UNITED STATES FEDERAL DEPOSIT INSURANCE CORPORATION

WASHINGTON, D.C. 20429

FORM 10 - Q

(Mark one)
[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 2014

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period ________ to ________.

Commission File Number: FDIC Certificate No. 90211-0

HINGHAM INSTITUTION FOR SAVINGS
(Exact name of registrant as specified in its charter)

Massachusetts	04-1442480
(State of incorporation)	(I.R.S. Employer Identification Number)

55 Main Street, Hingham, MA 02043
(Address of Principal Executive Offices)

(781) 749-2200
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
(1) 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 ___ No __ [Not Applicable]

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

Large accelerated filer _________	Accelerated filer _______X______
Non-accelerated filer __________ (Do not check if a smaller reporting company)	Smaller reporting company ____________

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

At May 2, 2014, there were 2,128,750 shares of the registrant's common stock outstanding.

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<u>Exhibit No.</u>

31.1 Certifications – Chief Executive Officer

31.2 Certifications – Chief Financial Officer

32.1 Certification Pursuant to 18 U.S.C. §1350 – Chief Executive Officer

32.2 Certification Pursuant to 18 U.S.C. §1350 – Chief Financial Officer

PART I - FINANCIAL INFORMATION

ITEM 1 - FINANCIAL STATEMENTS

HINGHAM INSTITUTION FOR SAVINGS AND SUBSIDIARIES

Consolidated Balance Sheets

(Unaudited)	March 31, 2014	December 31, 2013
	(In Thousands)	
ASSETS		
Cash and due from banks	$ 17,409	$ 11,922
Short-term investments	110,830	90,925
Cash and cash equivalents	128,239	102,847
Certificates of deposit	12,763	13,011
Securities available for sale, at fair value	105,443	106,369
Federal Home Loan Bank stock, at cost	16,007	15,978
Loans, net of allowance for loan losses of $8,660,000 at March 31, 2014 and $8,509,000 at December 31, 2013	1,130,902	1,078,879
Foreclosed assets	983	271
Bank-owned life insurance	11,201	15,375
Premises and equipment, net	15,686	15,854
Accrued interest receivable	2,877	2,792
Deferred income tax asset, net	2,842	2,934
Other assets	12,630	2,131
Total assets	$ 1,439,573	$ 1,356,441
LIABILITIES AND STOCKHOLDERS' EQUITY		
Deposits	$ 1,010,347	$ 940,906
Federal Home Loan Bank advances	303,715	302,732
Mortgage payable	1,008	1,020
Mortgagors' escrow accounts	3,993	3,709
Accrued interest payable	424	490
Other liabilities	7,905	4,367
Total liabilities	1,327,392	1,253,224
Stockholders' equity:		
Preferred stock, $1.00 par value, 2,500,000 shares authorized; none issued	—	—
Common stock, $1.00 par value, 5,000,000 shares authorized; 2,128,750 shares issued and outstanding at March 31, 2014 and December 31, 2013	2,129	2,129
Additional paid-in capital	10,659	10,659
Undivided profits	99,250	90,449
Accumulated other comprehensive income (loss)	143	(20)
Total stockholders' equity	112,181	103,217
Total liabilities and stockholders' equity	$ 1,439,573	$ 1,356,441

See accompanying Notes to Unaudited Consolidated Financial Statements.

ITEM 1 - FINANCIAL STATEMENTS (continued)

HINGHAM INSTITUTION FOR SAVINGS AND SUBSIDIARIES

Consolidated Statements of Net Income

(Unaudited)	Three Months Ended March 31, 2014	Three Months Ended March 31, 2013
	(In Thousands, except for per share amounts)	
Interest and dividend income:		
Loans	$ 12,946	$ 11,788
Debt securities	91	109
Equity securities	114	38
Short-term investments and certificates of deposit	69	68
Total interest and dividend income	13,220	12,003
Interest expense:		
Deposits	1,437	1,429
Federal Home Loan Bank advances	1,055	1,208
Mortgage payable	15	16
Total interest expense	2,507	2,653
Net interest income	10,713	9,350
Provision for loan losses	150	100
Net interest income, after provision for loan losses	10,563	9,250
Other income:		
Customer service fees on deposits	243	238
Increase in cash surrender value of life insurance	93	109
Life insurance death benefit	6,302	—
Miscellaneous	68	50
Total other income	6,706	397
Operating expenses:		
Salaries and employee benefits	3,786	2,554
Data processing	283	239
Occupancy and equipment	510	481
Deposit insurance	190	167
Foreclosure	190	80
Marketing	136	78
Other general and administrative	640	619
Total operating expenses	5,735	4,218
Income before income taxes	11,534	5,429
Income tax provision	2,159	2,224
Net income	$ 9,375	3,205
Weighted average common shares outstanding:		
Basic	2,129	2,127
Diluted	2,131	2,129
Earnings per common share:		
Basic	$ 4.40	$ 1.51
Diluted	$ 4.40	$ 1.51

See accompanying Notes to Unaudited Consolidated Financial Statements.

ITEM 1 - FINANCIAL STATEMENTS (continued)

HINGHAM INSTITUTION FOR SAVINGS AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

	Three Months Ended March 31,	
	2014	2013
(Unaudited)	(In Thousands)	
Net income	$ 9,375	$ 3,205
Other comprehensive income (loss):		
Net unrealized gain (loss) on securities available for sale	255	(67)
Tax effect	(92)	24
	163	(43)
Comprehensive income	$ 9,538	$ 3,162

See accompanying Notes to Unaudited Consolidated Financial Statements.

ITEM 1 - FINANCIAL STATEMENTS (continued)

HINGHAM INSTITUTION FOR SAVINGS AND SUBSIDIARIES

Consolidated Statements of Changes in Stockholders' Equity
For the Three Months Ended
March 31, 2014 and 2013

(Unaudited)	Common Stock	Additional Paid-In Capital	Undivided Profits	Accumulated Other Comprehensive Income	Total Stockholders' Equity
			(In Thousands)		
Balance at December 31, 2012	$ 2,126	$ 10,519	$ 79,930	$ 224	$ 92,799
Comprehensive income	—	—	3,205	(43)	3,162
Stock option exercise, including tax effect of $24	1	68	—	—	69
Cash dividends declared – common ($0.26 per share)	—	—	(553)	—	(553)
Balance at March 31, 2013	$ 2,127	$ 10,587	$ 82,582	$ 181	$ 95,477
Balance at December 31, 2013	$ 2,129	$ 10,659	$ 90,449	$ (20)	$ 103,217
Comprehensive income	—	—	9,375	163	9,538
Cash dividends declared – common ($0.27 per share)	—	—	(574)	—	(574)
Balance at March 31, 2014	$ 2,129	$ 10,659	$ 99,250	$ 143	$ 112,181

See accompanying Notes to Unaudited Consolidated Financial Statements.

HINGHAM INSTITUTION FOR SAVINGS AND SUBSIDIARIES

Consolidated Statements of Cash Flows

(Unaudited)	Three Months Ended March 31, 2014	2013
	(In Thousands)	
Cash flows from operating activities:		
Net income	$ 9,375	$ 3,205
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	150	100
Amortization of securities, net	180	235
Amortization of deferred loan origination costs, net	36	49
Excess tax benefits from share-based compensation	—	(24)
Depreciation and amortization of premises and equipment	194	166
Increase in cash surrender value of life insurance	(93)	(109)
Write-down of foreclosed assets	81	—
Changes in operating assets and liabilities:		
Life insurance death benefit receivable	(6,302)	—
Accrued interest receivable and other assets	(15)	56
Accrued interest payable and other liabilities	4,068	1,347
Net cash provided by operating activities	7,674	5,025
Cash flows from investing activities:		
Activity in certificates of deposit:		
Maturities	1,388	1,481
Purchases	(1,140)	(744)
Activity in available-for-sale securities:		
Maturities, prepayments and calls	9,010	8,114
Purchases	(8,008)	(8,110)
Repayment of Federal Home Loan Bank stock	—	281
Purchase of Federal Home Loan Bank stock	(29)	—
Loans originated, net of payments received	(53,002)	(11,538)
Additions to premises and equipment	(26)	(316)
Net cash used in investing activities	(51,807)	(10,832)

(continued)

See accompanying Notes to Unaudited Consolidated Financial Statements.

Consolidated Statements of Cash Flows (concluded)

(Unaudited)	Three Months Ended March 31, 2014	2013
	(In Thousands)	
Cash flows from financing activities:		
Increase in deposits	69,441	6,990
Increase (decrease) in mortgagors' escrow accounts	284	(95)
Cash dividends paid on common stock	(1,171)	(1,127)
Proceeds from stock options exercised	—	45
Excess tax benefits from share-based compensation	—	24
Net repayments of borrowings with maturities of less than three months	(14,985)	—
Proceeds from Federal Home Loan Bank advances with maturities of three months or more	99,000	35,000
Repayment of Federal Home Loan Bank advances with maturities of three months or more	(83,032)	(25,030)
Repayment of mortgage payable	(12)	(11)
Net cash provided by financing activities	69,525	15,796
Net change in cash and cash equivalents	25,392	9,989
Cash and cash equivalents at beginning of period	102,847	87,334
Cash and cash equivalents at end of period	$ 128,239	$ 97,323
Supplementary information:		
Interest paid on deposit accounts	$ 1,439	$ 1,428
Interest paid on Federal Home Loan Bank advances and mortgage payable	1,134	1,226
Income taxes paid	656	510
Non-cash investing and financing activities:		
Transfer from loans to foreclosed assets	$ 793	$ —
Transfer of cash surrender value receivable from bank-owned life insurance to other assets	4,268	—

See accompanying Notes to Unaudited Consolidated Financial Statements.

