxable	(460)	(136)	(596)	(2,180)	(15)	(2,195)
Interest-bearing deposits in other banks	203	45	248	183	395	578
<b>Total interest income</b>	<b>\$ 2,740</b>	<b>\$ (1,102)</b>	<b>\$ 1,638</b>	<b>\$ 9,441</b>	<b>\$ (3,546)</b>	<b>\$ 5,895</b>
<b>Interest expense:</b>						
<b>Deposits</b>						
NOW accounts	\$ 111	\$ 56	\$ 167	\$ 174	\$ 124	\$ 298
Savings accounts	71	116	187	155	357	512
Money market accounts	113	36	149	127	82	209
Time deposits	105	128	233	514	108	622
<b>Total interest-bearing deposits</b>	<b>400</b>	<b>336</b>	<b>736</b>	<b>970</b>	<b>671</b>	<b>1,641</b>
Securities sold under agreements to repurchase	(9)	2	(7)	(38)	30	(8)
Other borrowed funds and subordinated debentures	(273)	201	(72)	(44)	241	197
<b>Total interest expense</b>	<b>118</b>	<b>539</b>	<b>657</b>	<b>888</b>	<b>942</b>	<b>1,830</b>
<b>Change in net interest income</b>	<b>\$ 2,622</b>	<b>\$ (1,641)</b>	<b>\$ 981</b>	<b>\$ 8,553</b>	<b>\$ (4,488)</b>	<b>\$ 4,065</b>

**Net Interest Income**

For the three months ended September 30, 2016, net interest income on a fully taxable equivalent basis totaled \$22,552,000 compared to \$21,571,000 for the same period in 2015, an increase of \$981,000 or 4.5%. This increase in net interest income for the period is primarily due to an increase in average interest earning assets; this was partially offset by a sixteen basis point decrease in the net interest margin. The average balance of earning assets increased by 12.8% combined with a similar increase in average deposits. The net interest margin decreased from 2.28% on a fully taxable equivalent basis in 2015 to 2.12% on the same basis for 2016. This was primarily the result of a decrease in rates on earning assets. Also, interest income on a fully taxable equivalent basis increased 6.1%, mainly as a result of an increase in interest earning assets and interest expense increased 12.8% mainly as a result of an increase in deposit balances.

For the nine months ended September 30, 2016, net interest income on a fully taxable equivalent basis totaled \$65,045,000 compared to \$60,980,000 for the same period in 2015, an increase of \$4,065,000 or 6.7%. This increase in net interest income for the period is primarily due to an increase in average interest earning assets. The average balance of earning assets increased by 9.1% combined with a similar increase in average deposits. The net interest margin decreased from 2.20% on a fully taxable equivalent basis in 2015 to 2.15% on the same basis for 2016. This was primarily the result of a decrease in rates on earning assets. Also, interest income on a fully taxable equivalent basis increased 7.8%, mainly as a result of an increase in interest earning assets and interest expense increased 12.3% primarily as a result of an increase in deposit balances.

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**Table of Contents****Provision for Loan Losses**

For the three months ended September 30, 2016, the loan loss provision was \$375,000 compared to a provision of \$0 for the same period last year. For the nine months ended September 30, 2016, the loan loss provision was \$1,175,000 compared to a provision of \$200,000 for the same period last year. The increase in the provision was primarily as a result of an increase in loan balances. During the second quarter of 2015, the Company enhanced its approach to the development of the historical loss factors on certain loans within the portfolio. This was done in response to the changing risk profile of the Company's new loan originations and related methodology enhancements to address these changes. During the first nine months of 2016, the Company's loan portfolio risk profile has remained consistent with year-end. Further discussion relating to changes in portfolio composition is discussed in the allowance for loan loss section of the management discussion and analysis.

