

WSFS FINANCIAL CORP
Form 10-Q
November 12, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2013

OR

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

For the transition period from _____ to _____

Commission File Number 0-16668

WSFS FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

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Delaware
(State or other jurisdiction of

22-2866913
(I.R.S. Employer

Incorporation or organization)

Identification Number)

WSFS Bank Center, 500 Delaware

Avenue, Wilmington, Delaware
(Address of principal executive offices)

19801
(Zip Code)

(302) 792-6000

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 requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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

Large accelerated filer ☐ Accelerated filer ☒
Non-accelerated filer ☐ (Do not check if 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 ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of November 1, 2013

Common Stock, par value \$.01 per share
(Title of Class)

8,850,368
(Shares Outstanding)

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WSFS FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS

Three Months Ended September 30, 2013
2012
2013
2012
(Unaudited)

(In Thousands, Except Per Share Data)

Interest income:

Interest and fees on loans	\$ 32,708	\$ 32,003	\$ 96,268	\$ 98,185
Interest on mortgage-backed securities	3,527	4,344	10,726	14,953
Interest on reverse mortgages	248	35	462	(41)
Interest and dividends on investment securities	546	123	999	376
Other interest income	87	9	134	27
	37,116	36,514	108,589	113,500

Interest expense:

Interest on deposits	1,673	3,237	5,513	10,652
Interest on Federal Home Loan Bank advances	482	1,403	1,376	4,985
Interest on federal funds purchased and securities sold under agreements to repurchase	244	253	738	765
Interest on trust preferred borrowings	339	369	1,005	1,114
Interest on senior debt	943	353	2,830	353
Interest on other borrowings	29	6	85	130
	3,710	5,621	11,547	17,999

Net interest income	33,406	30,893	97,042	95,501
Provision for loan losses	1,969	3,751	5,880	28,379
Net interest income after provision for loan losses	31,437	27,142	91,162	67,122

Noninterest income:

Credit/debit card and ATM income	6,374	5,738	18,231	17,031
Deposit service charges	4,407	4,360	12,637	12,673
Investment management and fiduciary revenue	3,836	3,258	11,623	9,716
Reverse mortgage consolidation gain	3,801		3,801	
Mortgage banking activities, net	907	914	2,837	1,882
Loan fee income	419	706	1,401	1,803
Security gains, net	306	2,451	2,856	17,797
Bank owned life insurance income	74	1,126	162	1,447
Other income	2,618	1,195	6,807	3,149
	22,742	19,748	60,355	65,498

Noninterest expenses:

Salaries, benefits and other compensation	17,648	16,942	53,086	49,840
Occupancy expense	3,385	3,235	10,169	9,697
Equipment expense	2,044	1,701	5,990	5,403
Data processing and operations expenses	1,548	1,402	4,291	4,190
FDIC expenses	959	1,384	3,067	4,262
Professional fees	866	671	2,712	2,917

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Marketing expense	643	379	1,768	1,976
Loan workout and OREO expenses	492	2,115	1,432	4,902
Other operating expense	5,224	4,324	15,816	12,972
	32,809	32,153	98,331	96,159
Income before taxes	21,370	14,737	53,186	36,461
Income tax provision	7,210	4,758	18,378	12,708
Net income	14,160	9,979	34,808	23,753
Dividends on preferred stock and accretion of discount	332	693	1,633	2,077
Net income allocable to common stockholders	\$ 13,828	\$ 9,286	\$ 33,175	\$ 21,676
Earnings per share:				
Basic	\$ 1.57	\$ 1.07	\$ 3.77	\$ 2.49
Diluted	\$ 1.54	\$ 1.06	\$ 3.72	\$ 2.47

The accompanying notes are an integral part of these Consolidated Financial Statements.

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WSFS FINANCIAL CORPORATION

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Three Months Ended September 30, 2013 2012 (Unaudited) (In Thousands)		Nine Months Ended September 30, 2013 2012 (Unaudited) (In Thousands)	
Net Income	\$ 14,160	\$ 9,979	\$ 34,808	\$ 23,753
Other comprehensive (loss) income:				
Unrealized (losses) gains on securities available-for-sale	(4,901)	15,341	(43,781)	27,605
Tax benefit (expense)	1,795	(5,783)	16,532	(10,440)
Net of tax amount	(3,106)	9,558	(27,249)	17,165
Reclassification adjustment for gains included in net income	(306)	(2,451)	(2,856)	(17,797)
Tax expense	116	931	1,085	6,763
Net of tax amount	(190)	(1,520)	(1,771)	(11,034)
Total other comprehensive (loss) income	(3,296)	8,038	(29,020)	6,131
Total comprehensive income	\$ 10,864	\$ 18,017	\$ 5,788	\$ 29,884

The accompanying notes are an integral part of these Consolidated Financial Statements.

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WSFS FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF CONDITION

	September 30, 2013	December 31, 2012
	(Unaudited)	
	(In Thousands, Except Per Share Data)	
Assets		
Cash and due from banks	\$ 96,021	\$ 93,629
Cash in non-owned ATMs	406,227	406,627
Interest-bearing deposits in other banks	197	631
 Total cash and cash equivalents	 502,445	 500,887
Investment securities, available-for-sale	806,926	907,955
Investment securities, trading		12,590
Loans held-for-sale	12,608	12,758
Loans, net of allowance for loan losses of \$41,431 at September 30, 2013 and \$43,922 at December 31, 2012	2,829,992	2,723,916
Reverse mortgage loans	40,095	(457)
Bank-owned life insurance	63,077	62,915
Stock in Federal Home Loan Bank of Pittsburgh, at cost	33,876	31,165
Assets acquired through foreclosure	7,163	4,622
Accrued interest receivable	9,833	9,652
Premises and equipment	36,001	38,257
Goodwill	32,395	28,146
Intangible assets	7,146	5,174
Other assets	61,099	37,568
 Total assets	 \$ 4,442,656	 \$ 4,375,148
 Liabilities and Stockholders' Equity		
Liabilities:		
Deposits:		
Noninterest-bearing demand	\$ 609,115	\$ 631,026
Interest-bearing demand	669,173	538,195
Money market	780,753	933,901
Savings	378,397	389,977
Time	256,397	316,986
Jumbo certificates of deposit - customer	251,764	294,237
 Total customer deposits	 2,945,599	 3,104,322
Brokered deposits	175,599	170,641
 Total deposits	 3,121,198	 3,274,963
Federal funds purchased and securities sold under agreements to repurchase	114,000	110,000
Federal Home Loan Bank advances	600,435	376,310
Trust preferred borrowings	67,011	67,011
Senior debt	55,000	55,000
Other borrowed funds	38,169	28,945
Bonds payable	26,340	
Accrued interest payable	3,254	1,099
Other liabilities	43,298	40,766

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Total liabilities	4,068,705	3,954,094
Stockholders' Equity:		
Serial preferred stock \$0.01 par value, 7,500,000 shares authorized; issued 0 at September 30, 2013 and 52,625 issued at December 31, 2012	\$	\$ 1
Common stock \$0.01 par value, 20,000,000 shares authorized; issued 18,425,025 at September 30, 2013 and 18,354,055 at December 31, 2012	184	184
Capital in excess of par value	175,176	222,978
Accumulated other comprehensive (loss) / income	(16,077)	12,943
Retained earnings	462,948	433,228
Treasury stock at cost, 9,580,569 shares at September 30, 2013 and December 31, 2012	(248,280)	(248,280)
Total stockholders' equity	373,951	421,054
Total liabilities and stockholders' equity	\$ 4,442,656	\$ 4,375,148

The accompanying notes are an integral part of these Consolidated Financial Statements.

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WSFS FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS

	2013	Nine months ended September 30, 2012 (Unaudited)
	(In Thousands)	
Operating activities:		
Net Income	\$ 34,808	\$ 23,753
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	5,880	28,379
Depreciation of premises and equipment	4,329	3,803
Amortization, net	8,575	8,123
(Increase) decrease in accrued interest receivable	(181)	1,451
(Decrease) increase in other assets	(6,126)	8,726
Origination of loans held-for-sale	(178,819)	(137,298)
Proceeds from sales of loans held-for-sale	191,831	142,535
Gain on mortgage banking activities, net	(2,837)	(1,882)
Gain on mark-to-market adjustment on trading securities	125	
Security gains, net	(2,981)	(17,797)
Reverse mortgage consolidation gain	(3,801)	
Stock-based compensation expense	2,294	1,600
Excess tax benefits from share-based payment arrangements	(266)	(99)
Increase in accrued interest payable	2,155	4,425
Decrease in other liabilities	(9,488)	(3,432)
Loss on sale of assets acquired through foreclosure and valuation adjustments, net	203	2,891
Increase in value of bank-owned life insurance	(162)	(1,447)
Decrease in capitalized interest, net	(802)	(478)
Net cash provided by operating activities	\$ 44,737	\$ 63,253
Investing activities:		
Maturities of investment securities	510	5,039
Sale of investment securities available for sale	239,383	616,254
Purchase of investment securities available-for-sale	(255,277)	(751,363)
Repayments of investment securities available-for-sale	64,369	101,729
Disbursements for reverse mortgages	(40)	(94)
Proceeds from loan disposition		31,307
Net increase in loans	(121,589)	(38,190)
Cash received in consolidation of reverse mortgage securitization trust	5,833	
Payment of bank-owned life insurance		2,021
Acquisition of Array/Arrow, net of cash acquired	(4,189)	
Net (increase) decrease in stock of Federal Home Loan Bank of Pittsburgh	(2,711)	5,585
Sales of assets acquired through foreclosure, net	4,682	11,789
Investment in premises and equipment, net	(1,948)	(5,747)
Net cash (used for) provided by investing activities	\$ (70,977)	\$ (21,670)
Financing activities:		
Net (decrease) increase in demand and saving deposits	(46,072)	101,059
Decrease in time deposits	(103,062)	(58,991)

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Increase (decrease) in brokered deposits	4,958	(25,717)
Receipts from FHLB advances	29,071,254	27,299,083
Repayments of FHLB advances	(28,847,129)	(27,444,895)
Receipts from federal funds purchased and securities sold under agreement to repurchase	15,682,425	14,135,000
Repayments of federal funds purchased and securities sold under agreement to repurchase	(15,678,425)	(14,085,000)
Repayment of unsecured debt		(30,000)
Issuance of Senior Debt		52,691
Dividends paid	(6,017)	(5,115)
Issuance of common stock and exercise of common stock options	2,223	1,086
Repurchase of common stock warrants		(1,800)
Redemption of preferred stock	(52,623)	
Excess tax benefits from share-based payment arrangements	266	99

Net cash provided by (used for) financing activities	\$ 27,798	\$ (62,500)
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Increase (decrease) in cash and cash equivalents	1,558	(20,917)
Cash and cash equivalents at beginning of period	500,887	468,017

Cash and cash equivalents at end of period	\$ 502,445	\$ 447,100
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Supplemental Disclosure of Cash Flow Information:

Cash paid for interest during the period	\$ 9,392	\$ 13,574
Cash paid for income taxes, net	15,822	8,379
Loans transferred to assets acquired through foreclosure	7,427	9,290
Net change in other comprehensive income	(29,021)	6,131
Fair value of assets acquired	12,817	
Fair value of liabilities assumed	10,127	
Fair value of assets consolidated	41,397	
Fair value of liabilities consolidated	26,339	

The accompanying notes are an integral part of these Consolidated Financial Statements.

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WSFS FINANCIAL CORPORATION

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2013

(UNAUDITED)

1. BASIS OF PRESENTATION

Our Consolidated Financial Statements include the accounts of WSFS Financial Corporation (the Company , our Company , we , our or us), Wilmington Savings Fund Society, FSB (WSFS Bank or the Bank) and Montchanin Capital Management, Inc. (Montchanin). We also have one unconsolidated affiliate, WSFS Capital Trust III (the Trust). WSFS Bank has two fully-owned subsidiaries, WSFS Investment Group, Inc. (WIG) and Monarch Entity Services LLC (Monarch) and Montchanin has one wholly owned subsidiary, Cypress Capital Management, LLC (Cypress). In addition to the subsidiaries listed above, we also have one consolidated variable interest entity, SASCO 2002-RM1 (SASCO), which is a reverse mortgage securitization trust.

Founded in 1832, the Bank is one of the ten oldest banks continuously operating under the same name in the United States. We provide residential and commercial real estate, commercial and consumer lending services, as well as retail deposit and cash management services. In addition, we offer a variety of wealth management and trust services to personal and corporate customers through our Wealth Management division. Lending activities are funded primarily with customer deposits and borrowings. The Federal Deposit Insurance Corporation (FDIC) insures our customers' deposits to their legal maximums. We serve our customers primarily from our 51 offices located in Delaware (41), Pennsylvania (8), Virginia (1) and Nevada (1) and through our website at www.wsfsbank.com. Information on our website is not incorporated by reference into this quarterly report.