HINGHAM INSTITUTION FOR SAVINGS AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements

March 31, 2014 and 2013

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The consolidated interim financial statements of Hingham Institution for Savings (the "Bank") have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial statements and with the instructions to SEC Form 10-Q and Article 10 of Regulation S-X. Accordingly they do not include all of the information and footnotes required by GAAP for complete financial statements.

Financial information as of March 31, 2014 and for the three months ended March 31, 2014 is unaudited, and in the opinion of management, reflects all adjustments necessary for a fair presentation of such information. Such adjustments were of a normal recurring nature. Interim results are not necessarily indicative of results to be expected for the entire year. The unaudited interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements of the Bank for the year ended December 31, 2013 filed on Form 10-K.

Earnings per common share

Basic earnings per common share represent income available to common stockholders divided by the weighted-average number of common shares outstanding during the period. Diluted earnings per share reflect additional common shares that would have been outstanding if dilutive potential common shares had been issued, as well as any adjustment to income that would result from the assumed issuance. Potential common shares that may be issued by the Bank relate solely to outstanding stock options and are determined using the treasury stock method.

Earnings per common share have been computed based on the following:

	Three Months Ended March 31	
	2014	2013
	(In Thousands)	
Average number of common shares outstanding used to calculate basic earnings per share	2,129	2,127
Effect of dilutive options	2	2
Average number of common shares outstanding used to calculate diluted earnings per common share	2,131	2,129

There were no antidilutive options for the quarters ended March 31, 2014 or March 31, 2013.

Loans

The Bank's loan portfolio includes residential real estate, commercial real estate, construction, home equity, commercial and consumer segments. A substantial portion of the loan portfolio is secured by real estate in the southeastern Massachusetts area. The ability of the Bank's debtors to honor their contracts is dependent upon the real estate, construction, and general economic conditions.

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or pay-offs are reported at their outstanding unpaid principal balances adjusted for charge-offs, the allowance for loan losses, and net deferred fees or costs on originated loans. Interest income is accrued on the unpaid principal balance. Loan origination fees, net of certain direct origination costs, are deferred and recognized as an adjustment of the related loan yield using the interest method.

The accrual of interest on mortgage and commercial loans is discontinued at the time a loan is 90 days past due (the loan is in default) unless the credit is well-secured and in process of collection. Personal loans are typically charged off no later than becoming 180 days past due. Past due status is based on contractual terms of the loan. In all cases, loans are placed on non-accrual or charged off at an earlier date if collection of principal or interest is considered doubtful.

All interest previously accrued but not collected for loans that are placed on non-accrual or charged off is reversed against interest income. The interest on these loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual status. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Allowance for loan losses

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

The allowance for loan losses is evaluated on a regular basis by management. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available. The allowance consists of general and allocated loss components, as further discussed below.

General component

The general component of the allowance for loan losses is based on historical loss experience adjusted for qualitative factors stratified by the following loan segments: residential real estate, commercial real estate, construction, home equity (equity lines of credit and second mortgages), commercial and consumer. Management uses a rolling average of historical losses based on a time frame (currently two years) appropriate to capture relevant loss data for each loan segment. This historical loss factor is adjusted for the following qualitative factors: levels/trends in delinquencies; trends in volume and terms of loans; effects of changes in risk selection and underwriting standards and other changes in lending policies, procedures and practices; experience/ability/depth of lending management and staff; and national and local economic trends and conditions. There were no changes in the Bank’s policies or methodology pertaining to the general component of the allowance for loan losses during the three months ended March 31, 2014.

The qualitative factors are determined based on the various risk characteristics of each loan segment. Risk characteristics relevant to each portfolio segment are as follows:

Residential real estate – The Bank generally does not originate loans with a loan-to-value ratio greater than 80 percent (without private mortgage insurance) and does not grant sub-prime loans. All loans in this segment are collateralized by owner-occupied residential real estate and repayment is dependent on the credit quality of the individual borrower. The overall health of the economy, including unemployment rates and housing prices, will have an effect on the credit quality in this segment.

Commercial real estate – Loans in this segment are primarily secured by income-producing properties throughout Massachusetts. Generally, loan amounts do not exceed 75% of the appraised value of the collateral nor are the loan amounts in excess of $12.0 million to any one borrower. The underlying cash flows generated by the properties are adversely impacted by a downturn in the economy as evidenced by increased vacancy rates which, in turn, will have an effect on the credit quality in this segment. Management obtains rent rolls annually and continually monitors the cash flows of these loans.

Construction – Loans in this segment include both owner-occupied and speculative real estate development loans for which payment is derived from sale of the property. Credit risk is affected by cost overruns, time to sell at an adequate price, the overall health of the economy and market conditions.

Home equity – Loans in this segment are generally collateralized by residential real estate and repayment is dependent on the credit quality of the individual borrower. The Bank generally does not originate loans with combined loan-to-value ratios greater than 70% when taking into account both the home equity loans and first mortgage loan. Similar to residential real estate, the overall health of the economy, including unemployment rates and housing prices, will have an effect on the credit quality in this segment.

Commercial – Loans in this segment are made to businesses and are generally secured by assets of the business. Repayment is expected from the cash flows of the business. A weakened economy, and resultant decreased consumer spending, will have an effect on the credit quality in this segment.

Consumer – Loans in this segment are generally unsecured and repayment is dependent on the credit quality of the individual borrower.

<u>Allocated component</u>

The allocated component relates to loans that are classified as impaired. Impairment is measured on a loan by loan basis for residential real estate, commercial real estate, construction, home equity and commercial loans. A loan is considered impaired when, based on current information and events, it is probable that a creditor will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Impaired loans are generally maintained on a non-accrual basis. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan-by-loan basis by either the present value of expected future cash flows discounted at the loan's effective interest rate, or the fair value of the collateral if the loan is collateral dependent. An allowance is established when the discounted cash flows (or collateral value) of the impaired loan is lower than the carrying value of that loan. Large groups of smaller balance homogeneous loans are collectively evaluated for impairment.

The Bank periodically may agree to modify the contractual terms of loans. When a loan is modified and a concession is made to a borrower experiencing financial difficulty, the modification is considered a troubled debt restructuring ("TDR"). All TDRs are initially classified as impaired.

NOTE 2: COMMITMENTS

At March 31, 2014 and December 31, 2013, outstanding loan commitments were as follows:

	March 31, 2014	December 31, 2013
	(In Thousands)	
Commitments to originate loans	$ 80,773	$ 66,582
Unused lines of credit	69,531	66,629
Unadvanced construction funds	37,232	26,771
Standby letters of credit	35	35
Total	$ 187,571	$ 160,017

At March 31, 2014, the Bank had the following contractual obligations outstanding:

	Payments Due by Year				
	Total	Less Than One Year	One to Three Years	Three to Five Years	More than Five Years
Contractual Obligations:			(In Thousands)		
Certificates of deposit	$ 367,493	$ 213,248	$ 136,441	$ 17,804	$ —
Federal Home Loan Bank advances	303,715	185,015	73,000	45,700	—
Data processing agreements*	3,247	890	1,466	891	—
Lease agreements**	949	245	303	201	200
Mortgage payable	1,008	48	106	119	735

* Estimated payments subject to change based on transaction volume.

** Leases contain provisions to pay certain operating expenses, the cost of which is not included above. Lease commitments are based on the initial contract term, or longer, when in the opinion of management, it is more likely than not that the lease will be renewed.

NOTE 3: DIVIDEND DECLARATION

On March 26, 2014, the Board of Directors declared a cash dividend of $0.27 per share to all stockholders of record as of April 10, 2014, payable April 21, 2014.

NOTE 4: FAIR VALUES OF ASSETS AND LIABILITIES

Determination of Fair Value

The Bank uses fair value measurements to record fair value adjustments to certain assets and to determine fair value disclosures of certain assets and liabilities. The fair value of a financial instrument is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. Fair value is best determined based upon quoted market prices. However, in many instances, there are no quoted market prices for the Bank's various financial instruments. 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 the discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the instrument.

The Bank groups its assets and liabilities measured or disclosed at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value, as follows:

Level 1 – Valuation is based on quoted prices in active exchange markets for identical assets or liabilities. Valuations are obtained from readily available pricing sources for market transactions involving identical assets.

Level 2 – Valuation is based on observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Valuation is based on unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using unobservable inputs to pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

Transfers between levels are recognized at the end of a reporting period, if applicable.

The following methods and assumptions were used by the Bank in estimating fair value disclosures:

<u>Cash and cash equivalents:</u> The carrying amounts of cash, due from banks, interest-bearing deposits and short-term investments approximate fair values based on the short-term nature of the assets.

<u>Certificates of deposit:</u> Fair values for certificates of deposit are based upon quoted market prices.

<u>Securities available for sale:</u> The securities measured at fair value in Level 1 are based on quoted market prices in an active exchange market and generally include marketable equity securities. Securities measured at fair value in Level 2 are based on pricing models that consider standard input factors such as observable market data, benchmark yields, interest rate volatilities, broker/dealer quotes, credit spreads and new issue data. These securities include U.S. Treasury obligations, government-sponsored enterprise obligations, FHLMC and FNMA bonds, corporate bonds and other securities. All fair value measurements are obtained from a third-party pricing service and are not adjusted by management.

