CITY HOLDING CO
Form 10-Q
May 08, 2014
Table of Contents

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

FORM 10-Q

(Mark One)
[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For The Quarterly Period Ended March 31, 2014
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 0-11733
CITY HOLDING COMPANY
(Exact name of registrant as specified in its charter)

West Virginia	55-0619957
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
25 Gatewater Road Charleston, West Virginia	25313
(Address of principal executive offices)	(Zip Code)

(304) 769-1100
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant has (1) 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 [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes [X] 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 definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.
Large accelerated filer [ ] Accelerated filer [X]

Non-accelerated filer [ ] Smaller reporting company [ ]

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practical date.
Common stock, $2.50 Par Value – 15,700,815 shares as of May 6, 2014.

FORWARD-LOOKING STATEMENTS

All statements other than statements of historical fact included in this Quarterly Report on Form 10-Q, including statements in Management's Discussion and Analysis of Financial Condition and Result of Operations are, or may be deemed to be, forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such information involves risks and uncertainties that could result in the Company's actual results differing from those projected in the forward-looking statements. Important factors that could cause actual results to differ materially from those discussed in such forward-looking statements include, but are not limited to: (1) the Company may incur additional loan loss provision due to negative credit quality trends in the future that may lead to a deterioration of asset quality; (2) the Company may incur increased charge-offs in the future; (3) the Company could have adverse legal actions of a material nature; (4) the Company may face competitive loss of customers; (5) the Company may be unable to manage its expense levels; (6) the Company may have difficulty retaining key employees; (7) changes in the interest rate environment may have results on the Company's operations materially different from those anticipated by the Company's market risk management functions; (8) changes in general economic conditions and increased competition could adversely affect the Company's operating results; (9) changes in other regulations and government policies affecting bank holding companies and their subsidiaries, including changes in monetary policies, could negatively impact the Company's operating results; (10) the Company may experience difficulties growing loan and deposit balances; (11) the current economic environment poses significant challenges for us and could adversely affect the Company's financial condition and results of operations; (12) deterioration in the financial condition of the U.S. banking system may impact the valuations of investments the Company has made in securities of other financial institutions resulting in either actual losses or other than temporary impairments on such investments; and (13) the effects of the Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") and the regulations promulgated and to be promulgated thereunder, which may subject the Company and its subsidiaries to a variety of new and more stringent legal and regulatory requirements which adversely affect their respective businesses. Forward-looking statements made herein reflect management's expectations as of the date such statements are made. Such information is provided to assist stockholders and potential investors in understanding current and anticipated financial operations of the Company and is included pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances that arise after the date such statements are made.

Table of Contents

Index
City Holding Company and Subsidiaries

PART I	Financial Information	Pages
Item 1.	Financial Statements (Unaudited).	4
	Consolidated Balance Sheets	4
	Consolidated Statements of Income	6
	Consolidated Statements of Comprehensive Income	8
	Consolidated Statements of Changes in Shareholders' Equity	9
	Consolidated Statements of Cash Flows	10
	Notes to Consolidated Financial Statements	11
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations.	39
Item 3.	Quantitative and Qualitative Disclosures about Market Risk.	50
Item 4.	Controls and Procedures.	51
PART II	Other Information	
Item 1.	Legal Proceedings.	51
Item 1A.	Risk Factors.	51
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds.	51
Item 3.	Defaults Upon Senior Securities.	51
Item 4.	Mine Safety Disclosures.	51
Item 5.	Other Information.	51
Item 6.	Exhibits.	52
Signatures		52

Table of Contents

Part I - Financial Information

Item 1 - Financial Statements

Consolidated Balance Sheets
City Holding Company and Subsidiaries
(in thousands)

Assets	March 31, 2014 (Unaudited)	December 31, 2013
Cash and due from banks	$137,518	$75,999
Interest-bearing deposits in depository institutions	17,709	9,877
Cash and Cash Equivalents	155,227	85,876
Investment securities available for sale, at fair value	349,940	352,660
Investment securities held-to-maturity, at amortized cost (approximate fair value at March 31, 2014 and December 31, 2013, - $15,015 and $5,335, respectively)	14,344	4,117
Other securities	13,343	13,343
Total Investment Securities	377,627	370,120
Gross loans	2,557,035	2,606,197
Allowance for loan losses	(21,044)	(20,575)
Net Loans	2,535,991	2,585,622
Bank owned life insurance	92,803	92,047
Premises and equipment, net	81,393	82,548
Accrued interest receivable	7,843	6,866
Net deferred tax asset	40,432	42,165
Goodwill and other intangible assets	74,906	75,142
Other assets	31,514	27,852
Total Assets	$3,397,736	$3,368,238
Liabilities		
Deposits:		
Noninterest-bearing	$510,406	$493,228
Interest-bearing:		
Demand deposits	622,085	601,527
Savings deposits	634,263	612,772
Time deposits	1,062,763	1,077,606
Total Deposits	2,829,517	2,785,133
Short-term borrowings:		
Customer repurchase agreements	121,913	137,798
Long-term debt	16,495	16,495
Other liabilities	36,061	41,189
Total Liabilities	3,003,986	2,980,615
Shareholders' Equity		
	—	—

Preferred stock, par value $25 per share: 500,000 shares authorized; none issued		
Common stock, par value $2.50 per share: 50,000,000 shares authorized; 18,499,282 shares issued at March 31, 2014 and December 31, 2013, less 2,779,586 and 2,748,922 shares in treasury, respectively	46,249	46,249

Table of Contents

Capital surplus	106,743	107,596
Retained earnings	341,486	333,970
Cost of common stock in treasury	(96,514)	(95,202)
Accumulated other comprehensive income (loss):		
Unrealized loss on securities available-for-sale	(1,334)	(2,110)
Underfunded pension liability	(2,880)	(2,880)
Total Accumulated Other Comprehensive Loss	(4,214)	(4,990)
Total Shareholders' Equity	393,750	387,623
Total Liabilities and Shareholders' Equity	$3,397,736	$3,368,238

See notes to consolidated financial statements.

Table of Contents

Consolidated Statements of Income (Unaudited)
City Holding Company and Subsidiaries
(in thousands, except earnings per share data)

	Three months ended March 31,	
Interest Income	2014	2013
Interest and fees on loans	$29,734	$29,939
Interest and dividends on investment securities:		
Taxable	3,003	2,750
Tax-exempt	281	324
Interest on federal funds sold	—	13
Total Interest Income	33,018	33,026
Interest Expense		
Interest on deposits	2,753	3,227
Interest on short-term borrowings	75	71
Interest on long-term debt	150	157
Total Interest Expense	2,978	3,455
Net Interest Income	30,040	29,571
Provision for loan losses	1,363	1,738
Net Interest Income After Provision for Loan Losses	28,677	27,833
Non-interest Income		
Gains on sale of investment securities	83	84
Service charges	6,160	6,535
Bankcard revenue	3,685	3,199
Insurance commissions	2,025	1,840
Trust and investment management fee income	1,037	990
Bank owned life insurance	756	812
Other income	559	866
Total Non-interest Income	14,305	14,326
Non-interest Expense		
Salaries and employee benefits	13,139	12,949
Occupancy and equipment	2,615	2,472
Depreciation	1,478	1,399
FDIC insurance expense	410	511
Advertising	824	735
Bankcard expenses	806	727
Postage, delivery, and statement mailings	575	605
Office supplies	410	441
Legal and professional fees	409	435
Telecommunications	338	445
Repossessed asset losses (gains), net of expenses	379	(155)
Merger related costs	—	5,540
Other expenses	1,993	3,299
Total Non-interest Expense	23,376	29,403
Income Before Income Taxes	19,606	12,756
Income tax expense	5,803	4,769

6

Table of Contents

Net Income Available to Common Shareholders	$13,803	$7,987
Total comprehensive income	$14,579	$8,078
Average common shares outstanding	15,631	15,473
Effect of dilutive securities:		
Employee stock awards and warrant outstanding	165	154
Shares for diluted earnings per share	15,796	15,627
Basic earnings per common share	$0.87	$0.51
Diluted earnings per common share	$0.86	$0.51
Dividends declared per common share	$0.40	$0.37

See notes to consolidated financial statements.

Table of Contents

Consolidated Statements of Comprehensive Income (Unaudited)
City Holding Company and Subsidiaries
(in thousands)

	Three Months Ended March 31,	
	2014	2013
Net income	$13,803	$7,987
Unrealized gains on available-for-sale securities arising during the period	1,313	228
Reclassification adjustment for gains	(83)	(84)
Other comprehensive income before income taxes	1,230	144
Tax effect	(454)	(53)
Other comprehensive income, net of tax	776	91
Comprehensive income, net of tax	$14,579	$8,078

See notes to consolidated financial statements.

Table of Contents

Consolidated Statements of Changes in Shareholders' Equity (Unaudited)
City Holding Company and Subsidiaries
Three Months Ended March 31, 2014 and 2013
(in thousands)

	Common Stock	Capital Surplus	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
Balance at December 31, 2012	$46,249	$103,524	$309,270	$(124,347)	(1,422)	$333,274
Net income			7,987			7,987
Other comprehensive income					91	91
Acquisition of Community Financial Corporation		4,434		24,272		28,706
Cash dividends declared ($0.37 per share)			(6,064)			(6,064)
Stock-based compensation expense, net		(91)		548		457
Exercise of 42,250 stock options		110		1,287		1,397
Balance at March 31, 2013	$46,249	$107,977	$311,193	$(98,240)	$ (1,331)	$365,848

	Common Stock	Capital Surplus	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
Balance at December 31, 2013	46,249	$107,596	$333,970	(95,202)	$ (4,990)	$387,623
Net income			13,803			13,803
Other comprehensive income					776	776
Cash dividends declared ($0.40 per share)			(6,287)			(6,287)
Stock-based compensation expense, net		(746)		1,318		572
Exercise of 7,000 stock options		(107)		306		199
Purchase of 68,145 treasury shares				(2,936)		(2,936)
Balance at March 31, 2014	46,249	$106,743	$341,486	(96,514)	$ (4,214)	$393,750

See notes to consolidated financial statements.

Table of Contents

Consolidated Statements of Cash Flows (Unaudited)
City Holding Company and Subsidiaries
(in thousands)

	Three months ended March 31,	
	2014	2013
Net income	$13,803	$7,987
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization and accretion	(1,634)	(1,130)
Provision for loan losses	1,363	1,738
Depreciation of premises and equipment	1,478	1,399
Deferred income tax expense	752	(1,151)
Net periodic employee benefit cost	179	329
Realized investment securities gains	(83)	(84)
Stock-compensation expense	572	457
Increase in value of bank-owned life insurance	(756)	(812)
Loans originated for sale	(940)	(11,554)
Proceeds from the sale of loans originated for sale	1,672	14,630
Gain on sale of loans	(49)	(298)
Change in accrued interest receivable	(977)	(615)
Change in other assets	(3,629)	4,417
Change in other liabilities	(5,240)	(620)
Net Cash Provided by Operating Activities	6,511	14,693
Proceeds from sales of securities available-for-sale	129	488
Proceeds from maturities and calls of securities available-for-sale	13,885	46,205
Proceeds from maturities and calls of securities held-to-maturity	—	5,083
Purchases of securities available-for-sale	(10,262)	(488)
Purchases of securities held-to-maturity	(10,226)	—
Net decrease in loans	49,511	16,391
Purchases of premises and equipment	(356)	(1,700)
Acquisition of Community Financial Corporation, net of cash acquired of $8,888	—	(21,849)
Net Cash Provided by Investing Activities	42,681	44,130
Net increase in noninterest-bearing deposits	17,178	53,065
Net increase in interest-bearing deposits	27,430	39,138
Net (decrease) increase in short-term borrowings	(15,885)	1,781
Purchases of treasury stock	(2,936)	—
Proceeds from exercise of stock options	199	1,397
Dividends paid	(5,827)	(5,461)
Net Cash Provided by Financing Activities	20,159	89,920
Increase in Cash and Cash Equivalents	69,351	148,743
Cash and cash equivalents at beginning of period	85,876	84,994
Cash and Cash Equivalents at End of Period	$155,227	$233,737

See notes to consolidated financial statements.

Table of Contents

Notes to Consolidated Financial Statements (Unaudited)
March 31, 2014

Note A –Background and Basis of Presentation

City Holding Company is a financial holding company headquartered in Charleston, West Virginia and conducts its principal activities through its wholly-owned subsidiary, City National Bank of West Virginia ("City National"). City National operates a network of 82 branch offices primarily along the I-64 corridor from Grayson, Kentucky through Lexington, Virginia; and along the I-81 corridor through the Shenandoah Valley from Staunton, Virginia to Martinsburg, West Virginia. City's branch network includes 57 offices in West Virginia, 14 offices in Virginia, 8 offices in Kentucky and 3 offices in Ohio. City National provides credit, deposit, investment advisory and insurance products and services to a broad geographical area that includes many rural and small community markets in addition to larger cities such as Charleston (WV), Huntington (WV), Winchester (VA), Staunton (VA), Virginia Beach (VA), Ashland (KY) and Martinsburg (WV). In addition to its branch network, the bank's delivery channels include ATMs, mobile banking, on-line banking, debit cards, cash management tools and telephone banking systems.

The accompanying consolidated financial statements, which are unaudited, include all of the accounts of the City Holding Company and its wholly-owned subsidiaries (collectively, “the Company”). All material intercompany transactions have been eliminated. The consolidated financial statements include all adjustments that, in the opinion of management, are necessary for a fair presentation of the results of operations and financial condition for each of the periods presented. Such adjustments are of a normal recurring nature. The results of operations for three months ended March 31, 2014 are not necessarily indicative of the results of operations that can be expected for the year ending December 31, 2014. The Company’s accounting and reporting policies conform with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Such policies require management to make estimates and develop assumptions that affect the amounts reported in the consolidated financial statements and related footnotes. Actual results could differ from management’s estimates.

The consolidated balance sheet as of December 31, 2013 has been derived from audited financial statements included in the Company’s 2013 Annual Report to Shareholders. Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with U.S. generally accepted accounting principles have been omitted. These financial statements should be read in conjunction with the financial statements and notes thereto included in the 2013 Annual Report of the Company.

Certain amounts in the financial statements have been reclassified. Such reclassifications had no impact on shareholders’ equity or net income for any period.

Note B - Recent Accounting Pronouncements

In July 2013, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No 2013-11, "Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists." This ASU requires entities to present an unrecognized tax benefit, or a portion of an unrecognized tax benefit, as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, subject to certain exceptions. This ASU became effective for the Company on January 1, 2014. The adoption of ASU 2013-11 did not have a material impact on the Company's financial statements.

In January 2014, the FASB issued ASU No. 2014-01, "Investments - Equity Method and Joint Ventures (Topic 323): Accounting for Investments in Qualified Affordable Housing Projects." This ASU permits reporting entities to make an accounting policy election to account for their investments in qualified affordable housing projects using the

proportional amortization method if certain conditions are met. Under the proportional amortization method, an entity amortizes the initial cost of the investment in proportion to the tax credits and other tax benefits received and recognizes the net investment performance in the income statement as a component of income tax expense (benefit). For those investments in qualified affordable housing projects not accounted for using the proportional amortization method, the investment should be accounted for as an equity method investment or a cost method investment. The ASU also requires reporting entities to disclose information that enable users of its financial statements to understand the nature of its investments in qualified affordable housing projects, and the effect of the measurement of its investments in qualified affordable housing projects and the related tax credits on its financial position and results of operations. This ASU will become effective for the Company on January 1, 2015. The adoption of ASU 2014-01 is not expected to have a material impact on the Company's financial statements.

