

PEAPACK GLADSTONE FINANCIAL CORP
Form 10-Q
August 07, 2015

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 Quarter Ended June 30, 2015

OR

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

For the transition period from to

Commission File No. 001-16197

PEAPACK-GLADSTONE FINANCIAL CORPORATION
(Exact name of registrant as specified in its charter)

New Jersey 22-3537895
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

500 Hills Drive, Suite 300
Bedminster, New Jersey 07921-1538
(Address of principal executive offices, including zip code)

(908)234-0700
(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), and (2) has been subject to such filing requirement 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 or Regulations S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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

Large accelerated filer Accelerated filer
Non-accelerated filer (do not check if a smaller reporting company) 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

Number of shares of Common Stock outstanding as of July 31, 2015:

15,591,046

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PEAPACK-GLADSTONE FINANCIAL CORPORATION

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Item 1. Financial Statements (Unaudited)

PEAPACK-GLADSTONE FINANCIAL CORPORATION**CONSOLIDATED STATEMENTS OF CONDITION****(Dollars in thousands, except share data)**

	(unaudited) June 30, 2015	(audited) December 31, 2014
ASSETS		
Cash and due from banks	\$6,205	\$ 6,621
Federal funds sold	101	101
Interest-earning deposits	32,382	24,485
Total cash and cash equivalents	38,688	31,207
Securities available for sale	245,897	332,652
FHLB and FRB stock, at cost	15,590	11,593
Loans held for sale, at fair value	745	839
Loans	2,741,938	2,250,267
Less: Allowance for loan losses	22,969	19,480
Net loans	2,718,969	2,230,787
Premises and equipment	31,637	32,258
Other real estate owned	956	1,324
Accrued interest receivable	6,451	5,371
Bank owned life insurance	32,565	32,634
Deferred tax assets, net	12,673	10,491
Other assets	13,999	13,241
TOTAL ASSETS	\$3,118,170	\$ 2,702,397
LIABILITIES		
Deposits:		
Noninterest-bearing demand deposits	\$386,588	\$ 366,371
Interest-bearing deposits:		
Interest-bearing deposits checking	667,847	600,889
Savings	120,606	112,878
Money market accounts	717,246	700,069
Certificates of deposit - Retail	384,235	198,819
Subtotal deposits	2,276,522	1,979,026
Interest-bearing demand – Brokered	293,000	188,000
Certificates of deposit - Brokered	94,224	131,667
Total deposits	2,663,746	2,298,693
Overnight borrowings with Federal Home Loan Bank	87,500	54,600

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Federal Home Loan Bank advances	83,692	83,692
Capital lease obligation	10,475	10,712
Accrued expenses and other liabilities	14,881	12,433
TOTAL LIABILITIES	2,860,294	2,460,130
SHAREHOLDERS' EQUITY		
Preferred stock (no par value; authorized 500,000 shares; liquidation preference of \$1,000 per share)	—	—
Common stock (no par value; stated value \$0.83 per share; authorized 21,000,000 shares; issued shares, 16,000,346 at June 30, 2015 and 15,563,895 at December 31, 2014; outstanding shares, 15,592,168 at June 30, 2015 and 15,155,717 at December 31, 2014)	13,319	12,954
Surplus	202,776	195,829
Treasury stock at cost, 408,178 shares at June 30, 2015 and December 31, 2014	(8,988)	(8,988)
Retained earnings	49,966	41,251
Accumulated other comprehensive income, net of income tax	803	1,221
TOTAL SHAREHOLDERS' EQUITY	257,876	242,267
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY	\$3,118,170	\$ 2,702,397

See accompanying notes to consolidated financial statements

Index**PEAPACK-GLADSTONE FINANCIAL CORPORATION****CONSOLIDATED STATEMENTS OF INCOME****(Dollars in thousands, except share data)****(Unaudited)**

	Three Months Ended		Six Months Ended	
	June 30,	2014	June 30,	2014
	2015		2015	
INTEREST INCOME				
Interest and fee on loans	\$22,624	\$17,428	\$43,611	\$33,090
Interest on securities available for sale:				
Taxable	1,037	977	2,219	2,038
Tax-exempt	128	189	267	393
Interest on loans held for sale	24	15	34	25
Interest-earning deposits	39	21	82	33
Total interest income	23,852	18,630	46,213	35,579
INTEREST EXPENSE				
Interest on savings and interest-bearing deposit accounts	1,184	504	2,070	943
Interest on certificates of deposit	1,051	369	1,714	724
Interest on borrowed funds	428	382	820	772
Interest on capital lease obligation	126	118	254	237
Subtotal - interest expense	2,789	1,373	4,858	2,676
Interest-bearing demand – brokered	215	70	400	114
Interest on certificates of deposits – brokered	504	264	1,028	295
Total Interest expense	3,508	1,707	6,286	3,085
NET INTEREST INCOME BEFORE PROVISION FOR LOAN LOSSES				
Provision for loan losses	20,344	16,923	39,927	32,494
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES				
	18,144	15,773	36,377	30,019
OTHER INCOME				
Wealth management fee income	4,532	4,005	8,563	7,759
Service charges and fees	837	708	1,642	1,402
Bank owned life insurance	248	276	785	542
Gain on loans held for sale at fair value (Mortgage banking)	161	112	309	224
Gain on loans held for sale at lower of cost or fair value	—	176	—	176
Other income	545	117	638	188
Securities gains, net	176	79	444	177
Total other income	6,499	5,473	12,381	10,468
OPERATING EXPENSES				
Salaries and employee benefits	9,872	9,089	19,297	17,937

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Premises and equipment	2,778	2,334	5,394	4,772
Other operating expense	3,616	3,507	7,343	6,560
Total operating expenses	16,266	14,930	32,034	29,269
INCOME BEFORE INCOME TAX EXPENSE	8,377	6,316	16,724	11,218
Income tax expense	3,139	2,533	6,478	4,404
NET INCOME	\$5,238	\$3,783	\$10,246	\$6,814
EARNINGS PER COMMON SHARE				
Basic	\$0.34	\$0.32	\$0.68	\$0.58
Diluted	\$0.34	\$0.32	\$0.67	\$0.58
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING				
Basic	15,082,516	11,721,256	14,996,596	11,664,410
Diluted	15,233,151	11,846,075	15,189,781	11,814,806

See accompanying notes to consolidated financial statements

Index**PEAPACK-GLADSTONE FINANCIAL CORPORATION****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME****(Dollars in thousands)****(Unaudited)**

	Three Months Ended		Six Months Ended	
	June 30,	2014	June 30,	2014
	2015		2015	2014
Net income	\$ 5,238	\$ 3,783	\$ 10,246	\$ 6,814
Other comprehensive income:				
Unrealized gains/(losses) on available for sale securities:				
Unrealized holding (losses)/gains arising during the period	(1,135)	1,367	97	2,449
Less: Reclassification adjustment for net gains included in net income	176	79	444	177
	(1,311)	1,288	(347)	2,272
Tax effect	501	(464)	142	(865)
Net of tax	(810)	824	(205)	1,407
Unrealized loss on cash flow hedges				
Unrealized holding loss	631	—	(361)	—
Reclassification adjustment for losses included in net income	—	—	—	—
	631	—	(361)	—
Tax effect	(257)	—	148	—
Net of tax	374	—	(213)	—
Total other comprehensive (loss)/income	(436)	824	(418)	1,407
Total comprehensive income	\$ 4,802	\$ 4,607	\$ 9,828	\$ 8,221

See accompanying notes to consolidated financial statements

Index**PEAPACK-GLADSTONE FINANCIAL CORPORATION****CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY****(Dollars in thousands)****(Unaudited)****Six Months Ended June 30, 2015**

(In thousands, except per share data)	Common Stock	Surplus	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Income	Total
Balance at January 1, 2015 15,155,717 common shares outstanding	\$ 12,954	\$ 195,829	\$ (8,988)	\$ 41,251	\$ 1,221	\$ 242,267
Net income				10,246		10,246
Other comprehensive loss					(418)	(418)
Issuance of restricted stock, net of forfeitures 160,764 shares	134	(134)				—
Vesting of restricted stock, 4,689 shares	(4)	(50)				(54)
Amortization of restricted stock		1,098				1,098
Cash dividends declared on common stock (\$0.10 per share)				(1,531)		(1,531)
Common stock option expense		121				121
Common stock options exercised and related tax benefits, 14,388 shares	12	169				181
Common stock options swap and related tax benefits, 7,506 shares	(5)	(147)				(152)
Sales of shares (Dividend Reinvestment Program), 210,119 shares	175	3,637				3,812
Issuance of shares for Employee Stock Purchase Plan, 15,459 shares	13	293				306
Issuance of common stock WMC acquisition, 47,916 shares	40	960				1,000
Issuance of warrants		1,000				1,000
Balance at June 30, 2015 15,592,168 common shares						

outstanding	\$ 13,319	\$202,776	\$(8,988)	\$49,966	\$ 803	\$257,876
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See accompanying notes to consolidated financial statements

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	Six Months Ended June 30,	
	2015	2014
OPERATING ACTIVITIES:		
Net income	\$ 10,246	\$ 6,814
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	1,605	1,448
Amortization of premium and accretion of discount on securities, net	938	720
Amortization of restricted stock	1,098	721
Provision of loan losses	3,550	2,475
Provision for OREO losses	—	400
Provision for deferred taxes	(1,892)	(536)
Stock-based compensation, including ESPP	172	106
Gains on securities, available for sale	(444)	(177)
Loans originated for sale at fair value	(20,661)	(17,004)
Proceeds from sales of loans at fair value	21,064	16,579
Gains on loans held for sale at fair value	(309)	(224)
Net gains on loans held for sale at lower of cost or fair value	—	(176)
Losses/(gains) on sale of other real estate owned	38	(108)
Gains on disposal of fixed assets	—	(9)
Gain on death benefit	(88)	—
Increase in cash surrender value of life insurance, net	(323)	(376)
Increase in accrued interest receivable	(1,080)	(772)
Decrease in other assets	2,908	4,769
Decrease/(increase) in accrued expenses, capital lease obligations and other liabilities	1,175	(903)
NET CASH PROVIDED BY OPERATING ACTIVITIES	17,997	13,747
INVESTING ACTIVITIES:		
Maturities of securities available for sale	39,479	52,411
Redemptions for FHLB & FRB stock	32,200	—
Call of securities available for sale	14,880	—
Sales of securities available for sale	36,865	25,167
Purchase of securities available for sale	(5,310)	(32,586)
Purchase of FHLB & FRB stock	(36,197)	—
Proceeds from sales of loans held for sale at lower of cost or fair value	—	68,031
Net increase in loans	(491,732)	(369,607)
Sales of other real estate owned	330	982
Purchase of premises and equipment	(984)	(2,326)
Disposal of premises and equipment	—	14
Acquisition of a wealth management company	(800)	—

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Proceeds from death benefit	238	—
NET CASH USED IN INVESTING ACTIVITIES	(411,031)	(257,914)
FINANCING ACTIVITIES:		
Net increase in deposits	365,053	467,918
Net increase/(decrease) in overnight borrowings	32,900	(54,900)
Net increase in other borrowings	—	9,000
Cash dividends paid on common stock	(1,531)	(1,191)
Exercise of Stock Options, net of stock swap	29	92
Restricted stock tax expense	(54)	—
Sales of shares (DRIP Program)	3,812	3,657
Purchase of shares for Profit Sharing Plan	306	70
NET CASH PROVIDED BY FINANCING ACTIVITIES	400,515	424,646
Net increase in cash and cash equivalents	7,481	180,479
Cash and cash equivalents at beginning of period	31,207	35,147
Cash and cash equivalents at end of period	\$ 38,688	\$ 215,626

See accompanying notes to consolidated financial statements

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**PEAPACK-GLADSTONE FINANCIAL CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Certain information and footnote disclosures normally included in the audited consolidated financial statements prepared in accordance with U.S. generally accepted accounting principles have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission. These unaudited consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Annual Report on Form 10-K for the period ended December 31, 2014 for Peapack-Gladstone Financial Corporation (the "Corporation" or the "Company"). In the opinion of the Management of the Corporation, the accompanying unaudited Consolidated Interim Financial Statements contain all adjustments (consisting of normal recurring accruals) necessary to present fairly the financial position as of June 30, 2015 and the results of operations and comprehensive income for the three and six months ended June 30, 2015 and 2014, and shareholders' equity and cash flow statements for the six months ended June 30, 2015 and 2014.

Principles of Consolidation and Organization: The Corporation considers that all adjustments necessary for a fair presentation of the statement of the financial position and results of operations in accordance with U.S. generally accepted accounting principles for these periods have been made. Results for such interim periods are not necessarily indicative of results for a full year.

The consolidated financial statements of the Corporation are prepared on the accrual basis and include the accounts of the Corporation and its wholly-owned subsidiary, Peapack-Gladstone Bank (the "Bank"). The consolidated statements also include the Bank's wholly-owned subsidiary, PGB Trust & Investments of Delaware and Peapack-Gladstone Mortgage Group, Inc. All significant intercompany balances and transactions have been eliminated from the accompanying consolidated financial statements.