<u>Federal Home Loan Bank stock:</u> The carrying value of Federal Home Loan Bank stock is deemed to approximate fair value based on the redemption provisions of the Federal Home Loan Bank of Boston.

<u>Loans:</u> For variable-rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values. Fair values for other loans are estimated using discounted cash flow analysis, using market interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. Fair values for non-performing loans are estimated using discounted cash flow analysis or underlying collateral values, where applicable.

<u>Deposits:</u> The fair values of non-certificate accounts are, by definition, equal to the amount payable on demand at the reporting date which is their carrying amount. Fair values for certificates of deposit are estimated using a discounted cash flow calculation that applies market interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits.

<u>Federal Home Loan Bank advances:</u> The fair values of the advances are estimated using discounted cash flow analysis based on the current incremental borrowing rates in the market for similar types of borrowing arrangements.

Mortgage payable: The fair value of the Bank's mortgage payable is estimated using discounted cash flow analysis based on the current incremental borrowing rates in the market for similar types of borrowing arrangements.

Mortgagors' escrow accounts: The carrying amounts of mortgagors' escrow accounts approximate fair value.

Accrued interest: The carrying amounts of accrued interest approximate fair value.

Off-balance-sheet instruments: Fair values for off-balance-sheet lending commitments are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing. At March 31, 2014 and December 31, 2013, the fair value of commitments outstanding is not significant since fees charged are not material.

Assets Measured at Fair Value on a Recurring Basis

Assets measured at fair value on a recurring basis are summarized below. There are no liabilities measured at fair value on a recurring basis.

	March 31, 2014			
	Level 1	Level 2	Level 3	Total Fair Value
	(In Thousands)			
Securities available for sale:				
Debt securities	$ —	$ 97,213	$ —	$ 97,213
Equity securities	8,230	—	—	8,230
Total securities available for sale	$ 8,230	$ 97,213	$ —	$ 105,443

	December 31, 2013			
	Level 1	Level 2	Level 3	Total Fair Value
	(In Thousands)			
Securities available for sale:				
Debt securities	$ —	$ 99,290	$ —	$ 99,290
Equity securities	7,079	—	—	7,079
Total securities available for sale	$ 7,079	$ 99,290	$ —	$ 106,369

Assets Measured at Fair Value on a Non-recurring Basis

The Bank may also be required, from time to time, to measure certain other assets on a non-recurring basis in accordance with generally accepted accounting principles. These adjustments to fair value usually result from application of lower-of-cost-or-market accounting, or write-downs of individual assets. The following table summarizes the fair value hierarchy used to determine each adjustment and the carrying value of the related individual assets as of March 31, 2014 and December 31, 2013. Total losses represent the losses recorded during the periods noted on assets held at the end of the period. There are no liabilities measured at fair value on a non-recurring basis at March 31, 2014 or December 31, 2013.

	March 31, 2014			Three Months Ended March 31, 2014
	Level 1	Level 2	Level 3	Total Losses
	(In Thousands)			(In Thousands)
Impaired loans	$ —	$ —	$ 644	$ —
Foreclosed assets	—	—	983	91
	$ —	$ —	$ 1,627	$ 91

	December 31, 2013		
	Level 1	Level 2	Level 3
	(In Thousands)		
Impaired loans	$ —	$ —	$ 645
Foreclosed assets	—	—	271
	$ —	$ —	$ 916

	March 31, 2013			Three Months Ended March 31, 2013
	Level 1	Level 2	Level 3	Total Losses
	(In Thousands)			(In Thousands)
Impaired loans	$ —	$ —	$ 1,137	$ 13
Foreclosed assets	—	—	471	—
	$ —	$ —	$ 1,608	$ 13

Losses applicable to impaired loans and foreclosed assets are estimated using the appraised value of the underlying collateral, discounting factors and other factors. The losses applicable to impaired loans are not recorded directly as an adjustment to current earnings or comprehensive income, but rather as a component in determining the overall adequacy of the allowance for loan losses. Management adjustments to the estimated fair value of impaired loans may result in increases or decreases to the provision for loan losses. Management will consider the circumstances of the individual loan or foreclosed asset when determining any estimated losses. This may include a review of an independent appraisal and if deemed necessary, an updated appraisal will be performed.

Summary of Fair Values of Financial Instruments

The estimated fair values, and related carrying amounts, of the Bank's financial instruments are as follows. Certain financial instruments and all nonfinancial instruments are exempt from disclosure requirements. Accordingly, the aggregate fair value amounts presented herein do not represent the underlying fair value of the Bank.

	March 31, 2014			
	Carrying Amount	Level 1	Level 2	Level 3
	(in Thousands)			
Financial assets:				
Cash and cash equivalents	$ 128,239	$ 128,239	$ —	$ —
Certificates of deposit	12,763	12,623	—	—
Securities available for sale	105,443	8,230	97,213	—
Federal Home Loan Bank stock	16,007	—	—	16,007
Loans, net	1,130,902	—	—	1,135,045
Accrued interest receivable	2,877	—	—	2,877
Financial liabilities:				
Deposits	$ 1,010,347	$ —	$ —	$ 1,013,842
Federal Home Loan Bank advances	303,715	—	307,452	—
Mortgage payable	1,008	—	—	1,234
Mortgagors' escrow accounts	3,993	—	—	3,993
Accrued interest payable	424	—	—	424

	December 31, 2013			
	Carrying Amount	Level 1	Level 2	Level 3
	(in Thousands)			
Financial assets:				
Cash and cash equivalents	$ 102,847	$ 102,847	$ —	$ —
Certificates of deposit	13,011	13,011	—	—
Securities available for sale	106,369	7,079	99,290	—
Federal Home Loan Bank stock	15,978	—	—	15,978
Loans, net	1,078,879	—	—	1,083,375
Accrued interest receivable	2,792	—	—	2,792
Financial liabilities:				
Deposits	$ 940,906	$ —	$ —	$ 944,556
Federal Home Loan Bank advances	302,732	—	307,846	—
Mortgage payable	1,020	—	—	1,231
Mortgagors' escrow accounts	3,709	—	—	3,709
Accrued interest payable	490	—	—	490

NOTE 5: SECURITIES AVAILABLE FOR SALE

The amortized cost and estimated fair value of securities available for sale, with gross unrealized gains and losses, follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(In Thousands)			
March 31, 2014				
Debt securities:				
U.S. Treasury	$ 10,005	$ 8	$ —	$ 10,013
Government-sponsored enterprises –FHLMC	34,169	11	(9)	34,171
Government-sponsored enterprises - FNMA	35,429	48	(10)	35,467
Government-sponsored enterprises - Other	17,438	15	(3)	17,450
Residential mortgage-backed	109	3	—	112
Total debt securities	97,150	85	(22)	97,213
Equity securities	8,070	260	(100)	8,230
Total securities available for sale	$ 105,220	$ 345	$ (122)	$ 105,443
December 31, 2013				
Debt securities:				
U.S. Treasury	$ 10,011	$ 13	$ —	$ 10,024
Government-sponsored enterprises –FHLMC	36,121	27	(12)	36,136
Government-sponsored enterprises - FNMA	37,474	28	(9)	37,493
Government-sponsored enterprises - Other	15,504	18	(4)	15,518
Residential mortgage-backed	116	3	—	119
Total debt securities	99,226	89	(25)	99,290
Equity securities	7,175	26	(122)	7,079
Total securities available for sale	106,401	$ 115	$ (147)	$ 106,369

Notes to Unaudited Consolidated Financial Statements (continued)

At March 31, 2014 and December 31, 2013, debt securities with a fair value of $97,213,000 and $99,290,000, respectively, were pledged to secure Federal Home Loan Bank advances.

The amortized cost and estimated fair value of debt securities by contractual maturity at March 31, 2014 are shown below. Expected maturities will differ from contractual maturities because of prepayments and scheduled payments on mortgage-backed securities. Further, certain obligors have the right to call bonds and obligations without prepayment penalties.

	Amortized Cost	Fair Value
	(In Thousands)	
Bonds and obligations:		
Within 1 year	$ 54,731	$ 54,768
Over 1 year to 5 years	42,310	42,333
	97,041	97,101
Residential mortgage-backed securities	109	112
Total debt securities	$ 97,150	$ 97,213

Information pertaining to securities with gross unrealized losses at March 31, 2014 and December 31, 2013, aggregated by investment category and length of time that individual securities have been in a continuous loss position, follows:

	Less Than Twelve Months		Over Twelve Months	
	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value
	(In Thousands)			
March 31, 2014				
Debt securities:				
Government-sponsored enterprises	$ 20	$ 16,136	$ 2	$ 4,007
Equity securities	100	5,389	—	—
Total temporarily impaired	$ 120	$ 21,525	$ 2	$ 4,007
December 31, 2013				
Debt securities:				
Government-sponsored enterprises	$ 25	$ 22,094	$ —	$ —
Equity securities	122	5,971	—	—
Total temporarily impaired	$ 147	$ 28,065	$ —	$ —

At March 31, 2014, 9 debt securities have unrealized losses with aggregate depreciation of less than 1% from the Bank’s amortized cost basis. These unrealized losses relate to debt securities secured by government-sponsored enterprises and result from changes in the bond markets since their purchase. Because the decline in market value is attributable to changes in interest rates and not the credit quality, and because the Bank does not intend to sell the securities and it is more likely than not that the Bank will not be required to sell the securities before recovery of their amortized cost bases, which may be maturity, the Bank does not consider these securities to be other-than-temporarily impaired at March 31, 2014.