Amounts subject to significant estimates are items such as the allowance for loan losses and reserves for lending related commitments, goodwill, intangible assets, post-retirement benefit obligations, the fair value of financial instruments, investment in reverse mortgage, income taxes and other-than-temporary impairments (OTTI). Among other effects, changes to such estimates could result in future impairments of investment securities, goodwill and intangible assets and establishment of allowances for loan losses and lending related commitments as well as increased post-retirement benefits expense.

Our accounting and reporting policies conform with U.S. generally accepted accounting principles and prevailing practices within the banking industry for interim financial information and Rule 10-01 of the Securities and Exchange Commission (SEC) Regulation S-X. Rule 10-01 of Regulation S-X does not require us to include all information and notes for complete financial statements and prevailing practices within the banking industry. Operating results for the three and nine month periods ended September 30, 2013 are not necessarily indicative of the results that may be expected for any future quarters or for the year ending December 31, 2013. For further information, refer to the consolidated financial statements and the accompanying notes included in our Annual Report on Form 10-K for the year ended December 31, 2012 as filed with the SEC.

Whenever necessary, reclassifications have been made to prior period Consolidated Financial Statements to conform to the current period's presentation. All significant intercompany transactions were eliminated in consolidation.

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The following table shows the computation of basic and diluted earnings per share:

	For the three months ended September 30,		For the nine months ended September 30,	
	2013	2012	2013	2012
(In Thousands, Except Per Share Data)				
<u>Numerator:</u>				
Net income allocable to common stockholders	\$ 13,828	\$ 9,286	\$ 33,175	\$ 21,676
<u>Denominator:</u>				
Denominator for basic earnings per share - weighted average shares	8,828	8,712	8,804	8,702
Effect of dilutive employee stock options and warrants	148	83	106	77
Denominator for diluted earnings per share - adjusted weighted average shares and assumed exercise	8,976	8,795	8,910	8,779
Earnings per share:				
Basic:				
Net income allocable to common stockholders	\$ 1.57	\$ 1.07	\$ 3.77	\$ 2.49
Diluted:				
Net income allocable to common stockholders	\$ 1.54	\$ 1.06	\$ 3.72	\$ 2.47
Outstanding common stock equivalents having no dilutive effect	402	338	557	361

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The following tables detail the amortized cost and the estimated fair value of our investment securities available-for-sale and trading securities:

	Amortized Cost	Gross Unrealized Gains (In Thousands)	Gross Unrealized Losses	Fair Value
<u>Available-for-sale securities:</u>				
September 30, 2013:				
State and political subdivisions	\$ 87,987	\$ 224	\$ (4,879)	\$ 83,332
U.S. Government and government sponsored enterprises (GSE)	41,670	131	(3)	41,798
Federal National Mortgage Association (FNMA) Mortgage-Backed Securities (MBS)	379,721	518	(11,990)	368,249
Collateralized Mortgage Obligation (CMO) (1)	112,887	169	(4,585)	108,471
Federal Home Loan Mortgage Corporation (FHLMC) MBS	109,482	38	(3,397)	106,123
Government National Mortgage Association (GNMA) MBS	100,349	1,134	(2,530)	98,953
	\$ 832,096	\$ 2,214	\$ (27,384)	\$ 806,926
December 31, 2012				
State and political subdivisions	3,120	89		3,209
GSE	46,726	266	(2)	46,990
FNMA	396,910	9,588	(243)	406,255
CMO (1)	251,848	7,849	(301)	259,396
FHLMC	58,596	1,171	(117)	59,650
GNMA	129,288	3,221	(54)	132,455
	\$ 886,488	\$ 22,184	\$ (717)	\$ 907,955
<u>Trading securities</u>				
September 30, 2013:				
CMO	\$	\$	\$	\$
December 31, 2012				
CMO	\$ 12,590	\$	\$	\$ 12,590

(1) Includes agency CMO securities classified as available-for-sale

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The scheduled maturities of investment securities available-for-sale at September 30, 2013 and December 31, 2012 were as follows:

	Available-for-Sale	
	Amortized Cost	Fair Value
	(In Thousands)	
September 30, 2013		
Within one year	\$ 22,860	\$ 22,932
After one year but within five years	32,661	32,465
After five years but within ten years	312,070	298,900
After ten years	464,505	452,629
	\$ 832,096	\$ 806,926
December 31, 2012		
Within one year	\$ 19,001	\$ 19,115
After one year but within five years	28,855	29,034
After five years but within ten years	321,103	329,580
After ten years	517,529	530,226
	\$ 886,488	\$ 907,955

The portfolio of available-for-sale MBS includes 134 securities all of which are GSE securities with an amortized cost of \$702.4 million. All securities were AAA-rated at the time of purchase. All securities were re-evaluated for OTTI at September 30, 2013. The result of this evaluation showed no OTTI for the third quarter of 2013. The weighted average duration of MBS was 5.8 years at September 30, 2013.

MBS have expected maturities that differ from their contractual maturities. These differences arise because borrowers may have the right to call or prepay obligations with or without a prepayment penalty.

At September 30, 2013, investment securities with market values aggregating \$513.0 million were pledged as collateral for retail customer repurchase agreements, municipal deposits, and other obligations. From time to time, investment securities are also pledged as collateral for FHLB borrowings. There were no FHLB pledged investment securities at September 30, 2013.

During the first nine months of 2013, we sold \$239.9 million of investment securities categorized as available-for-sale for net gains of \$3.0 million. In the first nine months of 2012, proceeds from the sale of investment securities available-for-sale were \$616.3 million and resulted in net gains of \$17.7 million. The cost basis of all investment securities sales is based on the specific identification method.

As of September 30, 2013, our investment securities portfolio had remaining unamortized premiums of \$25.1 million and \$90,000 of unaccreted discounts.

At September 30, 2013, we owned investment securities totaling \$678.9 million in which the amortized cost basis exceeded fair value. Total unrealized losses on those securities were \$27.4 million at September 30, 2013. The temporary impairment is the result of changes in market interest rates subsequent to the purchase of the securities. Our investment portfolio is reviewed each quarter for indications of impairment. This review includes analyzing the length of time and the extent to which the fair value has been lower than the cost, the financial condition and near-term prospects of the issuer, including any specific events which may influence the operations of the issuer and our intent and ability to hold the investment for a period of time sufficient to allow for any anticipated recovery in the market. We evaluate our intent and ability to hold securities based upon our investment strategy for the particular type of security and our cash flow needs, liquidity position, capital adequacy and interest rate risk position. In addition, we do not have the intent to sell, nor is it more likely-than-not we will be required to sell these securities before we are able to recover the amortized cost basis.

During the first nine months of 2013, we purchased \$77.7 million of municipal bonds. The purpose was to improve return, diversify our investment portfolio and reduce our effective tax rate.

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For these investment securities with unrealized losses, the table below shows our gross unrealized losses and fair value by investment category and length of time that individual securities were in a continuous unrealized loss position at September 30, 2013.

	Less than 12 months		12 months or longer		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
	(In Thousands)					
Available-for-sale						
State and political subdivisions	\$ 59,470	\$ 4,879	\$	\$	\$ 59,470	\$ 4,879
U.S Government and agencies			2,003	3	2,003	3
FNMA	331,949	11,840	4,060	150	336,009	11,990
CMO	99,464	4,584	1,339	1	100,803	4,585
FHLMC	105,539	3,397			105,539	3,397
GNMA	75,096	2,530			75,096	2,530
Total temporarily impaired investments	\$ 671,518	\$ 27,230	\$ 7,402	\$ 154	\$ 678,920	\$ 27,384

The table below shows our investment securities gross unrealized losses and fair value by investment category and length of time that individual securities were in a continuous unrealized loss position at December 31, 2012.

	Less than 12 months		12 months or longer		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
	(In Thousands)					
Available-for-sale						
State and political subdivisions	\$	\$	\$	\$	\$	\$
U.S Government and agencies	2,008	2			2,008	2
FNMA	43,696	243			43,696	243
CMO	40,358	268	1,364	33	41,722	301
FHLMC	13,884	117			13,884	117
GNMA	10,029	54			10,029	54
Total temporarily impaired investments	\$ 109,975	\$ 684	\$ 1,364	\$ 33	\$ 111,339	\$ 717

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4. ALLOWANCE FOR LOAN LOSSES AND CREDIT QUALITY INFORMATION

Allowance for Loan Losses

We maintain an allowance for loan losses and charge losses to this allowance when such losses are realized. We established our allowance for loan losses in accordance with guidance provided in the SEC's Staff Accounting Bulletin 102 (SAB 102). The determination of the allowance for loan losses requires significant judgment reflecting our best estimate of impairment related to specifically identified impaired loans as well as probable loan losses in the remaining loan portfolio. Our evaluation is based upon a continuing review of these portfolios. The following are included in our allowance for loan losses:

Specific reserves for impaired loans

Allowances for pools of homogenous loans based on historical loss experience

Adjustments for qualitative and environmental factors

Allowance for model estimation and complexity risk

Specific reserves are established for impaired loans where we have identified significant conditions or circumstances related to specific credits that indicate losses are probable. Unless loans are well-secured and collection is imminent, all loans that are 90 days past due are deemed impaired. Reserves for impaired loans are generally charged-off within 90 days of impairment recognition. Estimated losses are based on collateral values, estimates of future cash flows, or market valuations.

Allowances for pooled homogeneous loans, that are not deemed impaired, are based on historical loss experience. Estimated losses for pooled portfolios are determined differently for commercial loan pools and retail loan pools. Commercial loans are pooled into the following segments: Business Loans (Commercial and Industrial Loans), Commercial Real Estate Owner-Occupied, Commercial Real Estate Investor, and Construction Loans. Each pool is further segmented by internally assessed risk ratings. Loan losses for commercial loans are estimated by determining the probability of default and expected loss severity upon default. Probability of default is calculated based on the historical rate of migration to impaired status during the last fourteen quarters. This was an increase of one quarter over the previous period's analysis. This adjustment provides a more representative period and accurate estimation of the allowance at the current point in this credit cycle. Loss severity is calculated as the actual loan losses (net of recoveries) on impaired loans in the respective pool during the same time frame. Retail loans are pooled into the following segments: residential mortgage loans, home equity secured loans, and all other consumer loans. Pooled reserves for retail loans are calculated based solely on the previous three year average loss rate.

Qualitative and environmental adjustment factors are taken into consideration when determining the above reserve estimates or core reserves. These adjustment factors are based upon our evaluation of various current internal and external conditions including:

Assessment of current underwriting policies, staff, and portfolio mix

Internal trends of delinquency, nonaccrual and criticized loans by segment

Assessment of risk rating accuracy, control and regulatory assessments/environment

General economic conditions locally and nationally

Market trends impacting collateral values

Competitive environment as it could impact loan structure and underwriting

The above factors are based on their relative standing compared to the period which historic losses are used in core reserve estimates and current directional trends. Each individual qualitative and environmental factor in our model can add or subtract to core reserves.

The final component of our allowance for loan losses is a reserve for model estimation and complexity risk. The calculation of reserves is generally quantitative; however, qualitative estimates of valuations and risk assessment are necessary. We increased our calculated reserves by 2% to account for model estimation and complexity risk as of September 30, 2013 and December 31, 2012.

Our loan officers and risk managers meet at least quarterly to discuss and review the conditions and risks associated with individual problem loans. In addition, various regulatory agencies and loan review consultants periodically review our loan ratings and allowance for loan losses.

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The following tables provide the activity of our allowance for loan losses and loan balances for three and nine months ended September 30, 2013 and 2012:

	Commercial	Owner - Occupied Commercial	Commercial Mortgages	Construction	Residential	Consumer	Complexity Risk (1)	Total
(in thousands)								
Three months ended September 30, 2013								
Allowance for loan losses								
Beginning balance	\$ 12,967	\$ 8,049	\$ 6,345	\$ 3,952	\$ 3,230	\$ 6,137	\$ 814	\$ 41,494
Charge-offs	(1,172)	(31)	(103)	(4)	(290)	(1,343)		(2,943)
Recoveries	273	55	333	21	10	219		911
Provision (credit)	594	(23)	345	(380)	364	1,071	(2)	1,969
Ending balance	\$ 12,662	\$ 8,050	\$ 6,920	\$ 3,589	\$ 3,314	\$ 6,084	\$ 812	\$ 41,431
Nine months ended September 30, 2013								
Allowance for loan losses								
Beginning balance	\$ 13,663	\$ 6,108	\$ 8,079	\$ 6,456	\$ 3,124	\$ 5,631	\$ 861	\$ 43,922
Charge-offs	(2,311)	(68)	(1,824)	(1,344)	(985)	(4,153)		\$ (10,685)
Recoveries	900	100	442	106	51	715		\$ 2,314
Provision (credit)	410	1,910	223	(1,629)	1,124	3,891	(49)	\$ 5,880
Ending balance	\$ 12,662	\$ 8,050	\$ 6,920	\$ 3,589	\$ 3,314	\$ 6,084	\$ 812	\$ 41,431
Period-end allowance allocated to:								
Loans individually evaluated for impairment	\$ 2,004	\$ 945	\$ 1,995	\$	\$ 995	\$ 12	\$	\$ 5,951
Loans collectively evaluated for impairment	10,658	7,105	4,925	3,589	2,319	6,072	812	35,480
Ending balance	\$ 12,662	\$ 8,050	\$ 6,920	\$ 3,589	\$ 3,314	\$ 6,084	\$ 812	\$ 41,431
Period-end loan balances evaluated for:								
Loans individually evaluated for impairment	\$ 5,833	\$ 12,568	\$ 8,894	\$ 274	\$ 17,360	\$ 4,400	\$	\$ 49,329(2)
Loans collectively evaluated for impairment	748,106	777,297	704,895	102,347	211,595	283,645		\$ 2,827,885
Ending balance	\$ 753,939	\$ 789,865	\$ 713,789	\$ 102,621	\$ 228,955	\$ 288,045	\$	\$ 2,877,214

- (1) Represents the portion of the allowance for loan losses established to account for the inherent complexity and uncertainty of estimates.
(2) The difference between this amount and nonaccruing loans at September 30, 2013 represents accruing troubled debt restructured loans.

