MID PENN BANCORP INC
Form 10-Q
November 14, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2013

OR

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

For the transition period from   to

Commission file number 1-13677

MID PENN BANCORP, INC.

(Exact Name of Registrant as Specified in its Charter)

Pennsylvania	25-1666413

(State or Other Jurisdiction of	(I.R.S. Employer
Incorporation or Organization)	Identification Number)
349 Union Street	
Millersburg, Pennsylvania (Address of Principal Executive Offices)	17061 (Zip Code)

Registrant's telephone number, including area code 1.866.642.7736

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 þ 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 þ No ¨

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

Large accelerated filer ¨ Accelerated Filer ¨ Non-accelerated Filer ¨ Smaller Reporting Company þ

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

As of November 14, 2013, the registrant had 3,493,529 shares of common stock outstanding.

MID PENN BANCORP, INC.

FORM 10-Q

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Unless the context otherwise requires, the terms “Mid Penn”, “we”, “us”, and “our” refer to Mid Penn Bancorp, Inc. and its consolidated subsidiaries

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MID PENN BANCORP, INC.Consolidated Balance Sheets (Unaudited)

PART 1 – FINANCIAL INFORMATION

ITEM 1 – FINANCIAL STATEMENTS

(Dollars in thousands, except share and per share data)	September 30, 2013	December 31, 2012
ASSETS		
Cash and due from banks	$ 12,052	$ 11,200
Interest-bearing balances with other financial institutions	1,165	1,273
Federal funds sold	-	3,000
Total cash and cash equivalents	13,217	15,473
Interest-bearing time deposits with other financial institutions	7,861	23,563
Available for sale investment securities	119,770	154,295
Loans and leases, net of unearned interest	528,546	484,220
Less: Allowance for loan and lease losses	(5,793)	(5,509)
Net loans and leases	522,753	478,711
Bank premises and equipment, net	12,759	13,123
Restricted investment in bank stocks	1,895	2,503
Foreclosed assets held for sale	2,047	843
Accrued interest receivable	2,684	2,893
Deferred income taxes	3,326	1,789
Goodwill	1,016	1,016
Core deposit and other intangibles, net	191	288
Cash surrender value of life insurance	8,317	8,143
Other assets	2,152	2,560
Total Assets	$ 697,988	$ 705,200
LIABILITIES & SHAREHOLDERS’ EQUITY		
Deposits:		
Noninterest bearing demand	$ 48,495	$ 57,977
Interest bearing demand	202,285	164,837
Money Market	197,837	210,588
Savings	29,666	28,406
Time	142,571	163,653
Total Deposits	620,854	625,461
Short-term borrowings	9,245	-
Long-term debt	8,190	22,510
Accrued interest payable	803	620
Other liabilities	6,343	4,389
Total Liabilities	645,435	652,980
Shareholders' Equity:		
Series B Preferred stock, par value $1.00; liquidation value $1,000; authorized 5,000 shares; 7% non-cumulative dividend; 5,000 shares issued and outstanding at		

September 30, 2013 and 4,880 shares issued and outstanding at December 31, 2012	5,000	4,880
Common stock, par value $1.00; authorized 10,000,000 shares; 3,493,529 shares issued and outstanding at September 30, 2013 and 3,489,684 shares issued and outstanding at December 31, 2012	3,494	3,490
Additional paid-in capital	29,841	29,816
Retained earnings	14,651	11,741
Accumulated other comprehensive (loss) income	(433)	2,293
Total Shareholders' Equity	52,553	52,220
Total Liabilities and Shareholders' Equity	$ 697,988	$ 705,200

The accompanying notes are an integral part of these consolidated financial statements.

MID PENN BANCORP, INC.Consolidated Statements of Income (Unaudited)

(Dollars in thousands, except per share data)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
INTEREST INCOME				
Interest & fees on loans and leases	$ 6,962	$ 6,742	$ 19,717	$ 20,619
Interest on interest-bearing balances	21	55	97	180
Interest and dividends on investment securities:				
U.S. Treasury and government agencies	170	232	393	997
State and political subdivision obligations, tax-exempt	466	419	1,442	1,232
Other securities	14	5	28	15
Interest on federal funds sold and securities purchased under agreements to resell	-	5	11	10
Total Interest Income	7,633	7,458	21,688	23,053
INTEREST EXPENSE				
Interest on deposits	1,068	1,443	3,403	4,850
Interest on short-term borrowings	12	-	19	1
Interest on long-term debt	112	245	519	732
Total Interest Expense	1,192	1,688	3,941	5,583
Net Interest Income	6,441	5,770	17,747	17,470
PROVISION FOR LOAN AND LEASE LOSSES	575	150	1,485	675
Net Interest Income After Provision for Loan and Lease Losses	5,866	5,620	16,262	16,795
NONINTEREST INCOME				
Income from fiduciary activities	111	128	360	429
Service charges on deposits	150	153	430	418
Net gain on sales of investment securities	108	241	220	267
Earnings from cash surrender value of life insurance	58	61	174	186
Mortgage banking income	75	184	300	443
ATM debit card interchange income	130	114	376	354
Other income	176	176	636	629
Total Noninterest Income	808	1,057	2,496	2,726
NONINTEREST EXPENSE				
Salaries and employee benefits	2,657	2,671	8,199	7,886
Occupancy expense, net	256	263	835	799
Equipment expense	323	343	984	923
Pennsylvania Bank Shares tax expense	104	92	365	351
FDIC Assessment	6	301	339	904
Legal and professional fees	191	186	511	431
Director fees and benefits expense	81	97	238	232
Marketing and advertising expense	87	91	192	288
Computer expense	239	166	666	489
Telephone expense	116	107	318	317
(Gain) loss on sale/write-down of foreclosed assets	(54)	43	(376)	102

Intangible amortization	8	7	22	38
Loan collection costs	32	92	178	239
Other expenses	700	623	1,924	1,768
Total Noninterest Expense	4,746	5,082	14,395	14,767
INCOME BEFORE PROVISION FOR INCOME TAXES	1,928	1,595	4,363	4,754
Provision for income taxes	440	329	824	994
NET INCOME	1,488	1,266	3,539	3,760
Series A preferred stock dividends and discount accretion	-	128	14	385
Series B preferred stock dividends	88	-	222	-
NET INCOME AVAILABLE TO COMMON SHAREHOLDERS	$ 1,400	$ 1,138	$ 3,303	$ 3,375
PER COMMON SHARE DATA:				
Basic Earnings Per Common Share	$ 0.40	$ 0.33	$ 0.95	$ 0.97
Diluted Earnings Per Common Share	$ 0.40	$ 0.33	$ 0.95	$ 0.97
Cash Dividends	$ 0.05	$ 0.05	$ 0.10	$ 0.15

The accompanying notes are an integral part of these consolidated financial statements.