Securities: All securities are classified as available for sale and are carried at fair value, with unrealized holding gains and losses reported in other comprehensive income, net of tax.

Interest income includes amortization of purchase premium or discount. Premiums and discounts on securities are amortized on the level-yield method without anticipating prepayments, except for mortgage-backed securities where prepayments are anticipated. Gains and losses on sales are recorded on the trade date and determined using the specific identification method.

Management evaluates securities for other-than-temporary impairment on at least a quarterly basis, and more frequently when economic or market conditions warrant such an evaluation. For securities in an unrealized loss position, Management considers the extent and duration of the unrealized loss and the financial condition and near-term prospects of the issuer. Management also assesses whether it intends to sell, or it is more likely than not that it will be required to sell, a security in an unrealized loss position before recovery of its amortized cost basis. If either of the criteria regarding intent or requirement to sell is met, the entire difference between amortized cost and fair value is recognized as impairment through earnings. For debt securities that do not meet the aforementioned criteria, the amount of impairment is split into two components as follows: 1) other-than-temporary impairment related to credit loss, which must be recognized in the income statement and 2) other-than-temporary impairment related to other factors, which is recognized in other comprehensive income. The credit loss is defined as the difference between the present value of the cash flows expected to be collected and the amortized cost basis. For equity securities, the entire amount of impairment is recognized through earnings.

Loans Held for Sale: Mortgage loans originated with the intent to sell in the secondary market are carried at fair value, as determined by outstanding commitments from investors. Net unrealized losses, if any, are recorded as a valuation allowance and charged in earnings.

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Mortgage loans held for sale are generally sold with servicing rights released; therefore, no servicing rights are recorded. Gains and losses on sales of mortgage loans are based on the difference between the selling price and the carrying value of the related loan sold.

Loans originated with the intent to hold and subsequently transferred to loans held for sale are carried at the lower of cost or fair value. These are loans that the Corporation no longer has the intent to hold for the foreseeable future.

Loans: Loans that Management has the intent and ability to hold for the foreseeable future or until maturity are stated at the principal amount outstanding. Interest on loans is recognized based upon the principal amount outstanding. Loans are stated at face value, less purchased premium and discounts and net deferred fees. Loan origination fees and certain direct loan origination costs are deferred and recognized over the life of the loan as an adjustment, on a level-yield method, to the loan's yield. The definition of recorded investment in loans includes accrued interest receivable, however, for the Company's loan disclosures, accrued interest was excluded as the impact was not material.

Loans are considered past due when they are not paid in accordance with contractual terms. The accrual of income on loans, including impaired loans, is discontinued if, in the opinion of Management, principal or interest is not likely to be paid in accordance with the terms of the loan agreement, or when principal or interest is past due 90 days or more and collateral, if any, is insufficient to cover principal and interest. All interest accrued but not received for loans placed on nonaccrual is reversed against interest income. Payments received on nonaccrual loans are recorded as principal payments. A nonaccrual loan is returned to accrual status only when interest and principal payments are brought current and future payments are reasonably assured, generally when the Bank receives contractual payments for a minimum of six months. Commercial loans are generally charged off after an analysis is completed which indicates that collectability of the full principal balance is in doubt. Consumer loans are generally charged off after they become 120 days past due. Subsequent payments are credited to income only if collection of principal is not in doubt. If principal and interest payments are brought contractually current and future collectability is reasonably assured, loans are returned to accrual status. Nonaccrual mortgage loans are generally charged off when the value of the underlying collateral does not cover the outstanding principal balance.

The majority of the Company's loans are secured by real estate in the New Jersey and New York metropolitan area.

Allowance for Loan Losses: The allowance for loan losses is a valuation allowance for probable incurred credit losses. Loan losses are charged against the allowance when Management believes the uncollectability of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance. Management estimates the allowance balance required using past loan loss experience, the nature and volume of the portfolio, information about specific borrower situations and estimated collateral values, economic conditions and other factors. Allocations of the allowance may be made for specific loans, but the entire allowance is available for any loan that, in Management's judgment, should be charged off.

The allowance consists of specific and general components. The specific component of the allowance relates to loans that are individually classified as impaired.

A loan is impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement. Factors considered by Management in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed.

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All loans are individually evaluated for impairment when loans are classified as substandard by Management. If a loan is considered impaired, a portion of the allowance is allocated so that the loan is reported, net, at the present value of estimated future cash flows using the loan's existing rate or at the fair value of collateral less estimated disposition costs if repayment is expected solely from the collateral. If and when a residential mortgage is placed on nonaccrual status and in the process of collection, such as through a foreclosure action, then they are evaluated for impairment on an individual basis and the loan is reported, net, at the fair value of the collateral less estimated disposition costs.

A troubled debt restructuring ("TDR") is a renegotiated loan with concessions made by the lender to a borrower who is experiencing financial difficulty. TDRs are impaired and are measured at the present value of estimated future cash flows using the loan's effective rate at inception. If a TDR is considered to be a collateral dependent loan, the loan is reported, net, at the fair value of the collateral, less estimated disposition costs. For TDRs that subsequently default, the Company determines the amount of reserve in accordance with the accounting policy for the allowance for loan losses.

The general component of the allowance covers non-impaired loans and is based primarily on the Bank's historical loss experience adjusted for current factors. The historical loss experience is determined by portfolio segment and is based on the actual loss history experience by the Company on a weighted average basis over the previous three years. This actual loss experience is adjusted by other qualitative factors based on the risks present for each portfolio segment. These economic factors include consideration of the following: levels of and trends in delinquencies and impaired loans; effects of any changes in risk selection and underwriting standards; other changes in lending policies, procedures and practices; experience, ability and depth of lending management and other relevant staff; national and local economic trends and conditions; industry conditions; and effects of changes in credit concentrations. For special mention and substandard loans that are graded as non-impaired, the Company allocates a higher general reserve percentage than pass-rated loans through utilization of a multiple, which is calculated annually through a migration analysis. At June 30, 2015 and December 31, 2014, the multiple was 5 times for non-impaired substandard loans and 2.5 times for non-impaired special mention loans.

In determining an appropriate amount for the allowance, the Bank segments and evaluates the loan portfolio based on Federal call report codes, which are based on collateral. The following portfolio classes have been identified:

Primary Residential Mortgages. The Bank originates one to four family residential mortgage loans within or near its primary geographic market area. Loans are secured by first liens on the primary residence or investment property. Primary risk characteristics associated with residential mortgage loans typically involve major living or lifestyle changes to the borrower, including unemployment or other loss of income; unexpected significant expenses, such as for major medical issues or catastrophic events; divorce or death. In addition, residential mortgage loans that have adjustable rates could expose the borrower to higher debt service requirements in a rising interest rate environment. Further, real estate value could drop significantly and cause the value of the property to fall below the loan amount, creating additional potential exposure for the Bank.

Home Equity Lines of Credit. The Bank provides revolving lines of credit against one to four family residences within or near its primary geographic market. Primary risk characteristics associated with home equity lines of credit typically involve major living or lifestyle changes to the borrower, including unemployment or other loss of income; unexpected significant expenses, such as for major medical issues or catastrophic events; divorce or death. In addition, home equity lines of credit typically are made with variable or floating interest rates, such as the Prime Rate, which could expose the borrower to higher debt service requirements in a rising interest rate environment. Further, real estate value could drop significantly and cause the value of the property to fall below the loan amount, creating additional potential exposure for the Bank.

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Junior Lien Loan on Residence. The Bank provides junior lien loans against one to four family properties within or near its primary geographic market area. Junior lien loans can be either in the form of an amortizing home equity loan or a revolving home equity line of credit. These loans are subordinate to a first mortgage which may be from another lending institution. Primary risk characteristics associated with junior lien loans typically involve major living or lifestyle changes to the borrower, including unemployment or other loss of income; unexpected significant expenses, such as for major medical issues or catastrophic events; divorce or death. Further, real estate value could drop significantly and cause the value of the property to fall below the loan amount, creating additional potential exposure for the Bank.

Multifamily and Commercial Real Estate Loans. The Bank provides mortgage loans for multifamily properties (i.e. buildings which have five or more residential units) and other commercial real estate that is either owner occupied or managed as an investment property within or near its market area, including New York City. Commercial real estate properties primarily include office and medical buildings, retail space, and warehouse or flex space. Some properties are considered “mixed use” as they are a combination of building types, such as an apartment building that may also have retail space. Multifamily loans are expected to be repaid from the cash flow of the underlying property so the collective amount of rents must be sufficient to cover all operating expenses, property management and maintenance, taxes and debt service. Increases in vacancy rates, interest rates or other changes in general economic conditions can all have an impact on the borrower and their ability to repay the loan. Commercial real estate loans are generally considered to have a higher degree of credit risk than multifamily loans as they may be dependent on the ongoing success and operating viability of a fewer number of tenants who are occupying the property and who may have a greater degree of exposure to economic conditions.

Commercial and Industrial Loans. The Bank provides lines of credit and term loans to operating companies for business purposes. The loans are generally secured by business assets such as accounts receivable, inventory, business vehicles and equipment. Commercial and industrial loans are typically repaid first by the cash flow generated by the borrower’s business operation. The primary risk characteristics are specific to the underlying business and its ability to generate sustainable profitability and resulting positive cash flow. Factors that may influence a business’s profitability include, but are not limited to, demand for its products or services, quality and depth of management, degree of competition, regulatory changes, and general economic conditions. Commercial and industrial loans are generally secured by business assets; however, the ability of the Bank to foreclose and realize sufficient value from the assets is often highly uncertain.

Commercial Construction. The Bank has substantially wound down its commercial construction lending activity given the current economic environment. New construction loans would be considered only to experienced and reputable local builders and developers that have the capital and liquidity to carry a project to completion and stabilization. Construction loans are considered riskier than commercial financing on improved and established commercial real estate. The risk of potential loss increases if the original cost estimates or time to complete are significantly off.

Consumer and Other. These are loans to individuals for household, family and other personal expenditures as well as obligations of states and political subdivisions in the U.S. This also represents all other loans that cannot be categorized in any of the previous mentioned loan segments.

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Derivatives: At the inception of a derivative contract, the Company designates the derivative as one of three types based on the Company's intentions and belief as to likely effectiveness as a hedge. These three types are (1) a hedge of the fair value of a recognized asset or liability or of an unrecognized firm commitment ("fair value hedge"), (2) a hedge of a forecasted transaction or the variability of cash flows to be received or paid related to a recognized asset or liability ("cash flow hedge"), or (3) an instrument with no hedging designation ("stand-alone derivative"). For a fair value hedge, the gain or loss on the derivative, as well as the offsetting loss or gain on the hedged item, are recognized in current earnings as fair values change. For a cash flow hedge, the gain or loss on the derivative is reported in other comprehensive income and is reclassified into earnings in the same periods during which the hedged transaction affects earnings. For both types of hedges, changes in the fair value of derivatives that are not highly effective in hedging the changes in fair value or expected cash flows of the hedged item are recognized immediately in current earnings. Changes in the fair value of derivatives that do not qualify for hedge accounting are reported currently in earnings, as non-interest income.

Net cash settlements on derivatives that qualify for hedge accounting are recorded in interest income or interest expense, based on the item being hedged. Net cash settlements on derivatives that do not qualify for hedge accounting are reported in non-interest income. Cash flows on hedges are classified in the cash flow statement the same as the cash flows of the items being hedged.

The Company formally documents the relationship between derivatives and hedged items, as well as the risk-management objective and the strategy for undertaking hedge transactions at the inception of the hedging relationship. This documentation includes linking fair value or cash flow hedges to specific assets and liabilities on the balance sheet or to specific firm commitments or forecasted transactions. The Company discontinues hedge accounting when it determines that the derivative is no longer effective in offsetting changes in the fair value or cash flows of the hedged item, the derivative is settled or terminates, a hedged forecasted transaction is no longer probable, a hedged firm commitment is no longer firm, or treatment of the derivative as a hedge is no longer appropriate or intended.

When hedge accounting is discontinued, subsequent changes in fair value of the derivative are recorded as non-interest income. When a cash flow hedge is discontinued but the hedged cash flows or forecasted transactions are still expected to occur, gains or losses that were accumulated in other comprehensive income are amortized into earnings over the same periods which the hedged transactions will affect earnings.

The Company offers Facility Specific/Loan Level Swaps to its customers and offsets its exposure from such contracts by entering into mirror image swaps with a financial institution/swap counterparty. The customer accommodations and any offsetting swaps are treated as non-hedging derivative instruments which do not qualify for hedge account ("standalone derivatives"). The notional amount of the swaps does not represent amounts exchanged by the parties. The amount exchanged is determined by reference to the notional amount and the other terms of the individual contracts. The fair value of the swaps is recorded as both an asset and a liability, in Other Assets and Other Liabilities, respectively, in equal amounts for these transactions.