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The following table provides the activity of the allowance for loan losses and loan balances for the three and nine months ended September 30, 2012:

	Commercial	Owner Occupied Commercial	Commercial Mortgages	Construction	Residential	Consumer	Complexity Risk (1)	Total
(In Thousands)								
Three months ended								
September 30, 2012								
Allowance for loan losses								
Beginning balance	\$ 9,891	\$ 4,091	\$ 9,618	\$ 5,307	\$ 6,265	\$ 10,341	\$ 916	\$ 46,429
Charge-offs	(1,281)	(926)	(709)	(676)	(705)	(2,573)		(6,870)
Recoveries	455	184	18	1,314	113	204		2,288
Provision	(127)	(4)	(2,281)	(810)	2,690	4,300	(17)	3,751
Ending balance	\$ 8,938	\$ 3,345	\$ 6,646	\$ 5,135	\$ 8,363	\$ 12,272	\$ 899	\$ 45,598
Nine months ended								
September 30, 2012								
Allowance for loan losses								
Beginning balance	\$ 15,067	\$ 9,235	\$ 7,556	\$ 4,074	\$ 6,544	\$ 10,604	\$	\$ 53,080
Charge-offs	(11,316)	(3,614)	(5,600)	(10,680)	(3,344)	(5,494)		(40,048)
Recoveries	1,305	190	382	1,642	171	497		4,187
Provision	3,882	(2,466)	4,308	10,099	4,992	6,665	899	28,379
Ending balance	\$ 8,938	\$ 3,345	\$ 6,646	\$ 5,135	\$ 8,363	\$ 12,272	\$ 899	\$ 45,598
Period-end allowance								
allocated to:								
Loans individually evaluated for impairment	\$ 1,244	\$ 222	\$ 90	\$ 94	\$ 1,199	\$ 24	\$	\$ 2,873
Loans collectively evaluated for impairment	7,694	3,123	6,556	5,041	7,164	12,248	899	42,725
Ending balance	\$ 8,938	\$ 3,345	\$ 6,646	\$ 5,135	\$ 8,363	\$ 12,272	\$ 899	\$ 45,598
Period-end loan balances								
evaluated for:								
Loans individually evaluated for impairment	\$ 3,579	\$ 13,324	\$ 5,875	\$ 2,620	\$ 18,072	\$ 6,694	\$	\$ 50,164(2)
Loans collectively evaluated for impairment	694,626	737,670	598,681	111,557	232,270	276,791		2,651,595
Ending balance	\$ 698,205	\$ 750,994	\$ 604,556	\$ 114,177	\$ 250,342	\$ 283,485	\$	\$ 2,701,759

- (1) Represents the portion of the allowance for loan losses established to account for the inherent complexity and uncertainty of estimates.
- (2) The difference between this amount and nonaccruing loans at September 30, 2012, represents accruing troubled debt restructured loans.

Table of Contents**Nonaccrual and Past Due Loans**

The following tables show our nonaccrual and past due loans at the dates indicated:

September 30, 2013	30 59 Days Past Due and Still Accruing	60 89 Days Past Due and Still Accruing	Greater Than 90 Days Past Due and Still Accruing	Total Past Due And Still Accruing	Accruing Current Balances	Nonaccrual Loans	Total Loans
(In Thousands)							
Commercial	\$ 13,212	\$	\$	\$ 13,212	\$ 735,077	\$ 5,650	\$ 753,939
Owner-Occupied commercial	6,474			6,474	770,823	12,568	789,865
Commercial mortgages	22			22	705,077	8,690	713,789
Construction					102,347	274	102,621
Residential	3,672	1,073	658	5,403	215,113	8,439	228,955
Consumer	1,138	468		1,606	283,890	2,549	288,045
Total	\$ 24,518	\$ 1,541	\$ 658	\$ 26,717	\$ 2,812,327	\$ 38,170	\$ 2,877,214
% of Total Loans	0.85%	0.06%	0.02%	0.93%	97.74%	1.33%	100%

December 31, 2012	30 59 Days Past Due and Still Accruing	60 89 Days Past Due and Still Accruing	Greater Than 90 Days Past Due and Still Accruing	Total Past Due And Still Accruing	Accruing Current Balances	Nonaccrual Loans	Total Loans
(In Thousands)							
Commercial	\$ 1,214	\$	\$	\$ 1,214	\$ 698,416	\$ 4,861	\$ 704,491
Owner-Occupied commercial	1,264			1,264	755,316	14,001	770,581
Commercial mortgages					618,731	12,634	631,365
Construction	269	70		339	131,489	1,547	133,375
Residential	5,383	606	786	6,775	226,863	9,989	243,627
Consumer	971	526		1,497	282,776	4,728	289,001
Total	\$ 9,101	\$ 1,202	\$ 786	\$ 11,089	\$ 2,713,591	\$ 47,760	\$ 2,772,440
% of Total Loans	0.33%	0.04%	0.03%	0.40%	97.88%	1.72%	100%

Table of Contents**Impaired Loans**

The following tables provide an analysis of our impaired loans at September 30, 2013 and December 31, 2012:

September 30, 2013	Ending Loan Balances	Loans with No Specific Reserve (1)	Loans with Specific Reserve	Related Specific Reserve	Contractual Principal Balances	Average Loan Balances
(In Thousands)						
Commercial	\$ 5,833	\$ 2,288	\$ 3,545	\$ 2,004	\$ 13,728	\$ 5,062
Owner-Occupied commercial	12,568	5,723	6,845	945	14,911	13,167
Commercial mortgages	8,894	2,896	5,998	1,995	19,494	9,887
Construction	274	274			16,012	1,261
Residential	17,360	9,680	7,680	995	19,726	18,091
Consumer	4,400	4,272	128	12	5,091	5,712
Total	\$ 49,329	\$ 25,133	\$ 24,196	\$ 5,951	\$ 88,962	\$ 53,180

December 31, 2012	Ending Loan Balances	Loans with No Specific Reserve (1)	Loans with Specific Reserve	Related Specific Reserve	Contractual Principal Balances	Average Loan Balances
(In Thousands)						
Commercial	\$ 4,861	\$ 1,598	\$ 3,263	\$ 2,100	\$ 12,060	\$ 4,993
Owner-Occupied commercial	14,001	13,827	174	1	18,658	16,856
Commercial mortgages	12,634	5,422	7,212	1,887	22,192	10,233
Construction	1,547	1,172	375	28	17,711	11,239
Residential	18,483	11,053	7,430	919	20,771	16,917
Consumer	6,329	5,635	694	16	7,265	4,514
Total	\$ 57,855	\$ 38,707	\$ 19,148	\$ 4,951	\$ 98,657	\$ 64,752

(1) Reflects loan balances at their remaining book balance.

Interest income of \$234,000 and \$706,000 was recognized on impaired loans during the three and nine months ended September 30, 2013, respectively.

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Credit Quality Indicators

Below is a description of each of our risk ratings for all commercial loans:

Pass. These borrowers presently show no current or potential problems and their loans are considered fully collectible.

Special Mention. Borrowers have potential weaknesses that deserve management's close attention. Borrowers in this category may be experiencing adverse operating trends, for example, declining revenues or margins, high leverage, tight liquidity, or increasing inventory without increasing sales. These adverse trends can have a potential negative effect on the borrower's repayment capacity. These assets are not adversely classified and do not expose the Bank to significant risk that would warrant a more severe rating. Borrowers in this category may also be experiencing significant management problems, pending litigation, or other structural credit weaknesses.

Substandard. Borrowers have well-defined weaknesses that require extensive oversight by management. Borrowers in this category may exhibit one or more of the following: inadequate debt service coverage, unprofitable operations, insufficient liquidity, high leverage, and weak or inadequate capitalization. Relationships in this category are not adequately protected by the sound financial worth and paying capacity of the obligor or the collateral pledged on the loan, if any. The distinct possibility exists that the Bank will sustain some loss if the deficiencies are not corrected.

Doubtful. Borrowers have well-defined weaknesses inherent in the Substandard category with the added characteristic that the possibility of loss is extremely high. Current circumstances in the credit relationship make collection or liquidation in full highly questionable. A doubtful asset has some pending event that may strengthen the asset that defers the loss classification. Such impending events include: perfecting liens on additional collateral, obtaining collateral valuations, an acquisition or liquidation preceding, proposed merger, or refinancing plan.

Loss. Borrowers are uncollectible or of such negligible value that continuance as a bankable asset is not supportable. This classification does not mean that the asset has absolutely no recovery or salvage value, but rather that it is not practical to defer writing off this asset even though partial recovery may be recognized sometime in the future.

Residential and Consumer Loans

The residential and consumer loan portfolios are monitored on an ongoing basis using delinquency information and loan type as credit quality indicators. These credit quality indicators are assessed in the aggregate in these relatively homogeneous portfolios. Loans that are greater than 90 days past due are generally considered nonperforming and placed in nonaccrual status.

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The following tables provide an analysis of problem loans, by credit risk profile using internally assigned risk ratings, as of September 30, 2013 and December 31, 2012

	Commercial		Owner-Occupied Commercial		Commercial Mortgages		Construction		Total Commercial			
	Sept. 30 2013	Dec. 31 2012	Sept. 30 2013	Dec. 31 2012	Sept. 30 2013	Dec. 31 2012	Sept. 30 2013	Dec. 31 2012	September 30, 2013		December 31, 2012	
									Amount	%	Amount	%
Risk Rating:												
Special mention	\$ 17,148	\$ 14,611	\$ 15,433	\$ 27,398	\$ 9,239	\$ 29,267	\$ 1,567	\$ 2,453	\$ 43,387		\$ 73,729	
Substandard:												
Accrual	58,944	63,074	38,792	44,899	6,156	6,222	2,907	5,755	106,930		119,950	
Nonaccrual	2,105	1,598	5,723	13,827	2,896	5,422	274	1,172	10,902		22,019	
Doubtful / Nonaccrual	3,545	3,263	6,845	174	5,998	7,212		375	16,280		11,024	
Total Special Mention, Substandard and Doubtful	81,742	82,546	66,793	86,298	24,289	48,123	4,748	9,755	177,499	8%	226,722	10%
Pass	672,197	621,945	723,072	684,283	689,500	583,242	97,873	123,620	2,182,715	92%	2,013,090	90%
Total Commercial Loans	\$ 753,939	\$ 704,491	\$ 789,865	\$ 770,581	\$ 713,789	\$ 631,365	\$ 102,621	\$ 133,375	\$ 2,360,214	100%	\$ 2,239,812	100%

Consumer credit exposure credit risk profile based on payment activity (dollars in thousands):

	Residential		Consumer		Total Residential and Consumer			
	Sept. 30 2013	Dec. 31 2012	Sept. 30 2013	Dec. 31 2012	September 30, 2013		December 31, 2012	
					Amount	Percent	Amount	Percent
Nonperforming (1)	\$ 17,360	\$ 18,483	\$ 4,401	\$ 6,329	\$ 21,761	4%	\$ 24,812	5%
Performing	211,595	225,144	283,644	282,672	495,239	96%	507,816	95%
Total	\$ 228,955	\$ 243,627	\$ 288,045	\$ 289,001	\$ 517,000	100%	\$ 532,628	100%

- (1) Includes \$10.8 million as of September 30, 2013 and 10.1 million as of December 31, 2012 of troubled debt restructured mortgages and home equity installment loans that are performing in accordance with modified terms and are accruing interest.

Table of Contents**Troubled Debt Restructurings (TDR)**

The balance of TDRs at September 30, 2013 and December 31, 2012 was \$26.6 million and \$22.0 million, respectively. The balance at September 30, 2013 included approximately \$15.5 million in nonaccrual status and \$11.1 million in accrual status compared to \$11.9 million in nonaccrual status and \$10.1 million in accrual status at December 31, 2012. Approximately \$1.0 million and \$936,000 in related reserves have been established for these loans at September 30, 2013 and December 31, 2012, respectively.