MID PENN BANCORP, INC. Consolidated Statements of Comprehensive Income (Unaudited)

(Dollars in thousands)	Three Months Ended September 30,	
	2013	2012
Net income	$ 1,488	$ 1,266
Other comprehensive income:		
Unrealized gains arising during the period on available for sale securities, net of income taxes of $147 and $216, respectively	286	418
Reclassification adjustment for net gain on sales of available for sale securities included in net income, net of income taxes of $(37) and $(82), respectively (1) (3)	(71)	(159)
Change in defined benefit plans, net of income taxes of $2 and $(7), respectively (2) (3)	4	(13)
Total other comprehensive income	219	246
Total comprehensive income	$ 1,707	$ 1,512

(Dollars in thousands)	Nine Months Ended September 30,	
	2013	2012
Net income	$ 3,539	$ 3,760
Other comprehensive (loss) income:		
Unrealized (losses) gains arising during the period on available for sale securities, net of income taxes of $(1,334) and $412, respectively	(2,591)	799
Reclassification adjustment for net gain on sales of available for sale securities included in net income, net of income taxes of $(75) and $(91), respectively (1) (3)	(145)	(176)
Change in defined benefit plans, net of income taxes of $5 and $(8), respectively (2) (3)	10	(15)

Total other comprehensive (loss) income	(2,726)	608
Total comprehensive income	$ 813	$ 4,368

(1) Amounts are included in net gain on sales of investment securities on the Consolidated Statements of Income as a separate element within total noninterest income
(2) Amounts are included in the computation of net periodic benefit cost and are included in salaries and employee benefits on the Consolidated Statements of Income as a separate element within total noninterest expense
(3) Income tax amounts are included in the provision for income taxes in the Consolidated Statements of Income

The accompanying notes are an integral part of these consolidated financial statements.

MID PENN BANCORP, INC.Consolidated Statements of Changes in Shareholders' Equity (Unaudited)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2013 AND 2012

(Dollars in thousands)	Preferred Stock	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Total Shareholders' Equity
Balance, December 31, 2012	$ 4,880	$ 3,490	$ 29,816	$ 11,741	$ 2,293	$ 52,220
Net income	-	-	-	3,539	-	3,539
Total other comprehensive loss, net of taxes	-	-	-	-	(2,726)	(2,726)
Common stock dividends	-	-	-	(349)	-	(349)
Employee Stock Purchase Plan	-	4	39	-	-	43
Series B Preferred stock issuance	120	-	-	-	-	120
Series B Preferred stock dividends	-	-	-	(222)	-	(222)
Amortization of warrant cost	-	-	(14)	-	-	(14)
Warrant repurchase	-	-	-	(58)	-	(58)
Balance, September 30, 2013	$ 5,000	$ 3,494	$ 29,841	$ 14,651	$ (433)	$ 52,553
Balance, December 31, 2011	$ 10,000	$ 3,484	$ 29,830	$ 8,222	$ 1,916	$ 53,452
Net income	-	-	-	3,760	-	3,760
Total other comprehensive income, net of taxes	-	-	-	-	608	608
Common stock dividends	-	-	-	(522)	-	(522)
Employee Stock Purchase Plan	-	5	38	-	-	43
Series A Preferred stock dividends	-	-	-	(375)	-	(375)
Amortization of warrant cost	-	-	(10)	-	-	(10)
Balance, September 30, 2012	$ 10,000	$ 3,489	$ 29,858	$ 11,085	$ 2,524	$ 56,956

The accompanying notes are an integral part of these consolidated financial statements.

MID PENN BANCORP, INC.Consolidated Statements of Cash Flows (Unaudited)

(Dollars in thousands)	Nine Months Ended September 30, 2013	2012
Operating Activities:		
Net Income	$ 3,539	$ 3,760
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan and lease losses	1,485	675
Depreciation	936	853
Amortization of intangibles	97	15
Net amortization of security premiums	2,082	973
Gain on sales of investment securities	(220)	(267)
Earnings on cash surrender value of life insurance	(174)	(186)
Gain on disposal of property, plant, and equipment	(8)	(1)
(Gain) loss on sale / write-down of foreclosed assets	(376)	102
Deferred income tax (benefit) expense	(1,223)	688
Decrease in accrued interest receivable	209	71
Decrease in other assets	1,503	795
Increase in accrued interest payable	183	115
Increase in other liabilities	1,949	8,676
Net Cash Provided By Operating Activities	9,982	16,269
Investing Activities:		
Net decrease in interest-bearing balances	15,702	3,416
Proceeds from the maturity of investment securities	31,777	26,876
Proceeds from the sale of investment securities	15,118	17,895
Purchases of investment securities	(18,376)	(52,604)
Redemptions of restricted investment in bank stock	608	571
Net increase in loans and leases	(48,175)	(3,367)
Purchases of bank premises and equipment	(564)	(777)
Proceeds from sale of bank premises and equipment	-	16
Proceeds from sale of foreclosed assets	1,820	2,105
Net Cash Used In Investing Activities	(2,090)	(5,869)
Financing Activities:		
Net increase in demand deposits and savings accounts	16,475	25,647
Net decrease in time deposits	(21,082)	(29,678)
Net increase in short-term borrowings	9,245	-
Series A preferred stock dividend paid	-	(375)
Series B preferred stock dividend paid	(222)	-
Common stock dividend paid	(349)	(522)
Series B preferred stock issuance	120	-
Employee Stock Purchase Plan	43	43
Warrant repurchase	(58)	-
Long-term debt repayment	(14,320)	(143)
Net Cash Used In Financing Activities	(10,148)	(5,028)
Net (decrease) increase in cash and cash equivalents	(2,256)	5,372

Cash and cash equivalents, beginning of year	15,473	17,841
Cash and cash equivalents, end of year	$ 13,217	$ 23,213

Supplemental Disclosures of Cash Flow Information:		
Interest paid	$ 3,758	$ 5,468
Income taxes paid	$ 550	$ 1,250
Supplemental Noncash Disclosures:		
Loan transfers to foreclosed assets held for sale	$ 2,648	$ 1,865

The accompanying notes are an integral part of these consolidated financial statements.

MID PENN BANCORP, INC.Notes to Consolidated Financial Statements (Unaudited)

(1) Basis of Presentation

The accompanying consolidated financial statements include the accounts of Mid Penn Bancorp, Inc. and its wholly-owned subsidiaries, Mid Penn Bank ("Bank"), and the Bank's wholly-owned subsidiary Mid Penn Insurance Services, LLC (collectively, "Mid Penn"). All material intercompany accounts and transactions have been eliminated in consolidation.

Certain information and footnote disclosures normally included in consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). We believe the information presented is not misleading and the disclosures are adequate. For comparative purposes, the September 30, 2012 and December 31, 2012 balances have been reclassified to conform to the 2013 presentation. Such reclassifications had no impact on net income. The results of operations for interim periods are not necessarily indicative of operating results expected for the full year. These interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in Mid Penn's Annual Report on Form 10-K for the year ended December 31, 2012.

Mid Penn has evaluated events and transactions occurring subsequent to the balance sheet date of September 30, 2013, for items that should potentially be recognized or disclosed in these consolidated financial statements. The evaluation was conducted through the date these consolidated financial statements were issued.

(2) Investment Securities

Securities to be held for indefinite periods, but not intended to be held to maturity, are classified as available for sale and carried at fair value. Securities held for indefinite periods include securities that management intends to use as part of its asset and liability management strategy and that may be sold in response to liquidity needs, changes in interest rates, resultant prepayment risk, and other factors related to interest rate and resultant prepayment risk changes.

