TRUSTCO BANK CORP N Y

Form 10-O May 06, 2016

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

Form 10-Q

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

For the quarterly period ended March 31, 2016

Commission File Number 0-10592

TRUSTCO BANK CORP NY

(Exact name of registrant as specified in its charter)

**NEW YORK** 14 1630287

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

5 SARNOWSKI DRIVE, GLENVILLE, NEW YORK 12302

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (518) 377 3311

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. 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). 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. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

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

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

Number of Shares Outstanding Common Stock as of April 30, 2016

\$1 Par Value 95,495,515

# TrustCo Bank Corp NY

# **INDEX**

Part I.	FINANCIAL INFORMATION	PAGE NO.
Item 1.	Consolidated Interim Financial Statements (Unaudited):	110.
	Consolidated Statements of Income for the three month periods ended March 31, 2016 and 2015	3
	Consolidated Statements of Comprehensive Income for the three month periods ended March 31, 2016 and 2015	4
	Consolidated Statements of Financial Condition as of March 31, 2016 and December 31, 2015	5
	Consolidated Statements of Changes in Shareholders' Equity for the three month periods ended March 31, 2016 and 2015	6
	Consolidated Statements of Cash Flows for the three month periods ended March 31, 2016 and 2015	7-8
	Notes to Consolidated Interim Financial Statements	9 – 34
	Report of Independent Registered Public Accounting Firm	35
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	36-54
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	55
Item 4.	Controls and Procedures	55
Part II.	OTHER INFORMATION	
Item 1.	Legal Proceedings	56
Item 1A.	Risk Factors	56
Item 2.	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	56
Item 3.	<u>Defaults Upon Senior Securities</u>	56
Item 4.	Mine Safety	56
Item 5.	Other Information	56
Item 6.	<u>Exhibits</u>	56
2		

# <u>Index</u>

### TRUSTCO BANK CORP NY

Consolidated Statements of Income (Unaudited) (dollars in thousands, except per share data)

	Three Mon March 31,	ths Ended
	2016	2015
Interest and dividend income:		
Interest and fees on loans	\$ 35,605	34,983
Interest and dividends on securities available for sale:		
U. S. government sponsored enterprises	255	212
State and political subdivisions	14	25
Mortgage-backed securities and collateralized mortgage obligations-residential	2,116	2,393
Corporate bonds Small Business Administration-guaranteed participation securities	- 476	1 522
Mortgage-backed securities and collateralized mortgage obligations-commercial	36	37
Other securities	4	4
Total interest and dividends on securities available for sale	2,901	3,194
	_,,,,,,,	0,12
Interest on held to maturity securities:		
Mortgage-backed securities and collateralized mortgage obligations-residential	402	478
Corporate bonds	154	154
Total interest on held to maturity securities	556	632
	100	446
Federal Reserve Bank and Federal Home Loan Bank stock	120	116
Interest on federal funds sold and other short-term investments	844	400
Total interest income	40,026	39,325
Interest expense:		
Interest on deposits:		
Interest-bearing checking	114	105
Savings	604	658
Money market deposit accounts	496	617
Time deposits	2,373	2,434
Interest on short-term borrowings	257	346
Total interest expense	3,844	4,160
NT 4.1.4	26 102	25.165
Net interest income Provision for loan losses	36,182 800	35,165 800
Net interest income after provision for loan losses	35,382	34,365
Net interest income after provision for loan losses	33,362	34,303
Noninterest income:		
Trustco financial services income	1,605	1,653
Fees for services to customers	2,661	2,524
Net gain on securities transactions	-	249
Other	306	197
Total noninterest income	4,572	4,623

Noninterest expenses:

Salaries and employee benefits	9,003	8,481
Net occupancy expense	4,088	4,108
Equipment expense	1,514	1,942
Professional services	2,146	1,507
Outsourced services	1,551	1,425
Advertising expense	729	600
FDIC and other insurance	1,990	1,065
Other real estate expense, net	519	424
Other	1,899	2,305
Total noninterest expenses	23,439	21,857
Income before taxes	16,515	17,131
Income taxes	6,106	6,416
Net income	\$ 10,409	10,715
Net income per share:		
- Basic	\$ 0.109	0.113
- Diluted	\$ 0.109	0.113

See accompanying notes to unaudited consolidated interim financial statements.

# <u>Index</u>

4

# TRUSTCO BANK CORP NY

Consolidated Statements of Comprehensive Income (Unaudited) (dollars in thousands)

	Three Mon March 31,		l
	2016	2015	
Net income	\$ 10,409	10,715	
Net unrealized holding gain on securities available for sale Reclassification adjustments for net gain recognized in income Tax effect	8,035 - (3,214 )	3,309 (249 (1,222	)
Net unrealized gain on securities available for sale, net of tax	4,821	1,838	
Amortization of net actuarial loss (gain) Amortization of prior service cost (credit) Tax effect Amortization of net actuarial loss (gain) and prior service cost (credit) on pension and postretirement plans, net of tax	33 23 (23 )	(5 (22 11 (16	)
Other comprehensive income, net of tax	4,854	1,822	
Comprehensive income	\$ 15,263	12,537	
See accompanying notes to unaudited consolidated interim financial statements.			