During the nine months ended September 30, 2013, the terms of 21 loans were modified in TDRs, 5 of which were commercial loans that had already been placed on nonaccrual. The remaining loans represented residential and consumer loans. Our concessions on restructured loans consisted mainly of forbearance agreements, reduction in interest rates or extensions of maturities. Principal balances are generally not forgiven by us when a loan is modified as a TDR. Nonaccruing restructured loans remain in nonaccrual status until there has been a period of sustained repayment performance, typically six months.

The following table presents loans identified as TDRs during the three and nine months ended September 30, 2013 and 2012:

(In Thousands)	Three Months Ended September 30, 2013	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
Commercial	\$ 6,800	\$ 710	\$ 6,824	\$ 9,986
Commercial mortgages	108		1,169	
Construction				378
Residential	207	2,779	806	4,170
Consumer	256	2,165	973	2,312
Total	\$ 7,371	\$ 5,654	\$ 9,772	\$ 16,846

The TDRs described in the table above increased our allowance for loan losses by \$37,000 through allocation of a related reserve, and resulted in charge-offs of \$363,000 during the nine months ended September 30, 2013, compared to increased reserves of \$357,000 and charge-offs of \$8.1 million for the same period of 2012.

There was one residential TDR in the amount of \$130,000 which defaulted (defined as past due 90 days) during the three and nine months ended September 30, 2013, that was restructured within the last twelve months prior to September 30, 2013.

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5. REVERSE MORTGAGE LOANS AND RELATED ASSETS AND LIABILITIES

Reverse mortgage loans are contracts in which a homeowner borrows against the equity in his/her home and receives cash in one lump sum payment, a line of credit, fixed monthly payments for either a specific term or for as long as the homeowner lives in the home, or a combination of these options. Since reverse mortgages are nonrecourse obligations, the loan repayments are generally limited to the sale proceeds of the borrower's residence and the mortgage balance consists of cash advanced, interest compounded over the life of the loan and some may include a premium which represents a portion of the shared appreciation in the home's value, if any, or a percentage of the value of the residence.

In 1993, we acquired a pool of reverse mortgages from the FDIC and another lender. In 1994, we purchased Providential Home Income Plan, Inc., a California-based reverse mortgage lender. In November 2002, substantially the entire WSFS reverse mortgage portfolio was sold. In addition to cash payment for the loans, we received \$10 million in BBB rated mortgage-backed securities (Class B) which we classified as trading and an option to acquire up to 49.9% of the Class O certificates issued in connection with mortgage-backed securities by SASCO 2002 RM-1 (SASCO). These mortgage-backed securities were part of a larger issuance of securities backed, in part, by the sold reverse mortgages. Subsequently we negotiated to purchase 100% of the SASCO Class O certificates for \$2.5 million. This transaction closed in July, 2011.

During the third quarter of 2013, we obtained the right to execute a clean-up call on the underlying collateral. This event triggered us to consolidate the assets and liabilities of the securitization trust, SASCO on our balance sheet in accordance with ASC 810, *Consolidation*. As a result, we consolidated \$40.5 million of reverse mortgage loans, \$5.8 million of cash, \$885,000 of MBS and \$38.8 million of debt all at fair value. Our existing investment in reverse mortgages was combined with the consolidated reverse mortgage loans for a total of \$40.1 million at September 30, 2013. The average loan-to-value for these loans is approximately 45%, the average age of the borrowers is 92 years old and there is, in the view of management, significant overcollateralization in the portfolio.

The value of the reverse mortgages is calculated by a third party model that uses the income approach as described in ASC 820-10-35-32. The model is a present value cash flow model, consistent with ASC 820-10-55-5 which describes the components of a present value measurement. The model incorporates the projected cash flows of the notes (including payouts and collections) and then discounts these cash flows using a rate that is commensurate with the risk adjusted rate. The inputs to the model reflect our expectations of what other market participants would use in pricing this asset in a current transaction and therefore is consistent with ASC 820 that requires an exit price methodology for determining fair value.

To value these securities as of September 30, 2013 we used a proprietary model and actual cash flow information to estimate future cash flows. There are three main drivers of cash flows: 1) Prepayments; 2) House Price Appreciation (HPA) forecasts and 3) Interest Rates.

- 1) **Prepayments** — one year look-back — comparing the actual cash flows to the forecasted cash flows based on the assumptions used. The base case prepayment represents the average payoff rates for proprietary reverse mortgages by borrower age, using approximately ten years of historical data. We have used 50% of the base case forecasted cash flows to reflect recent prepayment activity.
- 2) **House Price Appreciation** — Consistent with other reverse mortgage analyses from various market sources, we forecast a 2% decline in housing prices in the next year and a 2% recovery in the following year. We believe this forecast continues to be appropriate given the nature of reverse mortgage collateral and historical under-performance to the broad housing market.
- 3) **Interest Rates** — As of September 30, 2013 the forward rates on one month LIBOR are consistent with the assumptions used for future interest rates (one month LIBOR ramping up to 3% over ten years).

The net present value of the projected cash flow depends on the discount rate used. We use a discount rate of 18.7% in valuing expected net cash flows. If the discount rate was decreased by 1%, the net present value would increase by \$890,000. If the discount rate was increased by 1%, the net present value would decrease by \$850,000.

The fair values listed above are estimates that are subject to adjustments. However, while they are not expected to be materially different than those shown, any material adjustments to the estimates will be reflected, retroactively, as of the date of the transaction.

6. TAXES ON INCOME

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We account for income taxes in accordance with FASB ASC 740, *Income Taxes* (ASC 740) (Formerly SFAS No. 109, *Accounting for Income Taxes* and FASB Interpretation No. 48, *Accounting for Uncertainty In Income Taxes, an Interpretation of FASB Statement 109*). ASC 740 requires the recording of deferred income taxes that reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. We exercise significant judgment in the evaluation of the amount and timing of the recognition of the resulting tax assets and liabilities. The judgments and estimates required for the evaluation are updated based upon changes in business factors and the tax laws. If actual results differ from the assumptions and other considerations used in estimating the amount and timing of tax recognized, there can be no assurance that additional expenses will not be required in future periods.

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As a result of the consolidation for accounting purposes of the SASCO reverse mortgage securitization trust during the third quarter of 2013, a deferred tax asset (DTA) of approximately \$6.7 million was recorded. However, because SASCO is not consolidated for income tax purposes, a full valuation allowance was also recorded on this DTA due to the uncertainty of its realization, as realization is dependent on future taxable income, which is anticipated upon consolidation for income tax purposes. We are taking steps to unwind the SASCO tax structure which will permit tax consolidation, at which point the uncertainty surrounding the realization of the DTA will be eliminated. Accordingly, if and when we complete this restructuring, we expect to remove the \$6.7 million valuation allowance which will result in an income tax benefit through earnings.

ASC 740 prescribes a minimum probability threshold that a tax position must meet before a financial statement benefit is recognized. We recognize, when applicable, interest and penalties related to unrecognized tax benefits in the provision for income taxes in the financial statements. Assessment of uncertain tax positions under ASC 740 requires careful consideration of the technical merits of a position based on our analysis of tax regulations and interpretations.

There were no unrecognized tax benefits as of December 31, 2012. We record interest and penalties on potential income tax deficiencies as income tax expense. Our federal and state tax returns for the 2009 through 2012 tax years are subject to examination as of September 30, 2013. During the current quarter, the audit of our 2010 federal tax return was completed by the Internal Revenue Service. We recorded a \$200,000 tax benefit as a result of settling this audit. No state income tax return examinations are currently in process.

7. SEGMENT INFORMATION

In accordance with FASB ASC 280, *Segment Reporting* (ASC 280) (Formerly SFAS No. 131, *Disclosures About Segments of an Enterprise and Related Information*) we discuss our business in three segments. There is one segment for each of WSFS Bank, Cash Connect, (the ATM division of WSFS Bank), and Trust and Wealth Management.

The WSFS Bank segment provides financial products to commercial and retail customers through its 51 offices located in Delaware (41), Pennsylvania (8) and Virginia (1) and Nevada (1). Retail and Commercial Banking, Commercial Real Estate Lending and other banking business units are operating departments of WSFS. These departments share the same regulator, the same market, many of the same customers and provide similar products and services through the general infrastructure of the Bank. Because of these and other reasons, these departments are not considered discrete segments and are appropriately aggregated within the WSFS Bank segment in accordance with ASC 280.

Cash Connect provides turnkey ATM services through strategic partnerships with several of the largest networks, manufacturers and service providers in the ATM industry. The balance sheet category Cash in non-owned ATMs includes cash from which fee income is earned through bailment arrangements with customers of Cash Connect.

The Wealth Management division provides a broad array of fiduciary, investment management, credit and deposit products to clients through four businesses. WSFS Investment Group, Inc. provides insurance and brokerage products primarily to our retail banking clients. Cypress Capital Management, LLC is a registered investment advisor with over \$609 million in assets under management. Cypress primary market segment is high net worth individuals, offering a balanced investment style focused on preservation of capital and current income. Christiana Trust, with \$8.1 billion in assets under administration, provides fiduciary and investment services to personal trust clients, and trustee, agency, custodial and commercial domicile services to corporate and institutional clients. WSFS Private Banking serves high net worth clients by delivering credit and deposit products and partnering with Cypress, Christiana and WSFS Investment Group to deliver investment management and fiduciary products and services.

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An operating segment is a component of an enterprise that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the enterprise's chief operating decision makers to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available. We evaluate performance based on pretax ordinary income relative to resources used, and allocate resources based on these results. The accounting policies applicable to our segments are those that apply to our preparation of the accompanying Consolidated Financial Statements. Segment information for the three and nine months ended September 30, 2013 and 2012 follows:

For the three months ended September 30, 2013

Statement of Operations	WSFS Bank	Cash Connect	Trust & Wealth Management (In Thousands)	Total
External customer revenues:				
Interest income	\$ 35,171	\$	\$ 1,945	\$ 37,116
Noninterest income	12,449	6,360	3,933	22,742
Total external customer revenues	47,620	6,360	5,878	59,858
Inter-segment revenues:				
Interest income	906		1,477	2,383
Noninterest income	1,689	222	28	1,939
Total inter-segment revenues	2,595	222	1,505	4,322
Total revenue	50,215	6,582	7,383	64,180
External customer expenses:				
Interest expense	3,587		123	3,710
Noninterest expenses	26,510	3,470	2,829	32,809
Provision for loan loss	2,263		(294)	1,969
Total external customer expenses	32,360	3,470	2,658	38,488
Inter-segment expenses				
Interest expense	1,477	400	506	2,383
Noninterest expenses	250	561	1,128	1,939
Total inter-segment expenses	1,727	961	1,634	4,322
Total expenses	34,087	4,431	4,292	42,810
Income before taxes	\$ 16,128	\$ 2,151	\$ 3,091	\$ 21,370
Provision for income taxes				7,210
Consolidated net income				\$ 14,160
Capital expenditures	\$ 460	\$ 131	\$	\$ 591
As of September 30, 2013				
Statement of Condition				
Cash and cash equivalents	\$ 76,785	\$ 422,544	\$ 3,116	\$ 502,445
Other segment assets	3,756,277	1,995	181,939	3,940,211

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Total segment assets	\$ 3,833,062	\$ 424,539	\$ 185,055	\$ 4,442,656
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For the three months ended September 30, 2012

Statement of Operations	WSFS Bank	Cash Connect	Trust & Wealth Management (In Thousands)	Total
External customer revenues:				
Interest income	\$ 34,475	\$	\$ 2,039	\$ 36,514
Noninterest income	11,686	4,707	3,355	19,748
Total external customer revenues	46,161	4,707	5,394	56,262
Inter-segment revenues:				
Interest income	944		1,358	2,302
Noninterest income	2,122	148	24	2,294
Total inter-segment revenues	3,066	148	1,382	4,596
Total revenue	49,227	4,855	6,776	60,858
External customer expenses:				
Interest expense	5,377		244	5,621
Noninterest expenses	27,300	2,113	2,740	32,153
Provision for loan loss	2,997		754	3,751
Total external customer expenses	35,674	2,113	3,738	41,525
Inter-segment expenses				
Interest expense	1,358	338	606	2,302
Noninterest expenses	172	586	1,536	2,294
Total inter-segment expenses	1,530	924	2,142	4,596
Total expenses	37,204	3,037	5,880	46,121
Income (loss) before taxes	\$ 12,023	\$ 1,818	\$ 896	\$ 14,737
Provision for income taxes				4,758
Consolidated net income				\$ 9,979
Capital expenditures	\$ 1,289	\$ 311	\$ 3	\$ 1,603
As of December 31, 2012				
Statement of Condition				
Cash and cash equivalents	\$ 68,419	\$ 430,382	\$ 2,086	\$ 500,887
Other segment assets	3,683,073	1,605	189,583	3,874,261
Total segment assets	\$ 3,751,492	\$ 431,987	\$ 191,669	\$ 4,375,148

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For the nine months ended September 30, 2013