Realized gains and losses on dispositions are based on the net proceeds and the adjusted book value of the securities sold, using the specific identification method. Unrealized gains and losses on investment securities available for sale are based on the difference between book value and fair value of each security. These gains and losses are credited or charged to other comprehensive income, whereas realized gains and losses flow through the Corporation's results of consolidated statements of income.

Accounting Standards Codification ("ASC") Topic 320, Investments – Debt and Equity Securities, clarifies the interaction of the factors that should be considered when determining whether a debt security is

other-than-temporarily impaired. For debt securities, management must assess whether (a) it has the intent to sell the security and (b) it is more likely than not that it will be required to sell the security prior to its anticipated recovery. These steps are done before assessing whether the entity will recover the cost basis of the investment. Previously, this assessment required management to assert it has both the intent and the ability to hold a security for a period of time sufficient to allow for an anticipated recovery in fair value to avoid recognizing other-than-temporary impairment. This change does not affect the need to forecast recovery of the value of the security through either cash flows or market price.

In instances when a determination is made that other-than-temporary impairment exists but the investor does not intend to sell the debt security and it is not more likely than not that it will be required to sell the debt security prior to its anticipated recovery, this guidance changes the presentation and amount of the other-than-temporary impairment recognized in the income statement. The other-than-temporary impairment is separated into (a) the amount of the total other-than-temporary impairment related to a decrease in cash flows expected to be collected from the debt security (the credit loss) and (b) the amount of the total other-than-temporary impairment related to all other factors. The amount of the total other-than-temporary impairment related to the credit loss is recognized in earnings. The amount of the total other-than-temporary impairment related to all other factors is recognized in other comprehensive income.

MID PENN BANCORP, INC.Notes to Consolidated Financial Statements (Unaudited)

At September 30, 2013 and December 31, 2012, amortized cost, fair value, and unrealized gains and losses on investment securities are as follows:

(Dollars in thousands)	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
September 30, 2013				
Available for sale securities:				
U.S. Treasury and U.S. government agencies	$ 12,149	$ 765	$ -	$ 12,914
Mortgage-backed U.S. government agencies	42,458	377	462	42,373
State and political subdivision obligations	64,072	864	1,997	62,939
Equity securities	1,550	20	26	1,544
	$ 120,229	$ 2,026	$ 2,485	$ 119,770

(Dollars in thousands)	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
December 31, 2012				
Available for sale securities:				
U.S. Treasury and U.S. government agencies	$ 16,394	$ 1,346	$ -	$ 17,740
Mortgage-backed U.S. government agencies	66,783	393	490	66,686
State and political subdivision obligations	67,033	2,542	96	69,479
Equity securities	400	-	10	390
	$ 150,610	$ 4,281	$ 596	$ 154,295

Estimated fair values of debt securities are based on quoted market prices, where applicable. If quoted market prices are not available, fair values are based on quoted market prices of comparable instruments, adjusted for differences between the quoted instruments and the instruments being valued.

Included in equity securities is an investment in Access Capital Strategies, an equity fund that invests in low to moderate income financing projects. This initial investment was purchased in 2004 to help fulfill the Bank's regulatory requirement of the Community Reinvestment Act and additional investments were purchased in 2011 and 2013. At September 30, 2013 and December 31, 2012, the investment is reported at fair value.

Investment securities having a fair value of $103,237,000 at September 30, 2013 and $96,124,000 at December 31, 2012, were pledged to secure public deposits and other borrowings.

Mid Penn realized gross gains of $108,000 and $220,000 on sales of securities available for sale during the three and nine month periods ended September 30, 2013. Mid Penn realized gross gains of $241,000 and $267,000 on sales of securities available for sale during the three and nine months ended September 30, 2012. Mid Penn realized gross losses on the sale of securities available for sale of $0 during the three and nine month periods ended September 30, 2013 and September 30, 2012.

MID PENN BANCORP, INC.Notes to Consolidated Financial Statements (Unaudited)

The following table presents gross unrealized losses and fair value of investments aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at September 30, 2013 and December 31, 2012.

(Dollars in thousands)	Less Than 12 Months		12 Months or More		Total	
September 30, 2013	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Available for sale securities:						
Mortgage-backed U.S. government agencies	$ 9,958	$ 203	$ 10,775	$ 259	$ 20,733	$ 462
State and political subdivision obligations	30,830	1,868	2,175	129	33,005	1,997
Equity securities	-	-	550	26	550	26
Total temporarily impaired available for sale securities	$ 40,788	$ 2,071	$ 13,500	$ 414	$ 54,288	$ 2,485

(Dollars in thousands)	Less Than 12 Months		12 Months or More		Total	
December 31, 2012	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Available for sale securities:						
Mortgage-backed U.S. government agencies	$ 30,345	$ 270	$ 15,839	$ 220	$ 46,184	$ 490
State and political subdivision obligations	9,389	66	1,231	30	10,620	96
Equity securities	-	-	390	10	390	10
Total temporarily impaired available for sale securities	$ 39,734	$ 336	$ 17,460	$ 260	$ 57,194	$ 596

Management evaluates securities for other-than-temporary impairment at least on a quarterly basis; and more frequently when economic or market concerns warrant such evaluation. Consideration is given to the length of time and the extent to which the fair value has been less than cost, and the financial condition and near term prospects of the issuer. In addition, for debt securities, the Corporation considers (a) whether management has the intent to sell the security, (b) it is more likely than not that management will be required to sell the security prior to its anticipated recovery, and (c) whether management expects to recover the entire amortized cost basis. For equity securities, management considers the intent and ability to hold securities until recovery of unrealized losses.

At September 30, 2013, 97 debt securities with unrealized losses depreciated 4.58% from their amortized cost basis. At December 31, 2012, 73 debt securities with unrealized losses depreciated 1.03% from their amortized cost basis. These securities are issued by either the U.S. Government or other governmental agencies. The unrealized

losses were determined principally by reference to current interest rates for similar types of securities. In analyzing an issuer's financial condition, management considers whether the U.S. Government or its agencies issued the securities, whether downgrades by bond rating agencies have occurred, and the results of reviews of the issuer's financial condition. Based on the above conditions management has determined that no declines are deemed to be other-than-temporary.

The table below is the maturity distribution of investment securities at amortized cost and fair value.

(Dollars in thousands)	September 30, 2013	
	Amortized Cost	Fair Value
Due in 1 year or less	$ -	$ -
Due after 1 year but within 5 years	16,646	17,636
Due after 5 years but within 10 years	26,939	26,896
Due after 10 years	32,636	31,321
	76,221	75,853
Mortgage-backed securities	42,458	42,373
Equity securities	1,550	1,544
	$ 120,229	$ 119,770

Mortgage-backed securities at September 30, 2013, had an average life of 3.4 years.

MID PENN BANCORP, INC.Notes to Consolidated Financial Statements (Unaudited)

(3) Loans and Allowance for Loan and Lease Losses

Loans receivable that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are stated at their outstanding unpaid principal balances, net of an allowance for loan losses and any deferred fees or costs. Interest income is accrued on the unpaid principal balance. Loan origination fees, net of certain direct origination costs, are deferred and recognized as an adjustment of the yield (interest income) of the related loans. These amounts are generally being amortized over the contractual life of the loan. Premiums and discounts on purchased loans are amortized as adjustments to interest income using the effective yield method.

