STEWARDSHIP FINANCIAL CORP
Form 10-Q
November 13, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

ý QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIESEXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2013

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

For the transition period from ___________ to ___________

Commission file number 1-33377

Stewardship Financial Corporation

(Exact name of registrant as specified in its charter)

New Jersey	22-3351447
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
630 Godwin Avenue, Midland Park, NJ	07432
(Address of principal executive offices)	(Zip Code)

(201) 444-7100

(Registrant’s telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ý 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 ý No ¨

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

Large accelerated filer ¨	Accelerated filer ¨
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ý

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

The number of shares outstanding, net of treasury stock, of the Registrant’s Common Stock, no par value, as of November 4, 2013 was 5,941,658.

Stewardship Financial Corporation

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

Stewardship Financial Corporation and Subsidiary

Consolidated Statements of Financial Condition

	September 30, 2013 (Unaudited)	December 31, 2012
Assets		
Cash and due from banks	$14,955,000	$19,962,000
Other interest-earning assets	445,000	1,054,000
Cash and cash equivalents	15,400,000	21,016,000
Securities available for sale	183,411,000	174,700,000
Securities held to maturity; estimated fair value of $27,512,000 (at September 30, 2013) and $31,768,000 (at December 31, 2012)	26,161,000	29,718,000
FHLB-NY stock, at cost	2,813,000	2,213,000
Mortgage loans held for sale	910,000	784,000
Loans, net of allowance for loan losses of $10,704,000 (at September 30, 2013) and $10,641,000 (at December 31, 2012)	428,799,000	429,832,000
Premises and equipment, net	5,566,000	5,645,000
Accrued interest receivable	2,058,000	2,372,000
Other real estate owned, net	470,000	1,058,000
Bank owned life insurance	13,203,000	10,470,000
Other assets	10,437,000	10,580,000
Total assets	$689,228,000	$688,388,000
Liabilities and shareholders' equity		
Liabilities		
Deposits:		
Noninterest-bearing	$139,918,000	$124,286,000
Interest-bearing	437,238,000	465,968,000
Total deposits	577,156,000	590,254,000
Federal Home Loan Bank of New York advances	40,100,000	25,000,000
Securities sold under agreements to repurchase	8,044,000	7,343,000
Subordinated debentures	7,217,000	7,217,000
Accrued interest payable	373,000	560,000

Accrued expenses and other liabilities	2,060,000	1,668,000
Total liabilities	634,950,000	632,042,000
Commitments and contingencies	—	—
Shareholders' equity		
Preferred stock, no par value; 2,500,000 shares authorized; 15,000 shares issued and outstanding at September 30, 2013 and December 31, 2012 liquidation preference of $15,000,000	14,972,000	14,964,000
Common stock, no par value; 10,000,000 shares authorized; 5,941,398 and 5,924,865 shares issued and outstanding at September 30, 2013 and December 31, 2012, respectively	40,679,000	40,606,000
Retained earnings	1,472,000	316,000
Accumulated other comprehensive income (loss), net	(2,845,000)	460,000
Total shareholders' equity	54,278,000	56,346,000
Total liabilities and shareholders' equity	$689,228,000	$688,388,000

See notes to unaudited consolidated financial statements.

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Stewardship Financial Corporation and Subsidiary

Consolidated Statements of Income

(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Interest income:				
Loans	$5,534,000	$5,951,000	$17,138,000	$18,295,000
Securities held to maturity				
Taxable	69,000	109,000	220,000	389,000
Non-taxable	185,000	203,000	576,000	616,000
Securities available for sale				
Taxable	642,000	747,000	1,786,000	2,344,000
Non-taxable	76,000	73,000	230,000	198,000
FHLB dividends	22,000	26,000	70,000	83,000
Other interest-earning assets	8,000	11,000	22,000	28,000
Total interest income	6,536,000	7,120,000	20,042,000	21,953,000
Interest expense:				
Deposits	567,000	802,000	1,800,000	2,679,000
Borrowed money	373,000	457,000	1,102,000	1,402,000
Total interest expense	940,000	1,259,000	2,902,000	4,081,000
Net interest income before provision for loan losses	5,596,000	5,861,000	17,140,000	17,872,000
Provision for loan losses	900,000	2,000,000	3,350,000	6,665,000
Net interest income after provision for loan losses	4,696,000	3,861,000	13,790,000	11,207,000
Noninterest income:				
Fees and service charges	459,000	496,000	1,407,000	1,542,000
Bank owned life insurance	98,000	83,000	251,000	244,000
Gain on calls and sales of securities	—	891,000	2,000	1,336,000
Gain on sales of mortgage loans	150,000	162,000	610,000	727,000
Gain (loss) on sale of other real estate owned	156,000	(37,000)	282,000	432,000
Gain on life insurance proceeds	—	—	537,000	—
Miscellaneous	108,000	87,000	351,000	331,000
Total noninterest income	971,000	1,682,000	3,440,000	4,612,000
Noninterest expenses:				
Salaries and employee benefits	2,570,000	2,394,000	7,977,000	7,037,000
Occupancy, net	518,000	494,000	1,538,000	1,452,000
Equipment	197,000	240,000	580,000	731,000
Data processing	327,000	324,000	987,000	974,000
Advertising	117,000	145,000	368,000	423,000
FDIC insurance premium	220,000	154,000	646,000	457,000

Charitable contributions	60,000	—	180,000	—
Other	865,000	1,418,000	2,661,000	3,772,000
Total noninterest expenses	4,874,000	5,169,000	14,937,000	14,846,000
Income before income tax expense	793,000	374,000	2,293,000	973,000
Income tax expense	271,000	46,000	488,000	193,000
Net income	522,000	328,000	1,805,000	780,000
Dividends on preferred stock	170,000	112,000	463,000	225,000
Net income available to common shareholders	$352,000	$216,000	$1,342,000	$555,000
Basic earnings per common share	$0.06	$0.04	$0.23	$0.09
Diluted earnings per common share	$0.06	$0.04	$0.23	$0.09
Weighted average number of common shares outstanding	5,939,958	5,916,123	5,935,195	5,903,598
Weighted average number of diluted common shares outstanding	5,939,958	5,916,123	5,935,195	5,903,598

See notes to unaudited consolidated financial statements.

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Stewardship Financial Corporation and Subsidiary

Consolidated Statements of Comprehensive Income (Loss)

(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Net income	$522,000	$328,000	$1,805,000	$780,000
Other comprehensive (loss) income:				
Change in unrealized holding gains (losses) on securities available for sale arising during the period	(578,000)	794,000	(5,591,000)	1,522,000
Reclassification adjustment for gains in net income	—	(891,000)	(2,000)	(1,336,000)
Net unrealized gains (losses)	(578,000)	(97,000)	(5,593,000)	186,000
Tax effect	224,000	44,000	2,170,000	(67,000)
Net unrealized gains (losses), net of tax amount	(354,000)	(53,000)	(3,423,000)	119,000
Change in fair value of interest rate swap	33,000	(2,000)	197,000	15,000
Tax effect	(13,000)	1,000	(79,000)	(6,000)
Change in fair value of interest rate swap, net of tax amount	20,000	(1,000)	118,000	9,000
Total other comprehensive income (loss)	(334,000)	(54,000)	(3,305,000)	128,000
Total comprehensive income (loss)	$188,000	$274,000	$(1,500,000)	$908,000

The following is a summary of the accumulated other comprehensive income balances, net of tax.

	9/30/2013	12/31/2012
Unrealized gain (loss) on securities available for sale	$(2,476,000)	$947,000
Unrealized loss on fair value of interest rate swap	(369,000)	(487,000)
Accumulated other comprehensive income (loss), net	$(2,845,000)	$460,000

See notes to unaudited consolidated financial statements.

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Stewardship Financial Corporation and Subsidiary

Consolidated Statement of Changes in Shareholders' Equity

(Unaudited)

	Nine Months Ended September 30, 2013					
	Preferred	Common Stock		Retained	Accumulated Other Comprehensive Income (Loss),	
	Stock	Shares	Amount	Earnings	Net	Total
Balance -- December 31, 2012	$14,964,000	5,924,865	$40,606,000	$316,000	$460,000	$56,346,000
Cash dividends paid on common stock	—	—	—	(178,000)	—	(178,000)
Payment of discount on dividend reinvestment plan	—	—	(1,000)	—	—	(1,000)
Cash dividends accrued on preferred stock	—	—	—	(463,000)	—	(463,000)
Common stock issued under stock plans	—	16,533	74,000	—	—	74,000
Amortization of issuance costs	8,000	—	—	(8,000)		—
Net income				1,805,000	—	1,805,000
Other comprehensive loss	—	—	—	—	(3,305,000)	(3,305,000)
Balance -- September 30, 2013	$14,972,000	5,941,398	$40,679,000	$1,472,000	$(2,845,000)	$54,278,000

	Nine Months Ended September 30, 2012					
	Preferred	Common Stock		Retained	Accumulated Other Comprehensive	
	Stock	Shares	Amount	Earnings	Income, Net	Total
Balance -- December 31, 2011	$14,955,000	5,882,504	$40,420,000	$1,043,000	$1,374,000	$57,792,000
Cash dividends paid on common stock	—	—	—	(766,000)	—	(766,000)
Payment of discount on dividend reinvestment plan	—	—	(7,000)	—	—	(7,000)
Cash dividends accrued on preferred stock	—	—	—	(225,000)	—	(225,000)
Common stock issued under stock plans	—	37,074	172,000	—	—	172,000
Amortization of issuance costs	8,000	—	—	(8,000)		—
Net income				780,000	—	780,000
Other comprehensive income	—	—	—	—	128,000	128,000
Balance -- September 30, 2012	$14,963,000	5,919,578	$40,585,000	$824,000	$1,502,000	$57,874,000

See notes to unaudited consolidated financial statements.

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Stewardship Financial Corporation and Subsidiary

Consolidated Statements of Cash Flows

(Unaudited)

	Nine Months Ended September 30,	
	2013	2012
Cash flows from operating activities:		
Net income	$1,805,000	$780,000
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of premises and equipment	325,000	408,000
Amortization of premiums and accretion of discounts, net	1,031,000	1,203,000
Accretion (amortization) of deferred loan fees	56,000	31,000
Provision for loan losses	3,350,000	6,665,000
Originations of mortgage loans held for sale	(37,172,000)	(49,899,000)
Proceeds from sale of mortgage loans	37,656,000	54,399,000
Gain on sales of mortgage loans	(610,000)	(727,000)
Gain on sales and calls of securities	(2,000)	(1,336,000)
Gain on sale of other real estate owned	(282,000)	(432,000)
Loss on early distinguishment of debt	—	691,000
Deferred income tax benefit	(99,000)	(427,000)
Decrease in accrued interest receivable	314,000	414,000
Decrease in accrued interest payable	(187,000)	(228,000)
Earnings on bank owned life insurance	(251,000)	(244,000)
Gain on life insurance proceeds	(537,000)	—
Decrease (increase) in other assets	2,420,000	(435,000)
Increase (decrease) in other liabilities	511,000	(24,000)
Net cash provided by operating activities	8,328,000	10,839,000
Cash flows from investing activities:		
Purchase of securities available for sale	(44,841,000)	(86,581,000)
Proceeds from maturities and principal repayments on securities available-for-sale	22,880,000	20,546,000
Proceeds from sales and calls on securities available for sale	6,700,000	63,374,000
Proceeds from maturities and principal repayments on securities held to maturity	2,316,000	3,264,000
Proceeds from sales and calls on securities held to maturity	1,170,000	3,105,000
(Purchase) sale of FHLB-NY stock	(600,000)	265,000
Net (increase) decrease in loans	(2,722,000)	9,855,000
Proceeds from sale of other real estate owned	1,209,000	5,431,000
Purchase of bank owned life insurance	(3,000,000)	—
Life insurance proceeds	1,055,000	—
Additions to premises and equipment	(246,000)	(66,000)
Net cash provided by (used in) investing activities	(16,079,000)	19,193,000
Cash flows from financing activities:		

Net increase in noninterest-bearing deposits	15,632,000	9,284,000
Net decrease in interest-bearing deposits	(28,730,000)	(19,410,000)
Net increase (decrease) in securities sold under agreements to repurchase	701,000	(7,691,000)
Net increase (decrease) in short term borrowings	15,100,000	(4,700,000)
Repayment of long term borrowings	—	(3,000,000)
Cash dividends paid on common stock	(178,000)	(766,000)
Cash dividends paid on preferred stock	(463,000)	(225,000)
Payment of discount on dividend reinvestment plan	(1,000)	(7,000)
Issuance of common stock	74,000	172,000
Net cash provided by (used in) financing activities	2,135,000	(26,343,000)
Net increase (decrease) in cash and cash equivalents	(5,616,000)	3,689,000
Cash and cash equivalents - beginning	21,016,000	13,698,000
Cash and cash equivalents - ending	$15,400,000	$17,387,000

See notes to unaudited consolidated financial statements.