# <u>Index</u>

### TRUSTCO BANK CORP NY

Consolidated Statements of Financial Condition (dollars in thousands)

	March 31, 2016	December 31, 2015
ASSETS:	(Unaudited)	(Audited)
Cash and due from banks	\$ 37,373	41,698
Federal funds sold and other short term investments	722,805	676,458
Total cash and cash equivalents	760,178	718,156
Securities available for sale	590,128	601,037
Held to maturity securities (fair value 2016 \$56,708; 2015 \$59,439)	53,574	56,465
Federal Reserve Bank and Federal Home Loan Bank stock	9,480	9,480
Loans, net of deferred fees and costs Less:	3,301,379	3,293,304
Allowance for loan losses	44,398	44,762
Net loans	3,256,981	3,248,542
Bank premises and equipment, net	37,360	37,643
Other assets	55,561	63,669
Total assets	\$ 4,763,262	4,734,992
LIABILITIES:		
Deposits:	Φ 250 060	265.001
Demand Interest-bearing checking	\$ 359,060 746,562	365,081 754,347
Savings accounts	1,272,394	1,262,194
Money market deposit accounts	595,585	610,826
Time deposits	1,168,887	1,107,930
Total deposits	4,142,488	4,100,378
Short-term borrowings	169,528	191,226
Accrued expenses and other liabilities	28,221	30,078
Total liabilities	4,340,237	4,321,682
SHAREHOLDERS' EQUITY:		
Capital stock par value \$1; 150,000,000 shares authorized; 98,973,452 shares		
issued at March 31, 2016 and December 31, 2015	98,973	98,973
Surplus	171,113	171,443
Undivided profits	188,159	184,009
Accumulated other comprehensive income (loss), net of tax	73	(4,781)
	(35,293	) (36,334 )

Treasury stock at cost - 3,604,877 and 3,711,228 shares at March 31, 2016 and December 31, 2015, respectively

Total shareholders' equity 423,025 413,310

Total liabilities and shareholders' equity \$4,763,262 4,734,992

See accompanying notes to unaudited consolidated interim financial statements.

<u>Index</u> TRUSTCO BANK CORP NY Consolidated Statements of Changes in Shareholders' Equity (Unaudited) (dollars in thousands, except per share data)

	Capital Stock	Surplus	Undivided Profits	Accumulated Other Comprehensiv (Loss) Income	e Treasury Stock	Total
Beginning balance, January 1, 2015	\$98,945	172,353	166,745	(4,509	(40,090)	393,444
Net income	-	-	10,715	-	-	10,715
Other comprehensive income, net of tax	-	-	-	1,822	-	1,822
Cash dividend declared, \$.065625 per share	-	-	(6,228)	-	-	(6,228)
Stock options exerised and related tax benefits						
(19,429 shares)	19	80	-	-	-	99
Purchase of treasury stock (14,881 shares)	-	-	-	-	(99)	( )
Sale of treasury stock (93,718 shares)	-	(244)	-	-	919	675
Stock based compensation expense	-	48	-	-	-	48
Ending balance, March 31, 2015	\$98,964	172,237	171,232	(2,687	(39,270)	400,476
Beginning balance, January 1, 2016	\$98,973	171,443	184,009	(4,781	) (36,334)	413,310
Net income	-	-	10,409	-	-	10,409
Other comprehensive income, net of tax	-	-	-	4,854	-	4,854
Cash dividend declared, \$.065625 per share	-	-	(6,259)	-	-	(6,259)
Sale of treasury stock (106,351 shares)	-	(386)	-	-	1,041	655
Stock based compensation expense	-	56	-	-	-	56
Ending balance, March 31, 2016	\$98,973	171,113	188,159	73	(35,293)	423,025

See accompanying notes to unaudited consolidated interim financial statements.

6

### <u>Index</u>

Increase in other

Decrease in accrued expenses and other

assets

liabilities

### TRUSTCO BANK CORP NY

Consolidated Statements of Cash Flows (Unaudited) (dollars in thousands)

	Three 1 2016	months ended March 31,	2015		
Cash flows from operating activities: Net income	\$	10,409		10,715	
Adjustments to reconcile net income to net cash provided by operating activities:  Depreciation and					
amortization Net (gain) loss on		1,061		1,173	
sale of other real estate owned Writedown of other		-		(134	)
real estate owned Provision for loan		346		259	
losses Deferred tax		800		800	
(benefit) expense Net amortization of		(179 )		891	
securities Stock based		1,152		1,520	
compensation expense Net loss (gain) on sale of bank		56		48	
premises and equipment Net gain on sales and calls of		3		(1	)
securities Decrease in taxes		-		(249	)
receivable Decrease in interest		4,703		4,379	
receivable Increase in interest		264		424	
payable		48		22	

(632

(1,912

)

(1,625

(1,390

)

)

Total adjustments Net cash provided	5,710		6,117	
by operating activities	16,119		16,832	
Cash flows from			·	
investing activities:				
C				
Proceeds from sales				
and calls of				
securities available for sale	48,913		52,625	
Proceeds from calls	40,913		32,023	
and maturities of				
held to maturity				
securities	2,891		3,686	
Purchases of	,		,	
securities available				
for sale	(31,121	)	(40,928	)
Net increase in loans	(10,275	)	(38,670	)
Proceeds from				
dispositions of other	4.464		4.770	
real estate owned	1,461		1,552	
Proceeds from				
dispositions of bank				
premises and equipment	18		51	
Purchases of bank	10		31	
premises and				
equipment	(799	)	(1,470	)
Net cash used in		,		,
investing activities	11,088		(23,154	)
Cash flows from				
financing activities:				
Net increase in				
deposits	42,110		84,927	
Net (decrease)				
increase in				
short-term	(21,600	,	5 (00	
borrowings	(21,698	)	5,622	
Proceeds from exercise of stock				
options				
and related tax				
benefits	-		99	
Proceeds from sale				
of treasury stock	655		675	
,	-		(99	)