The loan portfolio is segmented into commercial and consumer loans. Commercial loans consist of the following classes: commercial and industrial, commercial real estate, commercial real estate-construction and lease financing. Consumer loans consist of the following classes: residential mortgage loans, home equity loans and other consumer loans.

For all classes of loans, the accrual of interest is discontinued when the contractual payment of principal or interest has become 90 days or more past due or management has serious doubts about further collectability of principal or interest, even though the loan is currently performing. A loan may remain on accrual status if it is in the process of collection and is either guaranteed or well secured. When a loan is placed on nonaccrual status, unpaid interest credited to income in the current year is reversed and unpaid interest accrued in prior years is charged against the allowance for loan and lease losses. Interest received on nonaccrual loans, including impaired loans, generally is either applied against principal or reported as interest income, according to management's judgment as to the collectability of principal. Generally, loans are restored to accrual status when the obligation is brought current, has performed in accordance with the contractual terms for a reasonable period of time (generally six months) and the ultimate collectability of the total contractual principal and interest is no longer in doubt. The past due status of all classes of loans receivable is determined based on contractual due dates for loan payments.

Commercial and industrial

Mid Penn originates commercial and industrial loans. Most of the Bank's commercial and industrial loans have been extended to finance local and regional businesses and include short-term loans to finance machinery and equipment purchases, inventory, and accounts receivable. Commercial loans also involve the extension of revolving credit for a combination of equipment acquisitions and working capital in expanding companies.

The maximum term for loans extended on machinery and equipment is based on the projected useful life of such machinery and equipment. Generally, the maximum term on non-mortgage lines of credit is one year. The loan-to-value ratio on such loans and lines of credit generally may not exceed 80% of the value of the collateral securing the loan. The Bank's commercial business lending policy includes credit file documentation and analysis of the borrower's character, capacity to repay the loan, the adequacy of the borrower's capital and collateral as well as an evaluation of conditions affecting the borrower. Analysis of the borrower's past, present, and future cash flows is also

an important aspect of the Bank’s current credit analysis. Nonetheless, such loans are believed to carry higher credit risk than more traditional investments.

Commercial and industrial loans typically are made on the basis of the borrower’s ability to make repayment from the cash flow of the borrower’s business. As a result, the availability of funds for the repayment of commercial business loans may be substantially dependent on the success of the business itself, which, in turn, is likely to be dependent upon the general economic environment. Mid Penn’s commercial and industrial loans are usually, but not always, secured by business assets and personal guarantees. However, the collateral securing the loans may depreciate over time, may be difficult to appraise, and may fluctuate in value based on the success of the business.

Commercial real estate and commercial real estate - construction

Commercial real estate and commercial real estate construction loans generally present a higher level of risk than loans secured by one to four family residences. This greater risk is due to several factors, including the concentration of principal in a limited number of loans and borrowers, the effect of general economic conditions on income producing properties, and the increased difficulty of evaluating and monitoring these types of loans. In addition, the repayment of loans secured by commercial real estate is typically dependent upon the successful operation of the related real estate project. If the cash flow from the project is reduced, the borrower’s ability to repay the loan may be impaired.

Lease financing

Mid Penn originates leases for select commercial and state and municipal government lessees. The nature of the leased asset is often subject to rapid depreciation in salvage value over a relatively short time frame or may be of an industry specific nature, making appraisal or liquidation of the asset difficult. These factors have led the Bank to severely curtail the origination of new leases to state or municipal government agencies where default risk is extremely limited and to only the most credit-worthy commercial customers. These commercial customers are primarily leasing fleet vehicles for use in their primary line of business, mitigating some of the asset

value concerns within the portfolio. Leasing has been a declining percentage of the Mid Penn's portfolio since 2006, representing 0.28% of the portfolio at September 30, 2013.

Residential mortgage

Mid Penn offers a wide array of residential mortgage loans for both permanent structures and those under construction. The Bank's residential mortgage originations are secured primarily by properties located in its primary market and surrounding areas. Residential mortgage loans have terms up to a maximum of 30 years and with loan to value ratios up to 100% of the lesser of the appraised value of the security property or the contract price. Private mortgage insurance is generally required in an amount sufficient to reduce the Bank's exposure to at or below the 85% loan to value level. Residential mortgage loans generally do not include prepayment penalties.

In underwriting residential mortgage loans, the Bank evaluates both the borrower's ability to make monthly payments and the value of the property securing the loan. Most properties securing real estate loans made by Mid Penn are appraised by independent fee appraisers. The Bank generally requires borrowers to obtain an attorney's title opinion or title insurance and fire and property insurance (including flood insurance, if necessary) in an amount not less than the amount of the loan. Real estate loans originated by the Bank generally contain a "due on sale" clause allowing the Bank to declare the unpaid principal balance due and payable upon the sale of the security property.

The Bank underwrites residential mortgage loans to the standards established by the secondary mortgage market, i.e., Fannie Mae, Ginnie Mae, Freddie Mac, or Pennsylvania Housing Finance Agency standards, with the intention of selling the majority of residential mortgages originated into the secondary market. In the event that the facts and circumstances surrounding a residential mortgage application do not meet all underwriting conditions of the secondary mortgage market, the Bank will evaluate the failed conditions and the potential risk of holding the residential mortgage in the Bank's portfolio rather than rejecting the loan request. In the event that the loan is held in the Bank's portfolio, the interest rate on the residential mortgage would be increased to compensate for the added portfolio risk.

Consumer, including home equity

Mid Penn offers a variety of secured consumer loans, including home equity, automobile, and deposit secured loans. In addition, the Bank offers other secured and unsecured consumer loans. Most consumer loans are originated in Mid Penn's primary market and surrounding areas.

The largest component of Mid Penn's consumer loan portfolio consists of fixed rate home equity loans and variable rate home equity lines of credit. Substantially all home equity loans and lines of credit are secured by second

mortgages on principal residences. The Bank will lend amounts, which, together with all prior liens, typically may be up to 85% of the appraised value of the property securing the loan. Home equity term loans may have maximum terms up to 20 years while home equity lines of credit generally have maximum terms of five years.

Consumer loan terms vary according to the type and value of collateral, length of contract and creditworthiness of the borrower. The underwriting standards employed by the Bank for consumer loans include an application, a determination of the applicant's payment history on other debts and an assessment of ability to meet existing obligations and payments on the proposed loan. Although creditworthiness of the applicant is a primary consideration, the underwriting process also includes a comparison of the value of the collateral, if any, in relation to the proposed loan amount.

Consumer loans may entail greater credit risk than do residential mortgage loans, particularly in the case of consumer loans which are unsecured or are secured by rapidly depreciable assets, such as automobiles or recreational equipment. In such cases, any repossessed collateral for a defaulted consumer loan may not provide an adequate source of repayment of the outstanding loan balance. In addition, consumer loan collections are dependent on the borrower's continuing financial stability, and thus are more likely to be affected by adverse personal circumstances. Furthermore, the application of various federal and state laws, including bankruptcy and insolvency laws, may limit the amount that can be recovered on such loans.