Stock-Based Compensation: The Company's 2006 Long-Term Stock Incentive Plan and 2012 Long-Term Stock Incentive Plan allow the granting of shares of the Company's common stock as incentive stock options, nonqualified stock options, restricted stock awards and stock appreciation rights to directors, officers and employees of the Company and its subsidiaries. Restricted stock units are also available for grant under the 2012 Long-Term Incentive Plan. The options granted under these plans are, in general, exercisable not earlier than one year after the date of grant, at a price equal to the fair value of common stock on the date of grant, and expire not more than ten years after the date of grant. Stock options may vest during a period of up to five years after the date of grant. Some options granted to officers at or above the senior vice president level were immediately exercisable at the date of grant. The Company has a policy of using new shares to satisfy option exercises.

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For the three months ended June 30, 2015 and 2014, the Company recorded total compensation cost for stock options of \$56 thousand and \$54 thousand respectively, with a recognized tax benefit of \$6 thousand and \$5 thousand for the quarters ended June 30, 2015 and 2014, respectively. The Company recorded total compensation cost for stock options for the six months ended June 30, 2015 and 2014, of \$121 thousand and \$106 thousand, respectively, with a recognized tax benefit of \$12 thousand for the six months ended June 30, 2015 and \$10 thousand for the six months ended June 30, 2014. There was approximately \$225 thousand of unrecognized compensation cost related to non-vested share-based compensation arrangements granted under the Company's stock incentive plans at June 30, 2015. That cost is expected to be recognized over a weighted average period of 0.76 years.

For the Company's stock option plans, changes in options outstanding during the six months ended June 30, 2015 were as follows:

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value (In thousands)
Balance, January 1, 2015	345,189	\$ 17.38		
Granted during 2015	—	—		
Exercised during 2015	(14,388)	12.60		
Expired during 2015	(16,539)	18.24		
Forfeited during 2015	(6,378)	13.99		
Balance, June 30, 2015	307,884	17.60	4.80 years	\$ 1,423
Vested and expected to vest (1)	293,532	17.82	4.80 years	\$ 1,292
Exercisable at June 30, 2015	254,729	18.42	4.34 years	\$ 104

(1) Does not include shares which are not expected to vest as a result of anticipated forfeitures.

The aggregate intrinsic value represents the total pre-tax intrinsic value (the difference between the Company's closing stock price on the last trading day of the first quarter of 2015 and the exercise price, multiplied by the number of in-the-money options). The Company's closing stock price on June 30, 2015 was \$22.22.

There were no stock options granted in the six months ended June 30, 2015. For the second quarter of 2014, the per share weighted-average fair value of stock options granted was \$7.50 using the Black-Scholes option-pricing model with the following weighted average assumptions:

Three Months Ended June 30,	Six Months Ended June 30,
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	2014		2014	
Dividend Yield	1.05	%	1.02	%
Expected volatility	40	%	40	%
Expected life	7 years		7 years	
Risk-free interest rate	2.26	%	2.18	%

In the second quarter of 2015, the Company issued 13,147 restricted stock awards, at a fair value equal to the market price of the Company's common stock at the date of grant. The awards may vest fully during a period of up to three or five years after the date of award. The stock awards were service based awards and vest ratably over three or five year periods. There were no performance based awards granted during this period.

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As of June 30, 2015, there was \$6.8 million of total unrecognized compensation cost related to nonvested shares, which is expected to vest over 4.6 years.

Changes in nonvested shares dependent on performance criteria for the six months ended June 30, 2015 were as follows:

	Number of Shares	Weighted Average Grant Date Fair Value
Balance, January 1, 2015	92,767	\$ 18.12
Granted during 2015	—	—
Vested during 2015	—	—
Forfeited during 2015	—	—
Balance, June 30, 2015	92,767	\$ 18.12

Changes in nonvested shares not dependent on performance criteria for the six months ended June 30, 2015 were as follows:

	Number of Shares	Weighted Average Grant Date Fair Value
Balance, January 1, 2015	252,328	\$ 17.34
Granted during 2015	160,764	20.94
Vested during 2015	(66,827)	16.35
Forfeited during 2015	(2,124)	20.24
Balance, June 30, 2015	344,141	\$ 19.20

For the three months ended June 30, 2015 and 2014, the Company recorded total compensation cost for stock awards of \$623 thousand and \$440 thousand respectively.

For the six months ended June 30, 2015 and 2014, the Company recorded total compensation cost for stock awards of \$1.1 million and \$721 thousand respectively.

Employee Stock Purchase Plan: On April 22, 2014, the shareholders of Peapack-Gladstone Financial Corporation approved the Peapack-Gladstone Financial Corporation 2014 Employee Stock Purchase Plan (“ESPP”). The ESPP provides for the granting of purchase rights of up to 150,000 shares of Company common stock. Subject to certain eligibility requirements and restrictions, the ESPP allows employees to purchase shares during four three-month offering periods. Each participant in the offering period is granted an option to purchase a number of shares and may contribute between 1% and 15% of their compensation. Purchases under the ESPP will be made on the last trading

day of each offering period, and the number of shares to be purchased by the employee is determined by dividing the employee's contributions accumulated during the offering period by the applicable purchase price. The purchase price is an amount equal to 85% of the closing market price of a share of Company common stock on the purchase date. Participation in the ESPP is entirely voluntary and employees can cancel their purchases at any time during the period without penalty.

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For the three months ended June 30, 2015, the Company recorded \$24 thousand of share based compensation expense related to the ESPP. Total shares issued under the ESPP during the second quarter of 2015 were 7,571 shares. For the six months ended June 30, 2015, the Company recorded \$51 thousand of share based compensation expense related to the ESPP. Total shares issued under the ESPP for the six months ended June 30, 2015 were 15,459 shares.

Earnings per Common share – Basic and Diluted: The following is a reconciliation of the calculation of basic and diluted earnings per share. Basic net income per common share is calculated by dividing net income available to common shareholders by the weighted average common shares outstanding during the reporting period. Diluted net income per common share is computed similarly to that of basic net income per common share, except that the denominator is increased to include the number of additional common shares that would have been outstanding if all common shares underlying potentially dilutive stock options were issued, restricted stock or stock warrants would vest during the reporting period utilizing the Treasury stock method.

(In thousands, except per share data)	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Net income to common shareholders	\$5,238	\$3,783	\$10,246	\$6,814
Basic weighted-average common shares outstanding	15,082,516	11,721,256	14,996,596	11,664,410
Plus: common stock equivalents	150,635	124,819	193,185	150,396
Diluted weighted-average common shares outstanding	15,233,151	11,846,075	15,189,781	11,814,806
Net income per common share				
Basic	\$0.34	\$0.32	\$0.68	\$0.58
Diluted	0.34	0.32	0.67	0.58

Stock options totaling 114,198 and 132,140 shares were not included in the computation of diluted earnings per share in the second quarters of 2015 and 2014, respectively, because they were considered antidilutive. Stock options and stock warrants totaling 254,767 and 151,674 shares were not included in the computation of diluted earnings per share in the six months ended June 30, 2015 and 2014, respectively, because they were considered antidilutive.

Income Taxes: The Company files a consolidated Federal income tax return. Separate state income tax returns are filed for each subsidiary based on current laws and regulations.

The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in its financial statements or tax returns. The measurement of deferred tax assets and liabilities is based on the enacted tax rates. Such tax assets and liabilities are adjusted for the effect of a change in tax rates in the period of enactment.

The Company recognizes a tax position as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50 percent likely of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded.

The Company is no longer subject to examination by the U.S. Federal tax authorities for years prior to 2012 or by New Jersey tax authorities for years prior to 2010.

The Company recognizes interest and/or penalties related to income tax matters in income tax expense.

Index**2. INVESTMENT SECURITIES AVAILABLE FOR SALE**

A summary of amortized cost and approximate fair value of securities available for sale included in the consolidated statements of condition as of June 30, 2015 and December 31, 2014 follows:

	June 30, 2015			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(In thousands)				
U.S. government-sponsored entities	\$4,830	\$ 8	\$ (16)	\$4,822
Mortgage-backed securities – residential	191,885	2,149	(196)	193,838
Small business administration				
pool securities	7,817	—	(59)	7,758
State and political subdivisions	33,556	445	(1)	34,000
Single-issuer trust preferred security	2,999	—	(464)	2,535
CRA investment	3,000	—	(56)	2,944
Total	\$244,087	\$ 2,602	\$ (792)	\$245,897

	December 31, 2014			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(In thousands)				
U.S. government-sponsored entities	\$35,664	\$ 55	\$ (49)	\$35,670
Mortgage-backed securities – residential	239,975	2,725	(411)	242,289
Small business administration				
pool securities	8,015	—	(71)	7,944
State and political subdivisions	40,842	553	(1)	41,394
Single-issuer trust preferred security	2,999	—	(599)	2,400
CRA investment	3,000	—	(45)	2,955
Total	\$330,495	\$ 3,333	\$ (1,176)	\$332,652

The following tables present the Corporation's available for sale securities with continuous unrealized losses and the approximate fair value of these investments as of June 30, 2015 and December 31, 2014.

June 30, 2015		
Duration of Unrealized Loss		
Less Than 12 Months	12 Months or Longer	Total
Approximate	Approximate	Approximate

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(In thousands)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. government						
Sponsored entities	\$2,977	\$ (16)	\$ —	\$ —	\$2,977	\$ (16)
Mortgage-backed securities-residential	25,020	(86)	10,452	(110)	35,472	(196)
Small business administration pool securities	7,758	(59)	—	—	7,758	(59)
State and political subdivisions	498	(1)	—	—	498	(1)
Single-issuer trust preferred security	—	—	2,535	(464)	2,535	(464)
CRA investment fund	—	—	2,944	(56)	2,944	(56)
Total	\$36,253	\$ (162)	\$ 15,931	\$ (630)	\$52,184	\$ (792)

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(In thousands)	December 31, 2014					
	Duration of Unrealized Loss					
	Less Than 12 Months		12 Months or Longer		Total	
	Approximate Fair Value	Unrealized Losses	Approximate Fair Value	Unrealized Losses	Approximate Fair Value	Unrealized Losses
U.S. government sponsored entities	\$19,119	\$ (20)	\$ 2,963	\$ (29)	\$22,082	\$ (49)
Mortgage-backed securities-residential	65,368	(191)	20,428	(220)	85,796	(411)
Small business administration pool securities	7,944	(71)	—	—	7,944	(71)
State and political subdivisions	505	(1)	—	—	505	(1)
Single-issuer trust Preferred security	—	—	2,400	(599)	2,400	(599)
CRA investment fund	—	—	2,955	(45)	2,955	(45)
Total	\$92,936	\$ (283)	\$ 28,746	\$ (893)	\$121,682	\$ (1,176)

Management believes that the unrealized losses on investment securities available for sale are temporary and are due to interest rate fluctuations and/or volatile market conditions rather than the creditworthiness of the issuers. As of June 30, 2015, the Company does not intend to sell these securities nor is it likely that it will be required to sell the securities before their anticipated recovery; therefore, none of the securities in unrealized loss position were determined to be other-than-temporarily impaired.

At June 30, 2015, the unrealized loss on the single-issuer trust preferred security of \$464 thousand was related to a debt security issued by a large bank holding company that has experienced declines in all its securities due to the turmoil in the financial markets and a merger. The security was downgraded to below investment grade by Moody's and is currently rated Ba1. Management monitors the performance of the issuer on a quarterly basis to determine if there are any credit events that could result in deferral or default of the security. Management believes the depressed valuation is a result of the nature of the security, a trust preferred bond, and the bond's very low yield. As Management does not intend to sell this security nor is it likely that it will be required to sell the security before its anticipated recovery, the security is not considered other-than-temporarily impaired at June 30, 2015.