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Stewardship Financial Corporation and Subsidiary

Consolidated Statements of Cash Flows (continued)

(Unaudited)

	Nine Months Ended September 30, 2013	2012
Supplemental disclosures of cash flow information:		
Cash paid during the period for interest	$3,089,000	$4,309,000
Cash paid during the period for income taxes	$251,000	$1,299,000
Transfers from loans to other real estate owned	$349,000	$2,758,000

See notes to unaudited consolidated financial statements.

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Stewardship Financial Corporation and Subsidiary

Notes to Consolidated Financial Statements

September 30, 2013

(Unaudited)

Note 1. Summary of Significant Accounting Policies

Certain information and note disclosures normally included in the unaudited consolidated financial statements prepared in accordance with U.S. generally accepted accounting principles ("GAAP") have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). These unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Stewardship Financial Corporation Annual Report on Form 10-K for the fiscal year ended December 31, 2012, filed with the SEC on March 28, 2013 (the "2012 Annual Report").

The interim unaudited consolidated financial statements included herein have been prepared in accordance with instructions for Form 10-Q and the rules and regulations of the SEC and, therefore, do not include information or footnotes necessary for a complete presentation of consolidated financial condition, results of operations, and cash flows in conformity with GAAP. However, all adjustments, consisting only of normal recurring adjustments, which in the opinion of management are necessary for a fair presentation of the interim consolidated financial statements, have been included. The results of operations for the three and nine months ended September 30, 2013 are not necessarily indicative of the results which may be expected for the entire year.

Principles of consolidation

The consolidated financial statements include the accounts of Stewardship Financial Corporation and its wholly-owned subsidiary, Atlantic Stewardship Bank (the "Bank"), together referred to as "the Corporation". The Bank includes its wholly-owned subsidiaries, Stewardship Investment Corporation, Stewardship Realty LLC, Atlantic Stewardship Insurance Company, LLC and several other subsidiaries formed to hold title to properties acquired through foreclosure or deed in lieu of foreclosure. The Bank's subsidiaries have an insignificant impact on the Bank's daily operations. All intercompany accounts and transactions have been eliminated in the consolidated financial statements. Certain prior period amounts have been reclassified to conform to the current presentation.

The consolidated financial statements of the Corporation have been prepared in conformity with GAAP. In preparing the consolidated financial statements, management is required to make estimates and assumptions, based on available information, that affect the amounts reported in the consolidated financial statements and disclosures provided. Actual results could differ significantly from those estimates.

Material estimates

Material estimates that are particularly susceptible to significant changes relate to the determination of the allowance for loan losses. Management believes that the allowance for loan losses is adequate. While management uses available information to recognize probable incurred losses on loans, future additions to the allowance for loan losses may be necessary based on changes in economic conditions in the market area.

Adoption of New Accounting Standards

In February 2013, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2013-02, "Comprehensive Income – Reporting Amounts Reclassified Out of Accumulated Other Comprehensive Income". This ASU requires an entity to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present, either on the face of the financial statement where net income is presented or in the accompanying notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required under GAAP to be reclassified to net income in its entirety in the same reporting period. For other amounts that are not required under GAAP to be reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures required under GAAP that provide additional detail about those amounts. The standard is effective prospectively for reporting periods, including interim periods, beginning after December 15, 2012. The adoption of the standard did not have a material effect on the Corporation's consolidated financial statements.

In December 2011, the FASB issued ASU No. 2011-11, "Balance Sheet (Topic 210): "Disclosures about Offsetting Assets and Liabilities". This ASU requires an entity to disclose both gross and net information about financial instruments, such as sales and repurchase agreements and reverse sale and repurchase agreements and securities borrowing/lending arrangements, and derivative instruments that are eligible for offset in the statement of financial position and/or subject an enforceable master netting arrangement or similar agreement regardless of whether they are presented net in the financial statements. The standard is effective for annual and interim periods beginning on January 1, 2013, and it is required to be applied retrospectively. The adoption of the standard did not have a material impact on the Corporation's consolidated financial statements.

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Note 2. Securities – Available-for-sale and Held to Maturity

The fair value of the available-for-sale securities and the related gross unrealized gains and losses recognized in accumulated other comprehensive income were as follows:

	September 30, 2013			
	Amortized	Gross Unrealized		Fair
	Cost	Gains	Losses	Value
U.S. government-sponsored agencies	$41,298,000	$24,000	$1,988,000	$39,334,000
Obligations of state and political subdivisions	13,420,000	218,000	160,000	13,478,000
Mortgage-backed securities - residential	116,350,000	534,000	2,438,000	114,446,000
Asset-backed securities (a)	9,874,000	10,000	58,000	9,826,000
Corporate debt	2,995,000	4,000	83,000	2,916,000
Total debt securities	183,937,000	790,000	4,727,000	180,000,000
Other equity investments	3,512,000	—	101,000	3,411,000
	$187,449,000	$790,000	$4,828,000	$183,411,000

	December 31, 2012			
	Amortized	Gross Unrealized		Fair
	Cost	Gains	Losses	Value
U.S. Treasury	$4,003,000	$3,000	$—	$4,006,000
U.S. government-sponsored agencies	37,287,000	35,000	67,000	37,255,000
Obligations of state and political subdivisions	13,724,000	468,000	22,000	14,170,000
Mortgage-backed securities - residential	104,341,000	1,176,000	89,000	105,428,000
Asset-backed securities (a)	9,874,000	22,000	12,000	9,884,000
Corporate debt	492,000	3,000	—	495,000
Total debt securities	169,721,000	1,707,000	190,000	171,238,000
Other equity investments	3,425,000	37,000	—	3,462,000
	$173,146,000	$1,744,000	$190,000	$174,700,000

(a) Collateralized by student loans

Cash proceeds realized from calls and sales of securities available-for-sale for the three and nine months ended September 30, 2013 were $200,000 and $6,700,000, respectively. Cash proceeds realized from calls and sales of securities available-for-sale for the three and nine months ended September 30, 2012 were $37,414,000 and

$63,374,000, respectively. There were no gross gains realized on calls and sales during the three months ended September 30, 2013. Gross gains realized on calls and sales during the nine months ended September 30, 2013 totaled $2,000. There were no gross losses realized on calls and sales during the three and nine months ended September 30, 2013. Gross gains realized on calls and sales during the three and nine months ended September 30, 2012 totaled $898,000 and $1,336,000, respectively. Gross losses realized on calls and sales during the three and nine months ended September 30, 2012 totaled $7,000 and $7,000, respectively.

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The following is a summary of the held to maturity securities and related unrecognized gains and losses:

	September 30, 2013			
	Amortized Cost	Gross Unrecognized Gains	Losses	Fair Value
U.S. government-sponsored agencies	$259,000	$ 34,000	—	$293,000
Obligations of state and political subdivisions	20,658,000	905,000	—	21,563,000
Mortgage-backed securities - residential	5,244,000	412,000	—	5,656,000
	$26,161,000	$ 1,351,000	$ —	$27,512,000

	December 31, 2012			
	Amortized Cost	Gross Unrecognized Gains	Losses	Fair Value
U.S. government-sponsored agencies	$260,000	$ 46,000	$ —	$306,000
Obligations of state and political subdivisions	22,787,000	1,407,000	—	24,194,000
Mortgage-backed securities - residential	6,671,000	597,000	—	7,268,000
	$29,718,000	$ 2,050,000	$ —	$31,768,000

Cash proceeds realized from calls of securities held to maturity for the three and nine months ended September 30, 2013 were $920,000 and $1,170,000, respectively. There were no cash proceeds realized from calls of securities held to maturity for the three months ended September 30, 2012 and cash proceeds realized from calls of securities held to maturity for the nine months ended September 30, 2012 totaled $3,105,000. There were no gross gains and no gross losses realized on calls during the three and nine months ended September 30, 2013. There were no gross gains realized from calls for the three months ended September 30, 2012. Gross gains realized on calls during the nine months ended September 30, 2012 totaled $7,000. There were no gross losses realized on calls during the three and nine months ended September 30, 2012.

The following table presents the amortized cost and fair value of the debt securities portfolio by contractual maturity. As issuers may have the right to call or prepay obligations with or without call or prepayment premiums, the actual maturities may differ from contractual maturities. Securities not due at a single maturity date, such as mortgage-backed securities and asset-backed securities, are shown separately.

	September 30, 2013	
	Amortized Cost	Fair Value
Available-for-sale		
Within one year	$—	$—

After one year, but within five years	7,609,000	7,553,000
After five years, but within ten years	30,160,000	29,322,000
After ten years	19,944,000	18,853,000
Mortgage-backed securities - residential	116,350,000	114,446,000
Asset-backed securities	9,874,000	9,826,000
Total	$183,937,000	$180,000,000

Held to maturity		
Within one year	$4,285,000	$4,354,000
After one year, but within five years	11,931,000	12,569,000
After five years, but within ten years	4,524,000	4,750,000
After ten years	177,000	183,000
Mortgage-backed securities - residential	5,244,000	5,656,000
Total	$26,161,000	$27,512,000

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The following tables summarize the fair value and unrealized losses of those investment securities which reported an unrealized loss at September 30, 2013 and December 31, 2012, and if the unrealized loss was continuous for the twelve months prior to September 30, 2013 and December 31, 2012. There were no unrealized losses on held to maturity securities at either September 30, 2013 or December 31, 2012.

Available-for-Sale

September 30, 2013	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. government-sponsored agencies	$33,026,000	$(1,988,000)	$—	$—	$33,026,000	$(1,988,000)
Obligations of state and political subdivisions	5,476,000	(146,000)	868,000	(14,000)	6,344,000	(160,000)
Mortgage-backed securities - residential	67,110,000	(2,438,000)	—	—	67,110,000	(2,438,000)
Asset-backed securities	8,781,000	(58,000)	—	—	8,781,000	(58,000)
Corporate debt	2,417,000	(83,000)	—	—	2,417,000	(83,000)
Other equity investments	3,351,000	(101,000)	—	—	3,351,000	(101,000)
Total temporarily impaired securities	$120,161,000	$(4,814,000)	$868,000	$(14,000)	$121,029,000	$(4,828,000)

December 31, 2012	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Treasury	$—	$—	$ —	$ —	$—	$—
U.S. government-sponsored agencies	20,716,000	(67,000)	—	—	20,716,000	(67,000)
Obligations of state and political subdivisions	3,257,000	(22,000)	—	—	3,257,000	(22,000)
Mortgage-backed securities - residential	23,715,000	(89,000)	—	—	23,715,000	(89,000)
Asset-backed securities	3,047,000	(12,000)			3,047,000	(12,000)
Total temporarily impaired securities	$50,735,000	$(190,000)	$ —	$ —	$50,735,000	$(190,000)

Other-Than-Temporary-Impairment

At September 30, 2013, there was one security in a continuous loss position for 12 months or longer. The Corporation's unrealized losses are primarily due to market interest rate conditions. These securities have not been considered other than temporarily impaired as scheduled principal and interest payments have been made and management anticipates collecting the entire principal balance as scheduled. The securities cannot be prepaid in a manner that would result in the Corporation not receiving substantially all of its amortized cost. In addition, because the decline in fair value is attributable to changes in market conditions, and not credit quality, and because the Corporation does not have the intent to sell these securities and it is likely that it will not be required to sell the securities before their anticipated recovery, the Corporation does not consider these securities to be other-than-temporarily impaired at September 30, 2013.