Table of Contents

In January 2014, the FASB issued ASU No. 2014-04, "Receivables - Troubled Debt Restructurings by Creditors (Subtopic 310-40): Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure." This ASU clarifies that an in substance repossession or foreclosure occurs, and a creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan, upon either (1) the creditor obtaining legal title to the residential real estate property upon completion of a foreclosure or (2) the borrower conveying all interest in the residential real estate property to the creditor to satisfy that loan through completion of a deed in lieu of foreclosure or through similar legal agreement. Additionally, the amendments require interim and annual disclosures of both (1) the amount of foreclosed residential real estate property held by the creditor and (2) the recorded investment in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure according to local requirements of the applicable jurisdiction. This ASU will become effective for the Company on January 1, 2015. The adoption of ASU 2014-04 is not expected to have a material impact on the Company's financial statements.

Note C –Investments

The amortized cost and estimated fair values of the Company's securities are shown in the following table (in thousands):

	March 31, 2014				December 31, 2013			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Securities available-for-sale:								
U.S. Treasuries and U.S. government agencies	$2,175	$ 38	$ —	$2,213	$2,317	$ 48	$ —	$2,365
Obligations of states and political subdivisions	39,061	787	55	39,793	41,027	627	106	41,548
Mortgage-backed securities:								
U.S. government agencies	283,439	2,936	4,872	281,503	282,653	2,765	7,310	278,108
Private label	2,101	17	—	2,118	2,184	16	3	2,197
Trust preferred securities	10,444	10	2,115	8,339	12,943	2,113	1,900	13,156
Corporate securities	9,792	236	567	9,461	9,788	183	843	9,128
Total Debt Securities	347,012	4,024	7,609	343,427	350,912	5,752	10,162	346,502
Marketable equity securities	3,288	1,732	—	5,020	3,334	1,339	—	4,673
Investment funds	1,525	—	32	1,493	1,525	—	40	1,485
Total Securities Available-for-Sale	$351,825	$ 5,756	$ 7,641	$349,940	$355,771	$ 7,091	$ 10,202	$352,660

	March 31, 2014				December 31, 2013			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value

Securities held-to-maturity								
Mortgage-backed securities								
US government agencies	$10,224	$ 29	$ —	$10,253	$—	$ —	$ —	$—
Trust preferred securities	4,120	642	—	4,762	4,117	1,218	—	5,335
Total Securities Held-to-Maturity	$14,344	$ 671	$ —	$15,015	$4,117	$ 1,218	$ —	$5,335
Other investment securities:								
Non-marketable equity securities	$13,343	$ —	$ —	$13,343	$13,343	$ —	$ —	$13,343
Total Other Investment Securities	$13,343	$ —	$ —	$13,343	$13,343	$ —	$ —	$13,343

Securities with limited marketability, such as stock in the Federal Reserve Bank or the Federal Home Loan Bank, are carried at cost and are reported as non-marketable equity securities in the table above.

Table of Contents

Certain investment securities owned by the Company were in an unrealized loss position (i.e., amortized cost basis exceeded the estimated fair value of the securities). The following table shows the gross unrealized losses and fair value of the Company's investments aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position (in thousands):

	March 31, 2014					
	Less Than Twelve Months		Twelve Months or Greater		Total	
	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss
Securities available-for-sale:						
Obligations of states and political subdivisions	$3,261	$43	$118	$12	$3,379	$55
Mortgage-backed securities:						
U.S. Government agencies	149,819	4,160	13,627	712	163,446	4,872
Trust preferred securities	501	177	4,365	1,938	4,866	2,115
Corporate securities	6,162	567	—	—	6,162	567
Investment funds	1,468	32	—	—	1,468	32
Total	$161,211	$4,979	$18,110	$2,662	$179,321	$7,641

	December 31, 2013					
	Less Than Twelve Months		Twelve Months or Greater		Total	
	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss
Securities available-for-sale:						
Obligations of states and political subdivisions	$5,600	$87	$243	$19	$5,843	$106
Mortgage-backed securities:						
U.S. Government agencies	195,661	7,113	5,040	197	200,701	7,310
Private label	1,491	3	—	—	1,491	3
Trust preferred securities	—	—	4,400	1,900	4,400	1,900
Corporate securities	5,881	843	—	—	5,881	843
Investment funds	$1,460	$40	$—	$—	1,460	40
Total	$210,093	$8,086	$9,683	$2,116	$219,776	$10,202

Marketable equity securities consist of investments made by the Company in equity positions of various community banks. Included within this portfolio are meaningful (2-5%) ownership positions in the following community bank holding companies: First National Corporation (FXNC) and First United Corporation (FUNC).

During the three months ended March 31, 2014 and 2013, the Company had no credit-related net investment impairment losses. Also, for the year ended December 31, 2013, the Company had no credit-related net investment impairment losses.

Declines in the fair value of held-to-maturity and available-for-sale securities below their cost that are deemed to be other-than-temporary would be reflected in earnings as realized losses. In estimating other-than-temporary impairment losses, management considers, among other things (i) the length of time and the extent to which the fair value has been less than cost, (ii) the financial condition, capital strength, and near-term (12 months) prospects of the issuer, including any specific events which may influence the operations of the issuer such as changes in technology that may impair the earnings potential of the investment or the discontinuance of a segment of the business that may affect the future earnings potential; (iii) the historical volatility in the market value of the investment and/or the liquidity or illiquidity of the investment; (iv) adverse conditions specifically related to the security, an industry, or a

geographic area; or (v) the intent to sell the investment security and if it's more likely than not that the Company will not have to sell the security before recovery of its cost basis. In addition, management also employs a continuous monitoring process in regards to its marketable equity securities, specifically its portfolio of regional community bank holdings. Although the regional community bank stocks that are owned by the Company are publicly traded, the trading activity for these stocks is minimal, with trading volumes of less than 0.1% of each respective company being traded on a daily basis. Another factor influencing the market value of these equity securities is a depressed stock market, particularly in the smaller community bank financial sector. As part of management's review process for these securities, management reviews the financial condition of each respective regional community bank for any indications of financial weakness.

Table of Contents

Management has the ability and intent to hold the securities classified as held to maturity until they mature, at which time the Company will receive full value for the securities. Furthermore, as of March 31, 2014, management does not intend to sell an impaired security and it is not more than likely that it will be required to sell the security before the recovery of its amortized cost basis. The unrealized losses on debt securities are primarily the result of interest rate changes, credit spread widening on agency-issued mortgage related securities, general financial market uncertainty and market volatility. These conditions will not prohibit the Company from receiving its contractual principal and interest payments on its debt securities. The fair value is expected to recover as the securities approach their maturity date or repricing date. As of March 31, 2014, management believes the unrealized losses detailed in the table above are temporary and no impairment loss has been recognized in the Company's consolidated income statement. Should the impairment of any of these securities become other-than-temporary, the cost basis of the investment will be reduced and the resulting loss recognized in net income in the period of the other-than-temporary impairment is identified, while any noncredit loss will be recognized in other comprehensive income.

At March 31, 2014, the book value of the Company's five pooled trust preferred securities totaled $3.0 million with an estimated fair value of $1.6 million. All of these securities are mezzanine tranches. Pooled trust preferred securities represent beneficial interests in securitized financial assets that the Company analyzes within the scope of ASC 320, "Investments-Debt and Equity Securities" and are evaluated quarterly for other-than-temporary-impairment ("OTTI"). Management performs an analysis of OTTI utilizing its internal methodology as described below to estimate expected cash flows to be received in the future. The Company reviews each of its pooled trust preferred securities to determine if an OTTI charge would be recognized in current earnings in accordance with ASC 320, "Investments-Debt and Equity Securities". There is a risk that collateral deterioration could cause the Company to recognize additional OTTI charges in earnings in the future.

When evaluating pooled trust preferred securities for OTTI, the Company determines a credit related portion and a noncredit related portion. The credit related portion is recognized in earnings and represents the difference between the present value of expected future cash flows and the amortized cost basis of the security. The noncredit related portion is recognized in other comprehensive income, and represents the difference between the book value and the fair value of the security less the amount of the credit related impairment. The determination of whether it is probable that an adverse change in estimated cash flows has occurred is evaluated by comparing estimated cash flows to those previously projected as further described below. The Company considers this process to be its primary evidence when determining whether credit related OTTI exists. The results of these analyses are significantly affected by other variables such as the estimate of future cash flows, credit worthiness of the underlying issuers and determination of the likelihood of defaults of the underlying collateral.

The Company utilizes a third party model to compute the present value of expected cash flows which considers the structure and term of each of the five respective pooled trust preferred securities and the financial condition of the underlying issuers. Specifically, the third party model details interest rates, principal balances of note classes and underlying issuers, the timing and amount of interest and principal payments of the underlying issuers, and the allocation of the payments to the note classes. The current estimate of expected cash flows is based on the most recent trustee reports and any other relevant market information including announcements of interest payment deferrals or defaults of underlying trust preferred securities. For issuing banks that have defaulted, management generally assumes no recovery. For issuing banks that have deferred its interest payments, management excludes the collateral balance associated with these banks and assumes no recoveries of such collateral balance in the future. The exclusion of such issuing banks in a current deferral position is based on such bank experiencing a certain level of financial difficulty that raises doubt about its ability to satisfy its contractual debt obligation, and accordingly, the Company excludes the associated collateral balance from its estimate of expected cash flows. Other assumptions used in the estimate of expected cash flows include expected future default rates and prepayments. Specifically, the model assumes annual prepayments of 1.0% with 100% at maturity and assumes 150 basis points of additional annual defaults from banks that are currently not in default or deferral. In addition, the model assumes no recoveries except for one trust preferred

security which assumes that one of the banks currently deferring will cure such positions. Management compares the present value of expected cash flows to those previously projected to determine if an adverse change in cash flows has occurred. If an adverse change in cash flows has occurred, management determines the credit loss to be recognized in the current period and the portion related to noncredit factors to be recognized in other comprehensive income.

The following table presents a progression of the credit loss component of OTTI on debt and equity securities recognized in earnings during the three months ended March 31, 2014 and for the year ended December 31, 2013 (in thousands). The credit loss component represents the difference between the present value of expected future cash flows and the amortized cost basis of the security. The credit component of OTTI recognized in earnings during a period is presented in two parts based upon whether the credit impairment in the current period is the first time the security was credit impaired (initial credit impairment) or if there is additional credit impairment on a security that was credit impaired in previous periods.

Table of Contents

	Debt Securities	Equity Securities	Total
Balance at January 1, 2013	$21,186	$4,813	$25,999
Additions:			
Initial credit impairment	—	—	—
Additional credit impairment	—	—	—
Deductions:			
Sold	—	(115)	(115)
Balance at December 31, 2013	21,186	4,698	25,884
Additions:			
Initial credit impairment	—	—	—
Additional credit impairment	—	—	—
Deductions:			
Sold	—	(46)	(46)
Balance at March 31, 2014	$21,186	$4,652	$25,838

The following table presents additional information about the Company's trust preferred securities with a credit rating of below investment grade as of March 31, 2014 (dollars in thousands):

Deal Name	Type	Class	Original Cost	Amortized Cost	Fair Value	Difference (1)	Lowest Credit Rating	# of issuers currently performing	Actual deferrals/defaults (as a % of original dollar)	Expected deferrals/defaults (as a % of remaining of performing collateral)	Excess Subordination as a Percentage of Current Performing Collateral (4)
	Pooled trust preferred securities:										
	Other-than-temporarily impaired Available for Sale:										
P1	Pooled	Mezz	$826	$190	$381	191	Caa3	7	19.5%	20.0% (2)	52.2%
P2	Pooled	Mezz	2,535	—	—	—	Ca	6	22.3%	—% (2)	—%
P3	Pooled	Mezz	2,962	1,419	403	(1,016)	Caa3	22	24.1%	8.2% (2)	17.3%
P4	Pooled	Mezz	4,060	400	162	(238)	Ca	9	19.2%	7.1% (3)	22.3%
P5	Pooled	Mezz	6,062	678	501	(177)	Ca	9	22.7%	20.0% (2)	49.2%
	Held to Maturity:										
P6	Pooled	Mezz	1,599	120	762	642	Caa3	7	19.5%	20.0% (2)	52.2%
P7	Pooled	Mezz	3,367	—	—	—	Ca	6	22.3%	—% (2)	—%
	Single issuer trust preferred securities										
	Available for sale:										
S5	Single		261	235	319	84	NR	1	—%	—%	
	Held to Maturity:										
S9	Single		4,000	4,000	4,000	—	NR	1	—%	—%	

(1)

The differences noted consist of unrealized gains (losses) recorded at March 31, 2014 and noncredit other-than-temporary impairment losses recorded subsequent to April 1, 2009 that have not been reclassified as credit losses.

(2) Performing collateral is defined as total collateral minus all collateral that has been called, is currently deferring, or currently in default. This model for this security assumes that all collateral that is currently deferring will default with a zero recovery rate. The underlying issuers can cure, thus this bond could recover at a higher percentage upon default than zero.

(3) Performing collateral is defined as total collateral minus all collateral that has been called, is currently deferring, or currently in default. The model for this security assumes that one of the banks that is currently deferring will cure. If additional underlying issuers cure, this bond could recover at a higher percentage.

(4) Excess subordination is defined as the additional defaults/deferrals necessary in the next reporting period to deplete the entire credit enhancement (excess interest and over-collateralization) beneath our tranche within each pool to the point that would cause a "break in yield." This amount assumes that all currently performing collateral continues to perform. A break in yield means that our security would not be expected to receive all the contractual cash flows (principal and interest) by maturity. The "percent of current performing collateral" is the ratio of the "excess subordination amount" to current performing collateral—a higher percent means there is more excess subordination to absorb additional defaults/deferrals, and the better our security is protected from loss.

The amortized cost and estimated fair value of debt securities at March 31, 2014, by contractual maturity, are shown in the following table (in thousands). Expected maturities will differ from contractual maturities because the issuers of the securities

Table of Contents

may have the right to prepay obligations without prepayment penalties. Mortgage-backed securities have been allocated to their respective maturity groupings based on their contractual maturity.

	Cost	Estimated Fair Value
Securities Available-for-Sale		
Due in one year or less	$8,024	$7,973
Due after one year through five years	20,221	20,729
Due after five years through ten years	29,702	30,306
Due after ten years	289,065	284,419
	$347,012	$343,427
Securities Held-to-Maturity		
Due in one year or less	$—	$—
Due after one year through five years	—	—
Due after five years through ten years	—	—
Due after ten years	14,344	15,015
	$14,344	$15,015

Gross gains and gross losses realized by the Company from investment security transactions are summarized in the table below (in thousands). The specific identification method is used to determine the cost basis of securities sold

	Three Months Ended March 31,	
	2014	2013
Gross realized gains	$83	$84
Gross realized losses	—	—
Net investment security gains	$83	$84

The carrying value of securities pledged to secure public deposits and for other purposes as required or permitted by law approximated $270 million and $278 million at March 31, 2014 and December 31, 2013, respectively.