3. LOANS

Loans outstanding, by general ledger classification, as of June 30, 2015 and December 31, 2014, consisted of the following:

(In thousands)	June 30, 2015	% of Totals Loans	December 31, 2014	% of Total Loans
Residential mortgage	\$470,863	17.17 %	\$ 466,760	20.74 %
Multifamily mortgage	1,371,139	50.01	1,080,256	48.00
Commercial mortgage	375,440	13.69	308,491	13.71
Commercial loans	438,461	15.99	308,743	13.72
Construction loans	1,417	0.05	5,998	0.27
Home equity lines of credit	51,675	1.89	50,141	2.23
Consumer loans, including fixed rate home equity loans	29,996	1.09	28,040	1.25
Other loans	2,947	0.11	1,838	0.08
Total loans	\$2,741,938	100.00 %	\$ 2,250,267	100.00 %

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In determining an appropriate amount for the allowance, the Bank segments and evaluates the loan portfolio based on federal call report codes. The following portfolio classes have been identified as of June 30, 2015 and December 31, 2014:

(In thousands)	June 30, 2015	% of Totals Loans	December 31, 2014	% of Total Loans
Primary residential mortgage	\$482,765	17.62 %	\$ 480,149	21.37 %
Home equity lines of credit	51,832	1.89	50,302	2.24
Junior lien loan on residence	11,049	0.40	11,808	0.52
Multifamily property	1,371,139	50.05	1,080,256	48.07
Owner-occupied commercial real estate	126,926	4.63	105,446	4.69
Investment commercial real estate	534,870	19.53	405,771	18.06
Commercial and industrial	128,475	4.69	81,362	3.62
Secured by farmland/agricultural production	183	0.01	364	0.02
Commercial construction loans	150	0.01	4,715	0.21
Consumer and other loans	32,058	1.17	27,084	1.20
Total loans	\$2,739,447	100.00%	\$ 2,247,257	100.00%
Net deferred fees	2,491		3,010	
Total loans including net deferred costs	\$2,741,938		\$ 2,250,267	

The following tables present the loan balances by portfolio class, based on impairment method, and the corresponding balances in the allowance for loan losses as of June 30, 2015 and December 31, 2014:

(In thousands)	June 30, 2015		Total Loans Collectively Evaluated For Impairment	Ending ALLL Attributable To Loans Collectively Evaluated for Impairment	Total Loans	Total Ending ALL
	Total Loans Individually Evaluated For Impairment	Ending ALLL Attributable To Loans Individually Evaluated for Impairment				
Primary residential mortgage	\$7,256	\$ 255	\$475,509	\$ 2,154	\$482,765	\$2,409
Home equity lines of credit	207	—	51,625	113	51,832	113
Junior lien loan on residence	142	—	10,907	73	11,049	73
Multifamily property	—	—	1,371,139	8,623	1,371,139	8,623
Owner-occupied commercial real estate	1,319	—	125,607	2,286	126,926	2,286
Investment						

commercial real estate	11,637	677	523,233	7,102	534,870	7,779
Commercial and industrial	245	145	128,230	1,444	128,475	1,589
Secured by farmland and agricultural production	—	—	183	2	183	2
Commercial construction	—	—	150	2	150	2
Consumer and other	—	—	32,058	93	32,058	93
Total ALLL	\$20,806	\$ 1,077	\$2,718,641	\$ 21,892	\$2,739,447	\$22,969

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	December 31, 2014					
	Total Loans Individually Evaluated For Impairment	Ending ALLL Attributable To Loans Individually Evaluated for Impairment	Total Loans Collectively Evaluated For Impairment	Ending ALLL Attributable To Loans Collectively Evaluated for Impairment	Total Loans	Total Ending ALLL
(In thousands)						
Primary residential mortgage	\$6,500	\$ 317	\$473,649	\$ 2,606	\$480,149	\$2,923
Home equity lines of credit	210	—	50,092	156	50,302	156
Junior lien loan on residence	164	—	11,644	109	11,808	109
Multifamily Property	—	—	1,080,256	8,983	1,080,256	8,983
Owner-occupied Commercial real estate	1,674	—	103,772	1,547	105,446	1,547
Investment commercial real estate	11,653	489	394,118	4,262	405,771	4,751
Commercial and Industrial	248	149	81,114	731	81,362	880
Secured by farmland and agricultural production	—	—	364	4	364	4
Commercial construction	—	—	4,715	31	4,715	31
Consumer and Other	2	2	27,082	94	27,084	96
Total ALLL	\$20,451	\$ 957	\$2,226,806	\$ 18,523	\$2,247,257	\$19,480

Impaired loans include nonaccrual loans of \$7.1 million at June 30, 2015 and \$6.9 million at December 31, 2014. Impaired loans also include performing TDR loans of \$13.7 million at June 30, 2015 and \$13.6 million at December 31, 2014. At June 30, 2015, the allowance allocated to TDR loans totaled \$1.0 million of which \$159 thousand was allocated to nonaccrual loans. At December 31, 2014, the allowance allocated to TDR loans totaled \$892 thousand of which \$204 thousand was allocated to nonaccrual loans. All accruing TDR loans were paying in accordance with restructured terms as of June 30, 2015. The Company has not committed to lend additional amounts as of June 30, 2015 to customers with outstanding loans that are classified as loan restructurings.

The following tables present loans individually evaluated for impairment by class of loans as of June 30, 2015 and December 31, 2014:

The average impaired loans on the following tables represent year to date impaired loans.

(In thousands)	June 30, 2015			Average Impaired Loans
	Unpaid Principal Balance	Recorded Investment	Specific Reserves	
With no related allowance recorded:				
Primary residential mortgage	\$6,782	\$ 5,580	\$ —	\$4,691
Owner-occupied commercial real estate	1,497	1,319	—	1,455
Investment commercial real estate	5,734	5,423	—	5,413
Commercial and industrial	178	99	—	148
Home equity lines of credit	209	207	—	193
Junior lien loan on residence	528	142	—	144
Consumer and other	—	—	—	1
Total loans with no related allowance	\$14,928	\$ 12,770	\$ —	\$ 12,045
With related allowance recorded:				
Primary residential mortgage	\$1,781	\$ 1,676	\$ 255	\$ 1,688
Investment commercial real estate	6,222	6,214	677	6,223
Commercial and industrial	179	146	145	147
Total loans with related allowance	\$8,182	\$ 8,036	\$ 1,077	\$ 8,058
Total loans individually evaluated for impairment	\$23,110	\$ 20,806	\$ 1,077	\$ 20,103

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(In thousands)	December 31, 2014			
	Unpaid Principal Balance	Recorded Investment	Specific Reserves	Average Impaired Loans
With no related allowance recorded:				
Primary residential mortgage	\$5,264	\$ 4,635	\$ —	\$ 3,543
Owner-occupied commercial real estate	1,809	1,674	—	2,626
Investment commercial real estate	5,423	5,423	—	5,512
Commercial and industrial	99	99	—	155
Home equity lines of credit	210	210	—	111
Junior lien loan on residence	293	164	—	224
Consumer and other	—	—	—	14
Total loans with no related allowance	\$ 13,098	\$ 12,205	\$ —	\$ 12,185
With related allowance recorded:				
Primary residential mortgage	\$2,138	\$ 1,865	\$ 317	\$ 1,361
Investment commercial real estate	6,230	6,230	489	5,927
Commercial and industrial	179	149	149	249
Consumer and other	2	2	2	—
Total loans with related allowance	\$8,549	\$ 8,246	\$ 957	\$ 7,537
Total loans individually evaluated for impairment	\$21,647	\$ 20,451	\$ 957	\$ 19,722

Interest income recognized on impaired loans for the second quarter and six months ended June 30, 2015 and 2014, was not material. The Company did not recognize any income on nonaccruing impaired loans for the three and six months ended June 30, 2015 and 2014.

The following tables present the recorded investment in nonaccrual and loans past due over 90 days still on accrual by class of loans as of June 30, 2015 and December 31, 2014:

(In thousands)	June 30, 2015	
	Nonaccrual	Loans Past Due Over 90 Days And Still Accruing Interest
Primary residential mortgage	\$ 4,773	\$ —
Home equity lines of credit	207	—
Junior lien loan on residence	142	—
Owner-occupied commercial real estate	1,319	—
Investment commercial real estate	425	—
Commercial and industrial	245	—
Total	\$ 7,111	\$ —

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	December 31, 2014	
	Nonaccrual	Loans Past Due Over 90 Days And Still Accruing Interest
(In thousands)		
Primary residential mortgage	\$ 4,128	\$ —
Home equity lines of credit	210	—
Junior lien loan on residence	164	—
Owner-occupied commercial real estate	1,674	—
Investment commercial real estate	424	—
Commercial and industrial	248	—
Consumer and other	2	—
Total	\$ 6,850	\$ —

The following tables present the aging of the recorded investment in past due loans as of June 30, 2015 and December 31, 2014 by class of loans, excluding nonaccrual loans:

	June 30, 2015			
	30-59 Days	60-89 Days	Greater Than 90 Days	Total
(In thousands)	Past Due	Past Due	Past Due	Past Due
Primary residential mortgage	\$1,405	\$ 89	\$ —	\$ 1,494
Owner-occupied commercial real estate	230	—	—	230
Commercial and industrial	20	—	—	20
Total	\$1,655	\$ 89	\$ —	\$ 1,744

	December 31, 2014			
	30-59 Days	60-89 Days	Greater Than 90 Days	Total
(In thousands)	Past Due	Past Due	Past Due	Past Due
Primary residential mortgage	\$1,102	\$ 403	\$ —	\$ 1,505
Home equity lines of credit	99	—	—	99
Owner-occupied commercial real estate	150	—	—	150
Investment commercial real estate	1	—	—	1
Total	\$1,352	\$ 403	\$ —	\$ 1,755

Credit Quality Indicators:

The Company places all commercial loans into various credit risk rating categories based on an assessment of the expected ability of the borrowers to properly service their debt. The assessment considers numerous factors including, but not limited to, current financial information on the borrower, historical payment experience, strength of any

guarantor, nature of and value of any collateral, acceptability of the loan structure and documentation, relevant public information and current economic trends. This credit risk rating analysis is performed when the loan is initially underwritten. The credit risk rating is re-evaluated annually by credit underwriters for all loans \$500,000 and over; annually through a limited review by Portfolio Managers with the Chief Credit Officer for loans in an amount of \$250,000 up to \$500,000; annually by an external independent loan review firm for all loans \$3,500,000 and over, on a proportional basis by the review firm for loans from \$500,000 up to \$3,499,999, and on a random sampling basis by the review firm for loans under \$500,000; or whenever Management otherwise identifies a positive or negative trend or issue relating to a borrower.

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The Corporation uses the following definitions for risk ratings:

Special Mention: Loans subject to special mention have a potential weakness that deserves Management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loans or of the institution's credit position at some future date.

Substandard: Loans classified as substandard are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

Doubtful: Loans classified as doubtful have all the weakness inherent in those classified as substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.

Loans not meeting the criteria above that are analyzed individually as part of the above described process are considered to be pass-rated loans. As of June 30, 2015, and based on the most recent analysis performed, the risk category of loans by class of loans is as follows:

(In thousands)	Pass	Special Mention	Substandard	Doubtful
Primary residential mortgage	\$473,756	\$ 1,352	\$ 7,657	\$ —
Home equity lines of credit	51,626	—	206	—
Junior lien loan on residence	10,907	—	142	—
Multifamily property	1,369,856	480	803	—
Owner-occupied commercial real estate	121,508	334	5,084	—
Investment commercial real estate	500,674	9,657	24,539	—
Commercial and industrial	119,878	8,352	245	—
Farmland	183	—	—	—
Commercial construction	—	150	—	—
Consumer and other loans	32,058	—	—	—
Total	\$2,680,446	\$ 20,325	\$ 38,676	\$ —

As of December 31, 2014, and based on the most recent analysis performed, the risk category of loans by class of loans is as follows:

(In thousands)	Pass	Special Mention	Substandard	Doubtful
Primary residential mortgage	\$471,219	\$ 1,366	\$ 7,564	\$ —
Home equity lines of credit	50,092	—	210	—
Junior lien loan on residence	11,644	—	164	—
Multifamily property	1,078,944	490	822	—
Owner-occupied commercial real estate	99,432	473	5,541	—
Investment commercial real estate	372,865	11,648	21,258	—
Commercial and industrial	81,093	21	248	—
Farmland	189	—	—	—
Agricultural production	175	—	—	—
Commercial construction	4,565	150	—	—

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Consumer and other loans	27,082	—	2	—
Total	\$2,197,300	\$14,148	\$ 35,809	\$ —

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At June 30, 2015, \$20.8 million of substandard and special mention loans were also considered impaired as compared to December 31, 2014, when \$20.5 million were also impaired.