At March 31, 2014, $5.4 million in equity securities had unrealized losses with aggregate depreciation of 2% from the Bank’s cost basis. No credit issues have been identified that cause management to believe the decline in market value is other than temporary, and the Bank has the ability and intent to hold these investments until a recovery of fair value.

NOTE 6: LOANS

A summary of the balances of loans are as follows:

	March 31, 2014	December 31, 2013
	(In Thousands)	
Mortgage loans:		
Residential	$ 529,666	$ 507,841
Commercial	528,040	498,592
Construction	54,526	53,520
Home equity	22,128	22,229
Second mortgages	2,618	2,775
Total mortgage loans	1,136,978	1,084,957
Other loans:		
Commercial	237	164
Consumer	731	749
Total other loans	968	913
Total loans	1,137,946	1,085,870
Allowance for loan losses	(8,660)	(8,509)
Net deferred loan origination costs	1,616	1,518
Loans, net	$ 1,130,902	$ 1,078,879

The Bank has sold mortgage loans in the secondary mortgage market and has retained the servicing responsibility and receives fees for the services provided. Loans sold and serviced for others amounted to $5,331,000 and $5,410,000 at March 31, 2014 and December 31, 2013, respectively. All loans serviced for others were sold without recourse provisions and are not included in the accompanying consolidated balance sheets.

The Bank has transferred a portion of its originated commercial real estate loans to participating lenders. The amounts transferred have been accounted for as sales and are therefore not included in the Bank's accompanying consolidated balance sheets. The Bank and participating lenders share ratably in any gains or losses that may result from a borrower's lack of compliance with contractual terms of the loan. The Bank continues to service the loans on behalf of the participating lenders and, as such, collects cash payments from the borrowers, remits payments to participating lenders and disburses required escrow funds to relevant parties. At March 31, 2014 and December 31, 2013, the Bank was servicing loans for participants aggregating $3,428,000 and $3,447,000, respectively.

A blanket lien on "qualified collateral", defined principally as 60-75% of the carrying value of first mortgage loans on certain owner-occupied residential property, 50% of the carrying value of first mortgage loans on certain non-owner-occupied residential property, 65% of the carrying value of first mortgage loans on certain multi-family residential property and 50% of the carrying value of loans on certain commercial property, is used to secure borrowings from the Federal Home Loan Bank of Boston.

Notes to Unaudited Consolidated Financial Statements (continued)

An analysis of the activity in the allowance for loan losses, by segment, for the periods ended March 31, 2014 and 2013 follows:

	Residential Real Estate	Commercial Real Estate	Construction	Home Equity	Commercial	Consumer	Total
				(In Thousands)			
Balance December 31, 2013	$ 3,327	$ 4,758	$ 364	$ 56	$ 1	$ 3	$ 8,509
Provision (credit) for loan losses	(50)	221	(8)	(13)	—	—	150
Loans charged-off	(10)	—	—	—	—	—	(10)
Recoveries of loans previously charged off	1	—	—	10	—	—	11
Balance March 31, 2014	$ 3,268	$ 4,979	$ 356	$ 53	$ 1	$ 3	$ 8,660
Balance December 31, 2012	$ 2,959	$ 4,368	$ 568	$ 102	$ 1	$ 1	$ 7,999
Provision (credit) for loan losses	253	(136)	(15)	(2)	—	—	100
Loans charged-off	(3)	—	—	—	—	—	(3)
Recoveries of loans previously charged off	—	120	—	—	—	—	120
Balance March 31, 2013	$ 3,209	$ 4,352	$ 553	$ 100	$ 1	$ 1	$ 8,216

An analysis of the allowance for loan losses, by segment, as of March 31, 2014 and December 31, 2013 follows:

	Residential Real Estate	Commercial Real Estate	Construction	Home Equity	Commercial	Consumer	Total
				(In Thousands)			
March 31, 2014							
Allowance for loans individually evaluated and deemed to be impaired	$ 307	$ 59	$ —	$ —	$ —	$ —	$ 366
Allowance for loans collectively or individually evaluated and not deemed to be impaired	2,961	4,920	356	53	1	3	8,294
	$ 3,268	$ 4,979	$ 356	$ 53	$ 1	$ 3	$ 8,660
Loans deemed to be impaired	$ 4,271	$ 4,948	$ —	$ 467	$ —	$ 1	$ 9,687
Loans not deemed to be impaired	525,395	523,092	54,526	24,279	237	730	1,128,259
	$ 529,666	$ 528,040	$ 54,526	$ 24,746	$ 237	$ 731	$ 1,137,946
December 31, 2013							
Allowance for loans individually evaluated and deemed to be impaired	$ 292	$ 62	$ —	$ —	$ —	$ —	$ 354
Allowance for loans collectively or individually evaluated and not deemed to be impaired	3,035	4,696	364	56	1	3	8,155
	$ 3,327	$ 4,758	$ 364	$ 56	$ 1	$ 3	$ 8,509
Loans deemed to be impaired	$ 3,782	$ 4,558	$ —	$ 632	$ —	$ 1	$ 8,973
Loans not deemed to be impaired	504,059	494,034	53,520	24,372	164	748	1,076,897
	$ 507,841	$ 498,592	$ 53,520	$ 25,004	$ 164	749	$ 1,085,870

Notes to Unaudited Consolidated Financial Statements (continued)

The following is a summary of past due and non-accrual loans at March 31, 2014 and December 31, 2013:

March 31, 2014	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Past Due	Loans on Non-accrual
			(In Thousands)		
Residential real estate	$ 3,986	$ 25	$ 284	$ 4,295	$ 2,985
Commercial real estate	3,663	176	999	4,838	2,956
Construction	916	105	—	1,021	—
Home equity	1,090	34	—	1,124	467
Consumer	1	1	—	2	1
Total loans	$ 9,656	$ 341	$ 1,283	$ 11,280	$ 6,409

December 31, 2013	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Past Due	Loans on Non-accrual
			(In Thousands)		
Residential real estate	$ 7,376	$ 1,569	$ 1,331	$ 10,276	$ 2,743
Commercial real estate	2,210	382	1,235	3,827	2,558
Construction	1,929	—	—	1,929	—
Home equity	1,076	—	127	1,203	633
Consumer	11	—	1	12	1
Total loans	$ 12,602	$ 1,951	$ 2,694	$ 17,247	$ 5,935

At March 31, 2014 and December 31, 2013 there were no loans past due 90 days or more and still accruing interest.

The following is a summary of impaired loans at March 31, 2014 and December 31, 2013:

	March 31, 2014			December 31, 2013		
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Recorded Investment	Unpaid Principal Balance	Related Allowance
			(In Thousands)			
Impaired loans without a valuation allowance:						
Residential real estate	$ 1,866	$ 1,866	$ —	$ 1,619	$ 1,619	$ —
Commercial real estate	2,747	2,747	—	2,349	2,349	—
Home equity	467	467	—	632	632	—
Consumer	1	1	—	1	1	—
Total	5,081	5,081	—	4,601	4,601	—
Impaired loans with a valuation allowance:						
Residential real estate	2,405	2,457	307	2,163	2,215	292
Commercial real estate	2,201	2,374	59	2,209	2,536	62
Total	4,606	4,831	366	4,372	4,751	354
Total impaired loans	$ 9,687	$ 9,912	$ 366	$ 8,973	$ 9,352	$ 354

The following is information pertaining to impaired loans for periods ended March 31, 2014 and 2013:

	Three Months Ended March 31, 2014			Three Months Ended March 31, 2013		
	Average Recorded Investment	Interest Income Recognized	Interest Income Recognized on Cash Basis	Average Recorded Investment	Interest Income Recognized	Interest Income Recognized on Cash Basis
	(In Thousands)					
Residential real estate	$ 4,111	$ 65	$ 62	$ 2,474	$ 29	$ 4
Commercial real estate	4,938	75	75	3,546	65	28
Home equity	522	7	6	122	5	1
Total	$ 9,571	$ 147	$ 143	$ 6,142	$ 99	$ 33

No additional funds are committed to be advanced in connection with impaired loans.

In the course of resolving non-performing loans, the Bank may choose to restructure the contractual terms of certain loans, with terms modified to fit the ability of the borrower to repay in line with its current financial status. A loan is considered a troubled debt restructure if, for reasons related to the debtor's financial difficulties, a concession is granted to the debtor that would not otherwise be considered. For the quarters ended March 31, 2014 and 2013, troubled debt restructurings were not considered material.

Credit Quality Information

The Bank uses a seven-grade internal rating system for residential real estate, commercial real estate, construction and commercial loans as follows:

Loans rated 1-3B: Loans in this category are considered "pass" rated with low to average risk.

Loans rated 4: Loans in this category are considered "special mention." These loans are currently protected, but exhibit conditions that have the potential for weakness. The borrower may be affected by unfavorable economic, market or other external conditions that may affect their ability to repay the debt. These may also include credits where there is deterioration of the collateral or have deficiencies which may affect the Bank's ability to collect on the collateral. This rating is consistent with the "Other Assets Especially Mentioned" category used by the FDIC regulatory agency.