Statement of Operations	WSFS Bank	Cash Connect	Trust & Wealth Management (In Thousands)	Total
External customer revenues:				
Interest income	\$ 102,732	\$	\$ 5,857	\$ 108,589
Noninterest income	31,009	17,412	11,934	60,355
Total external customer revenues	133,741	17,412	17,791	168,944
Inter-segment revenues:				
Interest income	2,723		4,276	6,999
Noninterest income	5,040	645	82	5,767
Total inter-segment revenues	7,763	645	4,358	12,766
Total revenue	141,504	18,057	22,149	181,710
External customer expenses:				
Interest expense	11,120		427	11,547
Noninterest expenses	79,671	9,629	9,031	98,331
Provision for loan loss	6,044		(164)	5,880
Total external customer expenses	96,835	9,629	9,294	115,758
Inter-segment expenses				
Interest expense	4,276	1,176	1,547	6,999
Noninterest expenses	727	1,649	3,391	5,767
Total inter-segment expenses	5,003	2,825	4,938	12,766
Total expenses	101,838	12,454	14,232	128,524
Income (loss) before taxes	\$ 39,666	\$ 5,603	\$ 7,917	\$ 53,186
Provision for income taxes				18,378
Consolidated net income				\$ 34,808
Capital expenditures	\$ 1,505	\$ 591	\$	\$ 2,096

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For the nine months ended September 30, 2012

Statement of Operations	WSFS Bank	Cash Connect (In Thousands)	Trust & Wealth Management	Total
External customer revenues:				
Interest income	\$ 107,199	\$	\$ 6,301	\$ 113,500
Noninterest income	42,238	13,254	10,006	65,498
Total external customer revenues	149,437	13,254	16,307	178,998
Inter-segment revenues:				
Interest income	3,099		4,344	7,443
Noninterest income	6,368	568	79	7,015
Total inter-segment revenues	9,467	568	4,423	14,458
Total revenue	158,904	13,822	20,730	193,456
External customer expenses:				
Interest expense	17,330		669	17,999
Noninterest expenses	81,267	6,628	8,264	96,159
Provision for loan loss	26,786		1,593	28,379
Total external customer expenses	125,383	6,628	10,526	142,537
Inter-segment expenses				
Interest expense	4,344	1,008	2,091	7,443
Noninterest expenses	647	1,711	4,657	7,015
Total inter-segment expenses	4,991	2,719	6,748	14,458
Total expenses	130,374	9,347	17,274	156,995
Income (loss) before taxes	\$ 28,530	\$ 4,475	\$ 3,456	\$ 36,461
Provision for income taxes				12,708
Consolidated net income				\$ 23,753
Capital expenditures	\$ 5,406	\$ 321	\$ 20	\$ 5,747

8. FAIR VALUE DISCLOSURES OF FINANCIAL ASSETS AND LIABILITIES**FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES**

ASC 820-10, *Fair Value Measurements and Disclosure*, defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC 820-10 establishes a fair value hierarchy that prioritizes the use of inputs used in valuation methodologies into the following three levels:

Level 1: Inputs to the valuation methodology are quoted prices, unadjusted, for identical assets or liabilities in active markets. A quoted price in an active market provides the most reliable evidence of fair value and shall be used to measure fair value whenever available.

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Level 2: Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; inputs to the valuation methodology include quoted prices for identical or similar assets or liabilities in markets that are not active; or inputs to the valuation methodology that are derived principally from or can be corroborated by observable market data by correlation or other means.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement. Level 3 assets and liabilities include financial instruments whose value is determined using discounted cash flow methodologies, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

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A description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy, is set forth below.

The table below presents the balances of assets measured at fair value as of September 30, 2013 (there were no material liabilities measured at fair value):

Description	Quoted Prices in Active Markets for Identical Asset (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
(in Thousands)				
Assets Measured at Fair Value on a Recurring Basis				
Available-for-sale securities:				
Collateralized mortgage obligations	\$	\$ 108,470	\$	\$ 108,470
FNMA		368,249		368,249
FHLMC		106,123		106,123
GNMA		98,954		98,954
U.S. Government and agencies		41,798		41,798
State and political subdivisions		83,332		83,332
Total assets measured at fair value on a recurring basis	\$	\$ 806,926	\$	\$ 806,926
Liabilities Measured at Fair Value on a nonrecurring Basis				
Bonds payable	\$	\$ 26,340	\$	\$ 26,340
Assets Measured at Fair Value on a Nonrecurring Basis				
Other real estate owned	\$	\$	\$ 7,163	\$ 7,163
Reverse mortgage loans			40,095	40,095
Impaired loans (collateral dependent)			43,379	43,379
Total assets measured at fair value on a nonrecurring basis	\$	\$	\$ 90,637	\$ 90,637

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The table below presents the balances of assets measured at fair value as of December 31, 2012 (there are no material liabilities measured at fair value):

Description	Quoted Prices in Active Markets for Identical Asset (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
(in Thousands)				
Assets Measured at Fair Value on a Recurring Basis				
Available-for-sale securities:				
Collateralized mortgage obligations	\$	\$ 252,300	\$ 7,096	\$ 259,396
FNMA		406,255		406,255
FHLMC		59,650		59,650
GNMA		132,455		132,455
U.S. Government and agencies		46,990		46,990
State and political subdivisions		3,209		3,209
Reverse mortgage loans			(457)	(457)
Trading Securities			12,590	12,590
Total assets measured at fair value on a recurring basis	\$	\$ 900,859	\$ 19,229	\$ 920,088
Assets Measured at Fair Value on a Nonrecurring Basis				
Other real estate owned	\$	\$	\$ 4,622	\$ 4,622
Impaired loans			52,904	52,904
Total assets measured at fair value on a nonrecurring basis	\$	\$	\$ 57,526	\$ 57,526

Fair value is based upon quoted market prices, where available. If such quoted market prices are not available, fair value is based upon internally developed models or obtained from third parties that primarily use, as inputs, observable market-based parameters. Valuation adjustments may be made to ensure that financial instruments are recorded at fair value. These adjustments may include unobservable parameters. Our valuation methodologies may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. While we believe our valuation methodologies are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

Available-for-sale securities. As of September 30, 2013, securities classified as available-for-sale were reported at fair value using both Level 2 and Level 3 inputs. Included in the Level 2 total were approximately \$41.8 million in Federal Agency debentures, \$681.8 million in Federal Agency MBS, and \$83.3 million in municipal bonds. Agency and MBS securities were predominately AAA-rated. We believe that this Level 2 designation is appropriate for these securities under FASB ASC 820-10 as, with almost all fixed income securities, none are exchange traded, and all are priced by correlation to observable market data. For these securities we obtain fair value measurements from an independent pricing service. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, U.S. government and agency yield curves, live trading levels, trade execution data, market consensus prepayment speeds, credit information, and the security's terms and conditions, among other factors. Included in the Level 3 total at December 31, 2012, was a small equity tranche of a reverse mortgage security purchased on July 15, 2011. This security was Level 3 because there was no active market for this security and no observable inputs that reflected quoted prices for identical assets in active markets (Level 1) or inputs other than quoted prices that were observable for the asset through corroboration with observable market data (Level 2). In order to establish the fair value for a Level 3 asset a mark-to-model was developed using the income approach described in FASB ASC 820-10-35-32 and was similar to the methodology used to value our trading securities described below. As of September 30, 2013, we consolidated the assets and liabilities of the securitization trust which resulted in these securities are being eliminated in consolidation. For additional information regarding these transactions, see Note 5, Reverse Mortgages and Related Assets and the discussion of reverse mortgages in this section.

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Trading securities. The amount included in the trading securities category at December 31, 2012 represented the fair value of a BBB-rated tranche of a reverse mortgage security. There was never an active market for these securities. As such, we classified these trading securities as Level 3 under FASB ASC 820-10. As prescribed by FASB ASC 820-10 management used various observable and unobservable inputs to develop a range of likely fair value prices where this security would be exchanged in an orderly transaction between market participants at the measurement date. The unobservable inputs reflected management's assumptions about the assumptions that market participants would use in pricing this asset. Included in these inputs were the median of a selection of other BBB-rated securities as well as quoted market prices from higher rated tranches of this asset class. The unobservable inputs consisted of prepayments, house price appreciation and interest rates. Management completed a sensitivity analysis at December 31, 2012 which showed any increase or decrease in these inputs would not have had a significant impact on the fair value of these assets. As a result, the value assigned to this security was determined primarily through a discounted cash flow analysis. All of these assumptions required a significant degree of management judgment. As of September 30, 2013, we consolidated the assets and liabilities of the securitization trust which resulted in these securities being completely eliminated in consolidation. For additional information regarding these transactions, see Note 5, Reverse Mortgages and Related Assets and the discussion of reverse mortgages in this section.

Reverse Mortgages. Reverse mortgage loans are valued using a present value cash flow model that incorporates the projected cash flows of the notes (including payouts and collections) and then discounts these cash flows using a rate that is commensurate with the risk adjusted rate. The inputs to the model reflect our expectations of what other market participants would use in pricing these assets in a current transaction. Due to the significant amount of management judgment and the unobservable input calculations, these reverse mortgages have been classified as Level 3. For additional information regarding these transactions, see Note 5, Reverse Mortgages and Related Assets and the discussion of reverse mortgages in this section.

The changes in Level 3 assets measured at fair value on a recurring basis are summarized as follows:

	Trading Securities	Reverse Mortgages	Available- for-sale Securities	Total
(In Thousands)				
Balance at December 31, 2011	\$ 12,432	\$ (646)	\$ 3,936	\$ 15,722
Total net income for the period included in net income	33	12		45
Purchases, sales, issuances, and settlements, net		177		177
Mark-to-market adjustment	125		3,160	3,285
Balance at December 31, 2012	\$ 12,590	\$ (457)	\$ 7,096	\$ 19,229
Mark-to-market adjustment	(125)			(125)
Reverse mortgage securitization trust consolidation	(12,465)	457	(7,096)	(19,104)
Balance at September 30, 2013	\$	\$	\$	\$

Other real estate owned. Other real estate owned consists of loan collateral which has been repossessed through foreclosure or other measures. Initially, foreclosed assets are recorded as held for sale at the lower of the loan balance or fair value of the collateral less estimated selling costs. Subsequent to foreclosure, valuations are updated periodically and the assets may be marked down further, reflecting a new cost basis. The fair value of our real estate owned was estimated using Level 3 inputs based on appraisals obtained from third parties.

Impaired loans. We evaluate and value impaired loans at the time the loan is identified as impaired, and the fair values of such loans are estimated using Level 3 inputs in the fair value hierarchy. Each loan's collateral has a unique appraisal and management's discount of the value is based on the factors unique to each impaired loan. The significant unobservable input in determining the fair value is management's subjective discount on appraisals of the collateral securing the loan, which range from 10% - 50%. Collateral may consist of real estate and/or business assets including equipment, inventory and/or accounts receivable and the value of these assets is determined based on the appraisals by qualified licensed appraisers hired by us. Appraised and reported values may be discounted based on management's historical knowledge, changes in market conditions from the time of valuation, estimated costs to sell, and/or management's expertise and knowledge of the client and the client's business.

Impaired loans, which are measured for impairment using the fair value of the collateral for collateral dependent loans, had a net amount of \$43.4 million and \$52.9 million at September 30, 2013 and December 31, 2012, respectively. The valuation allowance on impaired loans was \$6.0 million as of September 30, 2013 and \$5.0 million as of December 31, 2012.

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FAIR VALUE OF FINANCIAL INSTRUMENTS

The reported fair values of financial instruments are based on a variety of factors. In certain cases, fair values represent quoted market prices for identical or comparable instruments. In other cases, fair values have been estimated based on assumptions regarding the amount and timing of estimated future cash flows that are discounted to reflect current market rates and varying degrees of risk. Accordingly, the fair values may not represent actual values of the financial instruments that could have been realized as of period-end or that will be realized in the future.

The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate that value:

Cash and Short-Term Investments: For cash and short-term investments, including due from banks, federal funds sold, securities purchased under agreements to resell and interest-bearing deposits with other banks, the carrying amount is a reasonable estimate of fair value.

Investments and Mortgage-Backed Securities: Since quoted market prices are not available, fair value is estimated using quoted prices for similar securities, which we obtain from a third party vendor. We utilize one of the largest providers of securities pricing to the industry and management periodically assesses the inputs used by this vendor to price the various types of securities owned by us to validate the vendor's methodology. The fair value of our investment in reverse mortgages is based on the net present value of estimated cash flows, which have been updated to reflect recent external appraisals of the underlying collateral. For additional discussion of our mortgage-backed securities-trading or our internally developed models, see Fair Value of Financial Assets in Note 7 to the Consolidated Financial Statements.

Loans held-for-sale: Loans held-for-sale are carried at the lower of cost or market of the aggregate, or in some cases, individual loans.

Loans: Fair values are estimated for portfolios of loans with similar financial characteristics. Loans are segregated by type: commercial, commercial mortgages, construction, residential mortgages and consumer. For loans that reprice frequently, the book value approximates fair value. The fair values of other types of loans are estimated by discounting expected cash flows using the current rates at which similar loans would be made to borrowers with comparable credit ratings and for similar remaining maturities. The fair value of nonperforming loans is based on recent external appraisals of the underlying collateral. Estimated cash flows, discounted using a rate commensurate with current rates and the risk associated with the estimated cash flows, are utilized if appraisals are not available. This technique does not contemplate an exit price.