**Non-Interest Income and Expense**

Other operating income for the quarter ended September 30, 2016 increased by \$395,000 from the same period last year to \$4,225,000. This was mainly attributable to an increase in gains on sales of mortgage loans of \$308,000, other income of \$101,000, and service charges on deposit accounts of \$42,000. This was partially offset by a decrease in net gains on sales of securities of \$33,000 and lockbox fees of \$23,000. Other income increased primarily as a result of an increase in wealth management fees, merchant and charge card fees, and other customer fees. Also, service charges on deposit accounts increased primarily as a result of an increase in fees collected on deposit accounts.

Other operating income for the nine months ended September 30, 2016 increased by \$977,000 from the same period last year to \$12,522,000. This was mainly attributable to an increase in other income of \$427,000, gains on sales of mortgage loans of \$589,000, and an increase in service charges on deposit accounts of \$94,000. This was partially offset by a decrease in net gains on sales of securities of \$106,000 and lockbox fees of \$27,000. Other income increased primarily as a result of an increase in insurance gains of \$184,000, wealth management fees of \$126,000, and merchant and credit card sales royalties of \$113,000. Also, service charges on deposit accounts increased primarily as a result of an increase in fees collected on deposit accounts.

For the quarter ended September 30, 2016, operating expenses increased by \$530,000 or 3.3% to \$16,630,000, from the same period last year. The increase in operating expenses for the quarter was mainly attributable to an increase of \$457,000 in salaries and employee benefits, \$199,000 in other expenses, \$10,000 in occupancy expenses, and \$75,000 in equipment expenses. This was partially offset by a decrease in FDIC assessments of \$211,000. Salaries and employee benefits increased mainly as a result of merit increases and bonus accruals. Occupancy cost increased primarily as a result of increased utility charges and rent increases. Equipment expenses increased primarily as a result of an increase in depreciation expense. Other expenses increased primarily as a result of an increase in marketing expenses. FDIC assessments decreased primarily as a result of a decrease in the assessment rate.

For the nine months ended September 30, 2016, operating expenses increased by \$2,197,000 or 4.7% to \$48,601,000 from the same period last year. The increase in operating expenses for the nine months was mainly attributable to an increase of \$1,659,000 in salaries and employee benefits, \$481,000 in other expenses, \$138,000 in equipment expenses, and \$18,000 in occupancy expenses. This was offset, somewhat, by a decrease of \$99,000 in FDIC assessments. Salaries and employee benefits increased mainly as a result of merit increases and bonus accruals. Other expenses increased primarily as a result of an increase in telephone costs, postage and delivery expenses, audit and exam fees, and increased software maintenance fees. Occupancy cost increased primarily as a result of modest increases rent expense. Equipment expenses increased primarily as a result of an increase in depreciation expense. FDIC assessments decreased primarily as a result of a decrease in the assessment rate.

Income Taxes

For the third quarter of 2016, the Company's income tax expense (benefit) totaled \$(52,000) on pretax income of \$6,434,000 resulting in an effective tax rate of (0.8)%. For last year's corresponding quarter, the Company's income tax expense totaled \$180,000 on pretax income of \$6,346,000 resulting in an effective tax rate of 2.8%. The decrease in the effective income tax rate was primarily the result of an increase in tax-exempt income.

For the first nine months of 2016, the Company's income tax expense totaled \$32,000 on pretax income of \$18,066,000 resulting in an effective tax rate of 0.2%. For last year's corresponding period, the Company's income tax expense totaled \$628,000 on pretax income of \$17,678,000 resulting in an effective tax rate of 3.6%. The decrease in the effective income tax rate was primarily the result of an increase in tax-exempt income.



**Table of Contents**

**Item 3. Quantitative and Qualitative Disclosure about Market Risk**

Market risk is the risk of loss from adverse changes in market prices and rates. The Company's market risk arises primarily from interest rate risk inherent in its lending and deposit taking activities. To that end, management actively monitors and manages its interest rate risk exposure. The Company's profitability is affected by fluctuations in interest rates. A sudden and substantial increase or decrease in interest rates may adversely impact the Company's earnings to the extent that the interest rates tied to specific assets and liabilities do not change at the same speed, to the same extent, or on the same basis. The Company monitors the impact of changes in interest rates on its net interest income using several tools. The Company's primary objective in managing interest rate risk is to minimize the adverse impact of changes in interest rates on the Company's net interest income and capital, while structuring the Company's asset-liability structure to obtain the maximum yield-cost spread on that structure. Management believes that there has been no material changes in the interest rate risk reported in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015, filed with the Securities and Exchange Commission. The information is contained in the Form 10-K within the Market Risk and Asset Liability Management section of Management's Discussion and Analysis of Results of Operations and Financial Condition.