Subsequent to the first quarter, the Company transferred certain securities from available-for-sale to held-to-maturity. Transfers of securities into the held-to-maturity categories from available-for-sale are made at fair value on the date of the transfer. The securities had an aggregate fair value of $83.4 million, with an aggregate net unrealized loss of $0.1 million on the date of transfer. The net unamortized, unrealized loss on the transferred securities included in accumulated other comprehensive income in the accompanying balance sheet as of March 31, 2014 totaled $0.1 million. This amount will be amortized out of accumulated other comprehensive income over the remaining life of the underlying securities as an adjustment of the yield on those securities.

Table of Contents

Note D –Loans

The following summarizes the Company's major classifications for loans (in thousands):

	March 31, 2014	December 31, 2013
Residential real estate	$1,214,785	$1,207,150
Home equity – junior liens	141,929	143,390
Commercial and industrial	144,108	164,484
Commercial real estate	1,009,892	1,040,866
Consumer	42,320	46,402
DDA overdrafts	4,001	3,905
Gross loans	2,557,035	2,606,197
Allowance for loan losses	(21,044)	(20,575)
Net loans	$2,535,991	$2,585,622

Construction loans of $17.7 million and $17.3 million are included within residential real estate loans at March 31, 2014 and December 31, 2013, respectively. Construction loans of $28.9 million and $24.0 million are included within commercial real estate loans at March 31, 2014 and December 31, 2013, respectively. The Company's commercial and residential real estate construction loans are primarily secured by real estate within the Company's principal markets. These loans were originated under the Company's loan policy, which is focused on the risk characteristics of the loan portfolio, including construction loans. Adequate consideration has been given to these loans in establishing the Company's allowance for loan losses.

The following table details the loans acquired in conjunction with the Virginia Savings Bancorp ("Virginia Savings") and Community Financial Corporation ("Community") acquisitions (in thousands):

	Virginia Savings	Community	Total
March 31, 2014			
Outstanding loan balance	$45,493	$258,882	$304,375
Credit-impaired loans:			
Carrying value	3,102	19,986	23,088
Contractual principal and interest	3,821	30,476	34,297
December 31, 2013			
Outstanding loan balance	$48,833	$279,890	$328,723
Credit-impaired loans:			
Carrying value	3,182	26,330	29,512
Contractual principal and interest	3,932	38,566	42,498

Changes in the accretable yield of the credit-impaired loans for the three months ended March 31, 2014 is as follows (in thousands):

Table of Contents

	Virginia Savings		Community		Total	
	Accretable Yield	Carrying Amount of Loans	Accretable Yield	Carrying Amount of Loans	Accretable Yield	Carrying Amount of Loans
Balance at the beginning of the period	$698	$3,182	$10,389	$26,330	$11,087	$29,512
Additions	—	—	—	27	—	27
Accretion	(59)	59	(812)	812	(871)	871
Net reclassifications to accretable yield from non-accretable yield	—	—	(153)	—	(153)	—
Payments received, net	—	(139)	—	(7,183)	—	(7,322)
Disposals	(2)	—	(220)	—	(222)	—
Balance at the end of period	$637	$3,102	$9,204	$19,986	$9,841	$23,088

Increases in expected cash flow subsequent to the acquisition are recognized first as a reduction of any previous impairment, then prospectively through adjustment of the yield on the loans or pools over its remaining life, while decreases in expected cash flows are recognized as impairment through a provision for loan loss and an increase in the allowance for purchased credit-impaired loans.

Note E – Allowance For Loan Losses

Management systematically monitors the loan portfolio and the adequacy of the allowance for loan losses on a quarterly basis to provide for probable losses inherent in the portfolio. Management assesses the risk in each loan type based on historical trends, the general economic environment of its local markets, individual loan performance and other relevant factors.

Individual credits are selected throughout the year for detailed loan reviews, which are utilized by management to assess the risk in the portfolio and the adequacy of the allowance. Due to the nature of commercial lending, evaluation of the adequacy of the allowance as it relates to these types of loan types is often based more upon specific credit reviews, with consideration given to the potential impairment of certain credits and historical loss rates, adjusted for economic conditions and other inherent risk factors.

The following summarizes the activity in the allowance for loan loss, by portfolio segment, for the three months ended March 31, 2014 and 2013 (in thousands). The following also presents the balance in the allowance for loan loss disaggregated on the basis of the Company’s impairment measurement method and the related recorded investment in loans, by portfolio segment, as of March 31, 2014 and December 31, 2013 (in thousands).

Table of Contents

	Commercial & Industrial	Commercial Real Estate	Residential Real Estate	Home equity	Consumer	DDA Overdrafts	Total
Three months ended March 31, 2014							
Allowance for loan loss							
Beginning balance	$1,139	$10,775	$6,057	$1,672	$77	$855	$20,575
Charge-offs	4	382	427	108	84	341	1,346
Recoveries	63	30	24	—	76	259	452
Provision	(123)	837	756	(103)	5	3	1,375
Provision for acquired loans	$(12)	$—	$—	$—	$—	$—	(12)
Ending balance	$1,063	$11,260	$6,410	$1,461	$74	$776	$21,044
Three months ended March 31, 2013							
Allowance for loan loss							
Beginning balance	$498	$10,440	$5,229	$1,699	$81	$862	$18,809
Charge-offs	62	203	591	116	3	339	1,314
Recoveries	1	18	48	—	147	274	488
Provision	67	554	1,189	52	(149)	25	1,738
Ending balance	$504	$10,809	$5,875	$1,635	$76	$822	$19,721
As of March 31, 2014							
Allowance for loan loss							
Evaluated for impairment:							
Individually	$—	$533	$—	$—	$—	$—	$533
Collectively	760	10,448	6,407	1,461	74	776	19,926
Acquired with deteriorated credit quality	303	279	3	—	—	—	585
Total	$1,063	$11,260	$6,410	$1,461	$74	$776	$21,044
Loans							
Evaluated for impairment:							
Individually	$—	$10,947	$456	$297	$—	$—	$11,700
Collectively	142,358	980,885	1,213,816	139,310	42,206	4,001	2,522,576
Acquired with deteriorated							

credit quality	1,750	18,060	513	2,322	114	—	22,759
Total	$144,108	$1,009,892	$1,214,785	$141,929	$42,320	$4,001	$2,557,035
As of December 31, 2013							
Allowance for loan loss							
Evaluated for impairment:							
Individually	$—	$880	$—	$—	$—	$—	$880
Collectively	827	9,615	6,054	1,672	77	855	19,100
Acquired with deteriorated credit quality	312	280	3	—	—	—	595
Total	$1,139	$10,775	$6,057	$1,672	$77	$855	$20,575
Loans							
Evaluated for impairment:							
Individually	$—	$11,837	$459	$298	$—	$—	$12,594
Collectively	162,500	1,004,475	1,204,594	142,325	46,292	3,905	2,564,091
Acquired with deteriorated credit quality	1,984	24,554	2,097	767	110	—	29,512
Total	$164,484	$1,040,866	$1,207,150	$143,390	$46,402	$3,905	$2,606,197

Table of Contents

Credit Quality Indicators

All commercial loans within the portfolio are subject to internal risk grading. All non-commercial loans are evaluated based on payment history. The Company's internal risk ratings for commercial loans are: Pass, Special Mention, Substandard and Doubtful. Each internal risk rating is defined in the loan policy using the following criteria: balance sheet yields, ratios and leverage, cash flow spread and coverage, prior history, capability of management, market position/industry, potential impact of changing economic, legal, regulatory or environmental conditions, purpose, structure, collateral support, and guarantor support. Risk grades are generally assigned by the primary lending officer and are periodically evaluated by the Company's internal loan review process. Based on an individual loan's risk grade, estimated loss percentages are applied to the outstanding balance of the loan to determine the amount of probable loss.

The Company categorizes loans into risk categories based on relevant information regarding the customer's debt service ability, capacity, overall collateral position along with other economic trends, and historical payment performance. The risk grades for each credit are updated when the Company receives current financial information, the loan is reviewed by the Company's internal loan review/credit administration departments, or the loan becomes delinquent or impaired. The risk grades are updated a minimum of annually for loans rated exceptional, good, acceptable, or pass/watch. Loans rated special mention, substandard or doubtful are reviewed at least quarterly. The Company uses the following definitions for its risk ratings:

Risk Rating	Description
Pass ratings:	
(a) Exceptional	Loans classified as exceptional are secured with liquid collateral conforming to the internal loan policy. Loans rated within this category pose minimal risk of loss to the bank and the risk grade within this pool of loans is generally updated on an annual basis.
(b) Good	Loans classified as good have similar characteristics that include a strong balance sheet, satisfactory debt service coverage ratios, strong management and/or guarantors, and little exposure to economic cycles. Loans within this category are generally reviewed on an annual basis. Loans in this category generally have a low chance of loss to the bank.
(c) Acceptable	Loans classified as acceptable have acceptable liquidity levels, adequate debt service coverage ratios, experienced management, and have average exposure to economic cycles. Loans within this category generally have a low risk of loss to the bank.
(d) Pass/watch	Loans classified as pass/watch have erratic levels of leverage and/or liquidity, cash flow is volatile and the borrower is subject to moderate economic risk. A borrower in this category poses a low to moderate risk of loss to the bank.
Special mention	Loans classified as special mention have a potential weakness(es) that deserves management's close attention. The potential weakness could result in deterioration of the loan repayment or the bank's credit position at some future date. A loan rated in this category poses a moderate loss risk to the bank.
Substandard	Loans classified as substandard reflect a customer with a well defined weakness that jeopardizes the liquidation of the debt. Loans in this category have the possibility that the bank will sustain some loss if the deficiencies are not corrected and the bank's collateral value is weakened by the financial deterioration of the borrower.
Doubtful	Loans classified as doubtful have all the weaknesses inherent in those classified as substandard, with the added characteristics that make collection of the full contract amount highly improbable. Loans rated in this category are most likely to cause the bank to have a loss due to a collateral shortfall or a negative capital position.

Table of Contents

The following presents loans by the Company's commercial loans by credit quality indicators, by class (in thousands):

	Commercial and industrial	Commercial real estate	Total
March 31, 2014			
Pass	$137,353	$929,467	$1,066,820
Special mention	1,118	23,004	24,122
Substandard	5,223	56,976	62,199
Doubtful	414	445	859
Total	$144,108	$1,009,892	$1,154,000
December 31, 2013			
Pass	$158,000	$958,186	$1,116,186
Special mention	648	20,072	20,720
Substandard	5,416	62,139	67,555
Doubtful	420	469	889
Total	$164,484	$1,040,866	$1,205,350

The following table presents the Company's non-commercial loans by payment performance, by class (in thousands):

	Performing	Non-Performing	Total
March 31, 2014			
Residential real estate	$1,213,245	$1,540	$1,214,785
Home equity - junior lien	141,830	99	141,929
Consumer	42,319	1	42,320
DDA overdrafts	4,001	—	4,001
Total	$1,401,395	$1,640	$1,403,035
December 31, 2013			
Residential real estate	$1,204,331	$2,819	$1,207,150
Home equity - junior lien	143,112	278	143,390
Consumer	46,353	49	46,402
DDA overdrafts	3,900	5	3,905
Total	$1,397,696	$3,151	$1,400,847

Aging Analysis of Accruing and Non-Accruing Loans

Interest income on loans is accrued and credited to operations based upon the principal amount outstanding, using methods that generally result in level rates of return. Loan origination fees, and certain direct costs, are deferred and amortized as an adjustment to the yield over the term of the loan. The accrual of interest generally is discontinued when a loan becomes 90 days past due as to principal or interest for all loan types. However, any loan may be placed on non-accrual if the Company receives information that indicates a borrower is unable to meet the contractual terms of their respective loan agreement. Other indicators considered for placing a loan on non-accrual status include the borrower's involvement in bankruptcies, foreclosures, repossessions, litigation and any other situation resulting in doubt as to whether full collection of contractual principal and interest is attainable. When interest accruals are discontinued, unpaid interest recognized in income in the current year is reversed, and interest accrued in prior years is charged to the allowance for loan losses. Management may elect to continue the accrual of interest when the net realizable value of collateral exceeds the principal balance and related accrued interest, and the loan is in the process of collection.

Generally for all loan classes, interest income during the period the loan is non-performing is recorded on a cash basis after recovery of principal is reasonably assured. Cash payments received on nonperforming loans are typically applied directly against the outstanding principal balance until the loan is fully repaid. Generally, loans are restored to accrual status when the obligation is brought current, has performed in accordance with the contractual terms for a reasonable period of time, and the ultimate collectability of the total contractual principal and interest is no longer in doubt.

Generally, all loan types are considered past due when the contractual terms of a loan are not met and the borrower is 30 days or more past due on a payment. Furthermore, residential and home equity loans are generally subject to charge-off

Table of Contents

when the loan becomes 120 days past due, depending on the estimated fair value of the collateral less cost to dispose, versus the outstanding loan balance. Commercial loans are generally charged off when the loan becomes 120 days past due. Open-end consumer loans are generally charged off when the loan becomes 180 days past due.

A loan acquired and accounted for under ASC Topic 310-30 is reported as an accruing loan and a performing asset provided that the loan is performing in accordance with the initial expectations. The loan would be considered non-performing if the loan's performance deteriorates below the initial expectations.