Reverse Mortgages. Reverse mortgage loans are valued using a present value cash flow model that incorporates the projected cash flows of the notes (including payouts and collections) and then discounts these cash flows using a rate that is commensurate with the risk adjusted rate. The inputs to the model reflect our expectations of what other market participants would use in pricing these assets in a current transaction. Due to the significant amount of management judgment and the unobservable inputs in the calculations, these reverse mortgages have been classified as Level 3. For additional information regarding these transactions, see Note 5, Reverse Mortgages and Related Assets and the discussion of reverse mortgages in this section.

Bank-Owned Life Insurance: The estimated fair value approximates the book value for this investment.

Demand Deposits, Savings Deposits and Time Deposits: The fair value of demand deposits and savings deposits is determined by projecting future cash flows using an estimated economic life based on account characteristics. The resulting cash flow is discounted using rates available on alternative funding sources. The fair value of time deposits is estimated using the rate and maturity characteristics of the deposits to estimate their cash flow. The cash flow is discounted at rates for similar term wholesale funding.

Borrowed Funds: Rates currently available to us for debt with similar terms and remaining maturities are used to estimate fair value of existing debt.

Stock in the Federal Home Loan Bank of Pittsburgh: The fair value of FHLB stock is assumed to be essentially equal to its cost basis, since the stock is non-marketable but redeemable at its par value.

Bonds Payable: The fair value of bonds payable approximates the carrying value as the interest rates are based on market interest rates.

Off-Balance Sheet Instruments: The fair value of off-balance sheet instruments, including commitments to extend credit and standby letters of credit, approximates the recorded net deferred fee amounts, which are not significant. Because commitments to extend credit and letters of credit are generally not assignable by either us or the borrower, they only have value to us and the borrower.

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The book value and estimated fair value of our financial instruments are as follows:

	Fair Value Measurement	September 30, 2013		December 31, 2012	
		Book Value	Fair Value	Book Value	Fair Value
<i>(In Thousands)</i>					
Financial assets:					
Cash and cash equivalents	Level 1	\$ 502,445	\$ 502,445	\$ 500,887	\$ 500,887
Investment securities	See previous table	806,926	806,926	920,088	920,088
Loans held for sale	Level 3	12,608	12,608	12,758	12,758
Loans, net	Level 3	2,829,992	2,818,832	2,723,916	2,746,001
Reverse mortgage loans	Level 3	40,095	40,095	(457)	(457)
Stock in Federal Home Loan Bank of Pittsburgh	Level 2	33,876	33,876	31,165	31,165
Accrued interest receivable	Level 2	9,833	9,833	9,652	9,652
Financial liabilities:					
Deposits	Level 2	3,121,198	2,912,952	3,274,963	3,174,907
Borrowed funds	Level 2	874,615	874,534	637,266	638,375
Bonds Payable	Level 2	26,340	26,340		
Standby letters of credit	Level 3	135	135	224	224
Accrued interest payable	Level 2	3,254	3,254	1,099	1,099

9. INDEMNIFICATIONS AND GUARANTEES

Secondary Market Loan Sales. Given the current interest rate environment and current customer preference for long-term fixed rate mortgages, coupled with our desire not to hold these assets in our portfolio, we generally sell newly originated fixed rate conventional, 15 to 30 year loans in the secondary market to GSEs such as FHLMC or to wholesale lenders. Loans held-for-sale are carried at the lower cost or market value of the aggregate, or in some cases, individual loans. Gains and losses on sales of loans are recognized at the time of the sale. We sometimes retain the servicing rights on residential mortgage loans sold which results in monthly service fee income. Otherwise, we sell loans with servicing released on a nonrecourse basis. Rate-locked loan commitments we intend to sell in the secondary market are accounted for as derivatives under the guidance promulgated in FASB ASC Topic 815, *Derivatives and Hedging*.

We generally do not sell loans with recourse except to the extent arising from standard loan sale contract provisions covering violations of representations and warranties and, under certain circumstances first payment defaults by borrowers. These are customary repurchase provisions in the secondary market for conforming mortgage loan sales. These indemnifications may require our repurchase of the loans. Repurchases and losses are rare, and no provision is made for the losses at the time of sale. There were no such repurchases for the three and nine months ended September 30, 2013.

Swap Guarantees. We entered into agreements with three unrelated financial institutions whereby those financial institutions entered into interest rate derivative contracts (interest rate swap transactions) with customers referred to them by us. By the terms of the agreements, those financial institutions have recourse to us for any exposure created under each swap transaction in the event the customer defaults on the swap agreement and the agreement is in a paying position to the third-party financial institution. This is a customary arrangement that allows smaller financial institutions like us to provide access to interest rate swap transactions for our customers without creating the swap ourselves. These swap guarantees are accounted for as credit derivatives under FASB ASC Topic 815, *Derivatives and Hedging*.

At September 30, 2013 there were 104 variable-rate swap transactions between third party financial institutions and our customers, compared to 95 at December 31, 2012. The initial notional amount aggregated approximately \$416.8 million at September 30, 2013 compared to \$381.7 million at December 31, 2012. At September 30, 2013 maturities ranged from approximately six months to 11 years. The aggregate market value of these swaps to customers was a liability of \$24.2 million at September 30, 2013 and \$35.5 million at December 31, 2012.

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We share certain costs of providing health and life insurance benefits to retired Associates (and their eligible dependents). Substantially all Associates may become eligible for these benefits if they reach normal retirement age while working for us.

We account for our obligations under the provisions of FASB ASC 715, *Compensation - Retirement Benefits* (ASC 715). ASC 715 requires the costs of these benefits be recognized over an Associate's active working career. Disclosures are in accordance with ASC 715.

The following disclosures of the net periodic benefit cost components of postretirement benefits were measured at January 1, 2013 and 2012:

(In Thousands)	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	2013	2012
Service cost	\$ 86	\$ 72	\$ 258	\$ 216
Interest cost	44	44	132	131
Amortization of transition obligation		15		45
Net loss recognition	20	17	60	51
Net periodic benefit cost	\$ 150	\$ 148	\$ 450	\$ 443

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Accumulated other comprehensive income includes unrealized gains and losses on available-for-sale investments, unrealized gains and losses on interest-only strips, and unrecognized prior service costs on BOLI. Changes to other accumulated other comprehensive income are presented net of tax effect as a component of equity. Reclassification out of accumulated other comprehensive is recorded on the statement of operations either as a gain or loss.

Changes to accumulated other comprehensive income by component are shown net of taxes in the following tables for the period indicated:

	Net unrealized gains on investment	Net unrealized losses on defined benefit pension plan	Total
(in thousands)	securities available-for-sale		
Balance, June 30, 2013	\$ (12,309)	\$ (472)	\$ (12,781)
Other comprehensive loss before reclassifications	(3,106)		(3,106)
Less: Amounts reclassified from accumulated other comprehensive loss	(190)		(190)
Net current-period other comprehensive loss	(3,296)		(3,296)
Balance, September 30, 2013	\$ (15,605)	\$ (472)	\$ (16,077)
Balance, June 30, 2012	\$ 9,767	\$ (472)	\$ 9,295
Other comprehensive income before reclassifications	9,558		9,558
Less: Amounts reclassified from accumulated other comprehensive loss	(1,520)		(1,520)
Net current-period other comprehensive loss	8,038		8,038
Balance, September 30, 2012	\$ 17,805	\$ (472)	\$ 17,333

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(in thousands)	Net unrealized gains on investment securities available-for-sale	Net unrealized losses on defined benefit pension plan	Total
Balance, December 31, 2012	\$ 13,415	\$ (472)	\$ 12,943
Other comprehensive loss before reclassifications	(27,249)		(27,249)
Less: Amounts reclassified from accumulated other comprehensive loss	(1,771)		(1,771)
Net current-period other comprehensive loss	(29,020)		(29,020)
Balance, September 30, 2013	\$ (15,605)	\$ (472)	\$ (16,077)
Balance, December 31, 2011	\$ 11,674	\$ (472)	\$ 11,202
Other comprehensive income before reclassifications	17,165		17,165
Less: Amounts reclassified from accumulated other comprehensive loss	(11,034)		(11,034)
Net current-period other comprehensive income	6,131		6,131
Balance, September 30, 2012	\$ 17,805	\$ (472)	\$ 17,333

The statement of operations impacted by components of other comprehensive income are presented in the table below.

(in thousands)	Three Months Ended September 30, 2013 2012		Affected line item in Statements of Operations
Securities available-for-sale:			
Realized gains on securities transactions	\$ 306	\$ 2,451	Securities gains, net
Income taxes	(116)	(931)	Income tax provision
Net of tax	\$ 190	\$ 1,520	
(in thousands)	Nine Months Ended September 30, 2013 2012		Affected line item in Statements of Operations
Securities available-for-sale:			
Realized gains on securities transactions	\$ 2,856	\$ 17,797	Securities gains, net
Income taxes	(1,085)	(6,763)	Income tax provision
Net of tax	\$ 1,771	\$ 11,034	

Table of Contents**12. GOODWILL AND INTANGIBLES**

Our goodwill and other intangible assets are accounted for in accordance with the accounting guidance in FASB ASC Topic 350 *Intangibles Goodwill and Other*.

At December 31, 2012, we completed the Step One test of the analysis to determine potential goodwill impairment of the WSFS Bank and Trust and Wealth Management reporting units. The valuation incorporated a market-based analysis and indicated the fair values of our WSFS Bank and Trust and Wealth Management reporting units were above their carrying amounts. Therefore, in accordance with FASB ASC 350-20-35-6, the Step Two analysis was not required at that time. During the nine months ended September 30, 2013 we determined there were no events or other indicators of impairment as it relates to goodwill or other intangibles.

FASB ASC 350, also requires that an acquired intangible asset be separately recognized if the benefit of the intangible asset is obtained through contractual or other legal rights, or if the asset can be sold, transferred, licensed, rented or exchanged, regardless of the acquirer's intent to do so.

During the third quarter of 2013, we completed the purchase of Array and Arrow. As a result of this transaction, we have recognized intangible assets of \$2.4 million and goodwill of \$4.2 million. The intangibles are mainly the result of the fair value of customer relationships and covenants not-to-compete. The fair values listed above are estimates and are subject to adjustment. However, while they are not expected to be materially different than those shown, any material adjustments to the estimates will be reflected, retroactively, as of the date of the transaction.

The following table summarizes other intangible assets:

	Gross Intangible Assets	Accumulated Amortization (In Thousands)	Net Intangible Assets
September 30, 2013			
Core deposits	\$ 4,370	\$ (2,458)	\$ 1,912
Other	7,104	(1,870)	5,234
Total other intangible assets	\$ 11,474	\$ (4,328)	\$ 7,146
December 31, 2012			
Core deposits	\$ 4,370	\$ (2,020)	\$ 2,350
Other	4,464	(1,640)	2,824
Total other intangible assets	\$ 8,834	\$ (3,660)	\$ 5,174

Core deposits are amortized over their expected lives using the present value of the benefit of the core deposits and straight-line methods of amortization. During the nine months ended September 30, 2013, we recognized amortization expense on other intangible assets of \$612,000.

The following presents the estimated amortization expense of intangibles:

(In Thousands)	Amortization of Intangibles
Remaining in 2013	\$ 370
2014	1,171
2015	1,139
2016	882
2017	735
Thereafter	2,849

Total	\$	7,146
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Table of Contents**13. BUSINESS COMBINATIONS***Array Financial Group, Inc. and Arrow Land Transfer Company Acquisition*

On July 31, 2013, WSFS Bank successfully completed the purchase of Array Financial Group, Inc. (Array), a Delaware Valley mortgage banking company, specializing in a variety of residential mortgage and refinancing solutions, and Arrow Land Transfer Company (Arrow), an abstract and title company that is a related entity to Array. All Array and Arrow employees are now WSFS Associates.

These companies were acquired through an asset purchase transaction for the purchase price of \$8.1 million (including a \$1.4 million payment for the working capital of the two companies), \$4.0 million of which will be earned through a five-year earn out based on achieved earnings contribution targets, the fair value is \$2.8 million at September 30, 2013. Operating results of Array and Arrow are included in the consolidated financial statements since the date of acquisition.

The transaction was accounted for as a business combination using the acquisition method of accounting and, accordingly, assets acquired, liabilities assumed and consideration paid were recorded at their estimated fair values as of the acquisition date. The excess of consideration paid over the fair value of net assets acquired was recorded as goodwill, which will not be amortizable for book purposes, however will be deductible for tax purposes. We allocated the total balance of goodwill to our WSFS Bank segment. We also recognized \$2.4 million in intangible assets which will be amortized over 7 years utilizing the straight-line method.