**Item 4. Controls and Procedures**

The Company's management, with participation of the Company's principal executive and financial officers, has evaluated its disclosure controls and procedures as of the end of the period covered by this quarterly report. Based on this evaluation, the Company's management, with participation of its principal executive and financial officers, has concluded that the Company's disclosure controls and procedures are effective. The disclosure controls and procedures also effectively ensure that information required to be disclosed in the Company's filings and submissions with the Securities and Exchange Commission under the Exchange Act is accumulated and reported to Company management (including the principal executive officer and the principal financial officer) as appropriate to allow timely decisions regarding required disclosure and is recorded, processed, summarized and reported within the time periods specified by the Securities and Exchange Commission. In addition, the Company has evaluated its internal control over financial reporting and during the third quarter of 2016 there were no changes that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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**Table of Contents**

**Part II Other Information**

**Item 1** Legal proceedings At the present time, the Company is not engaged in any legal proceedings which, if adversely determined to the Company, would have a material adverse impact on the Company's financial condition or results of operations. From time to time, the Company is party to routine legal proceedings within the normal course of business. Such routine legal proceedings, in the aggregate, are believed by management to be immaterial to the Company's financial condition and results of operation.

**Item 1A** Risk Factors Please read Risk Factors in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015. There have been no material changes since this 10-K was filed. These risks are not the only ones facing the Company. Additional risks and uncertainties not currently known to the Company or that the Company currently deems to be immaterial also may materially adversely affect the Company's business, financial condition and operating results.

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

(a) (b) Not applicable.

(c) None

**Item 3** Defaults Upon Senior Securities None

**Item 4** Mine Safety Disclosures Not applicable

**Item 5** Other Information None

**Item 6** Exhibits

31.1 Certification of President and Chief Executive Officer of the Company Pursuant to Securities Exchange Act Rules 13a-14 and 15d-14.

31.2 Certification of Chief Financial Officer of the Company Pursuant to Securities Exchange Act Rules 13a-14 and 15d-14.

+32.1 Certification of President and Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

+32.2 Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

++101. INS XBRL Instance Document

++101. SCH XBRL Taxonomy Extension Schema

++101. CAL XBRL Taxonomy Extension Calculation Linkbase

++101. LAB XBRL Taxonomy Extension Label Linkbase

++101. PRE XBRL Taxonomy Extension Presentation Linkbase

++101. DEF XBRL Taxonomy Definition Linkbase

- + This exhibit shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.
- ++ As provided in Rule 406T of regulation S-T, this information is filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934 and consists of the following materials from Century Bancorp Inc.'s Quarterly Report on 10-Q for the quarter ended September 30, 2016, formatted in XBRL: (i) Consolidated Balance Sheets at September 30, 2016 and December 31, 2015; (ii) Consolidated Statements of Income for the three and nine months ended September 30, 2016 and 2015; (iii) Consolidated Statements of Comprehensive Income for the three and nine months ended September 30, 2016 and 2015; (iv) Consolidated Statements of Changes in Stockholders' Equity for the nine months ended September 30, 2016 and 2015; (v) Consolidated Statements of Cash Flows for the nine months ended September 30, 2016 and 2015; and (vi) Notes to Unaudited Consolidated Interim Financial Statements.

**Table of Contents**

SIGNATURES

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

**Date:**                                      **November 7, 2016**                                      **Century Bancorp, Inc.**

*/s/ Barry R. Sloane*  
**Barry R. Sloane**

**President and Chief Executive Officer**

*/s/ William P. Hornby*  
**William P. Hornby, CPA**

**Chief Financial Officer and Treasurer**

**(Principal Accounting Officer)**