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Note 3. Loans and Nonperforming Loans

At September 30, 2013 and December 31, 2012, respectively, the loan portfolio consisted of the following:

	September 30, 2013	December 31, 2012
Commercial:		
Secured by real estate	$54,909,000	$58,160,000
Other	25,845,000	31,254,000
Commercial real estate	253,084,000	242,763,000
Commercial construction	2,985,000	9,324,000
Residential real estate	75,770,000	67,200,000
Consumer:		
Secured by real estate	26,058,000	30,982,000
Other	598,000	624,000
	90,000	116,000
Total gross loans	439,339,000	440,423,000
Less: Deferred loan fees, net of costs	(164,000)	(50,000)
Allowance for loan losses	10,704,000	10,641,000
	10,540,000	10,591,000
Loans, net	$428,799,000	$429,832,000

At September 30, 2013 and December 31, 2012, loan participations sold by the Corporation to other lending institutions totaled approximately $13,187,000 and $20,559,000, respectively. These amounts are not included in the totals presented above.

Activity in the allowance for loan losses is summarized as follows:

	For the three months ended September 30, 2013				
	Balance, beginning of period	Provision charged to operations	Loans charged off	Recoveries of loans charged off	Balance, end of period
Commercial	$3,985,000	$508,000	$274,000	$44,000	$4,263,000
Commercial real estate	5,598,000	518,000	672,000	118,000	5,562,000
Construction	304,000	(191,000)	—	—	113,000
Residential real estate	434,000	23,000	57,000	—	400,000
Consumer	410,000	23,000	142,000	—	291,000

Other loans	1,000	1,000	—	—	2,000
Unallocated	55,000	18,000	—	—	73,000
Total	$10,787,000	$ 900,000	$1,145,000	$ 162,000	$10,704,000

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For the nine months ended September 30, 2013	Balance, beginning of period	Provision charged to operations	Loans charged off	Recoveries of loans charged off	Balance, end of period
Commercial	$4,832,000	$231,000	$922,000	$122,000	$4,263,000
Commercial real estate	4,936,000	2,939,000	2,431,000	118,000	5,562,000
Construction	169,000	(58,000)	24,000	26,000	113,000
Residential real estate	308,000	149,000	57,000	—	400,000
Consumer	352,000	64,000	145,000	20,000	291,000
Other loans	3,000	(3,000)	—	2,000	2,000
Unallocated	41,000	28,000	—	4,000	73,000
Total	$10,641,000	$3,350,000	$3,579,000	$292,000	$10,704,000

For the three months ended September 30, 2012	Balance, beginning of period	Provision charged to operations	Loans charged off	Recoveries of loans charged off	Balance, end of period
Commercial	$6,023,000	$1,620,000	$865,000	$167,000	$6,945,000
Commercial real estate	4,527,000	542,000	606,000	—	4,463,000
Construction	514,000	(137,000)	20,000	3,000	360,000
Residential real estate	392,000	18,000	15,000	—	395,000
Consumer	437,000	(28,000)	1,000	1,000	409,000
Other loans	4,000	(2,000)	1,000	1,000	2,000
Unallocated	37,000	(13,000)	—	—	24,000
Total	$11,934,000	$2,000,000	$1,508,000	$172,000	$12,598,000

For the nine months ended September 30, 2012	Balance, beginning of period	Provision charged to operations	Loans charged off	Recoveries of loans charged off	Balance, end of period
Commercial	$5,368,000	$4,581,000	$3,221,000	$217,000	$6,945,000
Commercial real estate	4,943,000	1,964,000	2,445,000	1,000	4,463,000
Construction	480,000	42,000	165,000	3,000	360,000
Residential real estate	303,000	107,000	15,000	—	395,000
Consumer	498,000	(42,000)	48,000	1,000	409,000
Other loans	2,000	(1,000)	1,000	2,000	2,000
Unallocated	10,000	14,000	—	—	24,000
Total	$11,604,000	$6,665,000	$5,895,000	$224,000	$12,598,000

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The following table presents the balance in the allowance for loan losses and the recorded investment in loans by portfolio segment and based on the impairment method as of September 30, 2013 and December 31, 2012.

	September 30, 2013							
	Commercial	Commercial Real Estate	Commercial Construction	Residential Real Estate	Consumer	Other Loans	Unallocated	Total
Allowance for loan losses:								
Ending allowance balance attributable to loans								
Individually evaluated for impairment	$269,000	$94,000	$—	$—	$—	$—	$—	$363,000
Collectively evaluated for impairment	3,994,000	5,468,000	113,000	400,000	291,000	2,000	73,000	10,341,0
Total ending allowance balance	$4,263,000	$5,562,000	$113,000	$400,000	$291,000	$2,000	$73,000	$10,704,0
Loans:								
Loans individually evaluated for impairment	$8,369,000	$15,528,000	$852,000	$650,000	$817,000	$—	$—	$26,216,0
Loans collectively evaluated for impairment	72,385,000	237,556,000	2,133,000	75,120,000	25,839,000	90,000	—	413,123
Total ending loan balance	$80,754,000	$253,084,000	$2,985,000	$75,770,000	$26,656,000	$90,000	$—	$439,339

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	December 31, 2012 Commercial	Commercial Real Estate	Commercial Construction	Residential Real Estate	Consumer	Other Loans	Unallocated	Total
Allowance for loan losses:								
Ending allowance balance attributable to loans								
Individually evaluated for impairment	$251,000	$15,000	$—	$—	$—	$—	$—	$266,00
Collectively evaluated for impairment	4,581,000	4,921,000	169,000	308,000	352,000	3,000	41,000	10,375
Total ending allowance balance	$4,832,000	$4,936,000	$169,000	$308,000	$352,000	$3,000	$41,000	$10,641
Loans:								
Loans individually evaluated for impairment	$8,641,000	$12,803,000	$6,029,000	$413,000	$800,000	$—	$—	$28,686
Loans collectively evaluated for impairment	80,773,000	229,960,000	3,295,000	66,787,000	30,806,000	116,000	—	411,73
Total ending loan balance	$89,414,000	$242,763,000	$9,324,000	$67,200,000	$31,606,000	$116,000	$—	$440,42

The following table presents the recorded investment in nonaccrual loans in the periods indicated:

	September 30, 2013	December 31, 2012
Commercial:		
Secured by real estate	$ 2,845,000	$ 3,374,000
Other	105,000	261,000
Commercial real estate	10,852,000	10,083,000
Commercial construction	—	3,080,000
Residential real estate	650,000	413,000
Consumer:		

Secured by real estate	817,000	800,000
Total nonperfoming loans	$ 15,269,000	$ 18,011,000

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The following presents loans individually evaluated for impairment by class of loans as of the periods indicated:

	At and for the nine months ended September 30, 2013				
	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses Allocated	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:					
Commercial:					
Secured by real estate	$7,696,000	$6,160,000		$6,417,000	$ 161,000
Other	114,000	105,000		104,000	1,000
Commercial real estate	13,735,000	9,629,000		9,820,000	89,000
Commercial construction	1,266,000	852,000		3,212,000	28,000
Residential real estate	691,000	650,000		472,000	
Consumer:					
Secured by real estate	827,000	817,000		758,000	
With an allowance recorded:					
Commercial:					
Secured by real estate	3,519,000	1,193,000	$ 237,000	986,000	23,000
Other	1,915,000	911,000	32,000	1,116,000	38,000
Commercial real estate	8,097,000	5,899,000	94,000	3,381,000	35,000
Commercial construction				469,000	48,000
Residential real estate	—	—	—	46,000	
Consumer:					
Secured by real estate	—	—	—	86,000	
	$37,860,000	$26,216,000	$ 363,000	$26,867,000	$ 423,000

During the nine months ended September 30, 2013, no interest income was recognized on a cash basis.

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	At and for the year ended December 31, 2012				
	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses Allocated	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:					
Commercial:					
Secured by real estate	$9,689,000	$6,557,000		$4,221,000	$ 92,000
Other	424,000	146,000		109,000	5,000
Commercial real estate	17,211,000	12,149,000		10,054,000	158,000
Construction:					
Commercial	7,300,000	6,029,000		6,041,000	53,000
Residential	—	—		—	—
Residential real estate	451,000	413,000		393,000	—
Consumer:					
Secured by real estate	834,000	800,000		922,000	—
With an allowance recorded:					
Commercial:					
Secured by real estate	965,000	781,000	$ 176,000	2,589,000	25,000
Other	1,163,000	1,157,000	75,000	2,195,000	43,000
Commercial real estate	923,000	654,000	15,000	2,940,000	18,000
Construction:					
Commercial	—	—	—	1,224,000	—
Residential	—	—	—	596,000	—
Residential real estate	—	—	—	239,000	—
	$38,960,000	$28,686,000	$ 266,000	$31,523,000	$ 394,000

During the year ended December 31, 2012, no interest income was recognized on a cash basis.

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The following table presents the aging of the recorded investment in past due loans by class of loans as of September 30, 2013 and December 31, 2012. Nonaccrual loans are included in the disclosure by payment status.

	September 30, 2013					
	30-59 Days Past Due	60-89 Days Past Due	Greater than 90 Days Past Due	Total Past Due	Loans Not Past Due	Total
Commercial:						
Secured by real estate	$—	$ —	$ 1,623,000	$ 1,623,000	$ 53,286,000	$ 54,909,000
Other	—	247,000	105,000	352,000	25,493,000	25,845,000
Commercial real estate	—	—	8,640,000	8,640,000	244,444,000	253,084,000
Commercial construction	—	—	—	—	2,985,000	2,985,000
Residential real estate	—	136,000	650,000	786,000	74,984,000	75,770,000
Consumer:						
Secured by real estate	—	—	674,000	674,000	25,384,000	26,058,000
Other	—	—	—	—	598,000	598,000
Other	—	—	—	—	90,000	90,000
Total	$—	$ 383,000	$ 11,692,000	$ 12,075,000	$ 427,264,000	$ 439,339,000

	December 31, 2012					
	30-59 Days Past Due	60-89 Days Past Due	Greater than 90 Days Past Due	Total Past Due	Loans Not Past Due	Total
Commercial:						
Secured by real estate	$ 101,000	$ 179,000	$ 2,674,000	$ 2,954,000	$ 55,206,000	$ 58,160,000
Other	25,000	98,000	52,000	175,000	31,079,000	31,254,000
Commercial real estate	2,582,000	—	9,023,000	11,605,000	231,158,000	242,763,000
Commercial construction	—	460,000	815,000	1,275,000	8,049,000	9,324,000
Residential real estate	161,000	—	413,000	574,000	66,626,000	67,200,000
Consumer:						
Secured by real estate	67,000	—	647,000	714,000	30,268,000	30,982,000
Other	—	—	—	—	624,000	624,000
Other	—	—	—	—	116,000	116,000
Total	$ 2,936,000	$ 737,000	$ 13,624,000	$ 17,297,000	$ 423,126,000	$ 440,423,000

Troubled Debt Restructurings

At September 30, 2013 and December 31, 2012, the Corporation had $12.1 million and $11.7 million, respectively, of loans the terms of which have been modified in troubled debt restructurings. Of these loans, $11.0 million and $10.4

million were performing in accordance with their terms, as modified, at September 30, 2013 and December 31, 2012, respectively. The remaining troubled debt restructurings are reported as nonaccrual loans. Specific reserves of $221,000 and $246,000 have been allocated for the troubled debt restructurings at September 30, 2013 and December 31, 2012, respectively. As of September 30, 2013 and December 31, 2012, the Corporation has committed $600,000 and $241,000 respectively, of additional funds to a single customer with an outstanding construction loan that is classified as a troubled debt restructuring.