The activity in the allowance for loan losses for the three months ended June 30, 2015 is summarized below:

	April 1, 2015				June 30, 2015
	Beginning			Provision	Ending
(In thousands)	ALLL	Charge-offs	Recoveries	(Credit)	ALLL
Primary residential mortgage	\$ 2,314	\$ (68)	\$ 4	\$ 159	\$ 2,409
Home equity lines of credit	97	(10)	1	25	113
Junior lien loan on residence	71	—	10	(8)	73
Multifamily property	8,738	—	—	(115)	8,623
Owner-occupied commercial real estate	2,347	—	—	(61)	2,286
Investment commercial real estate	6,135	—	4	1,640	7,779
Commercial and industrial	1,011	(7)	21	564	1,589
Secured by farmland and agricultural production	3	—	—	(1)	2
Commercial construction	23	—	—	(21)	2
Consumer and other loans	77	(4)	2	18	93
Total ALLL	\$ 20,816	\$ (89)	\$ 42	\$ 2,200	\$ 22,969

The activity in the allowance for loan losses for the six months ended June 30, 2015 is summarized below:

	January 1, 2015				June 30, 2015
	Beginning			Provision	Ending
(In thousands)	ALLL	Charge-offs	Recoveries	(Credit)	ALLL
Primary residential mortgage	\$ 2,923	\$ (111)	\$ 70	\$ (473)	\$ 2,409
Home equity lines of credit	156	(110)	1	66	113
Junior lien loan on residence	109	—	38	(74)	73
Multifamily property	8,983	—	—	(360)	8,623
Owner-occupied commercial real estate	1,547	—	11	728	2,286
Investment commercial real estate	4,751	—	10	3,018	7,779
Commercial and industrial	880	(7)	46	670	1,589
Secured by farmland and agricultural production	4	—	—	(2)	2
Commercial construction	31	—	—	(29)	2
Consumer and other loans	96	(21)	12	6	93
Total ALLL	\$ 19,480	\$ (249)	\$ 188	\$ 3,550	\$ 22,969

The activity in the allowance for loan losses for the three months ended June 30, 2014 is summarized below:

	April 1, 2014				June 30, 2014
	Beginning			Provision	Ending
(In thousands)	ALLL	Charge-offs	Recoveries	(Credit)	ALLL
Primary residential mortgage	\$ 2,462	\$ (25)	\$ —	\$ 565	\$ 3,002
Home equity lines of credit	153	(24)	—	47	176

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Junior lien loan on residence	139	—	21	(12)	148
Multifamily property	5,630	—	—	658	6,288
Owner-occupied commercial real estate	2,468	(572)	80	(137)	1,839
Investment commercial real estate	4,679	—	6	(88)	4,597
Agricultural production loans	2	—	—	—	2
Commercial and industrial	938	(38)	18	123	1,041
Secured by farmland	3	—	—	(1)	2
Commercial construction	44	—	—	(11)	33
Consumer and other loans	69	(1)	2	6	76
Total ALLL	\$ 16,587	\$ (660)	\$ 127	\$ 1,150	\$ 17,204

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The activity in the allowance for loan losses for the six months ended June 30, 2014 is summarized below:

	January 1, 2014			June 30, 2014	
	Beginning			Provision	Ending
(In thousands)	ALLL	Charge-offs	Recoveries	(Credit)	ALLL
Primary residential mortgage	\$ 2,361	\$ (45)	\$ —	\$ 686	\$ 3,002
Home equity lines of credit	181	(24)	—	19	176
Junior lien loan on residence	156	(1)	44	(51)	148
Multifamily property	4,003	—	—	2,285	6,288
Owner-occupied commercial real estate	2,563	(644)	80	(160)	1,839
Investment commercial real estate	5,083	—	8	(494)	4,597
Agricultural productions loans	—	—	—	2	2
Commercial and industrial	825	(96)	32	280	1,041
Secured by farmland	3	—	—	(1)	2
Commercial construction	120	—	—	(87)	33
Consumer and other loans	78	(3)	5	(4)	76
Total ALLL	\$ 15,373	\$ (813)	\$ 169	\$ 2,475	\$ 17,204

Troubled Debt Restructurings:

The Company has allocated \$870 thousand and \$688 thousand of specific reserves on accruing TDRs to customers whose loan terms have been modified in TDRs as of June 30, 2015 and December 31, 2014, respectively. There were no unfunded commitments to lend additional amounts to customers with outstanding loans that are classified as troubled debt restructurings.

During the six month period ended June 30, 2015, the terms of certain loans were modified as troubled debt restructurings. The modification of the terms of such loans included one or a combination of the following: a reduction of the stated interest rate of the loan; a deferral of scheduled payments with an extension of the maturity date; or some other modification or extension which would not be readily available in the market.

The following table presents loans by class modified as troubled debt restructurings that occurred during the three and six month period ended June 30, 2015:

	Number of	Pre-Modification	Post-Modification
	Contracts	Outstanding	Outstanding
(Dollars in thousands)		Recorded	Recorded
		Investment	Investment
Primary residential mortgage	2	\$ 225	\$ 225
Owner-occupied commercial real estate	1	767	767
Total	3	\$ 992	\$ 992

The identification of the troubled debt restructure loans did not have a significant impact on the allowance for loan losses.

The following table presents loans by class modified as troubled debt restructurings that occurred during the three month period ended June 30, 2014:

(Dollars in thousands)	Number of	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
	Contracts		
Primary residential mortgage	1	\$ 414	\$ 414
Investment commercial real estate	1	1,580	1,580
Total	2	\$ 1,994	\$ 1,994

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The following table presents loans by class modified as troubled debt restructurings that occurred during the six month period ended June 30, 2014:

(Dollars in thousands)	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Primary residential mortgage	2	\$ 607	\$ 607
Investment commercial real estate	2	2,884	2,884
Total	4	\$ 3,491	\$ 3,491

The following table presents loans by class modified as troubled debt restructurings for which there was a payment default, within twelve months of modification, during the three and six month period ended June 30, 2015:

(Dollars in thousands)	Number of Contracts	Recorded Investment
Primary residential mortgage	2	\$ 532
Total	2	\$ 532

There were no loans that were modified as troubled debt restructurings for which there was a payment default, within twelve months of modification, during the three months ended June 30, 2014.

The following table presents loans by class modified as troubled debt restructurings for which there was a payment default, within twelve months of modification, during the six month period ended June 30, 2014:

(Dollars in thousands)	Number of Contracts	Recorded Investment
Primary residential mortgage	1	\$ 55
Total	1	\$ 55

The above loan defaults did not have a material impact on the allowance for loan losses for the periods ended as of June 30, 2015 and 2014.

In order to determine whether a borrower is experiencing financial difficulty, an evaluation is performed of the probability that the borrower will be in payment default on any of its debt in the foreseeable future without the modification. This evaluation is performed under the Company's internal underwriting policy. At the time a loan is restructured, the Bank performs a full re-underwriting analysis, which includes, at a minimum, obtaining current financial statements and tax returns, copies of all leases, if applicable, and an updated independent appraisal of any

property. A loan will continue to accrue interest if it can be reasonably determined that the borrower should be able to perform under the modified terms, that the loan has not been chronically delinquent (both to debt service and real estate taxes) or in nonaccrual status since its inception, and that there have been no charge-offs on the loan. Restructured loans with previous charge-offs would not accrue interest at the time of the TDR. At a minimum, six months of contractual payments would need to be made on a restructured loan before returning a loan to accrual status.

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Certificates of deposit, excluding brokered, over \$250,000 totaled \$82.2 million and \$18.2 million at June 30, 2015 and 2014, respectively.

The following table sets forth the details of total deposits as of June 30, 2015 and December 31, 2014

(In thousands)	2015		2014		
	\$	%	\$	%	
Noninterest-bearing demand deposits	\$ 386,588	14.51	% \$ 366,371	15.94	%
Interest-bearing checking	667,847	25.07	600,889	26.14	
Savings	120,606	4.53	112,878	4.91	
Money market	717,246	26.93	700,069	30.46	
Certificates of deposit	384,235	14.42	198,819	8.65	
	2,276,522	85.46	1,979,026	86.09	
Interest-bearing demand - Brokered	293,000	11.00	188,000	8.18	
Certificates of deposit - Brokered	94,224	3.54	131,667	5.73	
Total deposits	\$ 2,663,746	100.00%	\$ 2,298,693	100.00%	

The scheduled maturities of certificates of deposit, including brokered, as of June 30, 2015 are as follows:

(In thousands)	
2015	\$49,950
2016	53,746
2017	84,338
2018	147,266
2019	56,524
Over 5 Years	86,635
Total	\$478,459

5. FEDERAL HOME LOAN BANK ADVANCES AND OTHER BORROWINGS

Advances from the Federal Home Loan Bank of New York ("FHLB") totaled \$83.7 million at June 30, 2015 and December 31, 2014, with a weighted average interest rate of 1.78 percent.

At June 30, 2015 advances totaling \$71.7 million with a weighted average rate of 1.57 percent have fixed maturity dates. The fixed rate advances are secured by blanket pledges of certain 1-4 family residential mortgages totaling \$396.2 million and multifamily mortgages totaling \$1.01 billion at June 30, 2015.

Also at June 30, 2015, the Corporation had \$12.0 million in variable rate advances, with a weighted average interest rate of 3.01 percent, that are noncallable for two or three years and then callable quarterly with final maturities of ten years from the original date of the advance. All of these advances are beyond their initial noncallable periods. These advances are secured by pledges of investment securities totaling \$14.9 million at June 30, 2015.

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The final maturity dates of the FHLB advances and other borrowings are scheduled as follows:

(In thousands)	
2015	\$—
2016	21,897
2017	23,897
2018	34,898
2019	3,000
Over 5 years	—
Total	\$83,692

At June 30, 2015 and December 31, 2014 there were overnight borrowings with the Federal Home Loan Bank of \$87.5 million and \$54.6 million, respectively.

6. BUSINESS SEGMENTS

The Corporation assesses its results among two operating segments, Banking and Peapack-Gladstone Bank's Private Wealth Management Division. Management uses certain methodologies to allocate income and expense to the business segments. A funds transfer pricing methodology is used to assign interest income and interest expense. Certain indirect expenses are allocated to segments. These include support unit expenses such as technology and operations and other support functions. Taxes are allocated to each segment based on the effective rate for the period shown.

Banking

The Banking segment includes lending and depository products and services, as well as various electronic banking services.

Private Wealth Management Division

Peapack-Gladstone Bank's Private Wealth Management Division includes asset management services provided for individuals and institutions; personal trust services, including services as executor, trustee, administrator, custodian and guardian; corporate trust services including services as trustee for pension and profit sharing plans; and other financial planning and advisory services.

The following tables present the statements of income and total assets for the Corporation's reportable segments for the three and six months ended June 30, 2015 and 2014.

	Three Months Ended June 30, 2015		
		Wealth Management	
(In thousands)	Banking	Division	Total
Net interest income	\$ 19,351	\$ 993	\$ 20,344
Noninterest income	1,896	4,603	6,499
Total income	21,247	5,596	26,843

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Provision for loan losses	2,200	—	2,200
Salaries and benefits	7,830	2,042	9,872
Premises and equipment expense	2,549	229	2,778
Other noninterest expense	2,461	1,155	3,616
Total noninterest expense	15,040	3,426	18,466
Income before income tax expense	6,207	2,170	8,377
Income tax expense	2,294	845	3,139
Net income	\$ 3,913	\$ 1,325	\$ 5,238

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	Three Months Ended June 30, 2014		
		Wealth Management	
(In thousands)	Banking	Division	Total
Net interest income	\$ 15,938	\$ 985	\$ 16,923
Noninterest income	1,408	4,065	5,473
Total income	17,346	5,050	22,396
Provision for loan losses	1,150	—	1,150
Salaries and benefits	7,801	1,288	9,089
Premises and equipment expense	2,166	168	2,334
Other noninterest expense	2,383	1,124	3,507
Total noninterest expense	13,500	2,580	16,080
Income before income tax expense	3,846	2,470	6,316
Income tax expense	1,590	943	2,533
Net income	\$ 2,256	\$ 1,527	\$ 3,783
	Six Months Ended June 30, 2015		
		Wealth Management	
(In thousands)	Banking	Division	Total
Net interest income	\$37,921	\$ 2,006	\$39,927
Noninterest income	3,673	8,708	12,381
Total income	41,594	10,714	52,308
Provision for loan losses	3,550	—	3,550
Salaries and benefits	15,370	3,927	19,297
Premises and equipment expense	4,934	460	5,394
Other noninterest expense	4,956	2,387	7,343
Total noninterest expense	28,810	6,774	35,584
Income before income tax expense	12,784	3,940	16,724
Income tax expense	4,945	1,533	6,478
Net income	\$7,839	\$ 2,407	\$10,246
Total assets for period end	\$3,084,507	\$ 33,663	\$3,118,170

	Six Months Ended June 30, 2014		
		Wealth Management	
(In thousands)	Banking	Division	Total
Net interest income	\$30,526	\$ 1,968	\$32,494
Noninterest income	2,598	7,870	10,468
Total income	33,124	9,838	42,962

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Provision for loan losses	2,475	—	2,475
Salaries and benefits	14,816	3,121	17,937
Premises and equipment expense	4,435	337	4,772
Other noninterest expense	4,236	2,324	6,560
Total noninterest expense	25,962	5,782	31,744
Income before income tax expense	7,162	4,056	11,218
Income tax expense	2,856	1,548	4,404
Net income	\$4,306	\$ 2,508	\$6,814
Total assets for period end	\$2,387,925	\$ 13,046	\$2,400,971

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7. FAIR VALUE

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. There are three levels of inputs that may be used to measure fair values:

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

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect a company's own assumptions about the assumptions that market participants would use in pricing as asset or liability.

The Company used the following methods and significant assumptions to estimate the fair value:

Investment Securities: The fair values for investment securities are determined by quoted market prices (Level 1). For securities where quoted prices are not available, fair values are calculated based on market prices of similar securities (Level 2). For securities where quoted prices or market prices of similar securities are not available, fair values are calculated using discounted cash flows or other market indicators (Level 3).

Loans Held for Sale, at Fair Value: The fair value of loans held for sale is determined using quoted prices for similar assets, adjusted for specific attributes of that loan or other observable market data, such as outstanding commitments from third party investors (Level 2).