Loans rated 5: Loans in this category are considered "substandard." Generally, a loan is considered substandard if it is inadequately protected by the current net worth and paying capacity of the obligors and/or the collateral pledged. There is a distinct possibility that the Bank will sustain some loss if the weakness is not corrected.

Loans rated 6: Loans in this category are considered "doubtful." Loans classified as doubtful have all the weaknesses inherent in those classified substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, highly questionable and improbable.

Loans rated 7: Loans in this category are considered uncollectible ("loss") and of such little value that their continuance as loans is not warranted.

Commercial loans are assigned an initial grade at the origination of the loan. After origination, the Bank has a quality control program performed by an independent third party. On a quarterly basis, all commercial, construction and residential real estate loan relationships with individual loans $500,000 or more are assigned a risk rating. An in-depth review is performed on all relationships totaling $850,000 or greater along with loans on the Bank's Watchlist. Watchlist loans are those loans that are more than two payments past due at the end of the quarter, loans rated four or higher in a previous review, loans that are determined to be troubled debt restructures or loans past contractual maturity. Results of the review are reported to the Bank's Audit Committee on a quarterly basis and become the mechanism for monitoring the overall credit quality of the portfolio.

The following table presents the Bank's loans by risk rating as of March 31, 2014 and December 31, 2013:

Rating	Residential Real Estate	Commercial Real Estate	Construction	Commercial
	(In Thousands)			
March 31, 2014				
1- 3B	$ 523,966	$ 522,788	$ 54,526	$ 237
4	5,286	4,643	—	—
5	414	609	—	—
	$ 529,666	$ 528,040	$ 54,526	$ 237
December 31, 2013				
1- 3B	$ 502,866	$ 494,356	$ 53,520	$ 164
4	3,480	3,062	—	—
5	1,495	1,174	—	—
	$ 507,841	$ 498,592	$ 53,520	$ 164

For home equity and consumer loans management uses delinquency reports as the key credit quality indicator.

NOTE 7: NEW ACCOUNTING PRONOUNCEMENTS

In January 2014, the Financial Accounting Standards Board issued Accounting Standards Update No. 2014-04, *Troubled Debt Restructurings by Creditors (Subtopic 310-40), Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure.* This update is intended to reduce diversity in the application of guidance by clarifying when an in substance repossession or foreclosure occurs, that is, when a creditor should be considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan such that the loan receivable should be derecognized and the real estate property recognized. Amendments in this update are effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2014. Adoption of this guidance is not expected to have a material impact on the Bank's consolidated financial statements.

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

FORWARD-LOOKING STATEMENTS

The following discussion of the financial condition and results of operations of the Bank should be read in conjunction with the Consolidated Financial Statements and Notes thereto included elsewhere in this Quarterly Report on Form 10-Q and our Annual Report on Form 10-K for the year ended December 31, 2013. Matters discussed in this Quarterly Report on Form 10-Q and in our public disclosures, whether written or oral, relating to future events or our future performance, including any discussion, express or implied, of our anticipated growth, operating results, future earnings per share, plans and objectives, contain 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. These statements are often identified by the words “believe”, “plan”, “estimate”, “project”, “target”, “continue”, “intend”, “expect”, “future”, “anticipate”, and similar expressions that are not statements of historical fact. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict, including changes in political and economic climate, interest rate fluctuations and competitive product and pricing pressures within the Bank’s market, bond market fluctuations, personal and corporate customers’ bankruptcies and inflation. Our actual results and timing of certain events could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including, but not limited to, those set forth under “Risk Factors” and elsewhere in this Quarterly Report on Form 10-Q and in our other public filings with the FDIC. It is routine for internal projections and expectations to change as the year or each quarter in the year progresses, and therefore, it should be clearly understood that all forward-looking statements and the internal projections and beliefs upon which we base our expectations included in this Quarterly Report on Form 10-Q are made only as of the date of this Quarterly Report on Form 10-Q and may change. While we may elect to update forward-looking statements at some point in the future, we do not undertake any obligation to update any forward-looking statements whether as a result of new information, future events or otherwise.

INTRODUCTION

Net income increased $6.2 million, or 193%, for the first quarter of 2014 as compared to the same quarter of 2013. Earnings for 2014 included a one-time net gain of approximately $5.7 million related to non-taxable life insurance death benefit income of $6,302,000 less an accrual of $949,000 for a contractual death benefit liability, and $388,000 in related income tax benefits. Below is a summary of the transaction recorded during the first quarter of 2014:

Death benefit receivable from life insurance policies	$	10,570
Less cash surrender value of the policies		4,268
Net non-taxable income from death benefit recorded in other income		6,302
Contractual death benefit obligation		(1,200)
Accrued liability at time of death event		251
Accrual adjustment for contractual death benefit obligation recorded in salaries and benefits expense		(949)
Less related tax benefit		388
Net expense related to contractual death benefit obligation		(561)
Net gain from life insurance/death benefit transaction	$	5,741

Excluding this event, net income increased $429,000, or 13%, for the first quarter of 2014 as compared to the same quarter of 2013 due principally to a $1.4 million, or 15%, increase in net interest income, partially offset by an increase of $568,000, or 13%, in operating expenses, an increase of $50,000 in the provision for loan losses and a $323,000 increase in the income tax provision.

During the first three months of 2014, the Bank originated $95.5 million in loans, resulting in net loan growth of $52.0 million after giving effect to continued loan prepayments. At March 31, 2014, loans continue to be the Bank's largest component of total assets at 79%. Non-performing assets were 0.51% of total assets at March 31, 2014 as compared to 0.46% at December 31, 2013 and 0.36% at March 31, 2013. Management believes that these assets are significantly collateralized, pose minimal risk of loss to the Bank, and that the appropriate reserves are included in the allowance for loan losses that are sufficient to absorb such losses, if any.

During the first three months of 2014, $9.0 million of the Bank's securities matured, paid down or were called and the proceeds were reinvested in the securities portfolio.

During the first three months of 2014, the Bank received $69.4 million in net new deposits. The increase in deposit balances is attributable to a combination of the new branch opened on Nantucket Island in August 2013, the Bank soliciting deposits using an internet posting service and organic growth in deposits at the other 10 branches. The increase in deposits, along with the increase in Federal Home Loan Bank of Boston ("FHLB") borrowings, was used to support loan growth and maintain higher levels of liquidity.

The Bank continues to exceed all of the minimum regulatory capital requirements.

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2014 AND 2013

GENERAL

The Bank reported net income of $9.4 million for the quarter ended March 31, 2014 as compared to $3.2 million for the quarter ended March 31, 2013. Net income was $4.40 per share (basic and diluted) for the quarter ended March 31, 2014 as compared with $1.51 per share (basic and diluted) for the same period in 2013. Earnings for the quarter ended March 31, 2014 were positively impacted by an increase of $6.7 million in other income, an increase of $1.4 million in net interest income and a decrease in the income tax provision. These changes were partially offset by an increase of $1.5 million in operating expenses and an increase of $50,000 in the provision for loan losses.

NET INTEREST INCOME

Net interest income was impacted by the increase in new loan volume offset by lower market interest rates. As short-term market rates fall, rates paid to depositors decrease and maturing borrowings may be refinanced at lower rates. New loans and securities may earn lower rates. Adjustable rate loans may also re-set at lower rates.

During the last four years, interest rates have been at historical lows as the Federal Reserve Bank has lowered the Federal Funds rate to near zero and implemented a security purchase program geared towards keeping longer-term rates at historical lows in an effort to stabilize financial markets and stimulate the overall economy. More recently, longer-term rates have stabilized and started to increase; however the extended period of lower rates is affecting the loan portfolio at a greater rate than the deposit and borrowing yields.

For the quarter ended March 31, 2014, the weighted average rate spread and net interest margin were 3.09% and 3.20%, respectively, as compared to 3.08% and 3.20%, respectively, for the quarter ended March 31, 2013. Although average earning assets increased by $173.3 million, or 15%, the yield on total earning assets decreased by 17 basis points. Average interest bearing liabilities increased by $147.8 million, or 14%, and the rate paid on interest-bearing liabilities decreased by 18 basis points.

Net interest income was $10.7 million for the first quarter of 2014 and $9.4 million for the first quarter of 2013. The $1.4 million increase was due to a 15% increase in average earning assets. The weighted average rate spread remained relatively flat with a 1 basis point increase in the first quarter of 2014 compared to the first quarter of 2013.

The following table details components of net interest income and yields/rates on average earning assets/liabilities.