Purchases of				
treasury stock				
Dividends paid	(6,252	)	(6,224	)
Net cash provided				
by financing				
activities	14,815		85,000	
Net increase in cash				
and cash equivalents	42,022		78,678	
Cash and cash				
equivalents at				
beginning of period	718,156		671,448	
Cash and cash				
equivalents at end of				
period	\$ 760,178		750,126	
7				

# <u>Index</u>

Supplemental Disclosure of Cash Flow Information:

Cash paid during the year for:

Interest paid	\$3,796	4,138
Income taxes paid	1,360	2,037
Other non cash items:		
Transfer of loans to other real estate owned	1,036	2,194
Increase in dividends payable	7	4
Change in unrealized gain on securities available for sale-gross of deferred taxes	8,035	3,060
Change in deferred tax effect on unrealized gain on securities available for sale	(3,214)	(1,222)
Amortization of net actuarial loss and prior service credit on pension and postretirement plans	56	(27)
Change in deferred tax effect of amortization of net actuarial loss and prior service credit	(23)	11

See accompanying notes to unaudited consolidated interim financial statements.

### **Index**

### (1) Financial Statement Presentation

The unaudited Consolidated Interim Financial Statements of TrustCo Bank Corp NY (the "Company" or "TrustCo") include the accounts of the subsidiaries after elimination of all significant intercompany accounts and transactions. Prior period amounts are reclassified when necessary to conform to the current period presentation. The net income reported for the three months ended March 31, 2016 is not necessarily indicative of the results that may be expected for the year ending December 31, 2016, or any interim periods. These financial statements consider events that occurred through the date of filing.

In the opinion of the management of the Company, the accompanying unaudited Consolidated Interim Financial Statements contain all recurring adjustments necessary to present fairly the financial position as of March 31, 2016, the results of operations and cash flows for the three months ended March 31, 2016 and 2015. The accompanying Consolidated Interim Financial Statements should be read in conjunction with the Company's year-end Consolidated Financial Statements, including notes thereto, which are included in Company's 2015 Annual Report on Form 10-K for the year ended December 31, 2015. The accompanying consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and, therefore, do not include all information and notes necessary for a complete presentation of financial position, results of operations and cash flow activity required in accordance with accounting principles generally accepted in the United States.

### (2) Earnings Per Share

The Company computes earnings per share in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 260, Earnings Per Share ("ASC 260"). A reconciliation of the component parts of earnings per share for the three months ended March 31, 2016 and 2015 is as follows:

(dollars in thousands, except per share data)

• •	2016	2015
For the three months ended		
March 31:		
Net income	\$10,409	10,715
Weighted average common shares	95,365	94,947
Stock Options	47	127
Weighted average common shares including potential dilutive shares	95,412	95,074
Basic EPS	\$0.109	0.113
DI 1570	<b></b>	0.440
Diluted EPS	\$0.109	0.113

For the three months ended March 31, 2016, the weighted average number of antidilutive stock options excluded from diluted earnings per share was approximately 1.6 million. For the three months ended March 31, 2015 the weighted average number of antidilutive stock options excluded from diluted earnings per share was approximately 1.4 million. The stock options are antidilutive because the strike price is greater than the average fair value of the Company's common stock for the periods presented.

### **Index**

### (3) Benefit Plans

The table below outlines the components of the Company's net periodic benefit recognized during the three months ended March 31, 2016 and 2015 for its pension and other postretirement benefit plans:

	For the three months ended March 31,								
	Pension Benefits				Other Postretirement Benefits				
(dollars in thousands)	2016		2015		2016		2015		
Service cost	\$ 15		15		32		39		
Interest cost	337		330		61		65		
Expected return on plan assets	(644	)	(684	)	(181	)	(181	)	
Amortization of net (gain) loss	87		(40	)	(54	)	35		
Amortization of prior service cost (credit)	-		_		23		(22	)	
Net periodic benefit	\$ (205	)	(379	)	(119	)	(64	)	

The Company does not expect to make contributions to its pension and postretirement benefit plans in 2016. As of March 31, 2016, no contributions have been made, however, this decision is reviewed each quarter and is subject to change based upon market conditions.

Since 2003, the Company has not subsidized retiree medical insurance premiums. However, it continues to provide postretirement medical benefits to a limited number of current and retired executives in accordance with the terms of their employment contracts.

# <u>Index</u>

# (4) Investment Securities

# (a) Securities available for sale

The amortized cost and fair value of the securities available for sale are as follows:

(dollars in thousands)	March 31,	2016 Gross	Gross	
			Unrealized	
	Cost	Gains	Losses	Value
U.S. government sponsored enterprises	\$66,899	44	23	66,920
State and political subdivisions	955	19	-	974
Mortgage backed securities and collateralized mortgage obligations -				
residential	421,323	1,821	955	422,189
Small Business Administration- guaranteed participation securities Mortgage backed securities and collateralized mortgage obligations -	89,362	96	405	89,053
commercial	10,353	-	46	10,307
Other	650	-	-	650
Total debt securities	589,542	1,980	1,429	590,093
Equity securities	35	-	-	35
Total securities available for sale	\$589,577	1,980	1,429	590,128
(dollars in thousands)	December	: 31, 2015		
		Gross	Gross	
	Amortized	d Unrealized	l Unrealized	Fair
	Cost	Gains	Losses	Value
U.S. government sponsored enterprises	\$86,899	19	181	86,737
State and political subdivisions	1,270	20	-	1,290
Mortgage backed securities and collateralized mortgage obligations -				
residential	416,625	430	5,326	411,729
Small Business Administration-guaranteed participation securities  Mortgage backed securities and collateralized mortgage obligations -	92,620	-	2,204	90,416
commercial	10,422	_	242	10,180
Other	650	_	_	650
Total debt securities	608,486	469	7,953	601,002
Equity securities	35	_	-	35
Total securities available for sale	\$608,521	469	7,953	601,037
11				