Derivatives: The fair values of derivatives are based on valuation models using observable market data as of the measurement date (Level 2). Our derivatives are traded in an over-the-counter market where quoted market prices are not always available. Therefore, the fair values of derivatives are determined using quantitative models that utilize multiple market inputs. The inputs will vary based on the type of derivative, but could include interest rates, prices and indices to generate continuous yield or pricing curves, prepayment rates, and volatility factors to value the position. The majority of market inputs are actively quoted and can be validated through external sources, including brokers, market transactions and third-party pricing services.

Impaired Loans: The fair value of impaired loans with specific allocations of the allowance for loan losses is generally based on recent real estate appraisals. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are usually significant and typically result in a Level 3 classification of the inputs for determining fair value.

Other Real Estate Owned: Nonrecurring adjustments to certain commercial and residential real estate properties classified as other real estate owned (OREO) are measured at fair value, less costs to sell. Fair values are based on

recent real estate appraisals. These appraisals may use a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are usually significant and typically result in a Level 3 classification of the inputs for determining fair value.

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Appraisals for both collateral-dependent impaired loans and other real estate owned are performed by certified general appraisers (for commercial properties) or certified residential appraisers (for residential properties) whose qualifications and licenses have been reviewed and verified by Management. Once received, a member of the Credit Department reviews the assumptions and approaches utilized in the appraisal, as well as the overall resulting fair value in comparison with independent data sources such as recent market data or industry-wide statistics. Appraisals on collateral dependent impaired loans and other real estate owned (consistent for all loan types) are obtained on an annual basis, unless a significant change in the market or other factors warrants a more frequent appraisal. On an annual basis, Management compares the actual selling price of any collateral that has been sold to the most recent appraised value to determine what additional adjustment should be made to the appraisal value to arrive at fair value for other properties. The most recent analysis performed indicated that a discount up to 15 percent should be applied to appraisals on properties. The discount is determined based on the nature of the underlying properties, aging of appraisal and other factors. For each collateral-dependent impaired loan we consider other factors, such as certain indices or other market information, as well as property specific circumstances to determine if an adjustment to the appraised value is needed. In situations where there is evidence of change in value, the Bank will determine if there is need for an adjustment to the specific reserve on the collateral dependent impaired loans. When the Bank applies an interim adjustment, it generally shows the adjustment as an incremental specific reserve against the loan until it has received the full updated appraisal. As of June 30, 2015, all collateral-dependent impaired loans and other real estate owned valuations were supported by an appraisal less than 12 months old.

The following table summarizes, for the periods indicated, assets measured at fair value on a recurring basis, including financial assets for which the Corporation has elected the fair value option:

Assets Measured on a Recurring Basis

(In thousands)	June 30, 2015	Fair Value Measurements Using		
		Quoted Prices in Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Available for sale:				
U.S. government-sponsored entities	\$4,822	\$ —	\$ 4,822	\$ —
Mortgage-backed securities- residential	193,838	—	193,838	—
SBA pool securities	7,758	—	7,758	—
State and political subdivisions	34,000	—	34,000	—
Single-Issuer Trust Preferred	2,535	—	2,535	—
CRA investment fund	2,944	\$ 2,944	—	—

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Loans held for sale, at fair value	745	—	745	—
Derivatives:				
Cash flow hedges	144	—	144	—
Loan level swaps	480	—	480	—
Total	\$247,266	\$ 2,944	\$ 244,322	\$ —
Liabilities:				
Derivatives:				
Cash flow hedges	\$(674)	\$ —	\$(674)	\$ —
Loan level swaps	(480)	—	(480)	—
Total	\$(1,154)	\$ —	\$(1,154)	\$ —

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(In thousands)	December 31, 31, 2014	Fair Value Measurements Using		
		Quoted Prices in Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Available for sale:				
U.S. government-sponsored entities	\$ 35,670	\$ —	\$ 35,670	\$ —
Mortgage-backed securities-residential	242,289	—	242,289	—
SBA pool securities	7,944	—	7,944	—
State and political subdivisions	41,394	—	41,394	—
Single-Issuer Trust Preferred	2,400	—	2,400	—
CRA investment fund	2,955	2,955	—	—
Loans held for sale, at fair value	839	—	839	—
Total	\$ 333,491	\$ 2,955	\$ 330,536	\$ —
Liabilities:				
Derivatives	\$ (169) \$ —	\$ (169) \$ —

The Corporation has elected the fair value option for certain loans held for sale. These loans are intended for sale and the Corporation believes that the fair value is the best indicator of the resolution of these loans. Interest income is recorded based on the contractual terms of the loan and in accordance with the Corporation's policy on loans held for investment. None of these loans are 90 days or more past due nor on nonaccrual as of June 30, 2015 and December 31, 2014.

The following tables present residential loans held for sale, at fair value for the periods indicated:

(In thousands)	June 30, 2015	December 31, 2014
Residential loans contractual balance	\$ 733	\$ 826
Fair value adjustment	12	13
Total fair value of residential loans held for sale	\$ 745	\$ 839

There were no transfers between Level 1 and Level 2 during the six months ended June 30, 2015.

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The following table summarizes, for the periods indicated, assets measured at fair value on a non-recurring basis:

Assets Measured on a Non-Recurring Basis

(In thousands)		Fair Value Measurements Using		
		Quoted Prices in Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant observable Unobservable Inputs (Level 3)
	June 30,			
	2015			
Assets:				
Impaired loans:				
Primary residential mortgage	\$ 251	\$ —	\$ —	\$ 251
OREO	580	—	—	580
	December 31,			
	2014			
Assets:				
Impaired loans:				
Primary residential mortgage	\$ 543	\$ —	\$ —	\$ 543
OREO	580	—	—	580

Impaired loans that are measured for impairment using the fair value of the collateral for collateral dependent loans had a recorded investment of \$299 thousand, with a valuation allowance of \$48 thousand at June 30, 2015 and \$648 thousand, with a valuation allowance of \$105 thousand at December 31, 2014.

At both June 30, 2015 and December 31, 2014, OREO at fair value represents one commercial property. The Company did not record a valuation allowance during the six months ended June 30, 2015 and recorded a valuation allowance of \$400 thousand during the six months ended June 30, 2014.

The carrying amounts and estimated fair values of financial instruments at June 30, 2015 are as follows:

(In thousands)	Carrying Amount	Fair Value Measurements at June 30, 2015 using			
		Level 1	Level 2	Level 3	Total
Financial assets					
Cash and cash equivalents	\$38,688	\$38,188	\$500	\$—	\$38,688
Securities available for sale	245,897	2,944	242,953	—	245,897

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FHLB and FRB stock	15,590	—	—	—	N/A
Loans held for sale, at fair value	745	—	745	—	745
Loans, net of allowance for loan losses	2,718,969	—	—	2,692,867	2,692,867
Accrued interest receivable	6,451	—	686	5,765	6,451
Cash flow hedge derivatives	144	—	144	—	144
Loan level swap derivatives	480	—	480	—	480
Financial liabilities					
Deposits	\$2,663,746	\$2,185,287	\$477,504	\$—	\$2,662,791
Overnight borrowings	87,500	—	87,500	—	87,500
Federal home loan bank advances	83,692	—	84,908	—	84,908
Accrued interest payable	806	99	707	—	806
Cash flow hedge derivatives	674	—	674	—	674
Loan level swap derivatives	480	—	480	—	480

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The carrying amounts and estimated fair values of financial instruments at December 31, 2014 are as follows:

(In thousands)	Carrying Amount	Fair Value Measurements at December 31, 2014 using			
		Level 1	Level 2	Level 3	Total
Financial assets					
Cash and cash equivalents	\$31,207	\$30,707	\$500	\$—	\$31,207
Securities available for sale	332,652	2,955	329,697	—	332,652
FHLB and FRB stock	11,593	—	—	—	N/A
Loans held for sale, at fair value	839	—	839	—	839
Loans, net of allowance for loan losses	2,230,787	—	—	2,213,604	2,213,604
Accrued interest receivable	5,371	—	924	4,447	5,371
Financial liabilities					
Deposits	\$2,298,693	\$1,968,207	\$329,579	\$—	\$2,297,786
Overnight borrowings	54,600	—	54,600	—	54,600
Federal home loan bank advances	83,692	—	84,677	—	84,677
Financial liabilities derivatives	—	—	—	—	—
Accrued interest payable	496	103	393	—	496
Derivatives	169	—	169	—	169

The methods and assumptions, not previously presented, used to estimate fair values are described as follows:

Cash and cash equivalents: The carrying amounts of cash and short-term instruments approximate fair values and are classified as either Level 1 or Level 2.

FHLB and FRB stock: It is not practicable to determine the fair value of FHLB or FRB stock due to restrictions placed on its transferability.

Loans: For variable rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values resulting in a Level 3 classification. Fair values for other loans are estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality resulting in a Level 3 classification. Impaired loans are valued at the lower of cost or fair value as described previously. The methods utilized to estimate the fair value of loans do not necessarily represent an exit price.

Deposits: The fair values disclosed for demand deposits (e.g., interest and noninterest checking, savings and money market accounts) are, by definition, equal to the amount payable on demand at the reporting date, (i.e., the carrying amount) resulting in a Level 1 classification. The carrying amounts of certificates of deposit approximate the fair

values at the reporting date resulting in Level 2 classification. Fair values for fixed rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits resulting in a Level 2 classification.

Overnight borrowings: The carrying amounts of overnight borrowings, generally maturing within ninety (90) days, approximate their fair values resulting in a Level 2 classification.

Federal Home Loan Bank advances: The fair values of the Corporation's long-term borrowings are estimated using discounted cash flow analyses based on the current borrowing rates for similar types of borrowing arrangements resulting in a Level 2 classification.

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Accrued interest receivable/payable: The carrying amounts of accrued interest approximate fair value resulting in a Level 2 or Level 3 classification.

Off-balance sheet instruments: Fair values for off-balance sheet, credit-related financial instruments are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing. The fair value of commitments is not material.

8. OTHER OPERATING EXPENSES

The following table presents the major components of other operating expenses for the periods indicated:

(In thousands)	Three Months Ended		Six Months Ended	
	June 30,	2014	June 30,	2014
FDIC assessment	\$ 431	\$ 303	\$ 913	\$ 579
Wealth management division				
other expense	512	453	1,133	999
Professional and legal fees	583	519	1,351	970
Loan expense	76	124	189	224
Provision for ORE losses	—	300	—	400
Other operating expenses	2,014	1,808	3,757	3,388
Total other operating expenses	\$ 3,616	\$ 3,507	\$ 7,343	\$ 6,560

9. OTHER COMPREHENSIVE INCOME

The following is a summary of the accumulated other comprehensive income balances, net of tax, for the three months ended June 30, 2015 and 2014:

(In thousands)	Balance at April 1, 2015	Other Comprehensive Income/(Loss) Before Reclassifications	Amount	Other	Balance at June 30, 2015
			Reclassified From Accumulated Other Comprehensive Income	Comprehensive Income/(Loss) Three Months Ended June 30, 2015	
Net unrealized holding gain on securities available for sale, net of tax	\$ 1,926	\$ (706) \$ (104) \$ (810) \$ 1,116

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Losses on cash flow hedges	(687)	374	—	374	(313)
Accumulated other comprehensive income, net of tax	\$ 1,239	\$ (332)	\$ (104)	\$ (436)	\$ 803
			Amount Reclassified From Accumulated Other Comprehensive (Income)	Other Comprehensive Income Three Months Ended June 30, 2014	
(In thousands)	Balance at April 1, 2014	Other Comprehensive Income Before Reclassifications			Balance at June 30, 2014
Net unrealized holding gain on securities available for sale, net of tax	\$ 606	\$ 875	\$ (51)	\$ 824	\$ 1,430
Accumulated other comprehensive income, net of tax	\$ 606	\$ 875	\$ (51)	\$ 824	\$ 1,430

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The following represents the reclassifications out of accumulated other comprehensive income for the three months ended June 30, 2015 and 2014:

(In thousands)	Three Months Ended		Affected Line Item in Income
	June 30, 2015	2014	
Unrealized gains on securities available for sale:			
Realized net gain on securities sales	\$ 176	\$ 79	Securities gains, net
Income tax expense	(72)	(28)	Income tax expense
Total reclassifications, net of tax	\$ 104	\$ 51	

The following is a summary of the accumulated other comprehensive income balances, net of tax, for the six months ended June 30, 2015 and 2014:

(In thousands)	Balance at January 1, 2015	Other Comprehensive Income/(Loss) Before Reclassifications	Amount Reclassified From Other Comprehensive (Income)	Other Comprehensive Income/(Loss) Six Months Ended June 30, 2015	Balance at June 30, 2015
Losses on cash flow hedges	(100)	(213)	—	(213)	(313)
Accumulated other comprehensive income, net of tax	\$ 1,221	\$ (156)	\$ (262)	\$ (418)	\$ 803

(In thousands)	Balance at January 1, 2014	Other Comprehensive Income Before Reclassifications	Amount Reclassified From Other Comprehensive (Income)	Other Comprehensive Income Six Months Ended June 30, 2014	Balance at June 30, 2014
Accumulated other comprehensive income, net of tax	\$ 23	\$ 1,522	\$ (115)	\$ 1,407	\$ 1,430

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The following represents the reclassifications out of accumulated other comprehensive income for the six months ended June 30, 2015 and 2014:

(In thousands)	Six Months Ended June 30,		Affected Line Item in Income
	2015	2014	
Unrealized gains on securities available for sale:			
Realized net gain on securities sales	\$444	\$177	Securities gains, net
Income tax expense	(182)	(62)	Income tax expense
Total reclassifications, net of tax	\$262	\$115	

10. DERIVATIVES

The Company utilizes interest rate swap agreements as part of its asset liability management strategy to help manage its interest rate risk position. The notional amount of the interest rate swaps does not represent amounts exchanged by the parties. The amount exchanged is determined by reference to the notional amount and the other terms of the individual interest rate swap agreements.