In order to determine whether a borrower is experiencing financial difficulty, an evaluation is performed of the probability that the borrower will be in payment default on any of its debt in the foreseeable future without the modification. This evaluation is performed under the Corporation's internal underwriting policy.

The following table presents loans, by class, that were modified as troubled debt restructurings that occurred during the three and nine months ended September 30, 2013:

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	For the three months ended September 30,					
	2013			2012		
	Number of Loans	Pre-Modification Recorded Investment	Post-Modification Recorded Investment	Number of Loans	Pre-Modification Recorded Investment	Post-Modification Recorded Investment
Commercial:						
Secured by real estate	—	$ —	$ —	6	$ 1,581,000	$ 1,581,000
Other	—	—	—	4	660,000	660,000
Commercial real estate	1	1,994,000	1,994,000	—	—	—
Commercial construction	—	—	—	1	300,000	300,000
Total troubled debt restructurings	1	$ 1,994,000	$ 1,994,000	11	$ 2,541,000	$ 2,541,000

	For the nine months ended September 30,					
	2013			2012		
	Number of Loans	Pre-Modification Recorded Investment	Post-Modification Recorded Investment	Number of Loans	Pre-Modification Recorded Investment	Post-Modification Recorded Investment
Commercial:						
Secured by real estate	—	$ —	$ —	8	$ 1,806,000	$ 1,806,000
Other	1	17,000	17,000	5	3,735,000	3,735,000
Commercial real estate	1	1,994,000	1,994,000	—	—	—
Commercial construction	—	—	—	1	300,000	300,000
Total troubled debt restructurings	2	$ 2,011,000	$ 2,011,000	14	$ 5,841,000	$ 5,841,000

One loan was modified as a trouble debt restructuring during the three months ended September 30, 2013. During the nine months ended September 30, 2013, the terms of two loans were modified as troubled debt restructurings. The modification of the terms of a $17,000 loan represented a term out of a remaining balance on a matured loan. The modification of the terms of a $2.0 million loan represented a period of principal forbearance as well as some principal forgiveness, which is partially contingent on three years of satisfactory performance under the forbearance agreement.

For the nine months ended September 30, 2013, the troubled debt restructurings described above resulted in a net reduction in the allowance for loan losses of $300,000. Charge-offs for the nine months ended September 30, 2013 related to troubled debt restructurings totaled $1,121,000.

A loan is considered to be in payment default once it is contractually 90 days past due under the modified terms. In the nine months ended September 30, 2013, there have been no troubled debt restructured loans that have defaulted since their modification.

Credit Quality Indicators

The Corporation categorizes certain loans into risk categories based on relevant information about the ability of the borrowers to service their debt, such as: current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. The Corporation analyzes loans individually by classifying the loans as to credit risk. This analysis includes non-homogeneous loans, such as commercial, commercial real estate and commercial construction loans. This analysis is performed at the time the loan is originated and annually thereafter. The Corporation uses the following definitions for risk ratings.

Special Mention – A Special Mention asset has potential weaknesses that deserve management's close attention, which, if left uncorrected, may result in deterioration of the repayment prospects for the asset or the Bank's credit position at some future date. Special Mention assets are not adversely classified and do not expose the Bank to sufficient risk to warrant adverse classification. While potentially weak, the borrower is currently marginally acceptable and loss of principal or interest is not presently envisioned.

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Substandard – Substandard loans are inadequately protected by the current net worth and paying capacity of the borrower or by the collateral pledged, if any. Loans so classified must have a well-defined weakness or weaknesses that jeopardize the repayment and liquidation of the debt. These loans are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected.

Doubtful – A Doubtful loan has all of the weaknesses inherent in those classified as Substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently known facts, conditions, and values, highly questionable or improbable. The likelihood of loss is extremely high, but because of certain important and reasonably specific factors, an estimated loss is deferred until a more exact status can be determined.

Loss – A loan classified Loss is considered uncollectible and of such little value that its continuance as an asset is not warranted. This classification does not necessarily mean that an asset has absolutely no recovery or salvage value, but rather it is not practical or desirable to defer writing off a basically worthless asset even though partial recovery may be effected in the future.

Loans not meeting the criteria above that are analyzed individually as part of the above described process are considered to be pass rated loans. As of September 30, 2013 and December 31, 2012, and based on the most recent analysis performed at those times, the risk category of loans by class is as follows:

	September 30, 2013					
	Pass	Special Mention	Substandard	Doubtful	Loss	Total
Commercial:						
Secured by real estate	$41,666,000	$9,092,000	$4,151,000	$—	$ —	$54,909,000
Other	23,459,000	1,525,000	834,000	27,000	—	25,845,000
Commercial real estate	225,736,000	12,565,000	12,662,000	2,121,000	—	253,084,000
Commercial construction	972,000	2,013,000	—	—	—	2,985,000
Total	$291,833,000	$25,195,000	$17,647,000	$2,148,000	$ —	$336,823,000

	December 31, 2012					
	Pass	Special Mention	Substandard	Doubtful	Loss	Total
Commercial:						
Secured by real estate	$47,524,000	$7,368,000	$3,268,000	$—	$ —	$58,160,000
Other	29,484,000	1,508,000	185,000	77,000	—	31,254,000
Commercial real estate	215,158,000	16,003,000	9,007,000	2,595,000	—	242,763,000
Commercial construction	3,294,000	2,950,000	3,080,000	—	—	9,324,000

Total	$295,460,000	$27,829,000	$15,540,000	$2,672,000	$ —	$341,501,000

The Corporation considers the performance of the loan portfolio and its impact on the allowance for loans losses. For residential real estate and consumer loan segments, the Corporation also evaluates credit quality based on payment activity. The following table presents the recorded investment in residential real estate and consumer loans based on payment activity as of September 30, 2013 and December 31, 2012.

	September 30, 2013		
	Current	Past Due and Nonaccrual	Total
Residential real estate	$74,983,000	$ 786,000	$75,769,000
Consumer:			
Secured by real estate	25,384,000	674,000	26,058,000
Other	598,000	—	598,000
Total	$100,965,000	$ 1,460,000	$102,425,000

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	December 31, 2012		
	Current	Past Due and Nonaccrual	Total
Residential real estate	$66,626,000	$ 574,000	$67,200,000
Consumer:			
Secured by real estate	30,268,000	714,000	30,982,000
Other	624,000	—	624,000
Total	$97,518,000	$ 1,288,000	$98,806,000

Note 4. Fair Value of Financial Instruments

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

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

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

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

The fair values of investment securities are determined by quoted market prices, if available (Level 1). For securities where quoted prices are not available, fair values of investment securities are determined by matrix pricing, which is a mathematical technique widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities (Level 2 inputs). As the Corporation is responsible for the determination of fair value, it performs quarterly analyses on the prices received from the pricing service to determine whether the prices are reasonable estimates of fair value. Specifically, the Corporation compares the prices received from the pricing service to a secondary pricing source. The Corporation's internal price verification procedures have not historically resulted in adjustment in the prices obtained from the pricing service.

The interest rate swaps are reported at fair values obtained from brokers who utilize internal models with observable market data inputs to estimate the values of these instruments (Level 2 inputs).

The Corporation measures impairment of collateralized loans and other real estate owned ("OREO") based on the estimated fair value of the collateral less estimated costs to sell the collateral, incorporating assumptions that experienced parties might use in estimating the value of such collateral (Level 3 inputs). At the time a loan or OREO is considered impaired, it is valued at the lower of cost or fair value. Generally, impaired loans carried at fair value have been partially charged-off or receive specific allocations of the allowance for loan losses. OREO is initially recorded at fair value less estimated selling costs. Subsequent adjustments to the OREO carrying value are recorded in a specific valuation allowance for OREO. For collateral dependent loans and OREO, fair value is commonly based on real estate appraisals. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available. Such adjustments typically result in a Level 3 classification of the inputs for determining fair value. Non-real estate collateral may be valued using an appraisal, the net book value recorded for the collateral on the borrower's financial statements, or aging reports. Collateral is then adjusted or discounted based on management's historical knowledge, changes in market conditions from the time of the valuation, and management's expertise and knowledge of the borrower and borrower's business, resulting in a Level 3 fair value classification. Impaired loans are evaluated on a quarterly basis for additional impairment and adjusted accordingly.

Appraisals are generally obtained to support the fair value of collateral. Appraisals for both collateral-dependent impaired loans and OREO are performed by licensed appraisers whose qualifications and licenses have been reviewed and verified by the Corporation. The Corporation utilizes a third party to order appraisals and, once received, reviews the assumptions and approaches utilized in the appraisal as well as the resulting fair value in comparison with independent data sources such as recent market data or industry-wide statistics.

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Real estate appraisals typically incorporate measures such as recent sales prices for comparable properties. In addition, appraisers may make adjustments to the sales price of the comparable properties as deemed appropriate based on the age, condition or general characteristics of the subject property. Management generally applies a 12% discount to real estate appraised values to cover disposition / selling costs and to reflect the potential price reductions in the market necessary to complete an expedient transaction and to factor in the impact of the perception that a transaction being completed by a bank may result in further price reduction pressure.

Assets and Liabilities Measured on a Recurring Basis

Assets and liabilities measured at fair value on a recurring basis are summarized below:

		Fair Value Measurements Using:		
	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	At September 30, 2013			
Assets:				
Available for sale securities				
U.S. government - sponsored agencies	$39,334,000	$—	$39,334,000	$ —
Obligations of state and political subdivisions	13,478,000	—	13,478,000	—
Mortgage-backed securities - residential	114,446,000	—	114,446,000	—
Asset-backed securities	9,826,000		9,826,000	
Corporate debt	2,916,000		2,916,000	
Other equity investments	3,411,000	3,351,000	60,000	—
Total available for sale securities	$183,411,000	$3,351,000	$180,060,000	$ —
Liabilities:				
Interest rate swap	$614,000	$—	$614,000	$ —
	At December 31, 2012			
Assets:				
Available for sale securities				
U.S. Treasuries	$4,006,000	$4,006,000	$—	$—
U.S. government -				

sponsored agencies	37,255,000	—	37,255,000	—
Obligations of state and political subdivisions	14,170,000	—	14,170,000	—
Mortgage-backed securities - residential	105,428,000	—	105,428,000	—
Asset-backed securities	9,884,000		9,884,000	
Corporate debt	495,000		495,000	
Other equity investments	3,462,000	3,402,000	60,000	—
Total available for sale securities	$174,700,000	$7,408,000	$167,292,000	$—
Liabilities:				
Interest rate swap	$812,000	$—	$812,000	$—

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There were no transfers of assets between Level 1 and Level 2 during the three and nine months ended September 30, 2013 or during the year ended December 31, 2012. There were no changes to the valuation techniques for fair value measurements as of September 30, 2013 and December 31, 2012.

Assets and Liabilities Measured on a Non-Recurring Basis

Assets and liabilities measured at fair value on a non-recurring basis are summarized below:

		Fair Value Measurements Using:		
	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	At September 30, 2013			
Assets:				
Impaired loans				
Commercial:				
Secured by real estate	$6,930,000	$ —	$ —	$ 6,930,000
Other	—	—	—	—
Commercial real estate	13,096,000	—	—	13,096,000
Commercial construction	852,000	—	—	852,000
Residential real estate	650,000	—	—	650,000
Consumer				
Secured by real estate	817,000	—	—	817,000
Other Real Estate Owned	470,000			470,000
	$22,815,000	$ —	$ —	$ 22,815,000

	At December 31, 2012			
Assets:				
Impaired loans				
Commercial:				
Secured by real estate	$6,490,000	$—	$—	$6,490,000
Other	—	—	—	—
Commercial real estate	10,445,000	—	—	10,445,000
Commercial construction	4,373,000	—	—	4,373,000

Residential real estate	413,000	—	—	413,000
Consumer				
Secured by real estate	800,000	—	—	800,000
Other Real Estate Owned	1,058,000			1,058,000
	$23,579,000	$—	$—	$23,579,000

Collateral-dependent impaired loans measured for impairment using the fair value of the collateral had a recorded investment of $22,663,000, with a valuation allowance of $318,000, resulting in an increase of the provision for loan losses of $517,000 and $2,985,000 for the three and nine months ended September 30, 2013.