### <u>Index</u>

The following table distributes the debt securities included in the available for sale portfolio as of March 31, 2016, based on the securities' contractual maturity. Actual maturities may differ as a result of the right of certain issuers to call or prepay their obligations without penalty. Securities not due at a single maturity date are shown separately.

	Amortized	Fair
(dollars in thousands)	Cost	Value
Due in one year or less	\$1,956	1,958
Due in one year through five years	66,087	66,122
Due after five years through ten years	452	455
Due after ten years	9	9
Mortgage backed securities and collateralized mortgage obligations - residential	421,323	422,189
Small Business Administration- guaranteed participation securities	89,362	89,053
Mortgage backed securities and collateralized mortgage obligations - commercial	10,353	10,307
	\$589,542	590,093

### <u>Index</u>

Gross unrealized losses on securities available for sale and the related fair values aggregated by the length of time that individual securities have been in an unrealized loss position, were as follows:

(dollars in thousands)	March 3 Less that 12 mont	n	12 month or more		Total	
	Fair Value	Gross Unreal Loss	Fair Value	Gross Unreal Loss	Fair Value	Gross Unreal Loss
U.S. government sponsored enterprises	\$10,492		9,985	15	20,477	23
Mortgage backed securities and collateralized mortgage obligations - residential Small Business Administration- guaranteed participation	39,789	70	177,396	885	217,185	955
securities	7,688	19	31,703	386	39,391	405
Mortgage backed securities and collateralized mortgage obligations - commercial	5,623	23	4,685	23	10,308	46
Total	\$63,592	120	223,769	1,309	287,361	1,429
(dollars in thousands)	December 3	31, 2015				
(dollars in thousands)	Less than	31, 2015	12 months		T 1	
(dollars in thousands)	Less than 12 months			Gross	Total	Gross
(dollars in thousands)	Less than 12 months	31, 2015 Gross Unreal.	12 months or more	Gross Unreal.		Gross Unreal.
(dollars in thousands)	Less than 12 months Fair	Gross Unreal. Loss	12 months or more	Unreal. Loss		Unreal. Loss
U.S. government sponsored enterprises	Less than 12 months Fair	Gross Unreal.	12 months or more Fair	Unreal.	Fair	Unreal.
U.S. government sponsored enterprises  Mortgage backed securities and collateralized mortgage obligations - residential	Less than 12 months Fair Value	Gross Unreal. Loss	12 months or more Fair Value	Unreal. Loss	Fair Value	Unreal. Loss 181
U.S. government sponsored enterprises Mortgage backed securities and collateralized mortgage obligations - residential Small Business Administration-guaranteed participation securities	Less than 12 months Fair Value \$41,786	Gross Unreal. Loss 113	12 months or more Fair Value 9,932	Unreal. Loss 68	Fair Value 51,718	Unreal. Loss 181
U.S. government sponsored enterprises  Mortgage backed securities and collateralized mortgage obligations - residential  Small Business Administration-guaranteed participation	Less than 12 months Fair Value \$41,786 187,605	Gross Unreal. Loss 113 2,147	12 months or more Fair Value 9,932 167,549	Unreal. Loss 68 3,179	Fair Value 51,718 355,153	Unreal. Loss 181 5,326

The proceeds from sales and calls of securities available for sale, gross realized gains and gross realized losses from sales and calls during the three months ended March 31, 2016 and 2015 are as follows:

(dollars in thousands)	Three months	ended March 31,
	2016	2015
Proceeds from sales	\$ -	22,945
Proceeds from calls	48,913	29,680
Gross realized gains	-	249
Gross realized losses	-	-

### **Index**

For the three months ended March 31, 2015, income tax expense recognized on net gains on sales of securities available for sale were approximately \$100 thousand.

### (b) Held to maturity securities

The amortized cost and fair value of the held to maturity securities are as follows:

(dollars in thousands)	March 31	1, 2016		
		Gross	Gross	
	Amortize	dUnrecognize	d Unrecognize	edFair
	Cost	Gains	Losses	Value
Mortgage backed securities and collateralized mortgage obligations -				
residential	\$43,595	2,542	-	46,137
Corporate bonds	9,979	592	-	10,571
Total held to maturity	\$53,574	3,134	-	56,708
(dollars in thousands)	Decembe	er 31, 2015		
(dollars in thousands)	Decembe	er 31, 2015 Gross	Gross	
(dollars in thousands)		•		edFair
(dollars in thousands)		Gross		edFair Value
(dollars in thousands)  Mortgage backed securities and collateralized mortgage obligations -	Amortize	Gross edUnrecognized	d Unrecogniz	
	Amortize	Gross edUnrecognized	d Unrecogniz	
Mortgage backed securities and collateralized mortgage obligations -	Amortize Cost	Gross dUnrecognized Gains	d Unrecogniz	Value

The following table distributes the debt securities included in the held to maturity portfolio as of March 31, 2016, based on the securities' contractual maturity. Actual maturities may differ as a result of the right of certain issuers to call or prepay their obligations without penalty. Securities not due at a single maturity date are shown separately.