Interest Rate Swaps Designated as Cash Flow Hedges: During the past three quarters, the Company entered into interest rate swaps. Interest rate swaps with a notional amount of \$150.0 million as of June 30, 2015 and \$25.0 million as of December 31, 2014, were designated as cash flow hedges of certain interest-bearing demand brokered deposits and were determined to be fully effective during the quarter ended June 30, 2015. As such, no amount of ineffectiveness has been included in net income. Therefore, the aggregate fair value of the swaps is recorded in other assets/liabilities with changes in fair value recorded in other comprehensive income. The amount included in accumulated other comprehensive income would be reclassified to current earnings should the hedges no longer be considered effective. The Company expects the hedges to remain fully effective during the remaining terms of the swaps.

The following information about the interest rate swaps designated as cash flow hedges as of June 30, 2015 and December 31, 2014 is presented in the following table:

(In thousands)	June 30, 2015		December 31, 2014	
Notional amount	\$	150,000	\$	25,000
Weighted average pay rate	1.66	%	1.81	%
Weighted average receive rate	0.28	%	0.21	%
Weighted average maturity	4.6	years	5.0	years
Unrealized loss	\$	(530)	\$	(169)
Number of contracts	7		1	

Interest expense recorded on these swap transactions totaled \$376 thousand and \$471 thousand for the three and six months ended June 30, 2015, respectively and is reported as a component of interest expense.

Index**Cash Flow Hedges**

The following table presents the net gains/(losses) recorded in accumulated other comprehensive income and the consolidated financial statements relating to the cash flow derivative instruments for the three months ended June 30, 2015 (after tax):

(In thousands)	Amount of Gain/(Loss) Recognized In OCI (Effective Portion)	Amount of Gain/(Loss) Reclassified From OCI to Interest Expense	Amount of Gain/(Loss) Recognized in Other Non-Interest Expense (Ineffective Portion)
Interest rate contracts	\$ 374	\$ —	\$ —

The following table presents the net gains/(losses) recorded in accumulated other comprehensive income and the consolidated financial statements relating to the cash flow derivative instruments for the six months ended June 30, 2015 (after tax):

(In thousands)	Amount of Gain/(Loss) Recognized In OCI (Effective Portion)	Amount of Gain/(Loss) Reclassified From OCI to Interest Expense	Amount of Gain/(Loss) Recognized in Other Non-Interest Expense (Ineffective Portion)
Interest rate contracts	\$ (213)	\$ —	\$ —

The following tables reflect the cash flow hedges included in the financial statements as of June 30, 2015 and December 31, 2014:

(In thousands)	June 30, 2015	
	Notional Amount	Fair Value
Interest rate swaps related to interest-bearing demand brokered deposits	\$150,000	\$(530)
Total included in other liabilities	\$110,000	\$(674)
Total included in other assets	\$40,000	\$144

(In thousands)	December 31, 2014	
	Notional Amount	Fair Value
Interest rate swaps related to interest-bearing		

demand brokered deposits	\$25,000	\$(169)
Total included in other liabilities	\$25,000	\$(169)

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Derivatives Not Designated as Accounting Hedges: Beginning in the quarter ended June 30, 2015, the Company offers Facility Specific/Loan Level Swaps to its customers and offsets its exposure from such contracts by entering into mirror image swaps with a financial institution / swap counterparty (Loan Level / Back to Back Swap Program). The customer accommodations and any offsetting swaps are treated as non-hedging derivative instruments which do not qualify for hedge account (“standalone derivatives”). The notional amount of the swaps does not represent amounts exchanged by the parties. The amount exchanged is determined by reference to the notional amount and the other terms of the individual contracts. The fair value of the swaps is recorded as both an asset and a liability, in other assets and other liabilities, respectively, in equal amounts for these transactions.

Information about these swaps is as follows:

(In thousands)	June 30, 2015	
Notional amount	\$ 27,320	
Fair value	\$ 480	
Weighted average pay rates	3.06	%
Weighted average receive rates	1.42	%
Weighted average maturity	16.3	years

11. ACQUISITION

Effective May 1, 2015 the Company closed the previously announced acquisition of a wealth management company. The acquisition is consistent with the Company’s strategy to grow its wealth management business with a focus on high net worth clients. The purchase price included cash, common stock and common stock warrants. The warrants are exercisable and have a term of seven years. The Company is still in the process of evaluating the final purchase accounting allocation. Any adjustment resulting from the evaluation is not expected to be material. In accordance with FASB ASC 805-10 (Subtopic 25-15), the Company has up to one year from date of acquisition to complete this assessment.

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Item 2

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION

AND RESULTS OF OPERATIONS

GENERAL: This Quarterly Report on Form 10-Q, both in the following discussion and analysis and elsewhere contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are not historical facts and include expressions about Management's view of future interest income and net loans, Management's confidence and strategies and Management's expectations about new and existing programs and products, relationships, opportunities and market conditions. These statements may be identified by such forward-looking terminology as "expect", "look", "believe", "anticipate", "may", "will", or similar statements or variations of terms. Actual results may differ materially from such forward-looking statements. Factors that may cause actual results to differ materially from those contemplated by such forward-looking statements include, among others, those risk factors identified in the Company's Form 10-K for the year ended December 31, 2014, in addition to/which include the following:

- inability to successfully grow our business in line with our strategic plan;
- inability to grow deposits to fund loan growth;
- inability to generate revenues to offset the increased personnel and other costs related to the strategic plan;
- inability to realize expected revenue synergies from the acquisition of a wealth management company in the amounts or the timeframe anticipated;
- inability to retain clients and employees of WMC;
- inability to manage our growth;
- inability to successfully integrate our expanded employee base;
- a further or unexpected decline in the economy, in particular in our New Jersey and New York market areas;
- declines in value in our investment portfolio;

- higher than expected increases in our allowance for loan losses;
- higher than expected increases in loan losses or in the level of non-performing loans;
 - unexpected changes in interest rates;
- a continued or unexpected decline in real estate values within our market areas;

legislative and regulatory actions (including the impact of the Dodd-Frank Wall Street Reform and Consumer Protection Act, Basel III and related regulations) subject us to additional regulatory oversight which may result in increased compliance costs;

- successful cyber-attacks against our IT infrastructure or that of our IT providers;
 - higher than expected FDIC premiums;

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- adverse weather conditions;
- inability to successfully generate new business in new geographic areas;
- inability to execute upon new business initiatives;
- lack of liquidity to fund our various cash obligations;
- reduction in our lower-cost funding sources;
- our inability to adapt to technological changes;
- claims and litigation pertaining to fiduciary responsibility, environmental laws and other matters; and
- other unexpected material adverse changes in our operations or earnings.

The Company assumes no responsibility to update such forward-looking statements in the future even if experience shows that the indicated results or events will not be realized. Although we believe that the expectations reflected in the forward-looking statements are reasonable, the Company cannot guarantee future results, levels of activity, performance, or achievements.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES: This Management’s Discussion and Analysis of Financial Condition and Results of Operations is based upon Peapack-Gladstone Financial Corporation’s (the “Company”) consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. Note 1 to the Company’s Audited Consolidated Financial Statements for the year ended December 31, 2014, contains a summary of the Company’s significant accounting policies.

Management believes that the Company’s policy with respect to the methodology for the determination of the allowance for loan losses involves a higher degree of complexity and requires management to make difficult and subjective judgments, which often requires assumptions or estimates about highly uncertain matters. Changes in these judgments, assumptions or estimates could materially impact results of operations. This critical policy and its application are periodically reviewed with the Audit Committee and the Board of Directors.

The provision for loan losses is based upon Management's evaluation of the adequacy of the allowance, including an assessment of probable incurred losses in the portfolio, giving consideration to the size and composition of the loan portfolio, actual loan loss experience, level of delinquencies, detailed analysis of individual loans for which full collectability may not be assured, the existence and estimated fair value of any underlying collateral and guarantees securing the loans, and current economic and market conditions.

Although Management uses the best information available, the level of the allowance for loan losses remains an estimate, which is subject to significant judgment and short-term change. Various regulatory agencies, as an integral part of their examination process, periodically review the Company's allowance for loan losses. Such agencies may require the Company to make additional provisions for loan losses based upon information available to them at the time of their examination. Furthermore, the majority of the Company's loans are secured by real estate in the State of New Jersey and the New York metropolitan area. Accordingly, the collectability of a substantial portion of the carrying value of the Company's loan portfolio is susceptible to changes in local market conditions and may be adversely affected should real estate values continue to decline or New Jersey or New York experience continuing adverse economic conditions. Future adjustments to the allowance for loan losses may be necessary due to economic, operating, regulatory and other conditions beyond the Company's control.

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The Company accounts for its securities in accordance with “Accounting for Certain Investments in Debt and Equity Securities,” which was codified into Accounting Standards Codification (“ASC”) 320. All securities are classified as available for sale and are carried at fair value, with unrealized holding gains and losses reported in other comprehensive income, net of tax.

For declines in the fair value of securities below their cost that are other-than-temporary, the amount of impairment is split into two components – other-than-temporary impairment related to other factors, which is recognized in other comprehensive income and other-than-temporary impairment related to credit loss, which must be recognized in the income statement. The credit loss is defined as the difference between the present value of the cash flows expected to be collected and the amortized cost basis. In estimating other-than-temporary losses on a quarterly basis, Management considers the length of time and extent that fair value has been less than cost; the financial condition and near-term prospects of the issuer; and whether the Company has the intent to sell these securities or it is likely that it will be required to sell the securities before their anticipated recovery.

Securities are evaluated on at least a quarterly basis to determine whether a decline in their values is other-than-temporary. To determine whether a loss in value is other-than-temporary, Management utilizes criteria such as the reasons underlying the decline, the magnitude and the duration of the decline and whether the Company intends to sell or is likely to be required to sell the security before its anticipated recovery. “Other-than-temporary” is not intended to indicate that the decline is permanent, but indicates that the prospects for a near-term recovery of value is not necessarily favorable, or that there is a lack of evidence to support a realizable value equal to or greater than the carrying value of the investment. The Company recognized no other-than-temporary impairment charges in the three or six months ended June 30, 2015 and 2014.

EXECUTIVE SUMMARY: The following table presents certain key aspects of our performance for the three months ended June 30, 2015 and 2014.

(In thousands, except per share data)	Three Months Ended June 30,		Change
	2015	2014	2015 vs 2014
Results of Operations:			
Net interest income	\$ 20,344	\$ 16,923	\$ 3,421
Provision for loan losses	2,200	1,150	1,050
Net interest income after provision for loan losses	18,144	15,773	2,371
Other income	6,499	5,473	1,026
Operating expense	16,266	14,930	1,336
Income before income tax expense	8,377	6,316	2,061
Income tax expense	3,139	2,533	606
Net income	\$ 5,238	\$ 3,783	\$ 1,455
 Total revenue	 \$ 26,843	 22,396	 \$ 4,447

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Diluted earnings per common share	\$ 0.34	\$ 0.32	\$ 0.02
Diluted average common shares outstanding	15,233,151	11,846,075	3,387,076
Return on average assets annualized	0.70%	0.67%	0.03
Return on average equity annualized	8.24	8.44	(0.20)

The following table presents certain key aspects of our performance for the six months ended June 30, 2015 and 2014.

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(In thousands, except per share data)	Six Months Ended June 30,		Change 2015 vs 2014
	2015	2014	
Results of Operations:			
Net interest income	\$ 39,927	\$ 32,494	\$ 7,433
Provision for loan losses	3,550	2,475	1,075
Net interest income after provision for loan losses	36,377	30,019	6,358
Other income	12,381	10,468	1,913
Operating expense	32,034	29,269	2,765
Income before income tax expense	16,724	11,218	5,506
Income tax expense	6,478	4,404	2,074
Net income	\$ 10,246	\$ 6,814	\$ 3,432
Total revenue	\$ 52,308	42,962	\$ 9,346
Diluted earnings per common share	\$ 0.67	\$ 0.58	\$ 0.09
Diluted average common shares outstanding	15,189,781	11,814,806	3,374,975
Return on average assets annualized	0.70%	0.63%	0.07
Return on average equity annualized	8.19	7.74	0.45

The earnings per share calculations for the three months and six months ended June 30, 2015 included all of the 2.78 million shares issued in the Company's at-the-market equity offering in the fourth quarter of 2014.