The allowance for credit losses consists of the allowance for loan and lease losses and the reserve for unfunded lending commitments. The allowance for loan and lease losses represents management's estimate of losses inherent in the loan portfolio as of the balance sheet date and is recorded as a reduction to loans. The reserve for unfunded lending commitments represents management's estimate of losses inherent in its unfunded loan commitments and is recorded in other liabilities on the consolidated balance sheet. The allowance for loan and lease losses is increased by the provision for loan and lease losses, and decreased by charge-offs, net of recoveries. Loans deemed to be uncollectible are charged against the allowance for loan and lease losses, and subsequent recoveries, if any, are credited to the allowance. All, or part, of the principal balance of loans are charged off to the allowance as soon as it is determined that the repayment of all, or part, of the principal balance is highly unlikely. Non-residential consumer loans are generally charged off no later than 120 days past due on a contractual basis, earlier in the event of bankruptcy, or if there is an amount deemed

uncollectible. Because all identified losses are immediately charged off, no portion of the allowance for loan and lease losses is restricted to any individual loan or groups of loans, and the entire allowance is available to absorb any and all loan losses.

The allowance for credit losses is maintained at a level considered adequate to provide for losses that can be reasonably anticipated. Management performs a monthly evaluation of the adequacy of the allowance. The allowance is based on Mid Penn's past loan loss experience, known and inherent risks in the portfolio, adverse situations that may affect the borrower's ability to repay, the estimated value of any underlying collateral, composition of the loan portfolio, current economic conditions and other relevant factors. This evaluation is inherently subjective as it requires material estimates that may be susceptible to significant revision as more information becomes available.

The allowance consists of specific, general and unallocated components. The specific component relates to loans that are classified as impaired. For loans that are classified as impaired, an allowance is established when the discounted cash flows, collateral value, or observable market price of the impaired loan is lower than the carrying value of that loan. The general component covers pools of loans by loan class including commercial loans not considered impaired, as well as smaller balance homogeneous loans, such as residential real estate, home equity and other consumer loans. These pools of loans are evaluated for loss exposure based upon historical loss rates for each of these categories of loans, adjusted for qualitative factors. These qualitative risk factors include changes in economic conditions, fluctuations in loan quality measures, changes in the experience of the lending staff and loan review systems, growth or changes in the mix of loans originated, and shifting industry or portfolio concentrations.

Each factor is assigned a value to reflect improving, stable or declining conditions based on management's best judgment using relevant information available at the time of the evaluation. Adjustments to the factors are supported through documentation of changes in conditions in a narrative accompanying the allowance for loan loss calculation.

Mid Penn considers a commercial loan (consisting of commercial and industrial, commercial real estate, commercial real estate-construction, and lease financing loan classes) to be impaired when it becomes 90 days or more past due and not in the process of collection. This methodology assumes the borrower cannot or will not continue to make additional payments. At that time the loan would be considered collateral dependent as the discounted cash flow ("DCF") method indicates no operating income is available for evaluating the collateral position; therefore, all impaired loans are deemed to be collateral dependent.

In addition, Mid Penn's rating system assumes any loans classified as sub-standard non-accrual to be impaired, and all of these loans are considered collateral dependent; therefore, all of Mid Penn's impaired loans, whether reporting a specific allocation or not, are considered collateral dependent.

Mid Penn evaluates loans for charge-off on a monthly basis. Policies that govern the recommendation for charge-off are unique to the type of loan being considered. Commercial loans rated as nonaccrual or lower will first have a collateral evaluation completed in accordance with the guidance on impaired loans. Once the collateral evaluation has been completed, a specific allocation of allowance is made based upon the results of the evaluation. In the event the loan is unsecured, the loan would have been charged-off at the recognition of impairment. If the loan is secured, it will undergo a 90 day waiting period to ensure the collateral shortfall identified in the evaluation is accurate and then charged down by the specific allocation. Once the charge down is taken, the remaining balance remains a nonperforming loan with the original terms and interest rate intact (not restructured). Commercial loans secured by real estate rated as impaired will also have an initial collateral evaluation completed in accordance with the guidance on impaired loans. An updated real estate valuation is ordered and the collateral evaluation is modified to reflect any variations in value. A specific allocation of allowance is made for any anticipated collateral shortfall and a 90 day waiting period begins to ensure the accuracy of the collateral shortfall. The loan is then charged down by the specific allocation. Once the charge down is taken, the remaining balance remains a nonperforming loan with the original terms and interest rate intact (not restructured). The process of charge-off for residential mortgage loans begins upon a loan becoming delinquent for 90 days and not in the process of collection. The existing appraisal is reviewed and a lien search is obtained to determine lien position and any instances of intervening liens. A new appraisal of the property will be ordered if deemed necessary by management and a collateral evaluation is completed. The loan will then be charged down to the value indicated in the evaluation. Consumer loans (including home equity loans and other consumer loans) are recommended for charge-off after reaching delinquency of 90 days and the loan is not in the process of collection. The entire balance of the consumer loan is recommended for charge-off at this point.

As noted above, Mid Penn assesses a specific allocation for commercial loans prior to charging down or charging off the loan. Once the charge down is taken, the remaining balance remains a nonperforming loan with the original terms and interest rate intact (not restructured). In addition, Mid Penn takes a preemptive step when any commercial loan becomes classified under its internal classification system. A preliminary collateral evaluation in accordance with the guidance on impaired loans is prepared using the existing collateral information in the loan file. This process allows Mid Penn to review both the credit and documentation files to determine the status of the information needed to make a collateral evaluation. This collateral evaluation is preliminary but allows Mid Penn to determine if any potential collateral shortfalls exist.

It is Mid Penn's policy to obtain updated third party valuations on all impaired loans collateralized by real estate within 30 days of the credit being classified as sub-standard non-accrual. Prior to receipt of the updated real estate valuation Mid Penn will use any existing

real estate valuation to determine any potential allowance issues; however no allowance recommendation will be made until which time Mid Penn is in receipt of the updated valuation. The credit department employs an electronic tracking system to monitor the receipt of and need for updated appraisals. To date, there have been no significant time lapses noted with the above processes.

In some instances Mid Penn is not holding real estate as collateral and is relying on business assets (personal property) for repayment. In these circumstances a collateral inspection is performed by Mid Penn personnel to determine an estimated value. The value is based on net book value, as provided by the financial statements, and discounted accordingly based on determinations made by management. Occasionally, Mid Penn will employ an outside service to provide a fair estimate of value based on auction sales or private sales. Management reviews the estimates of these third parties and discounts them accordingly based on management's judgment, if deemed necessary.

For impaired loans with no valuation allowance required, Mid Penn's practice of obtaining independent third party market valuations on the subject property within 30 days of being placed on non-accrual status sometimes indicates that the loan to value ratio is sufficient to obviate the need for a specific allocation in spite of significant deterioration in real estate values in Mid Penn's primary market area. These circumstances are determined on a case by case analysis of the impaired loans.

Mid Penn actively monitors the values of collateral on impaired loans. This monitoring may require the modification of collateral values over time or changing circumstances by some factor, either positive or negative, from the original values. All collateral values will be assessed by management at least every 18 months for possible revaluation by an independent third party.

Mid Penn does not currently, or plan in the future to, use automated valuation methodologies as a method of valuing real estate collateral.

An unallocated component is maintained to cover uncertainties that could affect management's estimate of probable losses. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio.

Large groups of smaller balance homogeneous loans are collectively evaluated for impairment. Accordingly, Mid Penn does not separately identify individual residential mortgage loans, home equity loans and other consumer loans for impairment disclosures, unless such loans are the subject of a troubled debt restructuring agreement.