(dollars in thousands)	Amortized	Fair
(donars in thousands)	Cost	Value
Due in one year through five years	\$ 9,979	10,571
Mortgage backed securities and collateralized mortgage obligations - residential	43,595	46,137
	\$ 53,574	56,708

There were no held to maturity securities in an unrecognized loss position as of March 31, 2016 or December 31, 2015.

There were no sales or transfers of held to maturity securities during the three months ended March 31, 2016 and 2015.

### **Index**

### (c) Other-Than-Temporary Impairment

Management evaluates securities for other-than-temporary impairment ("OTTI") at least on a quarterly basis, and more frequently when economic or market conditions warrant such an evaluation. The investment securities portfolio is evaluated for OTTI by segregating the portfolio by type and applying the appropriate OTTI model. Investment securities classified as available for sale or held to maturity are generally evaluated for OTTI under ASC 320 "Investments – Debt and Equity Securities."

In determining OTTI under the FASB ASC 320 model, management considers many factors, including: (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, (3) whether the market decline was affected by macroeconomic conditions, and (4) whether the Company has the intent to sell the debt security or more likely than not will be required to sell the debt security before its anticipated recovery. The assessment of whether any other-than-temporary decline exists involves a high degree of subjectivity and judgment and is based on the information available to management at a point in time.

When OTTI occurs, the amount of the OTTI recognized in earnings depends on whether management intends to sell the security or it is more likely than not it will be required to sell the security before recovery of its amortized cost basis. If management intends to sell or it is more likely than not it will be required to sell the security before recovery of its amortized cost basis, the OTTI shall be recognized in earnings equal to the entire difference between the investment's amortized cost basis and its fair value at the balance sheet date. If management does not intend to sell the security and it is not more likely than not that the entity will be required to sell the security before recovery of its amortized cost basis, the OTTI on debt securities shall be separated into the amount representing the credit loss and the amount related to all other factors. The amount of the total OTTI related to the credit loss is determined based on the present value of cash flows expected to be collected and is recognized in earnings. The amount of the total OTTI related to other factors is recognized in other comprehensive income, net of applicable taxes. The previous amortized cost basis less the OTTI recognized in earnings becomes the new amortized cost basis of the investment.

As of March 31, 2016, the Company's security portfolio included certain securities which were in an unrealized loss position. These securities are U.S. Government Agencies or issuances from U.S. Government sponsored entities. The declines in fair value are attributable to changes in interest rates, and not credit quality, and because the Company 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 Company does not consider these securities to be other-than-temporarily impaired at March 31, 2016.

### **Index**

### (5) Loans and Allowance for Loan Losses

The following table presents the recorded investment in loans by loan class:

(dollars in thousands)	March 31, 20 New York and other states*	016 Florida	Total
Commercial:			
Commercial real estate	\$159,786	14,372	174,158
Other	24,521	86	24,607
Real estate mortgage - 1 to 4 family:			
First mortgages	2,094,665	581,220	2,675,885
Home equity loans	52,299	9,600	61,899
Home equity lines of credit	305,407	50,756	356,163
Installment	7,565	1,102	8,667
Total loans, net	\$2,644,243	657,136	3,301,379
Less: Allowance for loan losses			44,398
Net loans			\$3,256,981
(dollars in thousands)	December 3 New York and other	1, 2015	
(dollars in thousands)	New York and	1, 2015 Florida	Total
Commercial:	New York and other states*		Total
	New York and other		Total 175,873
Commercial:	New York and other states*	Florida	
Commercial: Commercial real estate	New York and other states*	Florida 14,908 93	175,873 27,542
Commercial: Commercial real estate Other Real estate mortgage - 1 to 4 family: First mortgages	New York and other states* \$160,965 27,449 2,093,957	Florida 14,908 93 566,715	175,873 27,542 2,660,672
Commercial: Commercial real estate Other Real estate mortgage - 1 to 4 family: First mortgages Home equity loans	New York and other states* \$160,965 27,449 2,093,957 52,251	Florida 14,908 93 566,715 8,250	175,873 27,542 2,660,672 60,501
Commercial: Commercial real estate Other Real estate mortgage - 1 to 4 family: First mortgages Home equity loans Home equity lines of credit	New York and other states* \$160,965 27,449 2,093,957 52,251 308,165	Florida  14,908 93  566,715 8,250 51,160	175,873 27,542 2,660,672 60,501 359,325
Commercial: Commercial real estate Other Real estate mortgage - 1 to 4 family: First mortgages Home equity loans Home equity lines of credit Installment	New York and other states* \$160,965 27,449 2,093,957 52,251 308,165 8,000	Florida  14,908 93  566,715 8,250 51,160 1,391	175,873 27,542 2,660,672 60,501 359,325 9,391
Commercial: Commercial real estate Other Real estate mortgage - 1 to 4 family: First mortgages Home equity loans Home equity lines of credit Installment Total loans, net	New York and other states* \$160,965 27,449 2,093,957 52,251 308,165	Florida  14,908 93  566,715 8,250 51,160	175,873 27,542 2,660,672 60,501 359,325 9,391 3,293,304
Commercial: Commercial real estate Other Real estate mortgage - 1 to 4 family: First mortgages Home equity loans Home equity lines of credit Installment	New York and other states* \$160,965 27,449 2,093,957 52,251 308,165 8,000	Florida  14,908 93  566,715 8,250 51,160 1,391	175,873 27,542 2,660,672 60,501 359,325 9,391

<sup>\*</sup>Includes New York, New Jersey, Vermont and Massachusetts

At March 31, 2016 and December 31, 2015, the Company had approximately \$23.4 million and \$26.6 million of real estate construction loans, respectively. Of the \$23.4 million in real estate construction loans at March 31, 2016, approximately \$13.6 million are secured by first mortgages to residential borrowers while approximately \$9.8 million were to commercial borrowers for residential construction projects. Of the \$26.6 million in real estate construction loans at December 31, 2015, approximately \$16.0 million are secured by first mortgages to residential borrowers while approximately \$10.6 million were to commercial borrowers for residential construction projects. The vast majority of construction loans are in the Company's New York market.