Other real estate owned had a recorded investment value of $480,000 with a $10,000 valuation allowance at September 30, 2013. The $10,000 valuation allowance was recorded during the nine months ended September 30, 2013. At December 31, 2012, other real estate owned had a recorded investment value of $1,058,000 with no valuation allowance.

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For the Level 3 assets measured at fair value on a non-recurring basis at September 30, 2013, the significant unobservable inputs used in the fair value measurements were as follows:

Assets	Fair Value	Valuation Technique	Unobservable Inputs	Range
Impaired loans	$22,345,000	Comparable real estate sales and / or the income approach.	Adjustments for differences between comparable sales and income data available.	5%
			Estimated selling costs.	7%
Other real estate owned	$470,000	Comparable real estate sales and / or the income approach.	Adjustments for differences between comparable sales and income data available.	5% - 10%
			Estimated selling costs.	7%

Fair value estimates for the Corporation's financial instruments are summarized below:

		Fair Value Measurements Using:		
	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	At September 30, 2013			
Financial assets:				
Cash and cash equivalents	$15,400,000	$15,400,000	$—	$—
Securities available for sale	183,411,000	3,351,000	180,060,000	—
Securities held to maturity	26,161,000	—	27,512,000	—
Mortgage loans held for sale	910,000	—	910,000	—
Loans, net	428,799,000	—	—	436,861,000
Accrued interest receivable	2,058,000	—	706,000	1,351,000
Financial liabilities:				
Deposits	577,156,000	439,719,000	137,977,000	—
FHLB-NY advances	40,100,000	—	40,483,000	—
Securities sold under agreements to repurchase	8,044,000	—	8,367,000	—
Subordinated debenture	7,217,000	—	—	7,209,000
Accrued interest payable	373,000	2,000	353,000	18,000

Interest rate swap	614,000	—	614,000	—

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		Fair Value Measurements Using:		
	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	At December 31, 2012			
Financial assets:				
Cash and cash equivalents	$21,016,000	$21,016,000	$—	$—
Securities available for sale	174,700,000	7,408,000	167,292,000	—
Securities held to maturity	29,718,000	—	31,768,000	—
Mortgage loans held for sale	784,000	—	784,000	—
Loans, net	429,832,000	—	—	449,041,000
Accrued interest receivable	2,372,000	2,000	908,000	1,462,000
Financial liabilities:				
Deposits	590,254,000	434,569,000	157,219,000	—
FHLB-NY advances	25,000,000	—	25,825,000	—
Securities sold under agreements to repurchase	7,343,000	—	7,883,000	—
Subordinated debenture	7,217,000	—	—	7,112,000
Accrued interest payable	560,000	1,000	540,000	19,000
Interest rate swap	812,000	—	812,000	—

The following methods and assumptions were used to estimate the fair value of each class of financial instrument:

Cash and cash equivalents – The carrying amount approximates fair value and is classified as Level 1.

Securities available-for-sale and held to maturity – The methods for determining fair values were described previously.

Mortgage loans held for sale – Loans in this category have been committed for sale to third party investors at the current carrying amount resulting in a Level 2 classification.

Loans, net – Fair values are estimated for portfolios of loans with similar financial characteristics. Loans are segregated by type such as residential and commercial mortgages, commercial and other installment loans. The fair value of loans is estimated by discounting cash flows using estimated market discount rates which reflect the credit and interest rate risk inherent in the loans resulting in a Level 3 classification. Fair values estimated in this manner do not fully incorporate an exit-price approach to fair value, but instead are based on a comparison to current market rates for comparable loans.

Accrued interest receivable – The carrying amount approximates fair value.

Deposits – The fair value of deposits, with no stated maturity, such as noninterest-bearing demand deposits, savings, NOW and money market accounts, is equal to the amount payable on demand resulting in a Level 1 classification. The fair value of certificates of deposit is based on the discounted value of cash flows resulting in a Level 2 classification. The discount rate is estimated using market discount rates which reflect interest rate risk inherent in the certificates of deposit.

FHLB-NY advances – With respect to FHLB-NY borrowings, the carrying amount of the borrowings which mature in one day approximates fair value. For borrowings with a longer maturity, the fair value is based on the discounted value of cash flows. The discount rate is estimated using market discount rates which reflect the interest rate risk and credit risk inherent in the term borrowings resulting in a Level 2 classification.

Securities sold under agreements to repurchase – The carrying value approximates fair value due to the relatively short time before maturity resulting in a Level 2 classification.

Subordinated debenture – The fair value of the subordinated debenture is based on the discounted value of the cash flows. The discount rate is estimated using market rates which reflect the interest rate and credit risk inherent in the debenture resulting in a Level 3 classification.

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Accrued interest payable – The carrying amount approximates fair value.

Interest rate swap – The fair value of derivatives are based on valuation models using observable market data as of the measurement date (Level 2).

Commitments to extend credit – The fair value of commitments is estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present credit worthiness of the counter parties. At September 30, 2013 and December 31, 2012, the fair value of such commitments were not material.

Limitations

The preceding fair value estimates were made at September 30, 2013 and December 31, 2012 based on pertinent market data and relevant information concerning the financial instruments. These estimates do not include any premiums or discounts that could result from an offer to sell at one time the Corporation's entire holdings of a particular financial instrument or category thereof. Since no market exists for a substantial portion of the Corporation's financial instruments, fair value estimates were necessarily based on judgments with respect to future expected loss experience, current economic conditions, risk assessments of various financial instruments, and other factors. Given the subjective nature of these estimates, the uncertainties surrounding them and the matters of significant judgment that must be applied, these fair value estimates cannot be calculated with precision. Modifications in such assumptions could meaningfully alter these estimates.

Since these fair value approximations were made solely for on- and off-balance sheet financial instruments at September 30, 2013 and December 31, 2012, no attempt was made to estimate the value of anticipated future business. Furthermore, certain tax implications related to the realization of unrealized gains and losses could have a substantial impact on these fair value estimates and have not been incorporated into the estimates.

Note 5. Earnings Per Share

Basic earnings per share is calculated by dividing net income available to common shareholders by the weighted average number of common shares outstanding during the period. Common stock equivalents are not included in the calculation. Diluted earnings per share is computed similar to that of basic earnings per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if all potential dilutive common shares were issued.

The following reconciles the income available to common shareholders (numerator) and the weighted average common stock outstanding (denominator) for both basic and diluted earnings per share.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Net income	$522,000	$328,000	$1,805,000	$780,000
Dividends on preferred stock	170,000	112,000	463,000	225,000
Net income available to common stockholders	$352,000	$216,000	$1,342,000	$555,000
Weighted average shares	5,939,958	5,916,123	5,935,195	5,903,598
Effect of dilutive stock options	N/A	N/A	N/A	N/A
Total weighted average dilutive shares	5,939,958	5,916,123	5,935,195	5,903,598
Basic earnings per common share	$0.06	$0.04	$0.23	$0.09
Diluted earnings per common share	$0.06	$0.04	$0.23	$0.09

Stock options to purchase 1,101 and 4,849 shares of common stock were not considered in computing diluted earnings per share for the three and nine months ended September 30, 2013, respectively, because they were antidilutive. For the three and nine months ended September 30, 2012, stock options to purchase 6,983 and 42,321 shares of common stock, respectively, were not considered in computing diluted earnings per share of common stock because they were antidilutive.

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Note 6. Preferred Stock

In connection with the Corporation's participation in the U.S. Department of the Treasury's Small Business Lending Fund program ("SBLF"), a $30 billion fund established under the Small Business Jobs Act of 2010 that encourages lending to small businesses by providing capital to qualified community banks with assets of less than $10 billion, on September 1, 2011, the Corporation issued 15,000 shares of Senior Non-Cumulative Perpetual Preferred Stock, Series B (the "Series B Preferred Shares") to the Treasury for an aggregate purchase price of $15 million, in cash.

Using the proceeds of the issuance of the Series B Preferred Shares, the Corporation simultaneously repurchased all 10,000 shares of its Fixed Rate Cumulative Perpetual Preferred Stock, Series A, having a liquidation preference of $1,000 per share (the "Series A Preferred Shares") previously issued under the Treasury's Troubled Assets Relief Program ("TARP") Capital Purchase Program (the "CPP") for an aggregate purchase price of $10,022,222, in cash, including accrued but unpaid dividends through the date of repurchase.

The terms of the Series B Preferred Shares provide for a liquidation preference of $1,000 per share and impose restrictions on the Corporation's ability to declare or pay dividends or purchase, redeem or otherwise acquire for consideration, shares of the Corporation's Common Stock and any class or series of stock of the Corporation the terms of which do not expressly provide that such class or series will rank senior to or in parity with the Series B Preferred Shares as to dividend rights and/or rights on liquidation, dissolution or winding up of the Corporation. Specifically, the terms provide for the payment of a non-cumulative quarterly dividend, payable in arrears, which the Corporation accrues as earned over the period that the Series B Preferred Shares are outstanding. The dividend rate can fluctuate on a quarterly basis during the first ten quarters during which the Series B Preferred Shares are outstanding, based upon changes in the level of Qualified Small Business Lending ("QSBL" as defined in the Securities Purchase Agreement) from 1% to 5% per annum and, thereafter, for the eleventh through the first half of the nineteenth dividend periods, from 1% to 7%. In general, the dividend rate decreases as the level of the Bank's QSBL increases. In the event that the Series B Preferred Shares remain outstanding for more than four and one half years, the dividend rate will be fixed at 9%. Based upon the Bank's level of QSBL over a baseline level, the dividend rate for the initial dividend period was 1%. Such dividends are not cumulative but the Corporation may only declare and pay dividends on its Common Stock (or any other equity securities junior to the Series B Preferred Stock) if it has declared and paid dividends on the Series B Preferred Shares for the current dividend period and, if, after payment of such dividend, the dollar amount of the Corporation's Tier 1 Capital would be at least 90% of the Tier 1 Capital on the date of entering into the SBLF program, excluding any subsequent net charge-offs and any redemption of the Series B Preferred Shares (the "Tier 1 Dividend Threshold"). The Tier 1 Dividend Threshold is subject to reduction, beginning on the second anniversary of the issuance and ending on the tenth anniversary, by 10% for each 1% increase in QSBL over the baseline level.

In addition, the Series B Preferred Shares are non-voting except in limited circumstances. In the event that the Corporation has not timely declared and paid dividends on the Series B Preferred Shares for six dividend periods or more, whether or not consecutive, and shares of Series B Preferred Stock with an aggregate liquidation preference of at least $25,000,000 are still outstanding, the Treasury may designate two additional directors to be elected to the Corporation's Board of Directors. Subject to the approval of the Bank's federal banking regulator, the Federal Reserve, the Corporation may redeem the Series B Preferred Shares at any time at the Corporation's option, at a redemption price equal to the liquidation preference per share plus the per share amount of any unpaid dividends for the then-current period through the date of the redemption. The Series B Preferred Shares are includable in Tier I capital for regulatory capital.

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Note 7. Accumulated Other Comprehensive Income

The following table presents the after-tax changes in the balances of each component of accumulated other comprehensive income for the three and nine months ended September 30, 2013.