	Three Months Ended March 31,					
	2014			2013		
	AVERAGE BALANCE	INTEREST	YIELD/ RATE	AVERAGE BALANCE	INTEREST	YIELD/ RATE
	(Dollars in Thousands)					
Loans (1) (2)	$ 1,114,240	$ 12,946	4.65 %	$ 957,700	$ 11,788	4.92 %
Securities (3) (4)	119,187	205	0.69	115,709	147	0.51
Short-term investments and certificates of deposit	107,004	69	0.26	93,708	68	0.29
Total earning assets	1,340,431	13,220	3.94	1,167,117	12,003	4.11
Other assets	38,219			35,930		
Total assets	$ 1,378,650			$ 1,203,047		
Interest-bearing deposits (5)	$ 869,209	1,437	0.66	$ 793,936	1,429	0.72
Borrowed funds	307,325	1,070	1.39	234,782	1,224	2.09
Total interest-bearing liabilities	1,176,534	2,507	0.85	1,028,718	2,653	1.03
Demand deposits	92,206			76,176		
Other liabilities	2,438			2,629		
Total liabilities	1,271,178			1,107,523		
Stockholders' equity	107,472			95,524		
Total liabilities and stockholders' equity	$ 1,378,650			$ 1,203,047		
Net interest income		$ 10,713			$ 9,350	
Weighted average rate spread			3.09 %			3.08 %
Net interest margin (6)			3.20 %			3.20 %
Average interest-earning assets to average interest-bearing liabilities (7)			113.93 %			113.45 %

(1) Before allowance for loan losses.
(2) Includes non-accrual loans.
(3) Excludes the impact of the average net unrealized gain or loss on securities available for sale.
(4) Includes Federal Home Loan Bank stock.
(5) Includes mortgagors' escrow accounts.
(6) Net interest income divided by average total earning assets.
(7) Total earning assets divided by total interest-bearing liabilities

The following table presents information regarding changes in interest and dividend income and interest expense of the Bank for the periods indicated. For each category, information is provided with respect to the change attributable to volume (change in volume multiplied by old rate) and the change in rate (change in rate multiplied by old volume). The change attributable to both volume and rate is allocated proportionately to the change due to volume and rate.

	Three Months Ended March 31, 2014 Compared to the Three Months Ended March 31, 2013 Increase (Decrease)		
	Due to		
	Volume	Rate	Total
	(In Thousands)		
Interest and dividend income:			
Loans	$ 1,846	$ (688)	$ 1,158
Securities and FHLB stock	5	53	58
Short-term investments and certificates of deposit	9	(8)	1
Total interest and dividend income	1,860	(643)	1,217
Interest expense:			
Deposits	130	(122)	8
Borrowed funds	318	(472)	(154)
Total interest expense	448	(594)	(146)
Net interest income	$ 1,412	$ (49)	$ 1,363

Interest and dividend income increased by $1.2 million to $13.2 million for the first quarter of 2014, as compared to $12.0 million for the first quarter of 2013. The yield on total interest-earning assets was 3.94% for the quarter ended March 31, 2014 as compared to 4.11% for the quarter ended March 31, 2013.

Interest income on loans increased $1.2 million when comparing the two periods, primarily resulting from a 16% increase in average loan balances, offset, in part by a 27 basis point decrease in yield. Both short-term and long-term rates have remained at historic lows. Loans that reset to market rates, such as prime-based home equity loans and commercial lines remained relatively stable. Adjustable rate residential and commercial mortgages with reset dates in 2013 and through the first three months of 2014 were impacted by lower market rates. Additionally, the Bank encountered significant pre-payments for most of 2013 as borrowers refinanced into lower rates. These pre-payments have slowed somewhat during the first quarter of 2014.

Securities and short-term investments accounted for 17% of the total average earning assets for the quarter ended March 31, 2014 and 18% for the same period in 2013. Income for these categories combined increased $59,000 when comparing the two periods primarily due to an increase of 16.8 million in average balances combined with higher yields. During the fourth quarter of 2013 and the first quarter 2014, the Bank has purchased a limited amount of bank equities that have provided a higher yield than other portfolio securities. Additionally, the FHLB increased their dividend rate during the first quarter of 2014.

The average rate on interest-bearing liabilities decreased to 0.85% for the first quarter of 2014 from 1.03% for the comparable quarter of 2013. Total interest expense decreased by $146,000 when comparing the quarters ended March 31, 2014 and 2013. Deposits have been the primary source of funding growth.

Interest expense on deposits increased by $8,000 due an increase of $75.3 million in average interest-bearing deposits which was almost entirely offset by a 6 basis point decrease in the weighted average rate. The rates paid on deposit accounts were lowered during the last nine months of 2013 and through the first three months of 2014 and reflect market conditions. The Bank has benefitted from the lower interest rate environment as certificates roll at lower rates and rates paid on savings and transaction account products are lowered. Certificate balances increased by $24.2 million from December 31, 2013 to March 31, 2014 and non-certificate accounts increased by $45.3 million during the same period. Non-certificate accounts represent

65.6% of total deposits at March 31, 2014 compared to 65.5% at December 31, 2013. Generally, most mutual fund and broker related money market products are indexed to short-term rates. A combination of more attractive rates on bank products, along with deposit insurance coverage, has produced strong growth in our transaction accounts, money market and short-term certificate products. The increase in deposit balances has allowed the Bank to fund lending activity and maintain an elevated level of liquidity.

Interest expense on borrowed funds for the first quarter of 2013 decreased $154,000 as compared to the same quarter in 2013, due primarily to a 70 basis point decrease in the weighted average rate, offset in part by a $72.5 million increase in average outstanding balance. The combination of higher growth in deposit products along with borrowed funds have been the primary source for funding asset growth.

PROVISION FOR LOAN LOSSES

At March 31, 2014, management's review of the allowance for loan losses concluded that a balance of $8.7 million was adequate to provide for losses based upon evaluation of risk in the loan portfolio. During the first quarter of 2014, management provided $150,000 to achieve such a loan loss allowance balance at March 31, 2014. The Bank recorded recoveries totaling $11,000 and charge-offs totaling $10,000 for the first quarter of 2014. Due to the significant growth in the loan portfolio the Bank increased the provision for loan losses for the three months ended March 31, 2014 compared to the same period in 2013. Comparably, at March 31, 2013, management’s evaluation of the balance of the allowance for loan losses indicated the need for a quarterly provision of $100,000.

At March 31, 2014, the allowance for loan losses represented 0.76% of gross loans as compared to 0.78% at December 31, 2013 and 0.85% at March 31, 2013. Management considers many factors when evaluating the balance in the loan loss allowance. Beginning with historical charge-offs, adjustments are made to assess trends in portfolio volume, maturity and composition, trends in delinquencies and the national and local economic condition. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available. In particular, at March 31, 2014, management considered the stabilization in the financial markets and local trends in the real estate market as key factors in the allowance calculation. Management believes that its loans classified as non-accrual are significantly collateralized, pose minimal risk of loss to the Bank and the allowance for loan losses is sufficient to absorb such losses. However, management continues to monitor the loan portfolio and additional reserves will be recorded if necessary.

See Note 6 to interim consolidated financial statements and “Loans and Foreclosed Real Estate” included in this Management’s Discussion and Analysis for additional information pertaining to the allowance for loan losses.

OTHER INCOME

Other income is comprised of customer service fees, increases in the cash surrender value of life insurance policies and miscellaneous income. In 2014 it also includes a non-taxable life insurance death benefit of $6.3 million representing the difference between the death benefit payment of $10.6 million and the cash surrender value of the related policies totaling $4.3 million. Total other income was $6.7 million for the quarter ended March 31, 2014 compared to $397,000 for the same period in 2013. Customer service fees increased by $5,000 compared to the previous year due to an increase in customer activity. Additionally, the Bank saw an increase in miscellaneous income related to rental income on Bank properties. These increases were partially offset by decrease in income on bank-owned life insurance as some of the policies were in process of being paid out.

OPERATING EXPENSES

Total operating expenses were $5.7 million, or an annualized 1.46% of average total assets, for the quarter ended March 31, 2014 as compared to $4.2 million, or 1.40% of average total assets, for the same quarter of 2013. Operating expenses include salaries and employee benefits, data processing, occupancy and equipment, deposit insurance, foreclosure, marketing and other general and administrative expenses.

Salaries and employee benefits expenses rose $1.2 million, or 48%, primarily due to an accrual for $949,000 to adjust a death benefit liability related to a former executive officer. Adjusting for this transaction, salaries and employee benefits increased $284,000, or 11%, due to annual merit-based salary increases, higher payroll taxes, rising medical insurance costs and staff additions.

Data processing expenses increased by $44,000, or 18%, primarily due to increased data processing charges associated with improvements made to Bank systems along with growth in the number of customer accounts.

Occupancy and equipment expenditures increased by $29,000, or 6%, due to costs associated with the Bank’s newest branch on Nantucket Island along with higher maintenance and utility costs associated with the winter weather in 2014.

Deposit insurance expense increased $23,000, or 14%. The increase in premiums was due to an increase in assets.

Foreclosure related expenses increased by $110,000 to $190,000 when comparing the first quarter of 2014 to the first quarter of 2013. The increase is primarily due to a write down of $81,000 related to one foreclosed property. A review of the property, once the Bank gained access, suggested a lower value than initially estimated. At March 31, 2014, the Bank held three properties with carrying values totaling $983,000. This compares to two properties totaling $471,000 at December 31, 2013 and March 31, 2013. During the three months ended March 31, 2014, the Bank sold one property, took one property at a foreclosure auction and took one property through a deed-in-lieu of foreclosure. Also included in this category are expenses associated with the foreclosure process which include legal expenses, appraisal expenses, insurance expenses and other related foreclosure expenses.

Marketing expenses increased by $58,000 to $136,000 for the first quarter 2014. The increase was due to the timing of various marketing campaigns in 2014 compared to 2013 and includes a shift in advertising from cable television to local broadcast.

Other expenses, which include director fees, supplies, deposit related losses and audit-related expenses, among others, increased $20,000, or 3%, when comparing the two periods and is related to general increases.