TrustCo lends in the geographic territory of its branch locations in New York, Florida, Massachusetts, New Jersey and Vermont. Although the loan portfolio is diversified, a portion of its debtors' ability to repay depends significantly on

the economic conditions prevailing in the respective geographic territory.

### <u>Index</u>

The following table presents the recorded investment in non-accrual loans by loan class:

	March 31 New York and other	, 2016	
(dollars in thousands)	states	Florida	Total
Loans in non-accrual status:			
Commercial:			
Commercial real estate	\$2,762	-	2,762
Real estate mortgage - 1 to 4 family:			
First mortgages	21,781	1,503	23,284
Home equity loans	139	-	139
Home equity lines of credit	3,749	299	4,048
Installment	74	-	74
Total non-accrual loans	28,505	1,802	30,307
Restructured real estate mortgages - 1 to 4 family	47	-	47
Total nonperforming loans	\$28,552	1,802	30,354
(dollars in thousands)	December New York and other states	31, 2015 Florida	
(dollars in thousands)  Loans in non-accrual status:	New York and other		
	New York and other		
Loans in non-accrual status:	New York and other		
Loans in non-accrual status: Commercial:	New York and other states		Total
Loans in non-accrual status: Commercial: Commercial real estate	New York and other states		Total
Loans in non-accrual status: Commercial: Commercial real estate Other	New York and other states		Total
Loans in non-accrual status: Commercial: Commercial real estate Other Real estate mortgage - 1 to 4 family:	New York and other states \$3,024	Florida - -	Total 3,024
Loans in non-accrual status: Commercial: Commercial real estate Other Real estate mortgage - 1 to 4 family: First mortgages	New York and other states \$3,024	Florida - -	Total 3,024 - 20,976
Loans in non-accrual status: Commercial: Commercial real estate Other Real estate mortgage - 1 to 4 family: First mortgages Home equity loans	New York and other states \$3,024 - 19,488 212	Florida 1,488	Total  3,024 - 20,976 212
Loans in non-accrual status: Commercial: Commercial real estate Other Real estate mortgage - 1 to 4 family: First mortgages Home equity loans Home equity lines of credit	New York and other states \$3,024 - 19,488 212 3,573	Florida  1,488 - 329 8	Total  3,024 - 20,976 212 3,902
Loans in non-accrual status: Commercial: Commercial real estate Other Real estate mortgage - 1 to 4 family: First mortgages Home equity loans Home equity lines of credit Installment	New York and other states \$3,024 - 19,488 212 3,573 90	Florida  1,488 - 329 8	Total  3,024 - 20,976 212 3,902 98

The Company transfers loans to other real estate owned, at fair value less cost to sell, in the period the Company obtains physical possession of the property (through legal title or through a deed in lieu). As of March 31, 2016 and December 31, 2015, other real estate owned included \$4.9 million and \$5.4 million, respectively, of residential foreclosed properties. In addition, non-accrual residential mortgage loans that are in the process of foreclosure had a recorded investment of \$14.9 million and \$13.2 million as of March 31, 2016 and December 31, 2015, respectively.

#### Index

The following tables present the aging of the recorded investment in past due loans by loan class and by region as of March 31, 2016 and December 31, 2015:

New York and other states	s:					
		31, 2016				
	30-59					
(dollars in thousands)	Days	60-89	90 +	Total		·
,	Past	Days	Days	30+ days	<b>G</b>	Total
	Due	Past Due	Past Due	Past Due	Current	Loans
Commercial:						
Commercial real estate	\$-	_	2,080	2,080	157,706	159,786
Other	· _	_	-	-	24,521	24,521
Real estate mortgage - 1 to	)				,	,
4 family:						
First mortgages	2,454	1,441	13,882	17,777	2,076,888	2,094,665
Home equity loans	4	43	77	124	52,175	52,299
Home equity lines of credi		455	1,410	2,334	303,073	305,407
Installment	75	11	66	152	7,413	7,565
Total	\$3,002	1,950	17,515	22,467	2,621,776	2,644,243
T						
Florida:						
	30-59	60-89	90 +	Total		
(dollars in thousands)	Days	Days	Days	30+ days		Total
· ·	Past Due		Past Due	Past Due	Current	Loans
Commercial:	ф	0		0	14 264	14 272
Commercial real estate Other	\$ -	8	-	8	14,364 86	14,372 86
Real estate mortgage - 1 to	_	-	-	-	80	80
4 family:	,					
First mortgages	209	432	791	1,432	579,788	581,220
Home equity loans	-	-	-	-	9,600	9,600
Home equity lines of credi	it 113	-	180	293	50,463	50,756
Installment	2	1	-	3	1,099	1,102
Total	\$ 324	441	971	1,736	655,400	657,136
Total:						
	30-59	60-89	90 +	Total		
	Days	Days	90 + Days	30+ days		Total
	Past Due	Past Due	Past Due	Past Due	Current	Loans
		2 400 15 40	2 400 240	2 430 12 40	Carrent	
Commercial:						
	\$ -	8	2,080	2,088	172,070	174,158
Other	-	-	-	-	24,607	24,607