Loans whose terms are modified are classified as troubled debt restructurings if the borrowers have been granted concessions and it is deemed that those borrowers are experiencing financial difficulty. Concessions granted under a troubled debt restructuring generally involve a temporary reduction in interest rate or an extension of a loan's stated maturity date. Non-accrual troubled debt restructurings are restored to accrual status if principal and interest payments, under the modified terms, are current for six consecutive months after modification. Loans classified as troubled debt restructurings are designated as impaired.

The allowance calculation methodology includes further segregation of loan classes into risk rating categories. The borrower's overall financial condition, repayment sources, guarantors, and value of collateral, if appropriate, are evaluated annually for commercial loans or when credit deficiencies arise, such as delinquent loan payments. Credit quality risk ratings include regulatory classifications of special mention, substandard, doubtful, and loss. Loans criticized as special mention have potential weaknesses that deserve management's close attention. If uncorrected, the potential weaknesses may result in deterioration of the repayment prospects. Loans classified substandard have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They include loans that are inadequately protected by the current sound net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans classified doubtful have all the weaknesses inherent in loans classified substandard with the added characteristic that collection or liquidation in full, on the basis of current conditions and facts, is highly improbable. Loans classified as a loss are considered uncollectible and are charged to the allowance for loan losses. Any loans not classified as noted above are rated pass.

In addition, Federal and State regulatory agencies, as an integral part of their examination process, periodically review the Bank's allowance for loan and lease losses and may require the Bank to recognize additions to the allowance based on their judgments about information available to them at the time of their examination, which may not be currently available to management. Based on management's comprehensive analysis of the loan portfolio, management believes the current level of the allowance for loan losses is adequate.

MID PENN BANCORP, INC.Notes to Consolidated Financial Statements (Unaudited)

The classes of the loan portfolio, summarized by the aggregate pass rating and the classified ratings of special mention, substandard, and doubtful within Mid Penn's internal risk rating system as of September 30, 2013 and December 31, 2012 are as follows:

(Dollars in thousands) September 30, 2013	Pass	Special Mention	Substandard	Doubtful	Total
Commercial and industrial	$ 89,706	$ 969	$ 1,566	$ -	$ 92,241
Commercial real estate	277,837	3,310	12,750	-	293,897
Commercial real estate - construction	43,673	392	105	-	44,170
Lease financing	1,475	-	-	-	1,475
Residential mortgage	66,860	-	-	-	66,860
Home equity	24,022	170	257	-	24,449
Consumer	5,454	-	-	-	5,454
	$ 509,027	$ 4,841	$ 14,678	$ -	$ 528,546

(Dollars in thousands) December 31, 2012	Pass	Special Mention	Substandard	Doubtful	Total
Commercial and industrial	$ 74,763	$ 1,651	$ 1,469	$ -	$ 77,883
Commercial real estate	260,941	5,375	18,551	-	284,867
Commercial real estate - construction	32,767	410	54	-	33,231
Lease financing	1,305	-	-	-	1,305
Residential mortgage	57,455	-	-	-	57,455
Home equity	22,336	188	396	-	22,920
Consumer	6,267	292	-	-	6,559
	$ 455,834	$ 7,916	$ 20,470	$ -	$ 484,220

Impaired loans by loan portfolio class as of September 30, 2013 and December 31, 2012 are summarized as follows:

(Dollars in thousands)	September 30, 2013			December 31, 2012		
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Recorded Investment	Unpaid Principal Balance	Related Allowance
With no related allowance recorded:						
Commercial and industrial	$ 185	$ 186	$ -	$ 192	$ 870	$ -
Commercial real estate	5,759	5,800	-	6,570	10,773	-

Residential mortgage	16	17	-	-	-	-
Home equity	29	39	-	124	261	-
Consumer	-	-	-	-	578	-
With an allowance recorded:						
Commercial and industrial	$ 42	$ 169	$ 42	$ 223	$ 351	$ 111
Commercial real estate	4,003	4,209	1,423	2,514	2,672	1,200
Commercial real estate - construction	-	-	-	54	54	54
Residential mortgage	25	25	25	-	-	-
Home equity	51	52	8	67	71	18
Total:						
Commercial and industrial	$ 227	$ 355	$ 42	$ 415	$ 1,221	$ 111
Commercial real estate	9,762	10,009	1,423	9,084	13,445	1,200
Commercial real estate - construction	-	-	-	54	54	54
Residential mortgage	41	42	25	-	-	-
Home equity	80	91	8	191	332	18
Consumer	-	-	-	-	578	-

MID PENN BANCORP, INC.Notes to Consolidated Financial Statements (Unaudited)

Average recorded investment of impaired loans and related interest income recognized for the three and nine months ended September 30, 2013 and September 30, 2012 are summarized as follows:

	Three Months Ended			
	September 30, 2013		September 30, 2012	
(Dollars in thousands)	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:				
Commercial and industrial	$ 186	$ -	$ 474	$ -
Commercial real estate	5,840	123	7,725	-
Residential mortgage	37	-	-	-
Home equity	29	-	125	-
With an allowance recorded:				
Commercial and industrial	$ 42	$ -	$ 242	$ -
Commercial real estate	4,026	-	2,600	-
Commercial real estate - construction	-	-	54	-
Residential mortgage	25	-	-	-
Home equity	53	-	72	-
Consumer	-	-	582	-
Total:				
Commercial and industrial	$ 228	$ -	$ 716	$ -
Commercial real estate	9,866	123	10,325	-
Commercial real estate - construction	-	-	54	-
Residential mortgage	62	-	-	-
Home equity	82	-	197	-
Consumer	-	-	582	-

MID PENN BANCORP, INC.Notes to Consolidated Financial Statements (Unaudited)

(Dollars in thousands)	Nine Months Ended September 30, 2013		September 30, 2012	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:				
Commercial and industrial	$ 188	$ -	$ 479	$ -
Commercial real estate	5,949	187	7,778	-
Residential mortgage	64	-	-	-
Home equity	30	-	126	4
With an allowance recorded:				
Commercial and industrial	$ 43	$ -	$ 243	$ -
Commercial real estate	4,042	-	2,618	-
Commercial real estate - construction		-	54	-
Residential mortgage	25	-		-
Home equity	54	-	72	-
Consumer	-	-	582	-
Total:				
Commercial and industrial	$ 231	$ -	$ 722	$ -
Commercial real estate	9,991	187	10,396	-
Commercial real estate - construction	-	-	54	-
Residential mortgage	89	-	-	-
Home equity	84	-	198	4
Consumer	-	-	582	-

Non-accrual loans by loan portfolio class as of September 30, 2013 and December 31, 2012 are summarized as follows:

(Dollars in thousands)	September 30, 2013	December 31, 2012
Commercial and industrial	$ 227	$ 264
Commercial real estate	9,762	10,785
Commercial real estate - construction	-	54
Residential mortgage	766	537
Home equity	130	191
	$ 10,885	$ 11,831

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The performance and credit quality of the loan portfolio is also monitored by the analyzing the age of the loans receivable as determined by the length of time a recorded payment is past due. The classes of the loan portfolio summarized by the past due status as of September 30, 2013 and December 31, 2012 are summarized as follows:

(Dollars in thousands) September 30, 2013	30-59 Days Past Due	60-89 Days Past Due	Greater than 90 Days	Total Past Due	Current	Total Loans	Loans Receivable > 90 Days and Accruing
Commercial and industrial	$ 75	$ -	$ 227	$ 302	$ 91,939	$ 92,241	$ -
Commercial real estate	1,610	647	7,607	9,864	284,033	293,897	-
Commercial real estate - construction	-	-	-	-	44,170	44,170	-
Lease financing	-	-	-	-	1,475	1,475	-
Residential mortgage	1	41	746	788	66,072	66,860	-
Home equity	73	-	101	174	24,275	24,449	-
Consumer	-	7	-	7	5,447	5,454	-
Total	$ 1,759	$ 695	$ 8,681	$ 11,135	$ 517,411	$ 528,546	$ -

(Dollars in thousands) December 31, 2012	30-59 Days Past Due	60-89 Days Past Due	Greater than 90 Days	Total Past Due	Current	Total Loans	Loans Receivable > 90 Days and Accruing
Commercial and industrial	$ 123	$ 361	$ 234	$ 718	$ 77,165	$ 77,883	$ -
Commercial real estate	1,785	5,618	8,248	15,651	269,216	284,867	-
Commercial real estate - construction	-	-	54	54	33,177	33,231	-
Lease financing	1		-	1	1,304	1,305	-
Residential mortgage	495	35	531	1,061	56,394	57,455	-
Home equity	96	-	147	243	22,677	22,920	-
Consumer	1	2	-	3	6,556	6,559	-
Total	$ 2,501	$ 6,016	$ 9,214	$ 17,731	$ 466,489	$ 484,220	$ -

MID PENN BANCORP, INC.Notes to Consolidated Financial Statements (Unaudited)

The following tables summarize the allowance for loan and lease losses and recorded investments in loans receivable.

(Dollars in thousands)

As of, and for the period ended, September 30, 2013	Commercial and industrial	Commercial real estate	Commercial real estate - construction	Lease financing	Residential mortgage	Home equity	Consumer	Unallocated	Total
Allowance for loan and lease losses:									
Beginning balance, July 1, 2013	$ 1,249	$ 3,819	$ 36	$ 1	$ 660	$ 409	$ 91	$ 2	$ 6,267
Charge-offs	(161)	(759)	(17)	-	(41)	(91)	(8)	-	(1,077)
Recoveries	10	8	-	2	-	-	8	-	28
Provisions	56	902	(9)	(2)	(239)	(81)	(7)	(45)	575
Ending balance, September 30, 2013	$ 1,154	$ 3,970	$ 10	$ 1	$ 380	$ 237	$ 84	$ (43)	$ 5,793

Beginning balance, January 1, 2013	$ 1,298	$ 3,112	$ 64	$ 1	$ 581	$ 343	$ 101	$ 9	$ 5,509
Charge-offs	(182)	(877)	(17)	-	(167)	(91)	(23)	-	(1,357)
Recoveries	26	13	8	2	23	5	79	-	156
Provisions	12	1,722	(45)	(2)	(57)	(20)	(73)	(52)	1,485
Ending balance, September 30, 2013	$ 1,154	$ 3,970	$ 10	$ 1	$ 380	$ 237	$ 84	$ (43)	$ 5,793
Ending balance: individually evaluated for impairment	$ 42	$ 1,423	$ -	$ -	$ 25	$ 8	$ -	$ -	$ 1,498
Ending balance: collectively evaluated for impairment	$ 1,112	$ 2,547	$ 10	$ 1	$ 355	$ 229	$ 84	$ (43)	$ 4,295
Loans receivables:									
Ending balance	$ 92,241	$ 293,897	$ 44,170	$ 1,475	$ 66,860	$ 24,449	$ 5,454	$ -	$ 528,546
Ending balance: individually evaluated for impairment	$ 227	$ 9,762	$ -	$ -	$ 41	$ 80	$ -	$ -	$ 10,110
Ending balance: collectively evaluated for impairment	$ 92,014	$ 284,135	$ 44,170	$ 1,475	$ 66,819	$ 24,369	$ 5,454	$ -	$ 518,436

(Dollars in thousands)

As of, and for the period ended, September 30, 2012	Commercial and industrial	Commercial real estate	Commercial real estate - construction	Lease financing	Residential mortgage	Home equity	Consumer	Unallocated	Total
Beginning balance, July 1, 2012	$ 1,583	$ 3,440	$ 27	$ 2	$ 475	$ 341	$ 530	$ 187	$ 6,585
Charge-offs	(212)	(1)	-	-	(105)	-	(6)	-	(324)
Recoveries	8	4	-	-	-	-	16	-	28
Provisions	(82)	(62)	51	-	144	26	109	(36)	150
Ending balance, September 30, 2012	$ 1,297	$ 3,381	$ 78	$ 2	$ 514	$ 367	$ 649	$ 151	$ 6,439

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MID PENN BANCORP, INC.Notes to Consolidated Financial Statements (Unaudited)

	Commercial and industrial	Commercial real estate	Commercial real estate - construction	Lease financing	Residential mortgage	Home equity	Consumer	Unallocated	Total
Beginning balance, January 1, 2012	$ 2,274	$ 3,544	$ 23	$ 2	$ 362	$ 337	$ 87	$ 143	$ 6,772
Charge-offs	(428)	(456)	(5)	-	(174)	-	(12)	-	(1,075)
Recoveries	16	9	2	-	-	9	31	-	67
Provisions	(565)	284	58	-	326	21	543	8	675
Ending balance, September 30, 2012	$ 1,297	$ 3,381	$ 78	$ 2	$ 514	$ 367	$ 649	$ 151	$ 6,439
Ending balance: individually evaluated for impairment	$ 112	$ 1,338	$ 54	$ -	$ -	$ 25	$ 578	$ -	$ 2,107
Ending balance: collectively evaluated for impairment	$ 1,185	$ 2,043	$ 24	$ 2	$ 514	$ 342	$ 71	$ 151	$ 4,332
Loans receivables:									
Ending balance	$ 75,798	$ 281,613	$ 35,852	$ 1,575	$ 57,068	$ 24,003	$ 7,302	$ -	$ 483,211
Ending balance: individually evaluated for impairment	$ 421	$ 9,822	$ 54	$ -	$ -	$ 101	$ 578	$ -	$ 10,976
Ending balance: collectively evaluated for impairment	$ 75,377	$ 271,791	$ 35,798	$ 1,575	$ 57,068	$ 23,902	$ 6,724	$ -	$ 472,235

(Dollars in thousands)

As of December 31, 2012	Commercial and industrial	Commercial real estate	Commercial real estate - construction	Lease financing	Residential mortgage	Home equity	Consumer	Unallocated	Total
Allowance for loan and lease losses:									
Ending balance	$ 1,298	$ 3,112	$ 64	$ 1	$ 581	$ 343	$ 101	$ 9	$ 5,509
	$ 111	$ 1,200	$ 54	$ -	$ -	$ 18	$ -	$ -	$ 1,383