In connection with the acquisition, the following table summarizes the combined fair value of the assets and liabilities acquired:

Consideration Paid:	
Cash paid at closing	\$ 5,374
Fair value of contingent consideration	2,750
Value of consideration	8,124
Assets acquired:	
<i>(In Thousands)</i>	
Cash	1,185
Accounts receivable	220
Fixed assets	148
Loans-Held-For-Sale	10,096
Intangible assets	2,353
Total assets	14,002
Liabilities assumed:	
Warehouse line of credit	10,067
Accounts payable	60
Total Liabilities	10,127
Net assets acquired	3,875
Goodwill resulting from acquisition of Array and Arrow	\$ 4,249

The fair values listed above are estimates and are subject to adjustment. However, while they are not expected to be materially different than those shown, any material adjustments to the estimates will be reflected retroactively, as of the date of the transaction.

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14. LEGAL PROCEEDINGS

In July 2011, we were served with a complaint, filed in U.S. Bankruptcy Court for the Eastern District of Pennsylvania, by a bankruptcy trustee relating to a former WSFS Bank customer. The complaint challenges the Bank's actions relating to the repayment of an outstanding loan and also seeks to avoid and recover the pre-bankruptcy repayment of that loan, approximately \$5.0 million. The matter has been captioned Goldstein v. Wilmington Savings Fund Society, FSB (In re: Universal Marketing, Inc.), Chapter 7, Case No. 09-15404 (ELF), Adv. Pro. No. 11-00512. We believe we acted appropriately and we are vigorously defending ourselves against the complaint.

In July 2013, a complaint was filed against WSFS Bank and certain executives alleging that the Bank acted improperly in issuing, amending and/or collecting approximately \$18.0 million in outstanding loans. The matter has been captioned Bennett v. Wilmington Savings Fund Society, FSB, Case No. 2013-08738, in the Court of Common Pleas, Montgomery County, Pennsylvania. This complaint was filed in the context of suits filed by WSFS Bank to obtain repayment and other damages relating to these same loans. We have entered into a settlement agreement to resolve these actions.

Based upon available information we believe the estimate of the aggregate range of reasonably possible losses for all of these legal proceedings was from approximately \$250,000 to approximately \$5.0 million at September 30, 2013.

Except as noted above, there are no other significant pending legal proceedings involving us other than those arising out of routine operations. We do not anticipate that the ultimate liability, if any, arising out of such other proceedings will have a material effect on the Consolidated Financial Statements.

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ITEM 2. MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS **GENERAL**

We are a thrift holding company headquartered in Wilmington, Delaware. Substantially all of our assets are held by our subsidiary, Wilmington Savings Fund Society, FSB, or WSFS Bank, one of the ten oldest banks continuously operating under the same name in the United States. As a federal savings bank, which was formerly chartered as a state mutual savings bank, we enjoy broad fiduciary powers. A fixture in the community, WSFS Bank has been in operation for more than 181 years. In addition to its focus on stellar customer service, WSFS Bank has continued to fuel growth and remain a leader in our community. We are a relationship-focused, locally-managed, community banking institution that has grown to become the largest thrift holding company in the State of Delaware, one of the top commercial lenders in the state and the third largest bank in terms of Delaware deposits. We state our mission simply: We Stand for Service. Our strategy of Engaged Associates delivering Stellar Service growing Customer Advocates and value for our Owners focuses on exceeding customer expectations, delivering stellar service and building customer advocacy through highly-trained, relationship-oriented, friendly, knowledgeable and empowered Associates.

Our core banking business is commercial lending funded by customer-generated deposits. We have built a \$2.4 billion commercial loan portfolio by recruiting the best seasoned commercial lenders in our markets and offering a high level of service and flexibility typically associated with a community bank. We fund this business primarily with deposits generated through commercial relationships and retail deposits. We service our customers primarily from our 51 offices located in Delaware (41), Pennsylvania (8), Virginia (1) and Nevada (1) and through our website at www.wsfsbank.com. We also offer a broad variety of consumer loan products, retail securities and insurance brokerage through our retail branches.

In July 2013 we added two new divisions to WSFS Bank with the purchase Array Financial Group, Inc., a mortgage banking company, and a related entity, Arrow Land Transfer Company, an abstract and title company.

Our Cash Connect division is a premier provider of ATM Vault Cash and related services in the United States. Cash Connect manages more than \$488 million in vault cash in nearly 15,000 ATMs nationwide and also provides online reporting and ATM cash management, predictive cash ordering, armored carrier management, ATM processing and equipment sales. Cash Connect also operates over 450 ATMs for WSFS Bank, which has, by far, the largest branded ATM network in Delaware.

As a leading provider of ATM Vault Cash to the U.S. ATM industry, Cash Connect is exposed to substantial operational risk, including theft of cash from ATMs, armored vehicles, or armored carrier terminals, as well as general risk of accounting errors or fraud. This risk is managed through a series of financial controls, automated tracking and settlement systems, contracts, and other risk mitigation strategies, including both loss prevention and loss recovery strategies. Throughout its 12-year history, Cash Connect periodically has been exposed to theft through theft from armored courier companies and consistently has been able to recover losses through its risk management strategies.

The Wealth Management division provides a broad array of fiduciary, investment management, credit and deposit products to clients through four businesses. WSFS Investment Group, Inc. provides insurance and brokerage products primarily to our retail banking clients. Cypress Capital Management, LLC is a registered investment advisor with over \$600 million in assets under management. Cypress primary market segment is high net worth individuals, offering a balanced investment style focused on preservation of capital and current income. Christiana Trust, with \$8.1 billion in assets under administration, provides fiduciary and investment services to personal trust clients, and trustee, agency, custodial and commercial domicile services to corporate and institutional clients. WSFS Private Banking serves high net worth clients by delivering credit and deposit products and partnering with Cypress, Christiana and WSFS Investment Group to deliver investment management and fiduciary products and services.

We have two consolidated subsidiaries, WSFS Bank and Montchanin Capital Management, Inc. or Montchanin. We also have one unconsolidated affiliate, WSFS Capital Trust III, or the Trust. WSFS Bank has two wholly-owned subsidiaries, WSFS Investment Group, Inc. and Monarch Entity Services LLC, or Monarch. Montchanin has one wholly-owned subsidiary, Cypress. In addition to the subsidiaries listed above, we also have one consolidated variable interest entity (VIE), SASCO 2002-RM1 (SASCO), which is a reverse mortgage securitization trust.

Table of Contents**FORWARD-LOOKING STATEMENTS**

This Quarterly Report on Form 10-Q contains estimates, predictions, opinions, projections and other forward-looking statements as that phrase is defined in the Private Securities Litigation Reform Act of 1995. Such statements include, without limitation, references to our financial goals, management's plans and objectives for future operations, financial and business trends, business prospects, and management's outlook or expectations for earnings, revenues, expenses, capital levels, liquidity levels, asset quality or other future financial or business performance, strategies or expectations. Such forward-looking statements are based on various assumptions (some of which may be beyond our control) and are subject to risks and uncertainties (which change over time) and other factors which could cause actual results to differ materially from those currently anticipated. Such risks and uncertainties include, but are not limited to, those related to the economic environment, particularly in the market areas in which we operate, including an increase in unemployment levels; our level of nonperforming assets; the volatility of the financial and securities markets, including changes with respect to the market value of financial assets; changes in market interest rates which may increase funding costs and reduce earning asset yields thus reducing margin; increases in benchmark rates would also increase debt service requirements for customers whose terms include a variable interest rate, which may negatively impact the ability of borrowers to pay as contractually obligated; changes in government regulation affecting financial institutions, including the Dodd-Frank Wall Street Reform and Consumer Protection Act and the rules and regulations being issued in accordance with this statute and potential expenses and elevated capital levels associated therewith; possible additional loan losses and impairment of the collectability of loans; possible changes in trade, monetary and fiscal policies, laws and regulations and other activities of governments, agencies, and similar organizations, may have an adverse effect on business; possible rules and regulations issued by the Consumer Financial Protection Bureau or other regulators which might adversely impact our business model or products and services; possible stresses in the real estate markets, including possible continued deterioration in property values that affect the collateral value underlying our real estate loans; our ability to expand into new markets, develop competitive new products and services in a timely manner, and to maintain profit margins in the face of competitive pressures; possible changes in consumer and business spending and saving habits could affect our ability to increase assets and to attract deposits; our ability to effectively manage credit risk, interest rate risk, market risk, operational risk, legal risk, liquidity risk, reputational risk, and regulatory and compliance risk; the effects of increased competition from both banks and non-banks; the effects of geopolitical instability and risks such as terrorist attacks; the effects of weather and natural disasters such as floods, droughts, wind, tornados and hurricanes, and the effects of man-made disasters; possible changes in the speed of loan prepayments by our customers and loan origination or sales volumes; possible acceleration of prepayments of mortgage-backed securities (MBS) due to low interest rates, and the related acceleration of premium amortization on prepayments on MBS due to low interest rates; and the costs associated with resolving any problem loans, litigation and other risks and uncertainties. Such risks and uncertainties are discussed herein, including under the heading Risk Factors, and in our Form 10-K for the year ended December 31, 2012 and other documents filed by us with the Securities and Exchange Commission (SEC) from time to time. Forward looking statements are as of the date they are made, and we do not undertake to update any forward-looking statement, whether written or oral, that may be made from time to time by or on behalf of us.

CRITICAL ACCOUNTING POLICIES

The discussion and analysis of the financial condition and results of operations are based on the Consolidated Financial Statements, which are prepared in conformity with GAAP. The preparation of these Consolidated Financial Statements requires us to make estimates and assumptions affecting the reported amounts of assets, liabilities, revenue and expenses. We regularly evaluate these estimates and assumptions including those related to the allowance for loan losses, deferred taxes, fair value measurements, goodwill and other intangible assets. We base our estimates on historical experience and various other factors and assumptions that are believed to be reasonable under the circumstances. These form the basis for making judgments on the carrying value of assets and liabilities that are not readily apparent from other sources. Although our current estimates contemplate current economic conditions and how we expect them to change in the future, for the remainder of 2013, it is reasonably possible that actual conditions may be worse than anticipated in those estimates, which could materially affect our results of operations and financial condition. Actual results may differ from these estimates under different assumptions or conditions.

The following are critical accounting policies that involve more significant judgments and estimates. See further discussion of these critical accounting policies in our Annual Report on Form 10-K for the year ended December 31, 2012.

Allowance for Loan Losses

We maintain an allowance for loan losses and charge losses to this allowance for loan losses when realized. We consider the determination of our allowance for loan losses to be critical because it requires significant judgment reflecting our best estimate of impairment related to specifically evaluated impaired loans as well as the inherent risk of loss for those in the remaining loan portfolio. Our evaluation is based upon a continuing review of the portfolio, with consideration given to evaluations resulting from examinations performed by regulatory authorities.

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Deferred Taxes

We account for income taxes in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 740, *Income Taxes* (ASC 740), which requires the recording of deferred income taxes that reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. We consider our accounting policies on deferred taxes to be critical because we regularly assess the need for valuation allowances on deferred income tax assets that may result from, among other things, limitations imposed by Internal Revenue Code and uncertainties, including the timing of settlement and realization of these differences. See Note 6, Taxes on Income to our Consolidated Financial Statements, for additional information on deferred taxes and related valuation allowance.

Fair Value Measurements

We adopted FASB ASC 820-10 *Fair Value Measurements and Disclosures* (ASC 820), which defines fair value, establishes a framework for measuring fair value under GAAP, and expands disclosures about fair value measurements. We consider our accounting policies related to fair value measurements to be critical because they are important to the portrayal of our financial condition and results, and they require our subjective and complex judgment as a result of the need to make estimates about the effects of matters that are inherently uncertain. See Note 8, Fair Value Disclosures of Financial Assets to our Consolidated Financial Statements.

Goodwill and Other Intangible Assets

Intangible assets resulting from acquisitions under the purchase method of accounting consist of goodwill and other intangible assets. Goodwill is not amortized and is subject to at least annual assessments for impairment by applying a fair value based test. We review goodwill annually and again at any quarter-end if a triggering event occurs during the quarter that may affect goodwill. This review evaluates potential impairment by determining if our fair value has fallen below carrying value.

Other intangible assets consist mainly of core deposits, covenants not to compete and customer relationships obtained through acquisitions and are amortized over their estimated lives using the present value of the benefit of the core deposits and straight-line methods of amortization. Core deposit intangibles are evaluated for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable.

FINANCIAL CONDITION, CAPITAL RESOURCES AND LIQUIDITY

Financial Condition

Our total assets increased \$67.5 million or 2% to \$4.4 billion during the nine months ended September 30, 2013. Included in this increase was a \$106.1 million, or 4%, increase in net loans, and a \$40.5 million increase in reverse mortgages resulting from the consolidation of a reverse mortgage securitization trust during the nine months ended September 30, 2013. See Note 5, Reverse Mortgage Loans and Related Assets and Liabilities to our Consolidated Financial Statements for more information. Partially offsetting these increases was a \$113.6 million decrease in investment securities.