Edgar Filing: TRUSTCO BANK CORP N Y - Form 10-Q

Real estate mortgage - 1 to 4 family:						
First mortgages	2,663	1,873	14,673	19,209	2,656,676	2,675,885
Home equity loans	4	43	77	124	61,775	61,899
Home equity lines of						
credit	582	455	1,590	2,627	353,536	356,163
Installment	77	12	66	155	8,512	8,667
Total	\$ 3,326	2,391	18,486	24,203	3,277,176	3,301,379
18						

	Edgar I	Filing: TRUSTC	O BANK CORP	N Y - Form 10-Q	!	
Index New York and other states	s:					
	Deceml	per 31, 2015				
(dollars in thousands)	30-59 Days Past Due	60-89 Days Past Due	90 + Days Past Due	Total 30+ days Past Due	Current	Total Loans
Commercial: Commercial real estate Other Real estate mortgage - 1 to 4 family:	\$- -	- -	2,340	2,340	158,625 27,449	160,965 27,449
First mortgages Home equity loans Home equity lines of cred Installment	4,321 43 it 572 34	2,037 - 204 19	12,529 149 1,418 88	18,887 192 2,194 141	2,075,070 52,059 305,971 7,859	2,093,957 52,251 308,165 8,000
Total	\$4,970	2,260	16,524	23,754	2,627,033	2,650,787
Florida:						
(dollars in thousands)	30-59 Days Past Due	60-89 Days Past Due	90 + Days Past Due	Total 30+ days Past Due	Current	Total Loans
Commercial: Commercial real estate Other Real estate mortgage - 1 to	\$ 10 -	- -	- -	10 -	14,898 93	14,908 93
4 family: First mortgages Home equity loans Home equity lines of	665	271 -	851 -	1,787 -	564,928 8,250	566,715 8,250
credit Installment	159 1	- 21	240	399 22	50,761 1,369	51,160 1,391
Total	\$ 835	292	1,091	2,218	640,299	642,517
Total:						
(dollars in thousands)	30-59 Days Past Due	60-89 Days Past Due	90 + Days Past Due	Total 30+ days Past Due	Current	Total Loans
Commercial: Commercial real estate Other	\$ 10 -	- -	2,340	2,350	173,523 27,542	175,873 27,542

Real estate mortgage - 1 to 4 family:

4,986

2,308

13,380

20,674

First mortgages

2,660,672

2,639,998

Edgar Filing: 1	TRUSTCO BANK	CORP N Y	- Form 10-Q
-----------------	--------------	----------	-------------

Home equity loans Home equity lines of	43	-	149	192	60,309	60,501
credit Installment	731 35	204 40	1,658 88	2,593 163	356,732 9,228	359,325 9,391
Total	\$ 5,805	2,552	17,615	25,972	3,267,332	3,293,304

At March 31, 2016 and December 31, 2015, there were no loans that were 90 days past due and still accruing interest. As a result, non-accrual loans include all loans 90 days or more past due as well as certain loans less than 90 days past due that were placed on non-accrual status for reasons other than delinquent status. There are no commitments to extend further credit on non-accrual or restructured loans.