INCOME TAXES

The Bank recognizes income taxes under the asset and liability method in which deferred tax assets and liabilities are established for the temporary difference between the accounting basis and the tax basis of the Bank's assets and liabilities at enacted tax rates expected to be in effect when the amounts related to such temporary differences are realized or settled. The Bank's deferred tax asset is reviewed quarterly by management as to the realizability of such asset.

During the first quarter of 2014, the Bank recorded $2.2 million, or 18.7% of pre-tax income, in tax expense as compared to $2.2 million, or 41.0%, for the same quarter in 2013. As noted above, the Bank recognized a non-taxable life insurance death benefit of $6.3 million in the first quarter of 2014. Adjusting for this non-taxable event, the Bank’s effective tax rate was 41.3%.

BALANCE SHEET ANALYSIS - COMPARISON AT MARCH 31, 2014 TO DECEMBER 31, 2013

Assets totaled $1.44 billion at March 31, 2014, as compared to $1.36 billion at December 31, 2013, an increase of $83.1 million.

SECURITIES, SHORT-TERM INVESTMENTS, CERTIFICATES OF DEPOSITS AND FHLB STOCK

Securities were $105.4 million at March 31, 2014, a decrease of $926,000 when compared to the $106.4 million at December 31, 2013. During the first three months of 2014, there were $8.0 million in securities purchased offset by $9.0 million in maturities, calls and principal paydowns. Net proceeds from securities transactions were reinvested in new securities.

At March 31, 2014 and December 31, 2013, the Bank's entire securities portfolio was classified as available for sale and reflected on the balance sheet at fair value with unrealized gains and losses, net of tax effect, excluded from earnings and reported in accumulated other comprehensive income. The net unrealized gain on securities available for sale, net of tax, was $143,000 at March 31, 2014. This compares to an unrealized loss of $20,000, net of tax, at December 31, 2013 and an unrealized gain of $181,000, net of tax, at March 31, 2013. The fair value of securities fluctuates with the movement of interest rates. Generally, during periods of falling interest rates, the fair values increase whereas the opposite may hold true during a rising interest rate environment.

The securities portfolio is comprised primarily of bonds issued by the U.S. Treasury and government-sponsored enterprises. At March 31, 2014, approximately 9% is represented by U.S. Treasury issues. Another 83% of the portfolio consisted of fixed-rate agency bond issues. Residential mortgage-backed issues, which are guaranteed by FNMA and FHLMC, comprised less than 1% of the portfolio. Repayment of these issues is anticipated from payments made on the underlying mortgages. The majority of the bond and mortgage-backed holdings are short-term in nature with nearly the entire portfolio maturing in three years or less.

At March 31, 2014, the Bank held a $4.9 million investment in the CRA Fund, a mutual fund which invests in securities which qualify for CRA securities test. Additionally, the portfolio includes $3.3 million in bank equity securities. Equity investments accounted for 8% of the investment portfolio at March 31, 2014.

The Bank held an investment of $12.8 million in FDIC-insured certificates of deposit issued by other financial institutions at March 31, 2014. No single certificate held by the Bank exceeds the FDIC maximum insurance coverage of $250,000 and, therefore, all are insured in full by the FDIC. Generally, the Bank invests in such certificates due to the increase in yield over comparably-termed bonds issued by government-sponsored enterprises at time of purchase.

As a member of the Federal Home Loan Bank of Boston (“FHLB”), the Bank is required to hold a Membership Stock Investment plus an Activity-based Stock Investment in the FHLB, which is based primarily on the amount of FHLB borrowings. For the quarter ended March 31, 2014, the Bank purchased $29,000 in stock. The Bank received dividends totaling $58,000 for the quarter ended March 31, 2014 compared to $13,000 for the same period in 2013. At both March 31, 2014 and December 31, 2013, the Bank held $16.0 million in FHLB stock.

LOANS AND FORECLOSED REAL ESTATE

During the first three months of 2014, total loans outstanding increased by $52.0 million to $1.131 billion, from $1.079 billion at December 31, 2013, attributable primarily to originated loans of $95.5 million offset by payoffs and amortization. Comparably, loan originations for the same period in 2013 were $71.1 million. On March 31, 2014 and December 31, 2013, net loans outstanding represented 79% and 80% of assets, respectively. Mortgage loans continue to account for more than 99% of the loan portfolio.

Loans are carried net of the allowance for loan losses. The allowance is maintained at a level to absorb losses within the loan portfolio. At March 31, 2014, the allowance had a balance of $8.7 million as compared to $8.5 million at December 31, 2013. At March 31, 2014, the Bank allocated $366,000 to loans classified as impaired. At December 31, 2013, $354,000 was allocated to impaired loans.

The Bank works closely with delinquent mortgagors to bring their loans current and foreclosure proceedings commence if the mortgagor is unable to satisfy their outstanding obligation. In 2010, The Commonwealth of Massachusetts enacted a law which grants a 150-day right to cure a default on residential real property mortgages. Land court filings, which are part of the foreclosure process in Massachusetts, are experiencing backlogs due to the volume of foreclosure filings, delaying the Bank's collection process.

At March 31, 2014, there were 19 loans classified as non-accrual totaling $6.4 million as compared to 21 non-accrual loans totaling $5.9 million at December 31, 2013. At March 31, 2014, the Bank held three properties totaling $983,000 compared to one property totaling $271,000 at December 31, 2013. At March 31, 2014, non-performing assets were 0.51% of total assets as compared to 0.46% at December 31, 2013. Management believes that its loans classified as non-accrual are significantly collateralized, pose minimal risk of loss to the Bank, and the reserves included in the allowance for loan losses are sufficient to absorb such losses, if any. However, management continues to monitor the loan portfolio and additional reserves will be taken if necessary.

Non-Performing Assets

	March 31, 2014	December 31, 2013
	(Dollars in Thousands)	
Non-accrual loans:		
Residential mortgages	$ 2,985	$ 2,743
Commercial mortgages	2,956	2,558
Home equity	467	633
Consumer	1	1
Total non-accrual loans	6,409	5,935
Foreclosed real estate	983	471
Total non-performing assets	$ 7,392	$ 6,406
Percent of non-accrual loans to:		
Total loans	0.56 %	0.55 %
Total assets	0.45 %	0.44 %
Percent of non-performing assets to:		
Total loans and foreclosed real estate	0.65 %	0.57 %
Total assets	0.51 %	0.46 %
Allowance for loan losses to total loans	0.76 %	0.78 %

OTHER ASSETS

The Bank held $11.2 million in Bank-owned life insurance at March 31, 2014 as compared to $15.4 million at December 31, 2013. The decrease during the first quarter of 2014 was attributable to the death of a former executive. At the time of death, the Bank recognized a death benefit receivable and transferred the cash surrender value of the related policies to other assets. The remaining policies, which insure the life of a current Bank executive, accrete at a variable rate of interest with minimum stated guaranteed rates. The Bank monitors the credit ratings of the policy issuers and has determined that, at March 31, 2014, all issuers were rated at or above Bank guidelines.

DEPOSITS

Deposits increased by $69.4 million to $1.01 billion at March 31, 2014 from $940.9 million at December 31, 2013. Core deposits, which include regular, money market, NOW and demand deposits, increased $45.3 million over the December 31, 2013 balance. Certificate accounts were $367.5 million, or 36.4% of total deposits, at March 31, 2014, as compared to $343.3 million, or 36.5% of total deposits, at December 31, 2013.

Primary competition for deposits is represented by other banks and credit unions in the Bank's market area and on the internet as well as mutual funds. The Bank's ability to attract and retain deposits depends upon satisfaction of depositors' requirements with respect to insurance, product, rate and service. The Bank offers traditional deposit products, competitive rates, convenient branch locations, ATMs, debit cards, telephone banking, internet-based banking and mobile banking. Additionally, the Bank opened a new branch on Nantucket Island in August of 2013. The new branch has surpassed management's expectations with respect to deposit growth. In 2013, the Bank began offering limited certificate of deposit products using a national internet based service. The use of this service has provided the Bank with additional sources of funding that are generally less expensive than retail channels.

Deposits are insured in full through the combination of the Federal Deposit Insurance Corporation and the Deposit Insurance Fund of Massachusetts ("DIF"). Generally, separately insured deposit accounts are insured up to $250,000 by the FDIC and deposit balances in excess of this amount are insured by the DIF. DIF insurance provides an advantage for the Bank as some competitors cannot offer this coverage.

Deposit growth over the first three months of 2014 was used to fund growth in the loan portfolio and has allowed the Bank to hold lower levels of borrowed funds.

	Deposit Balances by Type			
	March 31, 2014	% of Total	December 31, 2013	% of Total
	(Dollars in Thousands)			
Non-certificate accounts				
Regular	$ 78,654	7.8 %	$ 76,349	8.1 %
Money market deposits	433,514	42.9	396,815	42.2
NOW	32,993	3.2	31,645	3.4
Demand	97,693	9.7	92,763	9.8
Total non-certificate accounts	642,854	63.6	597,572	63.5
Term certificates less than $100,000	138,691	13.7	142,101	15.1
Term certificates $100,000 or more	228,802	22.7	201,233	21.4
Total certificate accounts	367,493	36.4	343,334	36.5
Total deposits	$ 1,010,347	100.0 %	$ 940,906	100.0 %

BORROWINGS

FHLB advances were $303.7 million or 21% of total assets at March 31, 2014 as compared to $302.7 million or 22% of total assets at December 31, 2013. These advances are predominately fixed rate in nature with 61% scheduled to mature in the next twelve months. During the first three months of 2014, total borrowings increased by $1.0 million.