Total liabilities increased \$114.6 million during the nine months ended September 30, 2013 to \$4.1 billion. This increase was primarily the result of increased Federal Home Loan Bank advances of \$224.1 million, or 60%. In addition, bonds payable increased by \$26.3 million due to the consolidation of the reverse mortgage securitization trust during the third quarter of 2013. Partially offsetting these increases was a \$153.8 million decrease in total deposits, mainly due to the expected decline in time and temporary trust deposits during the period, and a \$9.2 million decrease in other borrowed funds.

Capital Resources

Stockholders' equity decreased \$47.1 million between December 31, 2012 and September 30, 2013. This decrease was mainly due to the \$52.6 million redemption of preferred stock (formerly TARP), a \$29.0 million decrease in the value of our available-for-sale securities portfolio and the payment of dividends on our common stock and preferred stock of \$4.9 million during the nine months ended September 30, 2013. Partially offsetting this decrease was net income of \$34.8 million during the nine months ended September 30, 2013. Tangible common equity (a non-GAAP financial measure) increased \$5.7 million from \$335.3 million at December 31, 2012 to \$341.0 million at September 30, 2013.

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Tangible common book value per share of common stock (a non-GAAP financial measure) was \$38.55 at September 30, 2013, an increase of \$0.34, or less than 1%, from \$38.21 reported at December 31, 2012. Book value per share of common stock was \$42.27 at September 30, 2013, a decrease of \$5.72 from \$47.99 reported at December 31, 2012.

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Below is a table comparing WSFS Bank's consolidated capital position to the minimum regulatory requirements as of September 30, 2013:

	Consolidated Bank Capital		For Capital Adequacy Purposes		To be Well-Capitalized Under Prompt Corrective Action Provisions	
(Dollars in thousands)	Amount	% of Assets	Amount	% of Assets	Amount	% of Assets
Total Capital (to Risk-Weighted Assets)	\$ 486,298	14.30 %	\$ 272,149	8.00 %	\$ 340,187	10.00 %
Core Capital (to Adjusted Total Assets)	443,839	10.17	174,525	4.00	218,156	5.00
Tangible Capital (to Tangible Assets)	443,839	10.17	65,447	1.50	N/A	N/A
Tier 1 Capital (to Risk-Weighted Assets)	443,839	13.05	136,075	4.00	204,112	6.00

Under guidelines issued by banking regulators, savings institutions such as WSFS Bank must maintain tangible capital equal to 1.5% of adjusted total assets, core capital equal to 4.0% of adjusted total assets, Tier 1 capital equal to 4.0% of risk weighted assets and total or risk-based capital (a combination of core and supplementary capital) equal to 8.0% of risk-weighted assets. Failure to meet minimum capital requirements can initiate certain mandatory actions and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on our bank's financial statements.

At September 30, 2013, WSFS Bank was in compliance with regulatory capital requirements and was considered a well-capitalized institution. WSFS Bank's core capital ratio of 10.17%, Tier 1 capital ratio of 13.05% and total risk based capital ratio of 14.30%, all remain substantially in excess of well-capitalized regulatory benchmarks, the highest regulatory capital rating. In addition, and not included in Bank capital, the holding company held \$17.9 million in cash to support potential dividends, acquisitions, strategic growth plans.

Liquidity

We manage our liquidity and funding needs through our Treasury function and our Asset/Liability Committee. We have a policy that separately addresses liquidity, and management monitors our adherence to policy limits. Also, liquidity risk management is a primary area of examination by the banking regulators.

We have ready access to several sources to fund growth and meet its liquidity needs. Among these are: net income, retail deposit programs, loan repayments, borrowing from the FHLB, repurchase agreements, access to the Federal Discount Window, and access to the brokered deposit market as well as other wholesale funding avenues. In addition, we have a large portfolio of high-quality, liquid investments, primarily short-duration MBS and government sponsored enterprises (GSE) notes that provide a near-continuous source of cash flow to meet current cash needs, or can be sold to meet larger discrete needs for cash. We believe these sources are sufficient to maintain required and prudent levels of liquidity.

During the nine months ended September 30, 2013, cash and cash equivalents increased \$1.6 million to \$502.4 million. This increase was primarily a result of the following: \$64.4 million from the repayments of MBS available-for-sale; \$47.4 million increase in cash provided by operations; and \$4.0 million increase in cash due to the increase in securities sold under agreement to repurchase. Offsetting these increases in cash were: \$224.1 million from the net repayments of FHLB Advances; \$149.1 million decrease in demand, savings and time deposits; \$121.4 million increase in net loans; and \$52.6 million from repurchase of preferred stock.

NONPERFORMING ASSETS

The following table shows our nonperforming assets and past due loans at the dates indicated. Nonperforming assets include nonaccruing loans, nonperforming real estate, assets acquired through foreclosure and restructured mortgage and home equity consumer debt. Nonaccruing loans are those on which the accrual of interest has ceased. Loans are placed on nonaccrual status immediately if, in the opinion of management, collection is doubtful, or when principal or interest is past due 90 days or more and the value of the collateral is insufficient to cover principal and interest. Interest accrued but not collected at the date a loan is placed on nonaccrual status is reversed and charged against interest income. In addition, the amortization of net deferred loan fees is suspended when a loan is placed on nonaccrual status. Subsequent cash receipts are applied either to the outstanding principal balance or recorded as interest income, depending on management's assessment of the ultimate collectability of principal and interest. Past due loans are loans contractually past due 90 days or more as to principal or interest payments but which remain on accrual status because they are considered well secured and in the process of collection.

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	September 30, 2013	December 31, 2012
	(In Thousands)	
Nonaccruing loans:		
Commercial	\$ 5,650	\$ 4,861
Owner-occupied commercial	12,568	14,001
Consumer	2,549	4,728
Commercial mortgage	8,690	12,634
Residential mortgage	8,439	9,989
Construction	274	1,547
Total nonaccruing loans	38,170	47,760
Assets acquired through foreclosure	7,163	4,622
Troubled debt restructuring (accruing)	11,161	10,093
Total nonperforming assets	\$ 56,494	\$ 62,475
Past due loans (1):		
Residential mortgages	658	786
Total past due loans	\$ 658	\$ 786
Ratios:		
Allowance for loan losses to total loans (2)	1.44 %	1.58 %
Nonperforming assets to total assets	1.27	1.43
Nonaccruing loans to total loans (2)	1.33	1.73
Loan loss allowance to nonaccruing loans	108.54	91.96
Loan loss allowance to total nonperforming assets	73.34	70.30

(1) Past due loans are accruing loans which are contractually past due 90 days or more as to principal or interest. These loans are well secured and in the process of collection.

(2) Total loans exclude loans held for sale.

Nonperforming assets decreased \$6.0 million between December 31, 2012 and September 30, 2013. As a result, non-performing assets as a percentage of total assets decreased from 1.43% at December 31, 2012 to 1.27% at September 30, 2013. Nonperforming loans improved from 1.73% of total loans at December 31, 2012 to 1.33% at September 30, 2013 as new migration continued to be outpaced by charge-offs, pay downs and assets being moved to Other Real Estate Owned (OREO). OREO increased by net \$2.5 million to \$7.2 million from \$4.6 million at December 31, 2012.

As of September 30, 2013 we had \$106.9 million of loans which, although performing at that date, required increased supervision and review. They may, depending on the economic environment and other factors, become nonperforming assets in future periods. The amount of such loans at December 31, 2012 was \$120.0 million. The majority of these loans are secured by commercial real estate, with others being secured by residential real estate, inventory and receivables.

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The following table summarizes the changes in nonperforming assets during the period indicated:

	For the nine months ended September 30, 2013	For the year ended December 31, 2012
	(In Thousands)	
Beginning balance	\$ 62,475	\$ 91,675
Additions	21,594	73,170
Collections	(16,290)	(46,514)
Collections from loan dispositions		(14,305)
Transfers to accrual	(1,055)	(552)
Charge-offs / write-downs, net	(10,230)	(40,999)
Ending balance	\$ 56,494	\$ 62,475

The timely identification of problem loans is a key element in our strategy to manage our loan portfolio. Timely identification enables us to take appropriate action and, accordingly, minimize losses. An asset review system established to monitor the asset quality of our loans and investments in real estate portfolios facilitates the identification of problem assets. In general, this system utilizes guidelines established by federal regulation.

INTEREST RATE SENSITIVITY

The matching of maturities or repricing periods of interest rate-sensitive assets and liabilities to promote a favorable interest rate spread and mitigate exposure to fluctuations in interest rates is our primary tool for achieving our asset/liability management strategies. We regularly review our interest rate sensitivity and adjust the sensitivity within acceptable tolerance ranges established by the Board of Directors. At September 30, 2013, interest-earning liabilities exceeded interest-bearing assets that mature or reprice within one year (interest-sensitive gap) by \$69.8 million. Our interest-sensitive liabilities as a percentage of interest-sensitive assets within the one-year window decreased from 98.09% at December 31, 2012 to 97.06% at September 30, 2013. Likewise, the one-year interest-sensitive gap as a percentage of total assets changed to -1.57% at September 30, 2013 from -1.02% at December 31, 2012. The low level of sensitivity reflects our continuing efforts to effectively manage interest rate risk.

Market risk is the risk of loss from adverse changes in market prices and rates. Our market risk arises primarily from interest rate risk inherent in our lending, investing, and funding activities. To that end, we actively monitor and manage our interest rate risk exposure. One measure, required to be performed by federal regulation, measures the impact of an immediate change in interest rates in 100 basis point increments on the economic value of equity ratio. The economic value of equity ratio is defined as the economic value of the estimated cash flows from assets and liabilities as a percentage of economic value of cash flows from total assets. The table below shows the estimated impact of immediate changes in interest rates on our net interest margin and economic value of equity ratio at the specified levels at September 30, 2013 and December 31, 2012:

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% Change in Interest Rate (Basis Points)	September 30, 2013		December 31, 2012	
	% Change in Net Interest Margin (1)	Economic Value of Equity (2)	% Change in Net Interest Margin (1)	Economic Value of Equity (2)
+300	3%	12.71%	4%	12.49%
+200	0%	12.80%	1%	12.62%
+100	-2%	12.66%	-3%	12.54%
-	0%	12.54%	0%	12.31%
-100	-1%	11.97%	1%	11.56%
-200 (3)	NMF	NMF	NMF	NMF
-300 (3)	NMF	NMF	NMF	NMF

- (1) The percentage difference between net interest margin in a stable interest rate environment and net interest margin as projected under the various rate change environments.
- (2) The economic value of equity ratio of the Company in a stable interest rate environment and the economic value of equity ratio as projected under the various rate change environments.
- (3) Sensitivity indicated by a decrease of 200 or 300 basis points is not deemed meaningful at September 30, 2013 given the low absolute level of interest rates at that time.

We also engage in other business activities that are sensitive to changes in interest rates. For example, mortgage banking revenues and expenses can fluctuate with changing interest rates. These fluctuations are difficult to model and estimate.

COMPARISON OF THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2013**Results of Operations**

We recorded net income of \$14.2 million for the quarter ended September 30, 2013, a 42% increase over \$10.0 million for the quarter ended September 30, 2012. Income allocable to common stockholders (after preferred stock dividends) was \$13.8 million, or \$1.54 per diluted share of common stock, for the quarter ended September 30, 2013 (a 45% increase in diluted earnings per share, or EPS). During the third quarter of 2013 we realized \$3.8 million in gains related to the consolidation of the 2002 reverse mortgage securitization which more than offset a decrease of \$2.6 million in securities gains. Investment management and fiduciary revenue, credit/debit card and ATM fees (largely related to our ATM division), and traditional banking business all increased during the third quarter of 2013 reflecting fundamental momentum in these businesses. Noninterest expenses for the third quarter of 2013 totaled \$32.8 million compared to \$32.2 million for the third quarter of 2012. The increase of \$656,000, or 2%, was mainly due to increased salaries, benefits, and other compensation due to the improved performance, and a change in billing methodology by Cash Connect division, offset by a decrease in loan workout and OREO costs and regulatory expenses. Net interest margin increased \$2.5 million due to several initiatives undertaken by us in late 2012 and into 2013.

Net income for the nine months of 2013 was \$34.8 million as compared to \$23.8 million for the nine months of 2012. Net income allocable to common stockholders was \$33.2 million, or \$3.72 per diluted share of common stock, compared to net income allocable to common stockholders of \$21.7 million, or \$2.47 per diluted share of common stock, for the nine months ended September 30, 2012, a 51% increase. Consistent with the quarterly results, the nine months of 2013 were impacted by improvements in investment management and fiduciary revenue and credit/debit card and ATM income and decreases in loan workout and OREO costs and regulatory expenses which also helped partially offset the \$15.0 million decrease in security gains.

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The following tables provide information concerning the balances, yields and rates on interest-earning assets and interest-bearing liabilities during the periods indicated.

	Three Months Ended September 30, 2013			2012	
	Average Balance	Interest	Yield/ Rate (1)	Average Balance	Yield/ Rate (1)
(Dollars In Thousands)					
Assets:					
Interest-earning assets:					
Loans (2) (3):					
Commercial real estate loans	\$ 818,361	\$ 9,877	4.83 %	\$	