	For the Three Months Ended September 30, 2013		
	Components of Accumulated Other Comprehensive Income		Total
	Unrealized Gains and Losses on Available for Sale (AFS) Securities	Unrealized Gains and Losses on Derivatives	Accumulated Other Comprehensive Loss
Balance at June 30, 2013	$ (2,122,000)	$ (389,000)	$ (2,511,000)
Other comprehensive income before reclassifications	(354,000)	20,000	(334,000)
Amounts reclassified from other comprehensive income	—	—	—
Other comprehensive income, net	(354,000)	20,000	(334,000)
Balance at September 30, 2013	$ (2,476,000)	$ (369,000)	$ (2,845,000)

	For the Nine Months Ended September 30, 2013		
	Components of Accumulated Other Comprehensive Income		Total
	Unrealized Gains and Losses on Available for Sale (AFS) Securities	Unrealized Gains and Losses on Derivatives	Accumulated Other Comprehensive Loss
Balance at December 31, 2012	$ 947,000	$ (487,000)	$ 460,000
Other comprehensive income before reclassifications	(3,422,000)	118,000	(3,304,000)
Amounts reclassified from other comprehensive income	(1,000)	—	(1,000)
Other comprehensive income, net	(3,423,000)	118,000	(3,305,000)
Balance at September 30, 2013	$ (2,476,000)	$ (369,000)	$ (2,845,000)

The following table presents amounts reclassified from each component of accumulated other comprehensive income on a gross and net of tax basis for the nine months ended September 30, 2013.

Components of Accumulated Other Comprehensive Loss	Accumulated Other Comprehensive Income	Income Statement Line Item
Unrealized gains on AFS securities before tax	$ 2,000	Gains on securities transactions, net
Tax effect	(1,000)	
Total net of tax	1,000	
Total reclassifications, net of tax	$ 1,000	

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

Cautionary Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q contains certain "forward looking statements" with respect to Stewardship Financial Corporation (the "Corporation") within the meaning of the Private Securities Litigation Reform Act of 1995, which forward looking statements may be identified by the use of such words as "believe," "expect," "anticipate," "should," "plan," "estimate," and "potential." Examples of forward-looking statements include, but are not limited to, estimates with respect to the financial condition, results of operations and business of the Corporation that are subject to various factors which could cause actual results to differ materially from these estimates. These factors include: changes in general, economic and market conditions, legislative and regulatory conditions, or the development of an interest rate environment that adversely affects the Corporation's interest rate spread or other income anticipated from operations and investments. As used in this Form 10-Q, "we", "us" and "our" refer to the Corporation and its consolidated subsidiary, Atlantic Stewardship Bank, depending on the context.

Critical Accounting Policies and Estimates

"Management's Discussion and Analysis of Financial Condition and Results of Operations," as well as disclosures found elsewhere in this Quarterly Report on Form 10-Q, are based upon the Corporation's consolidated financial statements, which have been prepared in conformity with U.S. generally accepted accounting principles ("GAAP"). The preparation of these financial statements requires the Corporation to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. Note 1 to the Corporation's Audited Consolidated Financial Statements for the year ended December 31, 2012 included in the 2012 Annual Report contains a summary of the Corporation's significant accounting policies. Management believes the Corporation's policy with respect to the methodology for the determination of the allowance for loan losses involves a higher degree of complexity and requires management to make difficult and subjective judgments, which often require assumptions or estimates about highly uncertain matters. Changes in these judgments, assumptions or estimates could materially impact results of operations. This critical accounting policy and its application are periodically reviewed with the Audit Committee and the Board of Directors.

The allowance for loan losses is based upon management's evaluation of the adequacy of the allowance, including an assessment of known and inherent risks in the loan portfolio, giving consideration to the size and composition of the loan portfolio, actual loan loss experience, level of delinquencies, detailed analysis of individual loans for which full collectability may not be assured, the existence and estimated net realizable value of any underlying collateral and guarantees securing the loans, and current economic and market conditions. Although management uses the best information available, the level of the allowance for loan losses remains an estimate, which is subject to significant judgment and short-term change. Various regulatory agencies, as an integral part of their examination process, periodically review the Corporation's allowance for loan losses. Such agencies may require the Corporation to make additional provisions for loan losses based upon information available to them at the time of their examination. Furthermore, the majority of the Corporation's loans are secured by real estate in the State of New Jersey. Accordingly, the collectability of a substantial portion of the carrying value of the Corporation's loan portfolio is susceptible to changes in local market conditions and may be adversely affected should real estate values decline or the northern New Jersey area experience adverse economic changes. Future adjustments to the allowance for loan losses may be necessary due to economic, operating, regulatory and other conditions beyond the Corporation's control.

Financial Condition

Total assets were relatively unchanged, increasing only $840,000 to $689.2 million at September 30, 2013 from $688.4 million at December 31, 2012. Cash and cash equivalents decreased $5.6 million to $15.4 million at September 30, 2013 from $21.0 million at December 31, 2012, reflecting growth in the securities portfolio. Securities available-for-sale increased $8.7 million to $183.4 million while securities held to maturity decreased $3.6 million to $26.2 million. Net loans decreased $1.0 million to $428.8 million at September 30, 2013 compared to $429.8 million at December 31, 2012. Increases due to new loans originated were partially offset by regular principal payments and payoffs in the first nine months of fiscal year 2013 as well as a $63,000 net increase in the allowance for loan losses. Loans held for sale totaled $910,000 at September 30, 2013, an increase of $126,000 from $784,000 at December 31, 2012. Bank owned life insurance increased $2.7 million to $13.2 million reflecting a $3.0 million purchase partially offset by a death benefit insurance payment received in the first quarter of 2013.

Deposits totaled $577.2 million at September 30, 2013, a decrease of $13.1 million from $590.3 million at December 31, 2012. The decline in deposits consisted of a $28.7 million decrease in interest-bearing accounts partially offset by a $15.6 million increase in noninterest-bearing accounts.

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FHLB – NY advances were $40.1 million at September 30, 2013 compared to $25.0 million at December 31, 2012. The increase in these borrowings was the result of a decrease in deposits.

In accordance with a notice received by the Corporation from the Federal Reserve Bank of New York ("FRB-NY") under which the Corporation is required to obtain the prior written approval of FRB-NY in order to issue dividends, the Corporation solicited and received written approval in October 2013 from FRB-NY regarding (i) the payment of a cash dividend on preferred stock held by the U.S. Treasury under the Small Business Lending Fund program of approximately $170,000 (payable on January 2, 2014), (ii) the payment of a cash dividend to common shareholders of $0.01 per share, totaling approximately $59,000 (payable on November 15, 2013); and (iii) the payment of quarterly interest on Trust Preferred Securities totaling approximately $125,000 (payable on December 17, 2013).

Results of Operations

General

The Corporation reported net income of $522,000, or $0.06 diluted earnings per common share for the three months ended September 30, 2013, compared to net income of $328,000, or $0.04 diluted earnings per common share for the three months ended September 30, 2012. For the nine months ended September 30, 2013, the Corporation reported net income of $1.8 million, or $0.23 diluted earnings per common share compared to net income of $780,000, or $0.09 diluted earnings per common share, for the comparable prior year period.

Net Interest Income

Net interest income, on a tax equivalent basis, for the three and nine months ended September 30, 2013 was $5.6 million and $17.1 million, respectively, compared to $5.9 million and $17.9 million recorded in the prior year periods. The net interest rate spread and net yield on interest-earning assets for the three months ended September 30, 2013 were 3.31% and 3.49%, respectively, compared to 3.40% and 3.62% for the three months ended September 30, 2012. For the nine months ended September 30, 2013, the net interest rate spread and net yield on interest-earning assets were 3.41% and 3.60%, respectively, compared to 3.45% and 3.67% for the nine months ended September 30, 2012. The net interest rate spread and net yield on interest-earning assets for the current year periods reflect a decline in loan interest rates and yields on securities as well as a decline in the interest rates on deposits. The Corporation continues in its efforts to proactively manage deposit costs in an effort to mitigate the lower asset yields earned. The reduced yields on assets primarily reflect lower yields on loans as well as on investment securities, reflective of the historically low market rates in the current environment.

The following table reflects the components of the Corporation's net interest income for the three and nine months ended September 30, 2013 and 2012 including: (1) average assets, liabilities and shareholders' equity based on average daily balances, (2) interest income earned on interest-earning assets and interest expense paid on interest-bearing liabilities, (3) average yields earned on interest-earning assets and average rates paid on interest-bearing liabilities, and (4) net yield on interest-earning assets. Nontaxable income from investment securities and loans is presented on a tax-equivalent basis assuming a statutory tax rate of 34% for the periods presented. This was accomplished by adjusting non-taxable income upward to make it equivalent to the level of taxable income required to earn the same amount after taxes.

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Analysis of Net Interest Income (Unaudited)

For the Three Months Ended September 30,

	2013			2012		
	Average Balance	Interest Income/ Expense	Average Rates Earned/ Paid	Average Balance	Interest Income/ Expense	Average Rates Earned/ Paid
	(Dollars in thousands)			(Dollars in thousands)		
Assets						
Interest-earning assets:						
Loans (1) (2)	$439,283	$5,544	5.01 %	$445,722	$5,962	5.31 %
Taxable investment securities (1)	176,540	733	1.65	176,773	882	1.98
Tax-exempt investment securities (1) (2)	34,787	390	4.44	35,670	410	4.56
Other interest-earning assets	407	8	7.80	658	11	6.63
Total interest-earning assets	651,017	6,675	4.07	658,823	7,265	4.37
Non-interest-earning assets:						
Allowance for loan losses	(11,282)			(12,351)		
Other assets	51,306			55,923		
Total assets	$691,041			$702,395		
Liabilities and Stockholders' Equity						
Interest-bearing liabilities:						
Interest-bearing demand deposits	$230,406	$188	0.32 %	$243,105	$236	0.39 %
Savings deposits	75,539	20	0.11	64,532	23	0.14
Time deposits	141,037	359	1.01	161,551	543	1.33
Repurchase agreements	7,684	93	4.80	13,885	179	5.11
FHLB-NY borrowing	26,662	153	2.28	25,096	151	2.39
Subordinated debenture	7,217	127	6.98	7,217	127	6.98
Total interest-bearing liabilities	488,545	940	0.76	515,386	1,259	0.97
Non-interest-bearing liabilities:						
Demand deposits	145,668			125,443		
Other liabilities	2,939			3,105		
Stockholders' equity	53,889			58,461		
Total liabilities and stockholders' equity	$691,041			$702,395		
Net interest income (taxable equivalent basis)		5,735			6,006	
Tax Equivalent adjustment		(139)			(145)	
Net interest income		$5,596			$5,861	
Net interest spread (taxable equivalent basis)			3.31 %			3.40 %

Net yield on interest-earning assets (taxable equivalent basis) (3)	3.49 %	3.62 %

(1) For purpose of these calculations, nonaccruing loans are included in the average balance. Loans and total interest-earning assets are net of unearned income. Securities are included at amortized cost.
(2) The tax equivalent adjustments are based on a marginal tax rate of 34%.
(3) Net interest income (taxable equivalent basis) divided by average interest-earning assets.