LIQUIDITY AND CAPITAL RESOURCES

The Bank continually assesses its liquidity position by forecasting incoming and outgoing cash flows. In some cases, contractual maturity dates are used to anticipate cash flows. However, when an asset or liability is subject to early repayment or redemption at the discretion of the issuer or customer, cash flows can be difficult to predict. Generally, these prepayment rights are exercised when it is most financially favorable to the issuer or customer.

The majority of the Bank's investment portfolio was fixed with respect to rate and maturity date. The remaining securities can be called at the discretion of the issuer. Mortgage-backed securities, which comprise less than 1% of the portfolio, are subject to repayment at the discretion of the underlying borrower.

Residential loans are susceptible to principal repayment at the discretion of the borrower. Commercial mortgages, while subject to significant penalties for early repayment in most cases, can also prepay at the borrower's discretion.

Core deposit balances can generally be withdrawn from the Bank at any time. Certificates of deposit, with predefined maturity dates and subject to early redemption penalties, can also be withdrawn. The Bank estimates the volatility of its deposits in light of the general economic climate and recent actual experience.

Approximately 88% of the Bank's borrowings were fixed in term of rate and maturity. Approximately 10% or $29.0 million can be called for earlier repayment at the discretion of the issuer. It is considered unlikely that these borrowings will be called by the issuer in the near term.

The Bank also monitors its off-balance sheet items. See "Commitments" appearing in Note 2 within the "Notes to Unaudited Consolidated Financial Statements" section of this document. At March 31, 2014, the Bank had $187.6 million in commitments to extend credit as compared to $160.0 million at December 31, 2013.

The Bank considers the above information when measuring its liquidity position. Specific measurements include the Bank's cash flow position at the 30 day, 60 day and 90 day horizon, the level of volatile liabilities on earning assets and loan to deposit ratios. These estimates anticipate the possibility of deposit outflows. At March 31, 2014, each measurement was within pre-defined Bank guidelines.

To supplement its liquidity position, should the need arise, the Bank maintains its membership in the Federal Home Loan Bank of Boston where it is eligible to obtain both short and long-term credit advances. The Bank can borrow up to $423 million to meet its borrowing needs, based on the Bank's available qualified collateral which consists primarily of 1-4 family residential mortgages, five or more family residential mortgages, the majority of the Bank's investment in securities issued by government-sponsored enterprises and certain commercial mortgages. The Bank can pledge other mortgages and assets as collateral to secure as much as $267 million in additional borrowings. At March 31, 2014, the Bank had $303.7 million in advances outstanding.

At March 31, 2014, the Bank had capital of $112.2 million, or 7.79% of total assets, as compared to $103.2 million, or 7.61%, at December 31, 2013. During the three months ended March 31, 2014, stockholders' equity increased by $9.0 million due primarily to net income for the period of $9.4 million, partially offset by the declaration of dividends of $0.27 per share, which reduced capital by $575,000.

Total capital is adjusted by the unrealized gains or losses in the Bank's available for sale securities portfolio and, as such, it is subject to fluctuations resulting from changes in the market values of its securities. At March 31, 2014, the Bank's entire securities portfolio was classified as available for sale which had the effect of increasing capital over the three-month period by $143,000.

Massachusetts-chartered savings banks that are insured by the FDIC are subject to minimum capital maintenance requirements. Regulatory guidelines define the minimum amount of qualifying capital an institution must maintain as a percentage of risk-weighted assets and average total assets.

The following table details the Bank's actual capital ratios and minimum regulatory ratios.

	Actual Regulatory Capital Ratios			
	March 31, 2013	December 31, 2013	Minimum Capital Requirement Ratios	Minimum To Be Well Capitalized Under Prompt Corrective Action Provision Ratios
		(Dollars in Thousands)		
Tier 1 Capital as a Percent of Risk-Weighted Assets	13.17 %	12.78 %	4.0 %	6.0 %
Total Capital as a Percentage of Risk-Weighted Assets	14.19 %	13.83 %	8.0 %	10.0 %
Tier 1 Capital to Average Assets	8.13 %	7.80 %	4.0 %	5.0 %
Total Risk-Weighted Assets	$ 850,683	$ 807,055		

In July 2013, the FDIC approved an interim rule to set minimum requirements for both the quantity and quality of capital held by FDIC-supervised institutions. The interim final rule includes a new minimum ratio of common equity tier 1 capital to risk-weighted assets of 4.5%, raises the minimum ratio of tier 1 capital to risk-weighted assets from 4% to 6% and includes a minimum leverage ratio of 4% for all banking organizations. Additionally, FDIC-supervised institutions must maintain a capital conservation buffer of common equity tier 1 capital in an amount greater than 2.5% of total risk-weighted assets to avoid being subject to limitations on capital distributions and discretionary bonus payments to executive officers. FDIC-supervised institutions that are not subject to the advanced approaches rules, such as the Bank, must begin complying with the final rule on January 1, 2015. The Bank is currently evaluating the final interim rule but believes that it will continue to exceed all the minimum capital ratio requirements..

ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

The earnings of most banking institutions are exposed to interest rate risk because their balance sheets, both assets and liabilities, are predominantly interest bearing. It is the Bank's objective to minimize, to the degree prudently possible, its exposure to interest rate risk, and bearing in mind that the Bank, by its very nature, will always be in the business of taking on interest rate risk. Interest rate risk is monitored on a quarterly basis by the Asset Liability Committee of the Bank. The primary tool used by the Bank in managing interest rate risk is income simulation modeling. Income simulation modeling measures changes in net interest income by projecting the future composition of the Bank's balance sheet and applying different interest rate scenarios. Management incorporates numerous assumptions into the simulation model, such as prepayment speeds, interest rate environments, balance sheet growth and deposit elasticity. To a significantly lesser degree, the Bank also utilizes "GAP" analysis which involves comparing the difference between interest-rate sensitive assets and liabilities that mature or reprice during a given period of time. Management believes that there has been no material changes in the interest rate risk reported in the Bank's Annual Report on Form 10-K for the fiscal year ended December 31, 2013, filed with the Federal Deposit Insurance Corporation. The information is contained in the Form 10-K within the Market Risk and Asset Liability Management section of Management's Discussion and Analysis of Results of Operations and Financial Condition.

ITEM 4 – CONTROLS AND PROCEDURES

(a) Disclosure Controls and Procedures

An evaluation was carried out under the supervision and with the participation of the Bank's management, including the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), of the effectiveness, as of March 31, 2014, of the Bank's disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities and Exchange Act of 1934, as amended. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of the Bank's disclosure controls and procedures as of March 31, 2014, the CEO and CFO concluded that, as of such date, the Bank's disclosure controls and procedures were effective at the reasonable assurance level.

(b) Changes in Internal Control

There were no significant changes in the Bank's internal control over financial reporting, as defined in Rules 13a-15(e) and 15d-15(e), during the quarter ended March 31, 2014 that have materially affected, or are reasonably likely to materially affect, the Bank's internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS

None.

ITEM 1A – RISK FACTORS

There have been no material changes to the risk factors previously disclosed in the Bank’s most recently filed Form 10-K.

ITEM 2 – UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3 - DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4 – MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5 - OTHER INFORMATION

None.

ITEM 6 – EXHIBITS

Exhibit No.	
31.1	Certifications – Chief Executive Officer
31.2	Certifications – Chief Financial Officer
32.1	Certification Pursuant to 18 U.S.C. §1350 – Chief Executive Officer
32.2	Certification Pursuant to 18 U.S.C. §1350 – Chief Financial Officer

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.

HINGHAM INSTITUTION FOR SAVINGS

Date: May 8, 2014 /s/

Robert H. Gaughen, Jr.
President & Chief Executive Officer

Date: May 8, 2014 /s/

Robert A. Bogart
Vice President & Treasurer

CERTIFICATIONS EXHIBIT 31.1

I, Robert H. Gaughen, Jr., certify that:

1. I have reviewed this quarterly report on Form 10-Q of the Hingham Institution for Savings;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures, and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 8, 2014

/s/
Robert H. Gaughen, Jr.
Chief Executive Officer

CERTIFICATIONS EXHIBIT 31.2

I, Robert A. Bogart, certify that:

1. I have reviewed this quarterly report on Form 10-Q of the Hingham Institution for Savings;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures, and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 8, 2014 /s/

Robert A. Bogart
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO

18 U.S.C. §1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Hingham Institution for Savings (the "Bank") for the fiscal quarter ended March 31, 2014, as filed with the Federal Deposit Insurance Corporation on the date hereof (the "Report"), the undersigned Robert H. Gaughen, Jr., Chief Executive Officer of the Bank, hereby certifies pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly represents, in all material respects, the financial condition and results of operations of the Bank.

/s/
Robert H. Gaughen, Jr.
Chief Executive Officer

Date: May 8, 2014

EXHIBIT 32.2

CERTIFICATION PURSUANT TO

18 U.S.C. §1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Hingham Institution for Savings (the "Bank") for the fiscal quarter ended March 31, 2014, as filed with the Federal Deposit Insurance Corporation on the date hereof (the "Report"), the undersigned Robert A. Bogart, Chief Financial Officer of the Bank, hereby certifies pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly represents, in all material respects, the financial condition and results of operations of the Bank.

/s/

Robert A. Bogart
Vice President and Treasurer
Chief Financial Officer

Date: May 8, 2014