The three and six months ended June 30, 2015 included \$373 thousand of fee income related to the Bank's loan level / back-to-back swap program, included in other income. Additionally, the 2015 periods included a provision for loan losses more than \$1 million higher than the respective 2014 periods.

The three and six months ended June 30, 2014 included a \$176 thousand net gain on sale of residential first mortgage loans sold held at the lower of cost or fair value, as a component of balance sheet management.

	At June 30,		Change 2015 vs 2014
	2015	2014	
Selected Balance Sheet Ratios:			
Total capital (Tier I + II) to risk-weighted assets	13.58%	14.30%	(0.72)

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Tier I Leverage ratio	8.48	8.01	0.47	
Average loans to average deposits year-to-date	97.69	95.64	2.05	
Allowance for loan losses to total loans	0.84	0.92	(0.08)
Allowance for loan losses to nonperforming loans	323.01	263.22	59.79	
Nonperforming loans to total loans	0.26	0.35	(0.09)

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For the second quarter of 2015, the Company recorded net income of \$5.2 million compared to \$3.8 million for the same quarter of 2014. For the three months ended June 30, 2015 and 2014, diluted earnings per common share were \$0.34 and \$0.32, respectively. Annualized return on average assets was 0.70 percent and annualized return on average common equity was 8.24 percent for the second quarter of 2015, compared to 0.67 percent and 8.44 percent, respectively, for the second quarter of 2014.

For the six months ended June 30, 2015, the Company recorded net income of \$10.2 million compared to \$6.8 million for the same period of 2014. Diluted earnings per common share were \$0.67 and \$0.58 for the first six months of 2015 and 2014, respectively. Annualized return on average assets was 0.70 percent and annualized return on average common equity was 8.19 percent for the first six months of 2015, compared to 0.63 percent and 7.74 percent, respectively, for the same six months of 2014.

For the three and six months ended June 30, 2015 earnings increased compared to the same 2014 periods. Increases were due to: increased net interest income, due principally to the Company's significant loan growth and increased wealth management fee income, due principally to the Company's growth in assets under administration. Additionally the March quarter of 2015 included a \$280 thousand net life insurance death benefit under the Company's Bank Owned Life Insurance (BOLI) policies; and the June quarter of 2015 included \$373 thousand of fee income related to the Company's loan level / back-to-back swap program. The June quarter of 2014 included income of \$176 thousand from a gain on sale of residential loans held for sale at the lower of cost or fair value, as a component of balance sheet management. These positive effects on earnings were partially offset by a greater provision for loan losses, as well as higher operating expenses, principally due to the Company's growth under its Strategic Plan.

CONTRACTUAL OBLIGATIONS: For a discussion of our contractual obligations, see the information set forth in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2014 under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations – Contractual Obligations" which is incorporated herein by reference.

OFF-BALANCE SHEET ARRANGEMENTS: For a discussion of our off-balance sheet arrangements, see the information set forth in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2014 under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations – Off-Balance Sheet Arrangements" which is incorporated herein by reference.

EARNINGS ANALYSIS

NET INTEREST INCOME/AVERAGE BALANCE SHEET:

The primary source of the Company's operating income is net interest income, which is the difference between interest and dividends earned on earning assets and fees earned on loans, and interest paid on interest-bearing liabilities. Earning assets include loans to individuals and businesses, investment securities, interest-earning deposits and federal funds sold. Interest-bearing liabilities include interest-bearing checking, savings and time deposits, Federal Home Loan Bank advances and other borrowings. Net interest income is determined by the difference between the yields earned on earning assets and the rates paid on interest-bearing liabilities ("Net Interest Spread") and the relative amounts of earning assets and interest-bearing liabilities. The Company's Net Interest Spread is affected by regulatory, economic and competitive factors that influence interest rates, loan demand and deposit flows and general levels of nonperforming assets.

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The following table summarizes the Company's net interest income and related spread and margin, on a fully tax-equivalent basis, for the periods indicated:

	Three Months Ended June 30,	
(In thousands)	2015	2014
Net interest income	\$20,344	\$16,923
Interest rate spread	2.68 %	3.06 %
Net interest margin	2.80	3.14

	Six Months Ended June 30,	
(In thousands)	2015	2014
Net interest income	\$39,927	\$32,494
Interest rate spread	2.73 %	3.08 %
Net interest margin	2.84	3.16

Loan growth, principally from multifamily and commercial mortgages, over the past 15 months was the primary reason net interest income grew for the three and six months ended June 30, 2015. Additionally, net interest income in the March 2015 quarter was benefitted by the \$444 thousand of prepayment premiums received on the early prepayment of certain multifamily loans. Net interest margin for the three and six months ended June 30, 2015 declined when compared to the same 2014 periods partially due to the maintenance of larger average interest earning deposit/cash balances, as well as larger balances of liquid investment securities, as the Company has decided to maintain greater liquidity on its balance sheet, in light of its growth. Margin also continues to be impacted by the effect of low market yields as well as competitive pressures in attracting new loans and deposits. The Company expects continued high liquidity levels and also expects continued loan growth in this lower market rate and competitive environment.

The following table summarizes the Company's loans closed for the periods indicated:

	For the Three Months Ended	
(In thousands)	June 30, 2015	June 30, 2014
Residential mortgage loans retained	\$ 23,117	\$ 17,245
Residential mortgage loans sold	10,978	7,344
Total residential mortgage loans	34,095	24,589
Commercial real estate loans	29,561	20,175
Multifamily properties	206,803	149,937
Commercial loans (A)	136,483	62,668
Wealth Lines of Credit (A)	6,150	—
Total commercial loans	378,997	232,780

Installment loans	1,128	5,184
Home equity lines of credit (A)	3,225	6,709
Total loans closed	\$ 417,445	\$ 269,262

(A) Includes lines of credit that closed in the period, but not necessarily funded.

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(In thousands)	For the Six Months Ended	
	June 30, 2015	June 30, 2014
Residential mortgage loans retained	\$ 40,103	\$ 28,898
Residential mortgage loans sold	19,916	14,355
Total residential mortgage loans	60,019	43,253
Commercial real estate loans	87,348	36,016
Multifamily properties	415,837	375,080
Commercial loans (A)	177,179	78,625
Wealth Lines of Credit (A)	16,410	—
Total commercial loans	696,774	489,721
Installment loans	1,472	7,061
Home equity lines of credit (A)	6,602	11,377
Total loans closed	\$ 764,867	\$ 551,412

(A) Includes lines of credit that closed in the period, but not necessarily funded.

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The following table reflects the components of the average balance sheet and of net interest income for the periods indicated:

Average Balance Sheet

Unaudited

Three Months Ended

(Dollars in thousands)	June 30, 2015			June 30, 2014		
	Average Balance	Income/Expense	Yield	Average Balance	Income/Expense	Yield
ASSETS:						
Interest-earning assets:						
Investments:						
Taxable (1)	\$244,087	\$1,037	1.70 %	\$189,254	\$977	2.06 %
Tax-exempt (1) (2)	30,941	210	2.71	57,847	312	2.16
Loans held for sale	2,049	24	4.64	1,026	15	5.89
Loans (2) (3):						
Mortgages	466,033	3,800	3.26	496,232	4,203	3.39
Commercial mortgages	1,663,150	14,767	3.55	1,155,360	11,108	3.85
Commercial	360,517	3,347	3.71	143,988	1,443	4.01
Commercial construction	5,713	61	4.27	6,065	65	4.29
Installment	29,169	256	3.51	22,154	233	4.21
Home equity	51,710	417	3.23	47,489	382	3.22
Other	527	12	9.11	558	13	9.32
Total loans	2,576,819	22,660	3.52	1,871,846	17,447	3.73
Federal funds sold	101	—	0.10	101	—	0.10
Interest-earning deposits	69,780	39	0.22	51,177	21	0.17
Total interest-earning assets	2,923,777	23,970	3.28 %	2,171,251	18,772	3.46 %
Noninterest-earning assets:						
Cash and due from banks	6,385			6,990		
Allowance for loan losses	(21,493)			(17,310)		
Premises and equipment	31,983			31,161		
Other assets	66,131			58,926		
Total noninterest-earning assets	83,006			79,767		
Total assets	\$3,006,783			\$2,251,018		
LIABILITIES:						
Interest-bearing deposits:						
Checking	\$670,473	\$707	0.42 %	\$431,656	\$115	0.11 %
Money markets	703,236	461	0.26	657,216	374	0.23
Savings	117,411	16	0.05	116,946	15	0.05
Certificates of deposit - retail	343,781	1,051	1.22	154,245	369	0.96
Subtotal interest-bearing deposits	1,834,901	2,235	0.49	1,360,063	873	0.26
Interest-bearing demand - brokered	265,802	215	0.32	138,000	70	0.20
Certificates of deposit - brokered	98,191	504	2.05	100,934	264	1.05
Total interest-bearing deposits	2,198,894	2,954	0.54	1,598,997	1,207	0.30

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Borrowings	146,441	428	1.17	93,152	382	1.64
Capital lease obligation	10,515	126	4.79	9,867	118	4.78
Total interest-bearing liabilities	2,355,850	3,508	0.60 %	1,702,016	1,707	0.40 %
Noninterest-bearing liabilities:						
Demand deposits	384,604			360,096		
Accrued expenses and other liabilities	12,133			9,606		
Total noninterest-bearing liabilities	396,737			369,702		
Shareholders' equity	254,196			179,300		
Total liabilities and shareholders' equity	\$3,006,783			\$2,251,018		
Net interest income (tax-equivalent basis)		20,462			17,065	
Net interest spread			2.68 %			3.06 %
Net interest margin (4)			2.80 %			3.14 %
Tax equivalent adjustment		(118)			(142)	
Net interest income		\$20,344			\$16,923	

(1) Average balances for available for sale securities are based on amortized cost.

(2) Interest income is presented on a tax-equivalent basis using a 35 percent federal tax rate.

(3) Loans are stated net of unearned income and include nonaccrual loans.

(4) Net interest income on a tax-equivalent basis as a percentage of total average interest-earning assets.

Index**Average Balance Sheet**

Unaudited

Six Months Ended

(Dollars in thousands)	June 30, 2015			June 30, 2014		
	Average Balance	Income/ Expense	Yield	Average Balance	Income/ Expense	Yield
ASSETS:						
Interest-earning assets:						
Investments:						
Taxable (1)	\$258,934	\$2,219	1.71 %	\$198,401	\$2,038	2.05 %
Tax-exempt (1) (2)	34,268	441	2.57	59,025	649	2.20
Loans held for sale	1,415	34	4.75	1,174	25	4.29
Loans (2) (3):						
Mortgages	465,878	7,585	3.26	514,702	8,756	3.40
Commercial mortgages	1,562,073	28,356	3.63	1,046,179	20,153	3.85
Commercial	338,435	6,244	3.69	138,300	2,845	4.11
Commercial construction	5,821	123	4.23	5,969	132	4.42
Installment	28,484	508	3.57	21,860	461	4.22
Home equity	51,188	822	3.21	47,162	755	3.20
Other	528	25	9.47	561	26	9.27
Total loans	2,452,407	43,663	3.56	1,774,733	33,128	3.73
Federal funds sold	101	—	0.10	101	—	0.10
Interest-earning deposits	80,658	82	0.20	41,468	33	0.16
Total interest-earning assets	2,827,783	46,439	3.28 %	2,074,902	35,873	3.46 %
Noninterest-earning assets:						
Cash and due from banks	6,594			6,694		
Allowance for loan losses	(20,778)			(16,653)		
Premises and equipment	32,118			30,956		
Other assets	65,006			59,961		
Total noninterest-earning assets	82,940			80,958		
Total assets	\$2,910,723			\$2,155,860		
LIABILITIES:						
Interest-bearing deposits:						
Checking	\$650,909	\$1,116	0.34 %	\$416,568	\$207	0.10 %
Money markets	706,893	924	0.26	655,430	707	0.22
Savings	115,434	30	0.05	116,733	30	0.05
Certificates of deposit - retail	296,085	1,714	1.16	151,864	724	0.95
Subtotal interest-bearing deposits	1,769,321	3,784	0.43	1,340,595	1,668	0.25
Interest-bearing demand - brokered	253,221	400	0.32	106,851	113	0.21
Certificates of deposit - brokered	112,219	1,028	1.83	57,564	295	1.02
Total interest-bearing deposits	2,134,761	5,212	0.49	1,505,010	2,076	0.28
Borrowings	128,142	820	1.28	104,306	772	1.48
Capital lease obligation	10,575	254	4.80			