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Analysis of Net Interest Income (Unaudited)

For the Nine Months Ended September 30,

	2013			2012		
	Average Balance	Interest Income/ Expense	Average Rates Earned/ Paid	Average Balance	Interest Income/ Expense	Average Rates Earned/ Paid
	(Dollars in thousands)			(Dollars in thousands)		
Assets						
Interest-earning assets:						
Loans (1) (2)	$443,316	$17,169	5.18 %	$452,664	$18,328	5.39 %
Taxable investment securities (1)	172,482	2,076	1.61	176,088	2,816	2.13
Tax-exempt investment securities (1) (2)	35,970	1,202	4.47	34,030	1,210	4.74
Other interest-earning assets	413	22	7.12	998	28	3.87
Total interest-earning assets	652,181	20,469	4.20	663,780	22,382	4.49
Non-interest-earning assets:						
Allowance for loan losses	(11,432)			(12,574)		
Other assets	49,333			54,286		
Total assets	$690,082			$705,492		
Liabilities and Stockholders' Equity						
Interest-bearing liabilities:						
Interest-bearing demand deposits	$234,478	$562	0.32 %	$248,095	$847	0.45 %
Savings deposits	72,300	58	0.11	61,674	84	0.18
Time deposits	145,745	1,180	1.08	163,954	1,748	1.42
Repurchase agreements	7,458	274	4.91	14,188	543	5.10
FHLB-NY borrowing	25,744	451	2.34	27,428	480	2.33
Subordinated debenture	7,217	377	6.98	7,217	379	7.00
Total interest-bearing liabilities	492,942	2,902	0.79	522,556	4,081	1.04
Non-interest-bearing liabilities:						
Demand deposits	138,328			121,320		
Other liabilities	3,093			3,027		
Stockholders' equity	55,719			58,589		
Total liabilities and stockholders' equity	$690,082			$705,492		
Net interest income (taxable equivalent basis)		17,567			18,301	
Tax Equivalent adjustment		(427)			(429)	
Net interest income		$17,140			$17,872	
Net interest spread (taxable equivalent basis)			3.41 %			3.45 %

Net yield on interest-earning assets (taxable equivalent basis) (3)	3.60 %	3.67 %

(1) For purpose of these calculations, nonaccruing loans are included in the average balance. Loans and total interest-earning assets are net of unearned income. Securities are included at amortized cost.
(2) The tax equivalent adjustments are based on a marginal tax rate of 34%.
(3) Net interest income (taxable equivalent basis) divided by average interest-earning assets.

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For the three months ended September 30, 2013, total interest income, on a tax equivalent basis, decreased $590,000 to $6.7 million, or 8.1%, when compared to the same prior year period. The decrease was due to both a decrease in the average balance of interest-earning assets and a decrease in yields on interest-earning assets. Total interest income on a tax equivalent basis decreased $1.9 million to $20.5 million for the nine months ended September 30, 2013, or 8.5%, compared to the same period for 2012. Consistent with the three month period, the decrease in the current nine month period is due to a decrease in the overall yield on interest-earning assets and a decrease in the average interest-earning assets. The average rate earned on interest-earning assets was 4.07% and 4.20% for the three and nine months ended September 30, 2013, respectively, compared to an average rate of 4.37% and 4.49% for the three and nine months ended September 30, 2012. The decline in the asset yield reflects the effect of a prolonged low interest rate environment. Average interest-earning assets decreased $7.8 million and $11.6 million for the three and nine months ended September 30, 2013 compared to the same prior year periods. The change in average interest-earning assets primarily reflects a decrease from the comparable prior year periods in average loans, which decreased $6.4 million and $9.3 million for the three and nine months ended September 30, 2013, respectively.

Interest paid on deposits and borrowed money decreased $319,000 and $1.2 million for the three and nine months ended September 30, 2013, respectively, compared to the same periods for 2012. The decline is due to general decreases in rates paid on deposits and borrowings coupled with decreases in average interest-bearing liabilities. For the three months ended September 30, 2013, the total cost for interest-bearing liabilities declined to 0.76% representing a 21 basis point decline when compared to the same prior year period. The cost for deposits and borrowed money decreased 25 basis points from 1.04% for the nine month period ended September 30, 2012 to 0.79% for the comparable period in 2013. The average balance of total interest-bearing deposits and borrowings decreased $26.8 million and $29.6 million for the three and nine months ended September 30, 2013, respectively, from the comparable 2012 period. Average interest-bearing deposits decreased $22.2 million and average borrowings decreased $4.6 million for the three months ended September 30, 2013 when compared to the same prior year period. Likewise, for the nine months ended September 30, 2013 the change in interest-bearing deposits and borrowings was comprised of a $21.2 million decrease in average interest-bearing deposits and a $8.4 million decrease in average borrowings.

Provision for Loan Losses

The Corporation maintains an allowance for loan losses at a level considered by management to be adequate to cover the probable incurred losses associated with its loan portfolio. On an ongoing basis, management analyzes the adequacy of this allowance by considering the nature and volume of the Corporation’s loan activity, financial condition of the borrower, fair market value of the underlying collateral, and changes in general market conditions. Additions to the allowance for loan losses are charged to operations in the appropriate period. Actual loan losses, net of recoveries, serve to reduce the allowance. The appropriate level of the allowance for loan losses is based on estimates, and ultimate losses may vary from current estimates.

The loan loss provision totaled $900,000 and $3.4 million for the three and nine months ended September 30, 2013, respectively, compared to $2.0 million and $6.7 million for the three and nine months ended September 30, 2012, respectively. Nonaccrual loans of $15.3 million at September 30, 2013 reflected a decrease from $18.0 million of nonaccrual loans at December 31, 2012. The allowance for loan losses related to the impaired loans increased from

$266,000 at December 31, 2012 to $363,000 at September 30, 2013. During the nine months ended September 30, 2013, the Corporation charged off $3.6 million of loan balances and recovered $292,000 in previously charged off loans compared to $5.9 million and $224,000, respectively, during the same period in 2012.

The current period loan loss provision considers economic conditions that have contributed to loan delinquencies and the softness in the real estate market. The Corporation monitors its loan portfolio and intends to continue to provide for loan loss reserves based on its ongoing periodic review of the loan portfolio, charge-off activity and general market conditions.

See “Asset Quality” section below for a summary of the allowance for loan losses and nonperforming assets.

Noninterest Income

Noninterest income was $971,000 and $3.4 million for the three and nine months ended September 30, 2013, respectively, compared to $1.7 million and $4.6 million for the prior year periods. For the three months ended September 30, 2013, there was $156,000 of gains on sales of other real estate owned while noninterest income included a net loss of $37,000 related to sales of other real estate owned for the three months ended September 30, 2012. Gains on sales of other real estate owned were $282,000 for the nine months ended September 30, 2013 compared to $432,000 for the comparable prior year period. Gains on sales of mortgage loans totaled $150,000 and $610,000 for the three and nine months ended September 30, 2013, respectively, compared to $162,000 and $727,000 for the three and nine months ended September 30, 2012, respectively. There were no gains on calls and sales of securities included in noninterest income for the three months ended September 30, 2013 and for the nine months ended September 30, 2013, noninterest income included just $2,000 from gains on calls and sales of securities. This compares to $891,000 and $1.3 million for the three and nine months ended September 31, 2012, respectively. The gain for the three months ended September 30, 2012 reflected a transaction executed to lower the Corporation’s risk exposure to rising interest rates and delever the balance sheet through the partial repayment of a higher costing wholesale repurchase agreement. A resulting gain was partially offset by a prepayment penalty discussed below. Noninterest income of $537,000 was recorded as a result of a death benefit insurance payment received in early 2013.

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Noninterest Expense

Noninterest expenses for the three and nine months ended September 30, 2013 was $4.9 million and $14.9 million, respectively, compared to $5.2 million and $14.8 million, respectively, in the comparable prior year periods. The majority of the increase in noninterest expenses has occurred in higher salary and employee benefits expense, reflective of increasing regulatory compliance and the attendant staffing necessary to oversee all compliance-related issues. In addition, the increase in salary and employee benefits expense is the result of an increased focus on commercial lending opportunities as well as costs associated with an enhanced credit review function. Included in noninterest expense for the prior year periods is a $691,000 prepayment premium resulting from the Corporation’s repayment of $7 million of a wholesale repurchase agreement.

Income Tax Expense

For the three months ended September 30, 2013, the Corporation recorded income tax expense of $271,000 compared to income tax expense of $46,000 for the three months ended September 30, 2012. For the nine months ended September 30, 2013, income tax expense totaled $488,000 representing an effective tax rate of 21.3% compared to income tax expense of $193,000, or an effective tax rate of 19.8%, for the nine months ended September 30, 2012.

Asset Quality

The Corporation’s principal earning asset is its loan portfolio. Inherent in the lending function is the risk of deterioration in the borrowers’ ability to repay loans under existing loan agreements. The Corporation manages this risk by maintaining reserves to absorb probable incurred loan losses. In determining the adequacy of the allowance for loan losses, management considers the risks inherent in its loan portfolio and changes in the nature and volume of its loan activities, along with general economic and real estate market conditions. Although management endeavors to establish a reserve sufficient to offset probable incurred losses in the portfolio, changes in economic conditions, regulatory policies and borrowers’ performance could require future changes to the allowance.

Risk elements include nonaccrual loans, past due and restructured loans, potential problem loans, loan concentrations and other real estate owned. The following table shows the composition of nonperforming assets at the end of each of the last four quarters:

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	September 30, 2013	June 30, 2013	March 31, 2013	December 31, 2012
	(Dollars in thousands)			
Nonaccrual loans (1)	$15,269	$14,716	$17,479	$18,011
Loans past due 90 days or more and accruing (2)	—	—	50	237
Total nonperforming loans	15,269	14,716	17,529	18,248
Other real estate owned	470	1,072	876	1,058
Total nonperforming assets	$15,739	$15,788	$18,405	$19,306
Performing restructured loans (3)	$10,986	$10,235	$10,134	$10,373
Allowance for loan losses	$10,704	$10,787	$11,512	$10,641
Nonperforming loans to total gross loans	3.48 %	3.33 %	3.97 %	4.14 %
Nonperforming assets to total assets	2.28 %	2.29 %	2.65 %	2.80 %
Allowance for loan losses to total gross loans	2.44 %	2.44 %	2.61 %	2.42 %
Allowance for loan losses to nonperforming loans	70.10 %	73.30 %	65.67 %	58.31 %

(1) Generally represents loans as to which the payment of principal or interest is in arrears for a period of more than 90 days. Interest previously accrued on these loans and not yet paid is reversed and charged against income during the current period. Interest earned thereafter is only included in income to the extent that it is received in cash.

(2) Represents loans as to which payment of principal or interest is contractually past due 90 days or more but which are currently accruing income at the contractually stated rates. A determination is made to continue accruing income on those loans which are sufficiently collateralized and on which management believes all interest and principal owed will be collected.

(3) Any restructured loans that are on nonaccrual status are only reported in nonaccrual loans and not also in restructured loans.

A loan is generally placed on nonaccrual when, based on current information and events, it is probable that the Corporation will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. The identification of nonaccrual loans reflects careful monitoring of the loan portfolio. The Corporation is focused on resolving the nonperforming loans and mitigating future losses in the portfolio. All delinquent loans continue to be reviewed by management.

At September 30, 2013, the nonaccrual loans were comprised of 43 loans, primarily commercial real estate loans, commercial loans and construction loans. While the Corporation maintains strong underwriting requirements, the number and amount of nonaccrual loans is a reflection of the prolonged weakened economic conditions and the corresponding effects it has had on our commercial borrowers and the current real estate environment. Certain loans, including restructured loans, are current, but in accordance with applicable guidance and other weakness concerns, management has continued to keep these loans on nonaccrual status.

During the nine months ended September 30, 2013, nonaccrual loans have decreased $2.7 million to $15.3 million, since December 31, 2012. The decrease reflects payments received, payoffs, charge-offs and loans returned to an accrual status partially offset by new nonaccrual loans. The ratio of allowance for loan losses to nonperforming loans increased to 70.10% at September 30, 2013 from 58.31% at December 31, 2012. The ratio of allowance for loan losses to nonperforming loans is reflective of a detailed analysis and the probable losses to be incurred that we have identified with these nonperforming loans. This metric reflects both the effect of an increase in the allowance for loan losses and the decrease in nonaccrual loans.

Evaluation of all nonperforming loans includes the updating of appraisals and specific evaluation of such loans to determine estimated cash flows from business and/or collateral. We have assessed these loans for collectability and considered, among other things, the borrower's ability to repay, the value of the underlying collateral, and other market conditions to ensure the allowance for loan losses is adequate to absorb probable losses to be incurred. The majority of our nonperforming loans are secured by real estate collateral. While we have continued to record appropriate charge-offs, the existing underlying collateral coverage for a considerable portion of the nonperforming loans currently supports collection of a significant portion of our remaining principal.