The following presents an aging analysis of the Company’s accruing and non-accruing loans, by class, as of March 31, 2014 and December 31, 2013 (in thousands):

	Originated Loans March 31, 2014 Accruing						
	Current	30-59 days	60-89 days	Over 90 days	Purchased-Credit Impaired	Non-accrual	Total
Residential real estate	$1,108,719	$3,328	$672	$118	$ —	$1,188	$1,114,025
Home equity - junior lien	141,097	552	56	30	—	69	141,804
Commercial and industrial	126,118	77	—	—	—	134	126,329
Commercial real estate	821,681	534	255	—	—	12,812	835,282
Consumer	31,156	53	10	—	—	—	31,219
DDA overdrafts	3,804	195	2	—	—	—	4,001
Total	$2,232,575	$4,739	$995	$148	$ —	$14,203	$2,252,660

	Acquired Loans March 31, 2014 Accruing						
	Current	30-59 days	60-89 days	Over 90 days	Purchased-Credit Impaired	Non-accrual	Total
Residential real estate	$99,713	$768	$45	$—	$ —	$234	$100,760
Home equity - junior lien	104	18	3	—	—	—	125
Commercial and industrial	15,812	83	44	—	—	1,840	17,779
Commercial real estate	166,504	610	167	283	2,729	4,317	174,610
Consumer	10,704	379	17	1	—	—	11,101
DDA overdrafts	—	—	—	—	—	—	—
Total	$292,837	$1,858	$276	$284	$ 2,729	$6,391	$304,375

	Total Loans March 31, 2014 Accruing						
	Current	30-59 days	60-89 days	Over 90 days	Purchased-Credit Impaired	Non-accrual	Total
Residential real estate	$1,208,432	$4,096	$717	$118	$ —	$1,422	$1,214,785
Home equity - junior lien	141,201	570	59	30	—	69	141,929
Commercial and industrial	141,930	160	44	—	—	1,974	144,108
Commercial real estate	988,185	1,144	422	283	2,729	17,129	1,009,892

Consumer	41,860	432	27	1	—	—	42,320
DDA overdrafts	3,804	195	2	—	—	—	4,001
Total	$2,525,412	$6,597	$1,271	$432	$ 2,729	$20,594	$2,557,035

Table of Contents

	Originated Loans December 31, 2013 Accruing						
	Current	30-59 days	60-89 days	Over 90 days	Purchased-Credit Impaired	Non-accrual	Total
Residential real estate	$1,096,911	$4,123	$495	$231	$ —	$1,905	$1,103,665
Home equity - junior lien	141,967	880	—	42	—	236	143,125
Commercial and industrial	144,197	—	—	—	—	79	144,276
Commercial real estate	835,908	668	—	—	—	13,097	849,673
Consumer	32,647	172	7	4	—	—	32,830
DDA overdrafts	3,511	374	15	5	—	—	3,905
Total	$2,255,141	$6,217	$517	$282	$ —	$15,317	$2,277,474

	Acquired Loans December 31, 2013 Accruing						
	Current	30-59 days	60-89 days	Over 90 days	Purchased-Credit Impaired	Non-accrual	Total
Residential real estate	$101,789	$842	$172	$—	$ —	$682	$103,485
Home equity - junior lien	265	—	—	—	—	—	265
Commercial and industrial	18,253	—	80	—	—	1,875	20,208
Commercial real estate	176,018	2,772	273	109	7,534	4,487	191,193
Consumer	12,876	622	29	45	—	—	13,572
DDA overdrafts	—	—	—	—	—	—	—
Total	$309,201	$4,236	$554	$154	$ 7,534	$7,044	$328,723

	Total Loans December 31, 2013 Accruing						
	Current	30-59 days	60-89 days	Over 90 days	Purchased-Credit Impaired	Non-accrual	Total
Residential real estate	$1,198,700	$4,965	$667	$231	$ —	$2,587	$1,207,150
Home equity - junior lien	142,232	880	—	42	—	236	143,390
Commercial and industrial	162,450	—	80	—	—	1,954	164,484
Commercial real estate	1,011,926	3,440	273	109	7,534	17,584	1,040,866
Consumer	45,523	794	36	49	—	—	46,402
DDA overdrafts	3,511	374	15	5	—	—	3,905
Total	$2,564,342	$10,453	$1,071	$436	$ 7,534	$22,361	$2,606,197

23

Table of Contents

The following presents the Company's impaired loans, by class, as of March 31, 2014 and December 31, 2013 (in thousands). The difference between the unpaid principal balance and the recorded investment generally reflects amounts that have been previously charged-off.

	March 31, 2014			December 31, 2013		
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Recorded Investment	Unpaid Principal Balance	Related Allowance
With no related allowance recorded:						
Residential real estate	$456	$456	$—	$459	$459	$—
Home equity - junior liens	297	297	—	298	298	—
Commercial and industrial	—	—	—	—	—	—
Commercial real estate	8,273	9,064	—	8,421	8,361	—
Consumer	—	—	—	—	—	—
DDA overdrafts	—	—	—	—	—	—
Total	$9,026	$9,817	$—	$9,178	$9,118	$—
With an allowance recorded						
Residential real estate	$—	$—	$—	$—	$—	$—
Home equity - junior liens	—	—	—	—	—	—
Commercial and industrial	—	—	—	—	—	—
Commercial real estate	2,675	6,330	533	3,416	3,416	880
Consumer	—	—	—	—	—	—
DDA overdrafts	—	—	—	—	—	—
Total	$2,675	$6,330	$533	$3,416	$3,416	$880

The following table presents information related to the average recorded investment and interest income recognized on the Company's impaired loans, by class (in thousands):

	For the three months ended March 31, 2014		March 31, 2013	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:				
Residential real estate	$456	$—	$—	$—
Home equity - junior liens	297	—	—	—
Commercial and industrial	—	—	—	—
Commercial real estate	8,815	5	10,340	—
Consumer	—	—	—	—
DDA overdrafts	—	—	—	—
Total	$9,568	$5	$10,340	$—
With an allowance recorded				
Residential real estate	$—	$—	$—	$—
Home equity - junior liens	—	—	—	—
Commercial and industrial	—	—	—	—

Commercial real estate	2,706	30	3,137	—
Consumer	—	—	—	—
DDA overdrafts	—	—	—	—
Total	$2,706	$30	$3,137	$—

Table of Contents

Approximately $0.1 million and $0.1 million of interest income would have been recognized during the three months ended March 31, 2014 and 2013, if such loans had been current in accordance with their original terms. There were no commitments to provide additional funds on non-accrual, impaired or other potential problem loans at March 31, 2014.

Loan Modifications

The Company's policy on loan modifications typically does not allow for modifications that would be considered a concession from the Company. However, when there is a modification, the Company evaluates each modification to determine if the modification constitutes a troubled debt restructuring ("TDR") in accordance with ASU 2011-2, whereby a modification of a loan would be considered a TDR when both of the following conditions are met: (1) a borrower is experiencing financial difficulty and (2) the modification constitutes a concession. When determining whether the borrower is experiencing financial difficulties, the Company reviews whether the debtor is currently in payment default on any of its debt or whether it is probable that the debtor would be in payment default in the foreseeable future without the modification. Other indicators of financial difficulty include whether the debtor has declared or is in the process of declaring bankruptcy, the debtor's ability to continue as a going concern, or the debtor's projected cash flow to service its debt (including principal and interest) in accordance with the contractual terms for the foreseeable future, without a modification.

During the third quarter of 2012, regulatory guidance was clarified to require loans to be accounted for as collateral-dependent loans when borrowers have filed Chapter 7 bankruptcy, the debt has been discharged by the bankruptcy court and the borrower has not reaffirmed the debt. The filing of bankruptcy is deemed to be evidence that the borrower is in financial difficulty and the discharge of the debt by the bankruptcy court is deemed to be a concession granted to the borrower. The impact on the allowance for loan losses of this reclassification was insignificant. Prior to this reclassification, the Company's TDRs were insignificant.

The following tables set forth the Company's TDRs (in thousands):

	March 31, 2014			December 31, 2013		
	Accruing	Non-Accruing	Total	Accruing	Non-Accruing	Total
Commercial and industrial	$84	$—	$84	$88	$—	$88
Commercial real estate	1,854	—	1,854	1,783	—	1,783
Residential real estate	18,666	274	18,940	18,651	1,693	20,344
Home equity	2,852	14	2,866	2,859	14	2,873
Consumer	—	—	—	—	—	—
	$23,456	$288	$23,744	$23,381	$1,707	$25,088

	New TDRs For the three months ended March 31, 2014			New TDRs For the three months ended March 31, 2013		
	Number of Contracts	Pre Modification Outstanding Recorded Investment	Post Modification Outstanding Recorded Investment	Number of Contracts	Pre Modification Outstanding Recorded Investment	Post Modification Outstanding Recorded Investment
Commercial and industrial	—	$—	$—	—	$—	$—
Commercial real estate	—	—	—	1	1,071	1,071

Residential real estate	7	351	351	9	853	853
Home equity	4	116	116	17	1,075	1,075
Consumer	—	—	—	—	—	—
	11	$467	$467	27	$2,999	$2,999

Table of Contents

Note F – Long-Term Debt

The components of long-term debt are summarized below (in thousands):

	March 31, 2014	December 31, 2013
Junior subordinated debentures owed to City Holding Capital Trust III, due 2038, interest at a rate of 3.73% and 3.74%, respectively	$16,495	$16,495

The Company formed a statutory business trust, City Holding Capital Trust III ("Capital Trust III"), under the laws of Delaware. Capital Trust III was created for the exclusive purpose of (i) issuing trust-preferred capital securities ("Capital Securities"), which represent preferred undivided beneficial interests in the assets of the trust, (ii) using the proceeds from the sale of the Capital Securities to acquire junior subordinated debentures ("Debentures") issued by the Company, and (iii) engaging in only those activities necessary or incidental thereto. The trust is considered a variable interest entity for which the Company is not the primary beneficiary. Accordingly, the accounts of the trusts are not included in the Company's consolidated financial statements.

Distributions on the Debentures are cumulative and will be payable quarterly at an interest rate of 3.50% over the three month LIBOR rate, reset quarterly. Interest payments are due in March, June, September and December. The Debentures are redeemable prior to maturity at the option of the Company (i) in whole or at any time or in part from time-to-time, or (ii) in whole, but not in part, at any time within 90 days following the occurrence and during the continuation of certain pre-defined events.

Payments of distributions on the trust preferred securities and payments on redemption of the trust preferred securities are guaranteed by the Company. The Company also entered into an agreement as to expenses and liabilities with the trust pursuant to which it agreed, on a subordinated basis, to pay any cost, expenses or liabilities of the trust other than those arising under the trust preferred securities. The obligations of the Company under the junior subordinated debentures, the related indentures, the trust agreement establishing the trust, the guarantees and the agreements as to expenses and liabilities, in the aggregate, constitute a full and unconditional guarantee by the Company of the trust's obligations under the trust preferred securities. The Capital Securities issued by the statutory business trusts qualify as Tier 1 capital for the Company under current Federal Reserve Board guidelines.

Note G – Derivative Instruments

As of March 31, 2014 and December 31, 2013, the Company has derivative financial instruments not included in hedge relationships. These derivatives consist of interest rate swaps used for interest rate management purposes and derivatives executed with commercial banking customers to facilitate their interest rate management strategies.

The following table summarizes the fair value of these derivative instruments (in thousands):

Fair Value:	March 31, 2014	December 31, 2013
Other Assets	$5,591	$3,538
Other Liabilities	5,591	3,538

The following table summarizes the change in fair value of these derivative instruments (in thousands):

	Three months ended March 31,	
	2014	2013
Change in Fair Value:		
Other income - derivative asset	$2,054	$(1,579)

Other income - derivative liability	(2,054	) 1,579

Certain financial instruments, including derivatives, may be eligible for offset in the consolidated balance sheet and/or subject to master netting arrangements. The Company's derivative transactions with financial institution counterparties are generally executed under International Swaps and Derivative Association ("ISDA") master agreements which include "right of setoff" provisions. In such cases there is generally a legally enforceable right to offset recognized amounts and there may be an intention to settle such amounts on a net basis. Nonetheless, the Company does not generally offset financial instruments for

Table of Contents

financial reporting purposes. Information about financial instruments that are eligible for offset in the consolidated balance sheet as of March 31, 2014 is presented in the following tables (in thousands):

Description	Gross Amounts of Recognized Assets (a)	Gross Amounts Offset in the Statement of Financial Position (b)	Net Amounts of Assets presented in the Statement of Financial Position (c)=(a)-(b)	Gross Amounts Not Offset in the Statement of Financial Position		Total of Gross Amounts Not Offset in the Statement of Financial Position Including Applicable Netting Agreement and Fair Value of Collateral (d)	Net Amount (c)-(d)
				Netting Adjustment per Applicable Master Netting Arrangements	Fair Value of Financial Collateral		
Derivative assets:							
Interest rate swap agreements	$5,591	$—	$5,591	$—	$5,591	$5,591	$—

Description	Gross Amounts of Recognized Liabilities (a)	Gross Amounts Offset in the Statement of Financial Position (b)	Net Amounts of Liabilities presented in the Statement of Financial Position (c)=(a)-(b)	Gross Amounts Not Offset in the Statement of Financial Position		Total of Gross Amounts Not Offset in the Statement of Financial Position Including Applicable Netting Agreement and Fair Value of Collateral (d)	Net Amount (c)-(d)
				Netting Adjustment per Applicable Master Netting Arrangements	Fair Value of Financial Collateral		
Derivative liabilities:							
Interest rate swap agreements	$5,591	$—	$5,591	$—	$12,035	$12,035	$—

Table of Contents

Note H – Employee Benefit Plans

Pursuant to the terms of the City Holding Company 2003 Incentive Plan and the City Holding Company 2013 Incentive Plan (the "2003 Plan" and "2013 Plan", respectively), the Compensation Committee of the Board of Directors, or its delegate, may, from time-to-time, grant stock options, stock appreciation rights ("SARs"), or stock awards to employees, directors and individuals who provide service to the Company (collectively, "Plan Participants"). The 2003 Plan expired in April of 2013 and the 2013 Plan was approved by the shareholders in April 2013. A maximum of 750,000 shares of the Company's common stock may be issued upon the exercise of stock options, SARs and stock awards. These limitations may be adjusted in the event of a change in the number of outstanding shares of common stock by reason of a stock dividend, stock split or other similar event. Specific terms of options and SARs awarded, including vesting periods, exercise prices (stock price at date of grant) and expiration dates are determined at the date of grant and are evidenced by agreements between the Company and the awardee. The exercise price of the option grants equals the market price of the Company's stock on the date of grant. All incentive stock options and SARs will be exercisable up to 10 years from the date granted and all options and SARs are exercisable for the period specified in the individual agreement. As of March 31, 2014, under the 2003 Plan and 2013 Plan, 411,601 stock options had been awarded and 227,209 restricted stock awards had been awarded, respectively.

Each award from the Plan is evidenced by an award agreement that specifies the option price, the duration of the option, the number of shares to which the option pertains, and such other provisions as the Compensation Committee, or its delegate, determines. The option price for each grant is equal to the fair market value of a share of the Company's common stock on the date of the grant. Options granted expire at such time as the Compensation Committee, or its delegate, determines at the date of the grant and in no event does the exercise period exceed a maximum of ten years. Upon a change-in-control of the Company, as defined in the Plan, all outstanding options and awards shall immediately vest.

Stock Options

A summary of the Company's stock option activity and related information is presented below:

	Three months ended March 31,			
	2014		2013	
	Options	Weighted-Average Exercise Price	Options	Weighted-Average Exercise Price
Outstanding at January 1	173,601	$ 35.26	289,544	$ 34.38
Granted	13,953	44.43	15,475	37.74
Exercised	(7,000)	28.39	(42,250)	33.06
Forfeited	—	—	(1,500)	36.90
Outstanding at March 31	180,554	$ 36.23	261,269	$ 34.77

Additional information regarding stock options outstanding and exercisable at March 31, 2014, is provided in the following table:

Ranges of Exercise Prices	No. of Options Outstanding	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value (in thousands)	No. of Options Currently Exercisable	Weighted-Average Exercise Price of Options Currently Exercisable	Weighted-Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value of Options Currently Exercisable (in thousands)

$26.62 - $33.90	51,750	$ 30.47	4.5	$821	26,332	$ 30.44	3.4	$ 419
$35.09 - $44.43	128,804	38.54	5.6	1,003	66,500	39.13	2.8	479
	180,554			$1,824	92,832			$ 898

Proceeds from stock option exercises were $0.2 million and $1.4 million during the three months ended March 31, 2014 and 2013, respectively. Shares issued in connection with stock option exercises are issued from available treasury shares. If no treasury shares are available, new shares are issued from available authorized shares. During the three months ended March 31, 2014 and 2013 all shares issued in connection with stock option exercises and restricted stock awards were issued from available treasury stock.

Table of Contents

The total intrinsic value of stock options exercised was $0.1 million and less than $0.2 million during the three months ended March 31, 2014 and 2013, respectively.

Stock-based compensation expense was less than $0.1 million for the three months ended March 31, 2014 and 2013. Unrecognized stock-based compensation expense related to stock options approximated $0.6 million at March 31, 2014. At such date, the weighted-average period over which this unrecognized expense was expected to be recognized was 1.8 years.