<u>Index</u>

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

(dollars in thousands)	For the three months ended March 31, 2016				
		Real Estate			
		1 to 4	Installment	Total	
		Family	<b>510</b>	44.760	
Balance at beginning of period	\$4,491	39,753	518	44,762	
Loans charged off: New York and other states*	264	000	0.1	1 224	
	264	889	81	1,234	
Florida Tetal loop chargeoffs	- 264	84	16	100	
Total loan chargeoffs	264	973	97	1,334	
Recoveries of loans previously charged off:					
New York and other states*	40	118	11	169	
Florida	-	1	-	1	
Total recoveries	40	119	11	170	
Net loans charged off	224	854	86	1,164	
Provision for loan losses	652	118	30	800	
Balance at end of period	\$4,919	39,017	462	44,398	
		For the three months ended March 31, 2015			
(dollars in thousands)			s ended Marcl	n 31,	
(dollars in thousands)		Real	s ended Marcl	n 31,	
(dollars in thousands)	2015	Real Estate			
(dollars in thousands)	2015	Real Estate dVAdortgage-	s ended March		
(dollars in thousands)	2015	Real Estate d'Abrtgage- 1 to 4			
	2015 Commer	Real Estate dVAbrtgage- 1 to 4 Family	Installment	Total	
Balance at beginning of period	2015	Real Estate d'Abrtgage- 1 to 4			
Balance at beginning of period Loans charged off:	2015 Commer \$4,071	Real Estate d'Mortgage- 1 to 4 Family 42,088	Installment	Total 46,327	
Balance at beginning of period Loans charged off: New York and other states*	2015 Commer \$4,071 50	Real Estate cWAdortgage- 1 to 4 Family 42,088	Installment 168 43	Total 46,327 1,207	
Balance at beginning of period Loans charged off: New York and other states* Florida	2015 Commer \$4,071 50 -	Real Estate dishortgage- 1 to 4 Family 42,088  1,114 109	Installment  168  43 -	Total 46,327 1,207 109	
Balance at beginning of period Loans charged off: New York and other states*	2015 Commer \$4,071 50	Real Estate cWAdortgage- 1 to 4 Family 42,088	Installment 168 43	Total 46,327 1,207	
Balance at beginning of period Loans charged off: New York and other states* Florida	2015 Commer \$4,071 50 -	Real Estate dishortgage- 1 to 4 Family 42,088  1,114 109	Installment  168  43 -	Total 46,327 1,207 109	
Balance at beginning of period Loans charged off: New York and other states* Florida Total loan chargeoffs	2015 Commer \$4,071 50 -	Real Estate dishortgage- 1 to 4 Family 42,088  1,114 109	Installment  168  43 -	Total 46,327 1,207 109	
Balance at beginning of period Loans charged off: New York and other states* Florida Total loan chargeoffs Recoveries of loans previously charged off:	2015 Commer \$4,071 50 - 50	Real Estate dishbrtgage- 1 to 4 Family 42,088  1,114 109 1,223	Installment  168  43  - 43	Total 46,327 1,207 109 1,316	
Balance at beginning of period Loans charged off: New York and other states* Florida Total loan chargeoffs  Recoveries of loans previously charged off: New York and other states*	2015 Commer \$4,071 50 - 50 16	Real Estate dMortgage- 1 to 4 Family 42,088  1,114 109 1,223	Installment  168  43  -  43  6	Total 46,327 1,207 109 1,316	
Balance at beginning of period Loans charged off: New York and other states* Florida Total loan chargeoffs  Recoveries of loans previously charged off: New York and other states* Florida	2015 Commer \$4,071 50 - 50 16 1	Real Estate cMortgage- 1 to 4 Family 42,088  1,114 109 1,223	Installment  168  43  - 43  6  -	Total 46,327 1,207 109 1,316	
Balance at beginning of period Loans charged off: New York and other states* Florida Total loan chargeoffs  Recoveries of loans previously charged off: New York and other states* Florida Total recoveries	2015 Commer \$4,071 50 - 50 16 1 17	Real Estate childrygage- 1 to 4 Family 42,088  1,114 109 1,223	Installment  168  43  - 43  6  - 6	Total 46,327 1,207 109 1,316	

The Company has identified non-accrual commercial and commercial real estate loans, as well as all loans restructured under a troubled debt restructuring ("TDR"), as impaired loans. A loan is considered impaired when it is probable that the borrower will be unable to repay the loan according to the original contractual terms of the loan agreement or the loan is restructured as a TDR.

### <u>Index</u>

The following tables present the balance in the allowance for loan losses and the recorded investment in loans by portfolio segment and based on impairment method as of March 31, 2016 and December 31, 2015:

	March 31, 2016			
(dollars in thousands)	Commercia Loans	1-to-4 Family Residential Real Estate	Installment Loans	Total
Allowance for loan losses: Ending allowance balance attributable to loans: Individually evaluated for impairment Collectively evaluated for impairment	\$- 4,919	- 39,017	- 462	- 44,398
Total ending allowance balance	\$4,919	39,017	462	44,398
Loans: Individually evaluated for impairment Collectively evaluated for impairment	\$3,040 195,725	22,647 3,071,300	- 8,667	25,687 3,275,692
Total ending loans balance	\$198,765	3,093,947	8,667	3,301,379
(dollars in thousands)	December  Commercia Loans	1-to-4 Family	Installment Loans	Total
(dollars in thousands)  Allowance for loan losses: Ending allowance balance attributable to loans: Individually evaluated for impairment Collectively evaluated for impairment	Commercia	1-to-4 Family Residential Real	_	Total - 44,762
Allowance for loan losses: Ending allowance balance attributable to loans: Individually evaluated for impairment	Commercia Loans	1-to-4 Family Residential Real Estate	Loans	_
Allowance for loan losses: Ending allowance balance attributable to loans: Individually evaluated for impairment Collectively evaluated for impairment	Commercia Loans \$- 4,491	1-to-4 Family Residential Real Estate	Loans - 518	- 44,762

A loan for which the terms have been modified, and for which the borrower is experiencing financial difficulties, is considered a TDR and is classified as impaired. TDR's at March 31, 2016 and December 31, 2015 are measured at the present value of estimated future cash flows using the loan's effective rate at inception or the fair value of the underlying collateral if the loan is considered collateral dependent.

<u>Index</u>
The following tables present impaired loans by loan class as of March 31, 2016 and December 31, 2015:

New	York	and	other	states:
INCW	A IO I	anu	Ouici	states.

(dollars in thousands)	March 31 Recorded Investmen	Unpaid Principal	Related Allowance	Average Recorded Investment
Commercial:				
Commercial real estate	\$3,040	3,993	-	4,828
Other	-	-	-	-
Real estate mortgage - 1 to 4 family:				
First mortgages	17,529	18,573	-	17,553
Home equity loans	299	358	-	320
Home equity lines of credit	2,165	2,370	-	2,436
Total	\$23,033	25,294	-	25,137

### Florida:

(dollars in thousands)	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment
Commercial:				
Commercial real estate	\$ -	-	-	-
Other	-	-	-	-
Real estate mortgage - 1 to 4 family:				
First mortgages	1,993	2,105	-	1,872
Home equity loans	52	52	-	52
Home equity lines of credit	609	693	-	618
Total	\$ 2,654	2,850	-	2,542

### Total:

(dollars in thousands)	Recorded Investme	Unpaid Principal ent Balance	Related Allowance	Average Recorded Investment
Commercial:				
Commercial real estate	\$3,040	3,993	-	4,828
Other	-	-	-	-