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For loans not included in nonperforming loans, at September 30, 2013, the level of loans past due 30-89 days was only $383,000 compared to $3.1 million at December 31, 2012. We will continue to monitor delinquencies for early identification of new problem loans. While not comprising a significantly large portion of the loan portfolio, a number of problem loans are commercial construction loans which have been affected by the struggling construction industry. As such, the entire commercial construction portfolio is being actively monitored.

The Corporation maintains an allowance for loan losses at a level considered by management to be adequate to cover the probable losses to be incurred associated with its loan portfolio. The Corporation's policy with respect to the methodology for the determination of the allowance for loan losses involves a high degree of complexity and requires management to make difficult and subjective judgments.

The adequacy of the allowance for loan losses is based upon management's evaluation of the known and inherent risks in the portfolio, consideration to the size and composition of the loan portfolio, actual loan loss experience, the level of delinquencies, detailed analysis of individual loans for which full collectability may not be assured, the existence and estimated net realizable value of any underlying collateral and guarantees securing the loans, and current economic and market conditions.

In establishing the allowance for loan losses, the Corporation utilizes a two-tier approach by (1) identifying problem loans and allocating specific loss allowances on such loans and (2) establishing a general loan loss allowance on the remainder of its loan portfolio. The Corporation maintains a loan review system that allows for a periodic review of its loan portfolio and the early identification of potential problem loans. Such a system takes into consideration, among other things, delinquency status, size of loans, type of collateral and financial condition of the borrowers.

Allocations of specific loan loss allowances are established for identified loans based on a review of various information including appraisals of underlying collateral. Appraisals are performed by independent licensed appraisers to determine the value of impaired, collateral-dependent loans. Appraisals are periodically updated to ascertain any further decline in value. General loan loss allowances are based upon a combination of factors including, but not limited to, actual loss experience, composition of the loan portfolio, current economic conditions and management's judgment.

For the three and nine months ended September 30, 2013, the provision for loan losses was $900,000 and $3.4 million, respectively, compared to $2.0 million and $6.7 million for the three and nine months ended September 30 2012, respectively. The total allowance for loan losses of 2.44% of total loans was comparable to a ratio of 2.42% at December 31, 2012.

When management expects that some portion or all of a loan balance will not be collected, that amount is charged-off as a loss against the allowance for loan losses. For the three and nine months ended September 30, 2013, net charge-offs were $982,000 and $3.3 million, respectively. For the three and nine months ended September 30, 2012, net charge-offs were $1.3 million and $5.7 million, respectively. These charge-offs primarily reflect partial writedowns on nonaccrual loans due to the initial and ongoing evaluations of market values of the underlying real estate collateral in accordance with Accounting Standards Codification ("ASC") 310-40, and the prior year charge-offs are indicative of previously established reserves that were based on analysis of the discounted cash flows for non-real estate collateral dependent loans. Regardless of our actions of recording partial and full charge-offs on loans, we continue to aggressively pursue collection, including legal action.

While regular monthly payments continue to be made on many of the nonaccrual loans, certain charge-offs result, nevertheless, from the borrowers' inability to provide adequate documentation evidencing their ability to continue to service their debt. Therefore, consideration has been given to any underlying collateral and appropriate charge-offs recorded based, in general, on the deficiency of such collateral. In general, the charge-offs reflect partial writedowns and full charge-offs on nonaccrual loans due to the initial evaluation of market values of the underlying real estate collateral in accordance with ASC 310-40. Management believes the charge-off of these reserves provides a clearer indication of the value of nonaccrual loans. In addition to our actions of recording partial and full charge-offs on loans, we continue to aggressively pursue collection, including legal action.

At September 30, 2013 and December 31, 2012, the Corporation had $12.1 million and $11.7 million, respectively, of loans whose terms have been modified in troubled debt restructurings. Of these loans, $11.0 million and $10.4 million were performing in accordance with their new terms at September 30, 2013 and December 31, 2012, respectively. The remaining troubled debt restructurings are reported as nonaccrual loans. Specific reserves of $221,000 and $246,000 were allocated for the troubled debt restructurings at September 30, 2013 and December 31, 2012, respectively. As of September 30, 2013 and December 31, 2012 the Corporation had committed $600,000 and $241,000 respectively, of additional funds to a single customer with an outstanding construction loan that is classified as a troubled debt restructuring.

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As of September 30, 2013, there were $21.8 million of other loans not included in the preceding table where credit conditions of borrowers, including real estate tax delinquencies, caused management to have concerns about the possibility of the borrowers not complying with the present terms and conditions of repayment and which may result in disclosure of such loans as nonperforming loans at a future date. These loans have been considered by management in conjunction with the analysis of the adequacy of the allowance for loan losses.

The Corporation's lending activities are concentrated in loans secured by real estate located in northern New Jersey. Accordingly, the collectability of a substantial portion of the Corporation's loan portfolio is susceptible to changes in real estate market conditions in northern New Jersey.

Capital Adequacy

The Corporation is subject to capital adequacy guidelines promulgated by the Board of Governors of the Federal Reserve System ("FRB"). The Bank is subject to similar capital adequacy requirements imposed by the Federal Deposit Insurance Corporation. The FRB has issued regulations to define the adequacy of capital based upon the sensitivity of assets and off-balance sheet exposures to risk factors. Four categories of risk weights (0%, 20%, 50%, and 100%) were established to be applied to different types of balance sheet assets and off-balance sheet exposures. The aggregate of the risk-weighted items (risk-based assets) is the denominator of the ratio; the numerator of the ratio is risk-based capital. Under the regulations, risk-based capital has been classified into two categories. Tier 1 capital consists of common and qualifying perpetual preferred shareholders' equity less goodwill and other intangibles. Tier 2 capital consists of (a) the allowance for loan losses of up to 1.25% of risk-weighted assets, (b) the excess of qualifying preferred stock, (c) hybrid capital instruments, (d) debt, (e) mandatory convertible securities and (f) qualifying subordinated debt. Total qualifying capital consists of Tier 1 capital and Tier 2 capital less reciprocal holdings of other banking organizations' capital instruments, investments in unconsolidated subsidiaries and any other deductions as determined by the FRB (determined on a case-by-case basis or as a matter of policy after formal rule-making). However, the amount of Tier 2 capital may not exceed the amount of Tier 1 capital. At September 30, 2013, the minimum risk-based capital requirements to be considered adequately capitalized were 4% for Tier 1 capital and 8% for total capital.

Federal banking regulators have also adopted leverage capital guidelines to supplement the risk-based measures. The leverage ratio under which a bank holding company must maintain a minimum level of Tier 1 capital to average total consolidated assets of at least 3% (in the case of a bank holding company that has the highest regulatory examination rating and is not contemplating significant growth or expansion) is determined by dividing Tier 1 capital as defined under the risk-based guidelines by average total assets (non-risk-adjusted) for the preceding three months. At September 30, 2013 the minimum leverage ratio requirement to be considered well capitalized was 4%. The following table summarizes the capital ratios for the Corporation and the Bank at September 30, 2013.

	Required for Capital	To Be Well Capitalized Under Prompt Corrective

	Actual	Adequacy Purposes	Action Regulations
Leverage ratio			
Corporation	8.99 %	4.00 %	N/A
Bank	8.80 %	4.00 %	5.00 %
Risk-based capital			
Tier I			
Corporation	13.43%	4.00 %	N/A
Bank	13.13%	4.00 %	6.00 %
Total			
Corporation	14.70%	8.00 %	N/A
Bank	14.39%	8.00 %	10.00 %

Liquidity and Capital Resources

The Corporation's primary sources of funds are deposits, amortization and prepayments of loans and mortgage-backed securities, maturities of investment securities and funds provided from operations. While scheduled loan and mortgage-backed securities amortization and maturities of investment securities are a relatively predictable source of funds, deposit flow and prepayments on loans and mortgage-backed securities are greatly influenced by market interest rates, economic conditions and competition. The Corporation's liquidity, represented by cash and cash equivalents, is a product of its operating, investing and financing activities.

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The primary source of cash from operating activities is net income. Liquidity management is both a daily and long-term function of business management. Excess liquidity is generally invested in interest-earning cash accounts or short-term investments, such as federal funds sold.

Cash and cash equivalents decreased $5.6 million during the first nine months of 2013. Net operating and financing activities provided $8.3 million and $2.1 million, respectively, and investing activities used $16.1 million.

We anticipate that the Corporation will have sufficient funds available to meet its current contractual commitments. Should we need temporary funding, the Corporation has the ability to borrow overnight with the Federal Home Loan Bank-NY ("FHLB-NY"). The overall borrowing capacity is contingent on available collateral to secure borrowings and the ability to purchase additional activity-based capital stock of the FHLB-NY. The Corporation may also borrow from the Discount Window of the Federal Reserve Bank of New York based on the market value of collateral pledged. In addition, the Corporation has available overnight variable repricing lines of credit with other correspondent banks totaling $21.0 million on an unsecured basis.

With respect to the payment of dividends on common stock, the Corporation has historically paid a quarterly cash dividend; however, management recognizes that the payment of future dividends could be impacted by losses or reduced earnings and the Corporation cannot assure the payment of future dividends. In addition, due to its participation in the United States Treasury's Small Business Lending Fund (the "SBLF") program, pursuant to which the Corporation issued 15,000 shares of Senior Non-Cumulative Perpetual Preferred Stock, Series B (the "Series B Preferred Shares") to the Treasury for a purchase price of $15.0 million in cash, the Corporation may only declare and pay dividends on its common stock (or any other equity security junior to the Series B Preferred Stock) if it has declared and paid dividends on the Series B Preferred Stock for the current dividend period and, if after payment of such dividend, the dollar amount of the Corporation's Tier 1 Capital would be at least 90% of the Tier 1 Capital at the date of entering into the SBLF program excluding any subsequent charge-offs and any redemption of the Series B Preferred Shares. On October 16, 2013, the Corporation announced that its Board of Directors had declared a $0.01 per share cash dividend payable to shareholders of record as of November 1, 2013. The dividend is to be paid on November 15, 2013.

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ITEM 3. Quantitative and Qualitative Disclosures about Market Risk

Not applicable to smaller reporting companies.

ITEM 4. Controls and Procedures

Evaluation of internal controls and procedures

Based on their evaluation as of the end of the period covered by this Quarterly Report on Form 10-Q, our principal executive officer and principal financial officer have concluded that our internal disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")) are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

Changes in Internal Controls over Financial Reporting

Pursuant to Rule 13a-15(d) under the Exchange Act, our management, with the participation of our principal executive officer and principal financial officer, has evaluated our internal controls over financial reporting and based upon such evaluation concluded that there were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended September 30, 2013 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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Part II -- Other Information

Item 6. Exhibits

See Exhibit Index following this report.

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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.

Stewardship Financial Corporation

Date: November 13, 2013 By: /s/ Paul Van Ostenbridge
Paul Van Ostenbridge
President and Chief Executive Officer
(Principal Executive Officer)

Date: November 13, 2013 By: /s/ Claire M. Chadwick
Claire M. Chadwick
Executive Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)

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EXHIBIT INDEX

Exhibit Number	Description of Exhibits
10.1	Change in Control Severance Agreement dated November 12, 2013 between the Corporation and Paul Van Ostenbridge
10.2	Change in Control Severance Agreement dated November 12, 2013 between the Corporation and Claire M. Chadwick
10.3	Change in Control Severance Agreement dated November 12, 2013 between the Corporation and Mark J. Maurer
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101	The following material from Stewardship Financial Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013, formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Statements of Financial Condition, (ii) Consolidated Statements of Income, (iii) Consolidated Statements of Comprehensive Income, (iv) Consolidated Statement of Changes in Shareholders' Equity, (v) Consolidated Statements of Cash Flows and (vi) Notes to Consolidated Financial Statements, tagged as blocks of text [1]

[1] This exhibit shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and irrespective of any general incorporation language in any filing, except to the extent the Corporation specifically incorporates it by reference.