The fair value of the options is estimated at the date of grant using a Black-Scholes option-pricing model. The following weighted average assumptions were used to estimate the fair value of options granted:

	Three months ended March 31,			
	2014		2013	
Risk-free interest rate	2.42	%	1.88	%
Expected dividend yield	3.60	%	3.70	%
Volatility factor	48.75	%	41.35	%
Expected life of option	8.0 years		8.0 years	

Restricted Shares

The Company records compensation expense with respect to restricted shares in an amount equal to the fair value of the common stock covered by each award on the date of grant. The restricted shares awarded become fully vested after various periods of continued employment from the respective dates of grant. The Company is entitled to an income tax deduction in an amount equal to the taxable income reported by the holders of the restricted shares when the restrictions are released and the shares are issued. Compensation is being charged to expense over the respective vesting periods.

Restricted shares are forfeited if officers and employees terminate prior to the lapsing of restrictions. The Company records forfeitures of restricted stock as treasury share repurchases and any compensation cost previously recognized is reversed in the period of forfeiture. Recipients of restricted shares do not pay any cash consideration to the Company for the shares, have the right to vote all shares subject to such grant and receive all dividends with respect to such shares, whether or not the shares have vested. Stock-based compensation expense related to restricted shares was approximately $0.2 million and $0.1 million for the three months ended March 31, 2014 and 2013, respectively. Unrecognized stock-based compensation expense related to non-vested restricted shares was $3.6 million at March 31, 2014. At March 31, 2014, this unrecognized expense is expected to be recognized over 3.9 years years based on the weighted average-life of the restricted shares.

A summary of the Company’s restricted shares activity and related information is presented below:

	Three months ended March 31,			
	2014		2013	
	Restricted Awards	Average Market Price at Grant	Restricted Awards	Average Market Price at Grant
Outstanding at January 1	142,469		116,711	
Granted	24,262	$44.47	11,633	$37.74
Forfeited/Vested	(6,200)		(2,425)	
Outstanding at March 31	160,531		125,919	

Benefit Plans

The Company provides retirement benefits to its employees through the City Holding Company 401(k) Plan and Trust ("the 401(k) Plan"), which is intended to be compliant with Employee Retirement Income Security Act (ERISA) section 404(c). The Company's total expense associated with the retirement benefit plan approximated $0.2 million for both the three months ended March 31, 2014 and 2013.

The Company maintains two defined benefit pension plans ("the Defined Benefit Plans"), which were inherited from the Company's acquisition of the plan sponsors (Horizon Bancorp, Inc. and Community Financial Corporation). The Horizon Defined Benefit Plan was frozen in 1999 and maintains a December 31st year-end for purposes of computing its benefit obligations. The Community Defined Benefit Plan was frozen as of December 31, 2012 and maintains a March 31st year-end for purposes of

Table of Contents

computing its benefit obligations. The Company made contributions of approximately $0.1 million to the Defined Benefit Plans during the three months ended March 31, 2014 and 2013.

The following table presents the components of the net periodic pension cost of the Defined Benefit Plans (in thousands):

	Three months ended March 31,	
	2014	2013
Components of net periodic cost:		
Interest cost	$217	$224
Service cost	—	116
Expected return on plan assets	(276)	(269)
Net amortization and deferral	238	258
Net Periodic Pension Cost	$179	$329

Note I – Commitments and Contingencies

The Company is a party to certain financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. The Company has entered into agreements with its customers to extend credit or provide a conditional commitment to provide payment on drafts presented in accordance with the terms of the underlying credit documents. The Company also provides overdraft protection to certain demand deposit customers that represent an unfunded commitment. Overdraft protection commitments, which are included with other commitments below, are uncollateralized and are paid at the Company's discretion. Conditional commitments generally include standby and commercial letters of credit. Standby letters of credit represent an obligation of the Company to a designated third party contingent upon the failure of a customer of the Company to perform under the terms of the underlying contract between the customer and the third party. Commercial letters of credit are issued specifically to facilitate trade or commerce. Under the terms of a commercial letter of credit, drafts will be drawn when the underlying transaction is consummated, as intended, between the customer and a third party. The funded portion of these financial instruments is reflected in the Company's balance sheet, while the unfunded portion of these commitments is not reflected in the balance sheet. The table below presents a summary of the contractual obligations of the Company resulting from significant commitments (in thousands):

	March 31, 2014	December 31, 2013
Commitments to extend credit:		
Home equity lines	$175,063	$174,417
Commercial real estate	37,415	42,209
Other commitments	183,719	201,065
Standby letters of credit	14,017	14,122
Commercial letters of credit	1,673	1,555

Loan commitments and standby and commercial letters of credit have credit risks essentially the same as that involved in extending loans to customers and are subject to the Company's standard credit policies. Collateral is obtained based on management's credit assessment of the customer. Management does not anticipate any material losses as a result of these commitments.

The Company is engaged in various legal actions that it deems to be in the ordinary course of business. As these legal actions are resolved, the Company could realize positive and/or negative impact to its financial performance in the period in which these legal actions are ultimately decided. There can be no assurance that current actions will have

immaterial results, either positive or negative, or that no material actions may be presented in the future.

Table of Contents

Note J – Accumulated Other Comprehensive Loss

The activity in accumulated other comprehensive loss for the three months ended March 31, 2014 and 2013 is presented in the tables below (in thousands). All amounts are shown net of tax, which is calculated using a combined Federal and state income tax rate approximating 37%.

	Accumulated Other Comprehensive Loss		
	Defined Benefit Pension Plans	Unrealized Gains (Losses) on Securities Available-for-Sale	Total
Balance at December 31, 2012	$(4,995)	$3,573	$(1,422)
Other comprehensive income before reclassifications	—	144	144
Amounts reclassified from other comprehensive loss	—	(53)	(53)
	—	91	91
Balance at March 31, 2013	$(4,995)	$3,664	$(1,331)
Balance at December 31, 2013	$(2,880)	$(2,110)	$(4,990)
Other comprehensive income before reclassifications	—	828	828
Amounts reclassified from other comprehensive loss	—	(52)	(52)
	—	776	776
Balance at March 31, 2014	$(2,880)	$(1,334)	$(4,214)

	Amount reclassified from Other Comprehensive Loss Three months ended March 31,		
	2014	2013	Affected line item in the Statements of Income
Securities available-for-sale:			
Net securities gains reclassified into earnings	$(83)	$(84)	Security gains (losses)
Related income tax expense	31	31	Income tax expense
Net effect on accumulated other comprehensive loss	$(52)	$(53)	

Table of Contents

Note K – Earnings per Share

The following table sets forth the computation of basic and diluted earnings per share (in thousands, except per share data):

	Three months ended March 31,	
	2014	2013
Distributed earnings allocated to common stock	$6,224	$5,748
Undistributed earnings allocated to common stock	7,438	2,175
Net earnings allocated to common shareholders	$13,662	$7,923
Average shares outstanding	15,631	15,473
Effect of dilutive securities:		
Warrant outstanding	62	55
Employee stock awards	103	99
Shares for diluted earnings per share	15,796	15,627
Basic earnings per share	$0.87	$0.51
Diluted earnings per share	$0.86	$0.51

Options to purchase approximately 10,000 shares of common stock at an exercise price of $40.88 per share were outstanding during the first quarter of 2013 but were not included in the computation of diluted earnings per share because the options' exercise price was greater than the average market price of the common shares and therefore, the effect would have been anti-dilutive. During the first quarter of 2014, there were no anti-dilutive options outstanding.

Note L – Fair Value Measurements

Fair value of an asset or liability is the price that would be received to sell that asset or paid to transfer that liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC Topic 820 establishes a fair value hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The fair value hierarchy is as follows:

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

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

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

The Company bases fair value of assets and liabilities on quoted market prices, prices for similar assets or liabilities, quoted prices in markets that are not active, and other inputs that are observable or can be corroborated by observable market data. If such information is not available, fair value is based upon internally developed models 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 amounts to reflect counterparty credit quality and the Company's creditworthiness, among other things, as well as unobservable parameters. Any such valuation

adjustments are applied consistently over time. The Company's valuation methodologies may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. While management believes the company's valuation methodologies are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine fair value of certain financial instruments could result in a different estimate of fair value at the reporting date. Furthermore, the reported fair value amounts have not been comprehensively revalued since the presentation dates, and therefore, estimates of fair value after the balance sheet date may differ significantly from the amount presented herein. A more detailed description of the valuation methodologies used for assets and liabilities measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy, is set forth below.

Table of Contents

Financial Assets and Liabilities

The Company used the following methods and significant assumptions to estimate fair value for financial assets and liabilities measured on a recurring basis.

Securities Available for Sale. Securities available for sale are reported at fair value utilizing Level 1, Level 2, and Level 3 inputs. The fair value of securities available for sale is determined by utilizing a market approach by obtaining quoted prices on nationally recognized securities exchanges (other than forced or distressed transactions) that occur in sufficient volume or matrix pricing, which is a mathematical technique used widely in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities. If such measurements are unavailable, the security is classified as Level 3. Significant judgment is required to make this determination.

The Company utilizes a third party pricing service provider to value its Level 1 and Level 2 investment securities. Annually, the Company obtains an independent auditor's report from its third party pricing service provider regarding its controls over investment securities. Although no control deficiencies were noted, the report did contain caveats and disclaimers regarding the pricing information, such as the Company should review fair values for reasonableness. On a quarterly basis, the Company selects a sample of its debt securities and reprices those securities with a third party that is independent of the primary pricing service provider to verify the reasonableness of the fair values. In addition, the Company selects a sample of securities and reviews the underlying support from the primary pricing service provider.

The Company has determined that its pooled trust preferred securities should be priced using Level 3 inputs in accordance with ASC Topic 820 and guidance issued by the SEC. The Company has determined that there are few observable transactions and market quotations available for pooled trust preferred securities and they are not reliable for purposes of determining fair value at March 31, 2014. Due to these circumstances, the Company has elected to utilize an income valuation approach produced by a third party pricing source. This third party model utilizes deferral and default probabilities for the underlying issuers, estimated prepayment rates and assumes no future recoveries of any defaults or deferrals. The Company then compares the values provided by the third party model with other external sources. At such time as there are observable transactions or quoted prices that are associated with an orderly and active market for pooled trust preferred securities, the Company will incorporate such market values in its estimate of fair values for these securities.

Derivatives. Derivatives are reported at fair value utilizing Level 2 inputs. The Company utilizes a market approach by obtaining dealer quotations to value its customer interest rate swaps. The Company's derivatives are included within its Other Assets and Other Liabilities in the accompanying consolidated balance sheets. Derivative assets are typically secured through securities with financial counterparties or cross collateralization with a borrowing customer. Derivative liabilities are typically secured through the Company pledging securities to financial counterparties or, in the case of a borrowing customer, by the right of setoff. The Company considers such factors such as the likelihood of default by itself and its counterparties, right of setoff, and remaining maturities in determining the appropriate fair value adjustments. All derivative counterparties approved by the Company's Asset and Liability Committee ("ALCO") are regularly reviewed, and appropriate business action is taken to adjust the exposure to certain counterparties, if necessary. Counterparty exposure is evaluated by netting positions that are subject to master netting agreements, as well as considering the amount of marketable collateral securing the position. This approach used to estimate impacted exposures to counterparties is also used by the Company to estimate its own credit risk in derivative liability positions. To date, no material losses have been incurred due to a counterparty's inability to pay any undercollateralized position. There was no significant change in the value of derivative assets and liabilities attributed to credit risk during the three months ended March 31, 2014.

The Company may be required, from time to time, to measure certain financial assets and financial liabilities at fair value on a nonrecurring basis. Financial assets measured at fair value on a nonrecurring basis include impaired loans reported at the fair value of the underlying collateral if repayment is expected solely from the collateral. Collateral values are estimated using Level 2 inputs based on observable market data for real estate collateral or Level 3 inputs for non-real estate collateral. The following table presents assets and liabilities measured at fair value (in thousands):

Table of Contents

	Total	Level 1	Level 2	Level 3	Total Gains (Losses)
March 31, 2014					
Recurring fair value measurements					
Financial Assets					
U.S. Government agencies	$2,213	$—	$2,213	$—	
Obligations of states and political subdivisions	39,793	—	39,793	—	
Mortgage-backed securities:					
U.S. Government agencies	281,503	—	281,503	—	
Private label	2,118	—	2,118	—	
Trust preferred securities	8,339	—	6,573	1,766	
Corporate securities	9,461	—	9,461	—	
Marketable equity securities	5,020	5,020	—	—	
Investment funds	1,493	1,493	—	—	
Derivative assets	5,591	—	5,591	—	
Financial Liabilities					
Derivative liabilities	5,591	—	5,591	—	
Nonrecurring fair value measurements					
Impaired loans	$11,189	$—	$—	$11,189	$(361)
Other real estate owned	9,537	—	—	9,537	(191)
December 31, 2013					
Recurring fair value measurements					
Financial Assets					
U.S. Government agencies	$2,365	$—	$2,365	$—	
Obligations of states and political subdivisions	41,548	—	41,548	—	
Mortgage-backed securities:					
U.S. Government agencies	278,108	—	278,108	—	
Private label	2,197	—	2,197	—	
Trust preferred securities	13,156	—	9,269	3,887	
Corporate securities	9,128	—	9,128	—	
Marketable equity securities	4,673	4,673	—	—	
Investment funds	1,485	1,485	—	—	
Derivative assets	3,538	—	3,538	—	
Financial Liabilities					
Derivative liabilities	3,538	—	3,538	—	
Nonrecurring fair value measurements					
Impaired loans	$11,714	$—	$—	$11,714	$(880)
Other real estate owned	$8,470	$—	$—	$8,470	$(1,108)

The table below presents a reconcilement of the Company’s financial assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) (in thousands):

	Three months ended March 31,	
	2014	2013

Beginning balance	$3,887	$2,385
Impairment losses on investment securities	—	—
Included in other comprehensive income	(2,121)	56
Dispositions	—	—
Transfers into Level 3	—	—
Ending Balance	$1,766	$2,441

Table of Contents

The Company utilizes a third party model to compute the present value of expected cash flows which considers the structure and term of each of the five respective pooled trust preferred securities and the financial condition of the underlying issuers. Specifically, the third party model details interest rates, principal balances of note classes and underlying issuers, the timing and amount of interest and principal payments of the underlying issuers, and the allocation of the payments to the note classes. The current estimate of expected cash flows is based on the most recent trustee reports and any other relevant market information including announcements of interest payment deferrals or defaults of underlying trust preferred securities. For issuing banks that have defaulted, management generally assumes no recovery. For issuing banks that have deferred its interest payments, management excludes the collateral balance associated with these banks and assumes no recoveries of such collateral balance in the future. The exclusion of such issuing banks in a current deferral position is based on such bank experiencing a certain level of financial difficulty that raises doubt about its ability to satisfy its contractual debt obligation, and accordingly, the Company excludes the associated collateral balance from its estimate of expected cash flows. Other assumptions used in the estimate of expected cash flows include expected future default rates and prepayments. Specifically, the model assumes annual prepayments of 1.0% with 100% at maturity and assumes 150 basis points of additional annual defaults from banks that are currently not in default or deferral. In addition, the model assumes no recoveries except for one trust preferred security which assumes that one of the banks currently deferring or in default will cure such positions.

The table below presents a reconcilement of the Company's financial assets and liabilities measured at fair value on a nonrecurring basis using significant unobservable inputs (Level 3), which solely relates to impaired loans that were remeasured and reported at fair value through a specific valuation allowance allocation of the allowance for loan losses based upon the fair value of the underlying collateral (in thousands). The fair value of impaired loans is estimated using one of several methods, including collateral value, liquidation value and discounted cash flows. The significant unobservable inputs used in the fair value measurement of collateral for collateral-dependent impaired loans primarily relate to discounts applied to the customers' reported amount of collateral. The amount of collateral discount depends upon the marketability of the underlying collateral. During the three months ended March 31, 2014 and 2013, collateral discounts ranged from 20% to 30%. During the three months ended March 31, 2014 and 2013, the Company had no Level 2 financial assets and liabilities that were measured on a nonrecurring basis.

	Three months ended March 31,	
	2014	2013
Beginning balance	$11,714	$10,679
Loans classified as impaired during the period	—	3,126
Specific valuation allowance allocations	(361)	(750)
	(361)	2,376
(Additional) reduction in specific valuation allowance allocations	730	—
Paydowns, payoffs, other activity	(894)	(321)
Ending balance	$11,189	$12,734

Non-Financial Assets and Liabilities

The Company has no non-financial assets or liabilities measured at fair value on a recurring basis. Certain non-financial assets measured at fair value on a non-recurring basis include other real estate owned ("OREO"), which is measured at the lower of cost or fair value, and goodwill and other intangible assets, which are measured at fair value for impairment assessments.

The table below presents OREO that was remeasured and reported at fair value based on significant unobservable inputs (Level 3) (in thousands):

Table of Contents

	Three months ended March 31,	
	2014	2013
Beginning balance	$8,470	$8,162
OREO remeasured at initial recognition:		
Carrying value of foreclosed assets prior to remeasurement	1,907	857
Charge-offs recognized in the allowance for loan losses	—	(310)
Fair value	1,907	547
OREO remeasured subsequent to initial recognition		
Carrying value of foreclosed assets prior to remeasurement	—	—
Fair value	(191)	—
Write-downs included in other non-interest expense	(191)	—
Acquired	—	3,492
Disposed	(649)	(1,693)
Ending balance	$9,537	$10,508

ASC Topic 825 “Financial Instruments” as amended, requires disclosure of fair value information about financial instruments, whether or not recognized in the balance sheet, for which it is practicable to estimate that value. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including discount rate and estimate of future cash flows. In that regard, the derived fair value estimates cannot be substantiated by comparison to independent markets and, in many cases, could not be realized in immediate settlement of the instrument. ASC Topic 825 excludes certain financial instruments and all nonfinancial instruments from its disclosure requirements. Accordingly, the aggregate fair value amounts presented do not represent the underlying value of the Company. The following methods and assumptions were used in estimating fair value for financial instruments:

Cash and cash equivalents: Due to their short-term nature, the carrying amounts reported in the consolidated balance sheets approximate fair value.

Securities: The fair value of securities, both available-for-sale and held-to-maturity, are generally based on quoted market prices or matrix pricing, which is a mathematical technique used widely in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities’ relationship to other benchmark quoted securities.

Net loans: The fair value of the loan portfolio is estimated by discounting the expected future cash flows using the current interest rates at which similar loans would be made to borrowers for the same remaining maturities. Loans were first segregated by type such as commercial, real estate and consumer, and were then further segmented into fixed, adjustable and variable rate categories. Expected future cash flows were projected based on contractual cash flows, adjusted for estimated prepayments.

Deposits: The fair values of demand deposits (i.e., interest and noninterest-bearing deposits, regular savings and other money market demand accounts) are, by definition, equal to their carrying values. The fair values of time deposits were estimated using discounted cash flow analyses. The discount rates used were based on rates currently offered for deposits with similar remaining maturities. The fair values of the time deposit liabilities do not take into consideration

the value of the Company's long-term relationships with depositors, which may have significant value.

Short-term debt: Securities sold under agreements to repurchase represent borrowings with original maturities of less than 90 days. The carrying amount of borrowings under purchase agreements approximate their fair value.

Long-term debt: The fair value of long-term borrowings is estimated using discounted cash flow analyses based on the Company's current incremental borrowing rates for similar types of borrowing arrangements and market conditions of similar debt instruments.

Table of Contents

Commitments and letters of credit: The fair values of commitments are estimated based on fees currently charged to enter into similar agreements, taking into consideration the remaining terms of the agreements and the counterparties' credit standing. The fair value of letters of credit is based on fees currently charged for similar agreements or on the estimated cost to terminate them or otherwise settle the obligations with the counterparties at the reporting date. The amounts of fees currently charged on commitments and letters of credit are deemed insignificant, and therefore, the estimated fair values and carrying values have not been reflected in the table below.

The following table represents the estimates of fair value of financial instruments (in thousands). This table excludes financial instruments for which the carrying amount approximates fair value. For short-term financial assets such as cash and cash equivalents, the carrying amount is a reasonable estimate of fair value due to the relatively short time between the origination of the instrument and its expected realization. For financial liabilities such as noninterest-bearing demand, interest-bearing demand and savings deposits, the carrying amount is a reasonable estimate of fair value due to these products having no stated maturity.

	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
March 31, 2014					
Assets:					
Cash and cash equivalents	$155,227	$155,227	$155,227	$—	$—
Securities available-for-sale	349,940	349,940	6,513	341,661	1,766
Securities held-to-maturity	14,344	15,015	—	15,015	—
Other securities	13,343	13,343	—	13,343	—
Net loans	2,535,991	2,558,456	—	—	2,558,456
Accrued interest receivable	7,843	7,843	7,843	—	—
Derivative assets	5,591	5,591	—	5,591	—
Liabilities:					
Deposits	2,829,517	2,837,371	1,766,754	1,070,617	—
Short-term debt	121,913	121,917	—	121,917	—
Long-term debt	16,495	16,464	—	16,464	—
Derivative liabilities	5,591	5,591	—	5,591	—
December 31, 2013					
Assets:					
Cash and cash equivalents	85,876	85,876	85,876	—	—
Securities available-for-sale	352,660	352,660	6,158	342,615	3,887
Securities held-to-maturity	4,117	5,335	—	5,335	—
Other securities	13,343	13,343	—	13,343	—
Net loans	2,585,622	2,609,524	—	—	2,609,524
Accrued interest receivable	6,866	6,866	6,866	—	—
Derivative assets	3,538	3,538	—	3,538	—
Liabilities:					
Deposits	2,785,133	2,793,620	1,707,527	1,086,093	—
Short-term debt	137,798	137,801	—	137,801	—
Long-term debt	16,495	16,495	—	16,495	—
Derivative liabilities	3,538	3,538	—	3,538	—

Table of Contents

Note M – Merger Related Costs

During the three months ended March 31, 2013, the Company incurred $5.5 million of merger-related costs in connection with the acquisition of Community on January 10, 2013. These costs were primarily for severance ($2.5 million), professional fees ($1.4 million) and data processing costs ($1.1 million).

Table of Contents

Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations

Critical Accounting Policies

The accounting policies of the Company conform with U.S. generally accepted accounting principles and require management to make estimates and develop assumptions that affect the amounts reported in the financial statements and related footnotes. These estimates and assumptions are based on information available to management as of the date of the financial statements. Actual results could differ significantly from management's estimates. As this information changes, management's estimates and assumptions used to prepare the Company's financial statements and related disclosures may also change. The most significant accounting policies followed by the Company are presented in Note One to the audited financial statements included in the Company's 2013 Annual Report to Shareholders. The information included in this Quarterly Report on Form 10-Q, including the Consolidated Financial Statements, Notes to Consolidated Financial Statements, and Management's Discussion and Analysis of Financial Condition and Results of Operations, should be read in conjunction with the financial statements and notes thereto included in the 2013 Annual Report of the Company. Based on the valuation techniques used and the sensitivity of financial statement amounts to the methods, assumptions, and estimates underlying those amounts, management has identified the determination of the allowance for loan losses, income taxes, other-than-temporary impairment on investment securities and purchased credit-impaired loans to be the accounting areas that require the most subjective or complex judgments and, as such, could be most subject to revision as new information becomes available.

The section Allowance and Provision for Loan Losses provides management's analysis of the Company's allowance for loan losses and related provision. The allowance for loan losses is maintained at a level that represents management's best estimate of probable losses in the loan portfolio. Management's determination of the adequacy of the allowance for loan losses is based upon an evaluation of individual credits in the loan portfolio, historical loan loss experience, current economic conditions, and other relevant factors. This determination is inherently subjective as it requires material estimates including the amounts and timing of future cash flows expected to be received on impaired loans that may be susceptible to significant change. The allowance for loan losses related to loans considered to be impaired is generally evaluated based on the discounted cash flows using the impaired loan's initial effective interest rate or the fair value of the collateral for certain collateral dependent loans.

The Company is subject to federal and state income taxes in the jurisdictions in which it conducts business. In computing the provision for income taxes, management must make judgments regarding interpretation of laws in those jurisdictions. Because the application of tax laws and regulations for many types of transactions is susceptible to varying interpretations, amounts reported in the financial statements could be changed at a later date upon final determinations by taxing authorities. On a quarterly basis, the Company estimates its annual effective tax rate for the year and uses that rate to provide for income taxes on a year-to-date basis. The amount of unrecognized tax benefits could change over the next twelve months as a result of various factors. However, management cannot currently estimate the range of possible change. The Company is currently open to audit under the statute of limitations by the Internal Revenue Service for the years ended December 31, 2010 through 2012. The Company and its subsidiaries state income tax returns are open to audit under the statute of limitations for the years ended December 31, 2010 through 2012.

On a quarterly basis, the Company performs a review of investment securities to determine if any unrealized losses are other-than-temporarily impaired. Management considers the following, amongst other things, in its determination of the nature of the unrealized losses, (i) the length of time and the extent to which the fair value has been less than cost, (ii) the financial condition, capital strength, and near-term (12 months) prospects of the issuer, including any specific events which may influence the operations of the issuer such as changes in technology that may impair the earnings potential of the investment or the discontinuance of a segment of the business that may affect the future earnings

potential; (iii) the historical volatility in the market value of the investment and/or the liquidity or illiquidity of the investment; (iv) adverse conditions specifically related to the security, an industry, or a geographic area; or (v) the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value. The Company continues to actively monitor the market value of these investments along with the financial strength of the issuers behind these securities, as well as its entire investment portfolio. Based on the market information available, the Company believes that the recent declines in market value are temporary and that the Company does not have the intent to sell any of the securities classified as available for sale and believes it is more likely than not that the Company will not have to sell any such securities before recovery of costs. The Company cannot guarantee that such securities will recover and if additional information becomes available in the future to suggest that the losses are other than temporary, the Company may need to record impairment charges in future periods. No impairment charges were recognized during the three months ended March 31, 2014 as a result of this review. The Company continues to actively monitor the market values of these investments along with the financial strength of the issuers behind these securities, as well as our entire investment portfolio.

Table of Contents

The Company values purchased credit-impaired loans at fair value in accordance with ASC Topic 310-30. In determining the estimated fair value, management considers several factors, such as estimated future credit losses, estimated prepayments, remaining lives of the acquired loans, estimated value of the underlying collateral and the net present value of the cash flows expected to be received. For these loans, the expected cash flows that exceed the fair value of the loan represent the accretable yield, which is recognized as interest income on a level-yield basis over the expected cash flow periods of the loans. The non-accretable difference represents the difference between the contractually required principal and interest payments and the cash flows expected to be collected based upon management's estimation. Subsequent decreases in the expected cash flows will require the Company to evaluate the need for additions to the Company's allowance for loan losses. Subsequent increases in the expected cash flows will result in a reversal of the provision for loan losses to the extent of prior charges with a corresponding adjustment to the accretable yield, which will result in the recognition of additional interest income over the remaining lives of the loans.

Financial Summary

Three months ended March 31, 2014 vs. 2013

The Company reported consolidated net income of $13.8 million, or $0.86 per diluted common share, for the three months ended March 31, 2014, compared to $8.0 million, or $0.51 per diluted common share, for the three months ended March 31, 2013. Return on average assets (“ROA”) was 1.63% and return on average equity (“ROE”) was 14.0% for the three months ended March 31, 2014 compared to 0.96% and 9.0%, respectively, for the first quarter of 2013.

The Company’s net interest income for the first quarter of 2014 increased $0.5 million compared to the first quarter of 2013 (see Net Interest Income). The Company recorded a provision for loan losses of $1.4 million for the first quarter of 2014 compared to $1.7 million for the first quarter of 2013 (see Allowance and Provision for Loan Losses). As further discussed under the caption Non-Interest Income and Expense, non-interest income remained flat at $14.3 million. Non-interest expenses for the three months ended March 31, 2014 decreased $6.0 million from the three months ended March 31, 2013.

Net Interest Income

Three months ended March 31, 2014 vs. 2013

The Company’s tax equivalent net interest income increased $0.4 million, or 1.5%, from $29.7 million for the first quarter of 2013 to $30.2 million for the first quarter of 2014. The Company’s reported net interest margin decreased from 4.18% for the quarter ended March 31, 2013 to 4.15% for the quarter ended March 31, 2014. Excluding the favorable impact of the accretion from the fair value adjustments ($2.2 million and $2.2 million), the net interest margin for the three months ended March 31, 2014 and 2013 would have been 3.85% and 3.87%, respectively.

The following schedule presents the actual and estimated future accretion related to the fair value adjustments on net interest income as a result of the Company's acquisitions (in thousands). The amounts in the table below require management to make significant assumptions based on estimated future default, prepayment and discount rates. Actual performance could be significantly different from that assumed, which could result in actual results being materially different than those estimated below.

Year Ended	Virginia Savings Loan Accretion	Certificates of Deposit	Community Loan Accretion	Certificates of Deposit	Total

2013	$3,512	$542	$9,907	$682	$14,643
1Q 2014	299	131	1,628	93	2,151
Remainder 2014	642	405	2,633	157	3,837
2015	545	518	2,765	160	3,988
2016	308	497	1,265	43	2,113
1Q 2017	50	—	285	4	339

Table of Contents

Table One
Average Balance Sheets and Net Interest Income
(In thousands)

Assets	Three months ended March 31, 2014			2013		
	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate
Loan portfolio[1]:						
Residential real estate[2]	$1,350,556	$13,746	4.13 %	$1,277,557	$13,720	4.36 %
Commercial, financial, and agriculture[2]	1,167,606	14,236	4.94	1,121,916	14,192	5.13
Installment loans to individuals[2],[3]	52,557	1,179	9.10	65,863	1,377	8.48
Previously securitized loans[4]	—	574	***	—	650	***
Total loans	2,570,719	29,735	4.69	2,465,336	29,939	4.93
Securities:						
Taxable	345,414	3,003	3.53	350,128	2,750	3.19
Tax-exempt[5]	28,074	433	6.26	32,991	498	6.12
Total securities	373,488	3,436	3.73	383,119	3,248	3.44
Deposits in depository institutions	8,831	—	—	9,033	—	—
Federal funds sold	—	—	—	29,932	13	0.18
Total interest-earning assets	2,953,038	33,171	4.56	2,887,420	33,200	4.66
Cash and due from banks	125,221			112,002		
Bank premises and equipment	82,214			80,958		
Other assets	246,091			259,335		
Less: allowance for loan losses	(21,221)			(19,472)		
Total assets	$3,385,343			$3,320,243		
Liabilities						
Interest-bearing demand deposits	$611,797	$176	0.12 %	$603,300	$178	0.12 %
Savings deposits	618,412	207	0.14	584,048	213	0.15
Time deposits[2]	1,070,065	2,370	0.90	1,106,982	2,836	1.04
Short-term borrowings	118,771	75	0.26	111,870	71	0.26
Long-term debt	16,495	150	3.69	16,495	157	3.86
Total interest-bearing liabilities	2,435,540	2,978	0.50	2,422,695	3,455	0.58
Noninterest-bearing demand deposits	517,207			498,404		
Other liabilities	38,705			42,615		
Stockholders' equity	393,891			356,529		
Total liabilities and stockholders' equity	$3,385,343			$3,320,243		
Net interest income		$30,193			$29,745	
Net yield on earning assets			4.15 %			4.18 %

Table of Contents

(1) For purposes of this table, non-accruing loans have been included in average balances and loan fees, which are immaterial, have been included in interest income.

(2) Included in the above table are the following amounts for the accretion of the fair value adjustments related to the acquisitions of Virginia Savings and Community:

	Three months ended March 31, 2014		
	Virginia Savings	Community	Total
Residential real estate	$151	$115	$266
Commercial, financial and agriculture	114	1,324	1,438
Installment loans to individuals	34	189	223
Time deposits	131	93	224
	$430	$1,721	$2,151

	Three months ended March 31, 2013		
	Virginia Savings	Community	Total
Residential real estate	$276	$188	$464
Commercial, financial and agriculture	673	610	1,283
Installment loans to individuals	36	60	96
Time deposits	178	160	338
	$1,163	$1,018	$2,181

(3) Includes the Company’s consumer and DDA overdrafts loan categories.

(4) Effective January 1, 2012, there is no carrying value of the Company’s previously securitized loans.

(5) Computed on a fully federal tax-equivalent basis assuming a tax rate of approximately 35%.

42

Table of Contents

Table Two
Rate/Volume Analysis of Changes in Interest Income and Interest Expense
(In thousands)

	Three months ended March 31, 2014 vs. 2013 Increase (Decrease)		
Interest-earning assets:	Due to Change In:		
	Volume	Rate	Net
Loan portfolio			
Residential real estate	$784	$(758)	$26
Commercial, financial, and agriculture	578	(533)	45
Installment loans to individual	(278)	80	(198)
Previously securitized loans	—	(77)	(77)
Total loans	1,084	(1,288)	(204)
Securities:			
Taxable	(37)	290	253
Tax-exempt[1]	(74)	9	(65)
Total securities	(111)	299	188
Federal funds sold	(13)	—	(13)
Total interest-earning assets	$960	$(989)	$(29)
Interest-bearing liabilities:			
Interest-bearing demand deposits	$3	$(5)	$(2)
Savings deposits	13	(19)	(6)
Time deposits	(95)	(371)	(466)
Short-term borrowings	4	—	4
Long-term debt	—	(7)	(7)
Total interest-bearing liabilities	$(75)	$(402)	$(477)
Net Interest Income	$1,035	$(587)	$448

(1) Fully federal taxable equivalent using a tax rate of approximately 35%.

Loans

The composition of the Company's loan portfolio as of the dates indicated follows:

Table Three
Loan Portfolio
(In thousands)

	March 31, 2014	December 31, 2013	March 31, 2013
Residential real estate	$1,214,785	$1,207,150	$1,149,411
Home equity – junior liens	141,929	143,390	138,333
Commercial and industrial	144,108	164,484	149,677
Commercial real estate	1,009,892	1,040,866	1,001,453
Consumer	42,320	46,402	55,274
DDA overdrafts	4,001	3,905	2,875
Total loans	$2,557,035	$2,606,197	$2,497,023

Loan balances decreased $49.2 million from December 31, 2013 to March 31, 2014. Residential real estate loans increased $7.6 million, or 0.6%, from December 31, 2013 to March 31, 2014. Residential real estate loans primarily consist of: (i) single-family 3 and 5 year adjustable rate mortgages with terms that amortize the loans over periods from 15-30 years and (ii) home

Table of Contents

equity loans secured by first liens. The Company's mortgage products do not include sub-prime, interest only, or option adjustable rate mortgage products. The Company's home equity loans are underwritten differently than 1-4 family residential mortgages with typically less documentation but lower loan-to-value ratios. Home equity loans consist of lines of credit, short-term fixed amortizing loans and non-purchase adjustable rate loans. At March 31, 2014, $17.7 million of the residential real estate loans were for properties under construction.

Junior lien home equity loans decreased $1.5 million during the first three months of 2014. Junior lien home equity loans consist of lines of credit, short-term fixed amortizing loans, and non-purchase adjustable rate loans with second lien positions.

Commercial real estate loans decreased $31.0 million, or 3.0%, from December 31, 2013 to March 31, 2014. At March 31, 2014, $28.9 million of the commercial real estate loans were for commercial properties under construction. Commercial and industrial loans ("C&I") decreased $20.4 million from December 31, 2013 to March 31, 2014. During the quarter ended March 31, 2014, a variety of factors led to the decline in commercial real estate and C&I loans - a $14 million participation loan was repurchased by the lead bank (a large community bank); a $9 million loan from an acquisition that was classified as substandard was repaid in full; a financially weak $9 million loan was refinanced by a smaller competitor that provided the borrower a cash out option; and various lines of credit experienced balance reductions.

Consumer loans decreased $4.1 million during the first three months of 2014. The consumer loan portfolio primarily consists of new and used automobile loans, personal loans secured by cash and cash equivalents, unsecured revolving credit products, and other similar types of credit facilities. The Company strategically decided to reduce consumer loans due to the acquisition of an indirect portfolio of loans associated with Community. These loans have higher loss percentages compared to the Company's historical consumer portfolio.

Allowance and Provision for Loan Losses

Management systematically monitors the loan portfolio and the adequacy of the allowance for loan losses ("ALLL") on a quarterly basis to provide for probable losses inherent in the portfolio. Management assesses the risk in each loan type based on historical trends, the general economic environment of its local markets, individual loan performance, and other relevant factors. Individual credits are selected throughout the year for detailed loan reviews, which are utilized by management to assess the risk in the portfolio and the adequacy of the allowance. Due to the nature of commercial lending, evaluation of the adequacy of the allowance as it relates to these loan types is often based more upon specific credit review, with consideration given to the potential impairment of certain credits and historical loss rates, adjusted for general economic conditions and other inherent risk factors. Conversely, due to the homogeneous nature of the real estate and installment portfolios, the portions of the allowance allocated to those portfolios are primarily based on prior loss history of each portfolio, adjusted for general economic conditions and other inherent risk factors.

In evaluating the adequacy of the allowance for loan losses, management considers both quantitative and qualitative factors. Quantitative factors include actual repayment characteristics and loan performance, cash flow analyses, and estimated fair values of underlying collateral. Qualitative factors generally include overall trends within the portfolio, composition of the portfolio, changes in pricing or underwriting, seasoning of the portfolio, and general economic conditions.

The allowance not specifically allocated to individual credits is generally determined by analyzing potential exposure and other qualitative factors that could negatively impact the adequacy of the allowance. Loans not individually evaluated for impairment are grouped by pools with similar risk characteristics and the related historical loss rates are adjusted to reflect current inherent risk factors, such as unemployment, overall economic conditions, concentrations of

credit, loan growth, classified and impaired loan trends, staffing, adherence to lending policies, and loss trends.

Determination of the allowance for loan losses is subjective in nature and requires management to periodically reassess the validity of its assumptions. Differences between actual losses and estimated losses are assessed such that management can timely modify its evaluation model to ensure that adequate provision has been made for risk in the total loan portfolio.

As a result of the Company's quarterly analysis of the adequacy of the ALLL, the Company recorded a provision for loan losses of $1.4 million in the first three months of 2014 and $1.7 million in the first three months of 2013. Changes in the amount of the provision and related allowance are based on the Company's detailed systematic methodology and are directionally consistent with changes in the composition and quality of the Company's loan portfolio. The Company believes its methodology for determining its ALLL adequately provides for probable losses inherent in the loan portfolio and produces a provision and allowance for loan losses that is directionally consistent with changes in asset quality and loss experience.

Table of Contents

The Company had net charge-offs of $0.9 million and $0.8 million for the first three months of 2014 and 2013, respectively. Net charge-offs in the first three months of 2014 consisted primarily of net charge-offs on residential real estate loans of $0.4 million, commercial real estate loans of $0.4 million and home equity loans of $0.1 million.

The Company's ratio of non-performing assets to total loans and other real estate owned decreased from 1.20% at December 31, 2013 to 1.19% at March 31, 2014. Excluded from this ratio are purchased credit-impaired loans in which the Company estimated cash flows and estimated a credit mark. These loans are considered performing loans provided that the loan is performing in accordance with the estimated expectations. Such loans would be considered non-performing loans if the loan's performance deteriorates below the initial expectations. The Company's ratio of non-performing assets to total loans and other real estate owned is less than half of the 2.99% non-performing asset ratio reported by the Company's peer group (bank holding companies with total assets between $1 and $5 billion), as of the most recently reported quarter ended December 31, 2013.

The ALLL at March 31, 2014 was $21.0 million compared to $20.6 million at December 31, 2013. Below is a summary of the changes in the components of the ALLL from December 31, 2013 to March 31, 2014.

The allowance allocated to the commercial real estate loan portfolio (see Table Seven) increased $0.5 million, or 4.50%, from $10.8 million at December 31, 2013 to $11.3 million at March 31, 2014. This increase was mainly attributable to the downgrade in two relationships.

The allowance related to the commercial and industrial loan portfolio remained flat at $1.1 million at March 31, 2014 (see Table Seven).

The allowance allocated to the residential real estate portfolio (see Table Seven) increased $0.4 million from $6.1 million at December 31, 2013 to $6.4 million at March 31, 2014. This increase was due to growth in the portfolio.

The allowance allocated to the home equity loan portfolio (see Table Seven) decreased from $1.7 million at December 31, 2013 to $1.5 million at March 31, 2014.

The allowance allocated to the consumer loan portfolio (see Table Seven) remained flat at $0.1 million at March 31, 2014.

The allowance allocated to overdraft deposit accounts (see Table Seven) decreased modestly from $0.9 million at December 31, 2013 to $0.8 million at March 31, 2014.

Based on the Company's analysis of the adequacy of the allowance for loan losses and in consideration of the known factors utilized in computing the allowance, management believes that the allowance for loan losses as of March 31, 2014, is adequate to provide for probable losses inherent in the Company's loan portfolio. Future provisions for loan losses will be dependent upon trends in loan balances including the composition of the loan portfolio, changes in loan quality and loss experience trends, and recoveries of previously charged-off loans, among other factors.

Table of Contents

Table Four
Analysis of the Allowance for Loan Losses
(In thousands)

	Three months ended March 31,		Year ended December 31,
	2014	2013	2013
Balance at beginning of period	$20,575	$18,809	$18,809
Charge-offs:			
Commercial and industrial	4	62	1,040
Commercial real estate	382	203	2,187
Residential real estate	427	591	2,181
Home equity	108	116	295
Consumer	84	3	454
DDA overdrafts	341	339	1,483
Total charge-offs	1,346	1,314	7,640
Recoveries:			
Commercial and industrial	63	1	84
Commercial real estate	30	18	785
Residential real estate	24	48	234
Home equity	—	—	—
Consumer	76	147	327
DDA overdrafts	259	274	1,128
Total recoveries	452	488	2,558
Net charge-offs	894	826	5,082
Provision for acquired loans	(12)	—	597
Provision for loan losses	1,375	1,738	6,251
Balance at end of period	$21,044	$19,721	$20,575
As a Percent of Average Total Loans:			
Net charge-offs (annualized)	0.14%	0.13%	0.20%
Provision for loan losses (annualized)	0.21%	0.28%	0.27%
As a Percent of Non-Performing Loans:			
Allowance for loan losses	100.09%	110.21%	90.25%

Table Five
Non-Accrual, Past-Due and Restructured Loans
(In thousands)

	As of March 31,		December 31,
	2014	2013	2013
Non-accrual loans	$20,594	$23,198	$22,361
Accruing loans past due 90 days or more	432	799	436
Total non-performing loans	21,026	23,997	22,797

The average recorded investment in impaired loans during the three months ended March 31, 2014 and 2013 was $12.3 million and $13.5 million, respectively. The Company recognized less than $0.1 million of interest income received in cash on non-accrual and impaired loans for the three months ended March 31, 2014. There was no interest income received in cash on non-accrual and impaired loans for the three months ended March 31, 2013. Approximately $0.1 million of interest income would have been recognized during both the three months ended

March 31, 2014 and March 31, 2013, if such loans had been current in accordance with their original terms. There were no commitments to provide additional funds on non-accrual, impaired, or other potential problem loans at March 31, 2014.

Table of Contents

Interest on loans is accrued and credited to operations based upon the principal amount outstanding. The accrual of interest income is generally discontinued when a loan becomes 90 days past due as to principal or interest unless the loan is well collateralized and in the process of collection. When interest accruals are discontinued, interest credited to income in the current year that is unpaid and deemed uncollectible is charged to operations. Prior-year interest accruals that are unpaid and deemed uncollectible are charged to the allowance for loan losses, provided that such amounts were specifically reserved.

Table Six
Impaired Loans
(In thousands)

	As of March 31,		As of December 31,
	2014	2013	2013
Impaired loans with a valuation allowance	$2,675	$3,126	$3,416
Impaired loans with no valuation allowance	9,026	10,358	9,178
Total impaired loans	$11,701	$13,484	$12,594
Allowance for loan losses allocated to impaired loans	$533	$750	$880

Table Seven
Allocation of the Allowance for Loan Losses
(In thousands)

	As of March 31,		As of December 31,
	2014	2013	2013
Commercial and industrial	$1,063	$504	$1,139
Commercial real estate	11,260	10,809	10,775
Residential real estate	6,410	5,875	6,057
Home equity	1,461	1,635	1,672
Consumer	74	76	77
DDA overdrafts	776	822	855
Allowance for Loan Losses	$21,044	$19,721	$20,575

Non-Interest Income and Non-Interest Expense

Three months ended March 31, 2014 vs. 2013
(In thousands)

	Three months ended March 31,			
	2014	2013	$ Change	% Change
Gains on sale of investment securities	$0.1	$0.1	$—	— %
Non-interest income, excluding gains on sale of investment securities	14.2	14.2	—	— %
Non-interest expense	23.4	29.4	(6.0)	(20.4)%

Non-Interest Income: Excluding investment security gains, non-interest income was steady at $14.2 million for both the first quarter of 2014 and the first quarter of 2013. Bankcard revenues increased $0.5 million, or 15.2%, due to increased usage by our customers from the first quarter of 2013, while insurance commissions were up $0.2 million, or 10.1%, on the strength of increased contingency payments. These increases were essentially offset by decreases in service charges of $0.4 million and other income of $0.3 million from the first quarter of 2013. Service charges were down primarily as a result of a much harsher winter

Table of Contents

in the first quarter of 2014 and the water crisis experienced in Charleston, West Virginia and surrounding areas during January 2014. Other income declined during the first quarter of 2014 due largely to a decline in fixed rate mortgages lending activity.

Non-Interest Expense: During the first quarter of 2013, the Company completed its acquisition of Community and recognized $5.5 million of acquisition and integration expenses. Excluding these expenses, non-interest expenses decreased $0.5 million, from $23.9 million in the first quarter of 2013 to $23.4 million in the first quarter of 2014. This decrease was largely attributable to a decline in other expenses of $1.3 million due to a decrease in non-income based taxes as a result of the recognition of previously unrecognized tax position resulting from the close of the statute of limitations for a previous tax year. This favorable difference was discrete to the first quarter of 2014. This decrease was partially offset by an increase in repossessed asset losses of $0.5 million and salaries and employee benefits of $0.2 million.

Income Tax Expense: The Company’s effective income tax rate for the three months ended March 31, 2014 was 29.6% compared to 34.4% for the year ended December 31, 2013, and 37.4% for the three months ended March 31, 2013. During the first quarter of 2014, the Company reduced income tax expense due to the recognition of previously unrecognized tax position resulting from the close of the statute of limitations for a previous tax year. Exclusive of this discrete item recognized in the first quarter of 2014, the Company’s tax rate from operations was 33.6%.

In the preparation of income tax returns, tax positions are taken based on interpretations of Federal and state income tax laws, for which the outcome of such positions may not be certain. The Company periodically reviews and evaluates the status of uncertain tax positions and may establish tax reserves for tax benefits that may not be realized. The amount of any such reserves are based on the standards for determining such reserves as set forth in current accounting guidance and the Company's estimate the amounts that may ultimately be due or owed (including interest). These estimates may change from time to time based on the Company's evaluation of developments subsequent to the filing of the income tax return, such as tax authority audits, court decisions, other tax law interpretations, or the closing of the statute of limitations. During the first quarter of 2014, the Company recognized $1.3 million of unrecognized tax benefits due to the expiration of the statute of limitations on certain items. The Company may release another $1.5 million over the next 12 months from its unrecognized tax benefit balance due to the expiration of the applicable statute of limitations, although there can be no assurances that this will occur.

Risk Management

Market risk is the risk of loss due to adverse changes in current and future cash flows, fair values, earnings or capital due to adverse movements in interest rates and other factors, including foreign exchange rates and commodity prices. Because the Company has no significant foreign exchange activities and holds no commodities, interest rate risk represents the primary risk factor affecting the Company’s balance sheet and net interest margin. Significant changes in interest rates by the Federal Reserve could result in similar changes in LIBOR interest rates, prime rates, and other benchmark interest rates that could affect the estimated fair value of the Company’s investment securities portfolio, interest paid on the Company’s short-term and long-term borrowings, interest earned on the Company’s loan portfolio and interest paid on its deposit accounts.

The Company’s Asset and Liability Committee (“ALCO”) has been delegated the responsibility of managing the Company’s interest-sensitive balance sheet accounts to maximize earnings while managing interest rate risk. ALCO, comprised of various members of executive and senior management, is also responsible for establishing policies to monitor and limit the Company’s exposure to interest rate risk and to manage the Company’s liquidity position. ALCO satisfies its responsibilities through monthly meetings during which product pricing issues, liquidity measures, and interest sensitivity positions are monitored.

In order to measure and manage its interest rate risk, the Company uses an asset/liability management and simulation software model to periodically update the interest sensitivity position of the Company's balance sheet. The model is also used to perform analyses that measure the impact on net interest income and capital as a result of various changes in the interest rate environment. Such analyses quantify the effects of various interest rate scenarios on projected net interest income.

The Company's policy objective is to avoid negative fluctuations in net income or the economic value of equity of more than 15% within a 12-month period, assuming an immediate parallel increase or decrease of 400 basis points. The Company measures the long-term risk associated with sustained increases and decreases in rates through analysis of the impact to changes in rates on the economic value of equity. Due to the current Federal Funds target rate of 25 basis points, the Company has chosen not to reflect a decrease of 25 basis points from current rates in its analysis.

The following table summarizes the sensitivity of the Company's net income to various interest rate scenarios. The results of the sensitivity analyses presented below differ from the results used internally by ALCO in that, in the analyses below, interest

Table of Contents

rates are assumed to have an immediate and sustained parallel shock. The Company recognizes that rates are volatile, but rarely move with immediate and parallel effects. Internally, the Company considers a variety of interest rate scenarios that are deemed to be possible while considering the level of risk it is willing to assume in “worst-case” scenarios such as shown by the following:

Immediate Basis Point Change in Interest Rates	Implied Federal Funds Rate Associated with Change in Interest Rates	Estimated Increase (Decrease) in Net Income Over 12 Months	Estimated Increase (Decrease) in Economic Value of Equity
March 31, 2014			
+400	4.25 %	+3.9 %	(4.2)%
+300	3.25	+4.9	(0.1)
+200	2.25	+4.2	+2.3
+100	1.25	+1.2	+1.4
December 31, 2013			
+400	4.25 %	+3.3 %	(6.4)%
+300	3.25	+4.3	(2.0)
+200	2.25	+3.3	+0.6
+100	1.25	+0.6	+0.4

These estimates are highly dependent upon assumptions made by management, including, but not limited to, assumptions regarding the manner in which interest-bearing demand deposit and saving deposit accounts reprice in different interest rate scenarios, changes in the composition of deposit balances, pricing behavior of competitors, prepayments of loans and deposits under alternative rate environments, and new business volumes and pricing. As a result, there can be no assurance that the estimates above will be achieved in the event that interest rates increase during 2014 and beyond. The estimates above do not necessarily imply that the Company will experience increases in net income if market interest rates rise. The table above indicates how the Company’s net income and the economic value of equity behave relative to an increase or decrease in rates compared to what would otherwise occur if rates remain stable.

Based upon the estimates above, the Company believes that its net income is positively correlated with increasing rates as compared to the level of net income the Company would expect if interest rates remain flat.

Liquidity

The Company evaluates the adequacy of liquidity at both the Parent Company level and at the banking subsidiary level. At the Parent Company level, the principal source of cash is dividends from its banking subsidiary, City National Bank ("City National"). Dividends paid by City National to the Parent Company are subject to certain legal and regulatory limitations. Generally, any dividends in amounts that exceed the earnings retained by City National in the current year plus retained net profits for the preceding two years must be approved by regulatory authorities. At March 31, 2014, City National could pay dividends up to $18.4 million plus net profits for the remainder of 2014, as defined by statute, up to the dividend declaration date without prior regulatory permission.

The Parent Company used cash obtained from the dividends received primarily to: (1) pay common dividends to shareholders, (2) remit interest payments on the Company’s junior subordinated debentures, and (3) fund repurchase of the Company’s common shares.

Over the next 12 months, the Parent Company has an obligation to remit interest payments approximating $0.6 million on the junior subordinated debentures held by City Holding Capital Trust III. Additionally, the Parent Company anticipates continuing the payment of dividends, which are expected to approximate $25.2 million on an annualized

basis over the next 12 months based on common shareholders of record at March 31, 2014. However, interest payments on the debentures can be deferred for up to five years under certain circumstances and dividends to shareholders can, if necessary, be suspended. In addition to these anticipated cash needs, the Parent Company has operating expenses and other contractual obligations, which are estimated to require $1.0 million of additional cash over the next 12 months. As of March 31, 2014, the Parent Company reported a cash balance of $22.2 million and management believes that the Parent Company's available cash balance, together with cash dividends from City National will be adequate to satisfy its funding and cash needs over the next twelve months.

Excluding the interest and dividend payments discussed above, the Parent Company has no significant commitments or obligations in years after 2014 other than the repayment of its $16.5 million obligation under the debentures held by City Holding

Table of Contents

Capital Trust III. However, this obligation does not mature until June 2038, or earlier at the option of the Parent Company. It is expected that the Parent Company will be able to obtain the necessary cash, either through dividends obtained from City National or the issuance of other debt, to fully repay the debentures at their maturity.

City National manages its liquidity position in an effort to effectively and economically satisfy the funding needs of its customers and to accommodate the scheduled repayment of borrowings. Funds are available to City National from a number of sources, including depository relationships, sales and maturities within the investment securities portfolio, and borrowings from the FHLB and other financial institutions. As of March 31, 2014, City National's assets are significantly funded by deposits and capital. Additionally, City National maintains borrowing facilities with the FHLB and other financial institutions that are accessed as necessary to fund operations and to provide contingency funding mechanisms. As of March 31, 2014, City National has the capacity to borrow an additional $1.5 billion from the FHLB and other financial institutions under existing borrowing facilities. City National maintains a contingency funding plan, incorporating these borrowing facilities, to address liquidity needs in the event of an institution-specific or systemic financial industry crisis. Also, although it has no current intention to do so, City National could liquidate its unpledged securities, if necessary, to provide an additional funding source. City National also segregates certain mortgage loans, mortgage-backed securities, and other investment securities in a separate subsidiary so that it can separately monitor the asset quality of these primarily mortgage-related assets, which could be used to raise cash through securitization transactions or obtain additional equity or debt financing if necessary.

The Company manages its asset and liability mix to balance its desire to maximize net interest income against its desire to minimize risks associated with capitalization, interest rate volatility, and liquidity. With respect to liquidity, the Company has chosen a conservative posture and believes that its liquidity position is strong. The Company's net loan to asset ratio is 74.6% as of March 31, 2014 and deposit balances fund 83.3% of total assets. The Company has obligations to extend credit, but these obligations are primarily associated with existing home equity loans that have predictable borrowing patterns across the portfolio. The Company has investment security balances with carrying values that totaled $377.6 million million at March 31, 2014, and that greatly exceeded the Company's non-deposit sources of borrowing which totaled $138.4 million. Further, the Company's deposit mix has a very high proportion of transaction and savings accounts that fund 52.0% of the Company's total assets.

As illustrated in the Consolidated Statements of Cash Flows, the Company generated $6.5 million of cash from operating activities during the first three months of 2014, primarily from interest income received on loans and investments, net of interest expense paid on deposits and borrowings. The Company generated $42.7 million of cash in investing activities during the first three months of 2014 primarily from the repayment of loans by its customers. The Company generated $20.2 million of cash in financing activities during the first three months of 2014, principally as a result of an increase in deposits ($44.6 million), partially offset by a decrease in short-term borrowings ($15.9 million), as well as cash dividends paid to the Company's common stockholders of $5.8 million.

Capital Resources

During the first three months of 2014, Shareholders' Equity increased $6.1 million, or 1.6%, from $387.6 million at December 31, 2013 to $393.8 million at March 31, 2014. This increase was primarily due to net income of $13.8 million, partially offset by dividends declared of $6.3 million.

Regulatory guidelines require the Company to maintain a minimum total capital to risk-adjusted assets ratio of 8.0%, with at least one-half of capital consisting of tangible common stockholders' equity and a minimum Tier I leverage ratio of 4.0%. Similarly, City National Bank is also required to maintain minimum capital levels as set forth by various regulatory agencies. Under capital adequacy guidelines, City National Bank is required to maintain minimum total capital, Tier I capital, and leverage ratios of 8.0%, 4.0%, and 4.0%, respectively. To be classified as "well capitalized," City National Bank must maintain total capital, Tier I capital, and leverage ratios of 10.0%, 6.0%, and

5.0%, respectively.

The Company's regulatory capital ratios for both City Holding and City National Bank as illustrated in the following table:

City Holding:	Minimum	Well-Capitalized	Actual March 31, 2014	December 31, 2013
Total	8.0 %	10.0 %	14.5 %	13.8 %
Tier I Risk-based	4.0	6.0	13.6	13.0
Tier I Leverage	4.0	5.0	10.1	9.8
City National Bank:				
Total	8.0 %	10.0 %	13.2 %	12.2 %
Tier I Risk-based	4.0	6.0	12.3	11.4
Tier I Leverage	4.0	5.0	9.1	8.6

As of March 31, 2014, management believes that City Holding Company, and its banking subsidiary, City National Bank, were "well capitalized." City Holding is subject to regulatory capital requirements administered by the Federal Reserve, while City National Bank is subject to regulatory capital requirements administered by the Office of the Comptroller of the Currency ("OCC") and the Federal Deposit Insurance Corporation ("FDIC"). Regulatory agencies can initiate certain mandatory actions if either City Holding or City National Bank fails to meet the minimum capital requirements, as shown above. As of March 31, 2014, management believes that City Holding and City National Bank meet all capital adequacy requirements.

In July 2013, the Federal Reserve published the final rules that establish a new comprehensive capital framework for banking organizations, commonly referred to as Basel III. These final rules substantially revise the risk-based capital requirements applicable to bank holding companies and depository institutions. The final rule is effective January 1, 2015 for smaller, non-complex banking organizations with full implementation by January 1, 2019.

Item 3 - Quantitative and Qualitative Disclosure About Market Risk

Table of Contents

The information called for by this item is provided under the caption “Risk Management” under Item 2—Management’s Discussion and Analysis of Financial Condition and Results of Operations.

Item 4 - Controls and Procedures

Pursuant to Rule 13a-15(b) under the Securities Exchange Act of 1934, the Company carried out an evaluation, with the participation of the Company’s management, including the Company’s Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company’s disclosure controls and procedures (as defined under Rule 13a-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based upon that evaluation, the Company’s Chief Executive Officer and Chief Financial Officer concluded that the Company’s disclosure controls and procedures are effective in timely alerting them to material information relating to the Company required to be included in the Company’s periodic SEC filings. There has been no change in the Company’s internal control over financial reporting during the quarter ended March 31, 2014 that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

Part II - OTHER INFORMATION

Item 1. Legal Proceedings

The Company is engaged in various legal actions that it deems to be in the ordinary course of business. As these legal actions are resolved, the Company could realize positive and/or negative impact to its financial performance in the period in which these legal actions are ultimately decided. There can be no assurance that current actions will have immaterial results, either positive or negative, or that no material actions may be presented in the future.

Item 1A. Risk Factors

There have been no material changes to the factors disclosed in Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2013.

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

The following table sets forth information regarding the Company's common stock repurchases transacted during the quarter:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
January 1 - January 31, 2014	—	$—	—	454,488
February 1 - February 28, 2014	63,145	$43.02	63,145	391,343
March 1 - March 31, 2014	5,000	$43.77	5,000	386,343

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

None.

Item 5. Other Information.

None.

Table of Contents

Item 6. Exhibits

(a) Exhibits

31(a)	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for Charles R. Hageboeck
31(b)	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for David L. Bumgarner
32(a)	Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for Charles R. Hageboeck
32(b)	Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for David L. Bumgarner
101.INS	XBRL Instance Document*
101.SCH	XBRL Taxonomy Extension Schema*
101.CAL	XBRL Taxonomy Extension Calculation Linkbase*
101.DEF	XBRL Taxonomy Extension Definition Linkbase*
101.LAB	XBRL Taxonomy Extension Label Linkbase*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase*

. Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability.

SIGNATURES

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

City Holding Company
(Registrant)

/s/ Charles R. Hageboeck
Charles R. Hageboeck
President and Chief Executive Officer
(Principal Executive Officer)

/s/ David L. Bumgarner
David L. Bumgarner
Senior Vice President, Chief Financial Officer and Principal Accounting Officer
(Principal Financial Officer)

Date: May 8, 2014