Ending balance: individually evaluated for impairment									
Ending balance: collectively evaluated for impairment	$ 1,187	$ 1,912	$ 10	$ 1	$ 581	$ 325	$ 101	$ 9	$ 4,126
Loans receivables:									
Ending balance	$ 77,883	$ 284,867	$ 33,231	$ 1,305	$ 57,455	$ 22,920	$ 6,559	$ -	$ 484,220
Ending balance: individually evaluated for impairment	$ 415	$ 9,084	$ 54	$ -	$ -	$ 191	$ -	$ -	$ 9,744
Ending balance: collectively evaluated for impairment	$ 77,468	$ 275,783	$ 33,177	$ 1,305	$ 57,455	$ 22,729	$ 6,559	$ -	$ 474,476

MID PENN BANCORP, INC.Notes to Consolidated Financial Statements (Unaudited)

The recorded investments in troubled debt restructured loans at September 30, 2013 and December 31, 2012 are as follows:

(Dollars in thousands)	September 30, 2013	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Recorded Investment
Commercial and industrial		$ 40	$ 35	$ 29
Commercial real estate		13,346	9,336	8,268
Residential mortgage		423	417	270
		$ 13,809	$ 9,788	$ 8,567

(Dollars in thousands)	December 31, 2012	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Recorded Investment
Commercial and industrial		$ 40	$ 35	$ 30
Commercial real estate		7,326	3,748	2,916
Residential mortgage		558	552	448
		$ 7,924	$ 4,335	$ 3,394

Mid Penn entered into forbearance agreements on all loans currently classified as troubled debt restructures and all of these agreements have resulted in additional principal repayment. The terms of these forbearance agreements vary whereby principal payments have been decreased, interest rates have been reduced and/or the loan will be repaid as collateral is sold.

Mid Penn’s troubled debt restructured loans at September 30, 2013 totaled $8,567,000, of which, $857,000 represented five accruing loans to unrelated borrowers. One is a large commercial real estate loan for $620,000, while the remaining four loans are residential mortgages, all in compliance with the terms of the modification. The remaining $7,710,000, representing 13 loans, are nonaccrual impaired loans, and resulted in a collateral evaluation in accordance with the guidance on impaired loans. Of these 13 loans, one business relationship accounted for five loans totaling $610,000, a large commercial participation totaling $1,519,000 accounted for three loans, and the remaining five loans to unrelated borrowers totaled $5,581,000.   Included in the $5,581,000 are two large commercial real estate loans with balances of $3,240,000 and $1,642,000.

At December 31, 2012, troubled debt restructured loans totaled $3,394,000, of which, $426,000, representing seven loans to unrelated borrowers, are accruing residential mortgages in compliance with the terms of the modification. The remaining $2,968,000, representing 10 loans, are nonaccrual impaired loans, and resulted in a collateral evaluation in accordance with the guidance on impaired loans. Of these 10 loans, one business relationship accounted for five loans totaling $634,000, a large commercial participation totaling $1,663,000 accounted for three

loans, and the remaining two unrelated loans totaled $671,000.

As a result of the evaluations at September 30, 2013 and December 31, 2012, a specific allocation and, subsequently, charge-offs have been taken as appropriate. As of September 30, 2013 and December 31, 2012, charge-offs associated with troubled debt restructured loans while under forbearance agreement totaled $0 and there were no defaulted troubled debt restructured loans as all troubled debt restructured loans were current with respect to their associated forbearance agreements. As of September 30, 2013, one forbearance agreement was negotiated during 2008, 11 forbearance agreements were negotiated during 2009, one forbearance agreement was negotiated in 2010, and five forbearance agreements were negotiated in 2013. Two loans with forbearance agreements from 2010 paid off during the quarter ended September 30, 2013.

MID PENN BANCORP, INC.Notes to Consolidated Financial Statements (Unaudited)

There were no new loans modified during the three months ended September 30, 2013 that resulted in troubled debt restructurings. The following table summarizes loans whose terms have been modified resulting in troubled debt restructurings during the nine months ended September 30, 2013:

	Nine Months Ended, September 30, 2013			
(Dollars in thousands)		Pre-Modification Outstanding Recorded	Post-Modification Outstanding Recorded	Recorded
	Number of Contracts	Investment	Investment	Investment
Commercial real estate	3	$ 6,091	$ 5,588	$ 5,588
Residential mortgage	2	74	74	74
	5	$ 6,165	$ 5,662	$ 5,662

(4) Fair Value Measurement

Fair value measurement and disclosure guidance defines fair value as the price that would be received to sell the asset or transfer the liability in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions. This guidance provides additional information on determining when the volume and level of activity for the asset or liability has significantly decreased. The guidance also includes information on identifying circumstances when a transaction may not be considered orderly.

Fair value measurement and disclosure guidance provides a list of factors that a reporting entity should evaluate to determine whether there has been a significant decrease in the volume and level of activity for the asset or liability in relation to normal market activity for the asset or liability. When the reporting entity concludes there has been a significant decrease in the volume and level of activity for the asset or liability, further analysis of the information from that market is needed and significant adjustments to the related prices may be necessary to estimate fair value in accordance with the fair value measurement and disclosure guidance.

This guidance clarifies that when there has been a significant decrease in the volume and level of activity for the asset or liability, some transactions may not be orderly. In those situations, the entity must evaluate the weight of the evidence to determine whether the transaction is orderly. The guidance provides a list of circumstances that may indicate that a transaction is not orderly. A transaction price that is not associated with an orderly transaction is given

little, if any, weight when estimating fair value.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Inputs to valuation techniques refer to the assumptions that market participants would use in pricing the asset or liability. Inputs may be observable, meaning those that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from independent sources, or unobservable, meaning those that reflect the reporting entity's own belief about the assumptions market participants would use in pricing the asset or liability based upon the best information available in the circumstances. Fair value measurement and disclosure guidance establishes a fair value hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The fair value hierarchy is as follows:

Level 1 Inputs - Unadjusted quoted prices in active markets that are accessible at the measurement date for

identical, unrestricted assets or liabilities;

Level 2 Inputs - Quoted prices in markets that are not active, or inputs that are observable either directly or

indirectly, for substantially the full term of the asset or liability;

Level 3 Inputs - Prices or valuation techniques that require inputs that are both significant to the fair value

measurement and unobservable (i.e., supported by little or no market activity).

MID PENN BANCORP, INC.Notes to Consolidated Financial Statements (Unaudited)

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

There were no transfers of assets between fair value Level 1 and Level 2 for the nine months ended September 30, 2013. The following table illustrates the assets measured at fair value on a recurring basis segregated by hierarchy fair value levels.

(Dollars in thousands)		Fair value measurements at September 30, 2013 using:		
Assets:	Total carrying value at September 30, 2013	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
U.S. Treasury and U.S. government agencies	$ 12,914	$ -	$ 12,914	$ -
Mortgage-backed U.S. government agencies	42,373	-	42,373	-
State and political subdivision obligations	62,939	-	62,939	-
Equity securities	1,544	524	1,020	-
	$ 119,770	$ 524	$ 119,246	$ -

(Dollars in thousands)		Fair value measurements at December 31, 2012 using:		
Assets:	Total carrying value at December 31, 2012	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
U.S. Treasury and U.S. government agencies	$ 17,740	$ -	$ 17,740	$ -
Mortgage-backed U.S. government agencies	66,686	-	66,686	-
State and political subdivision obligations	69,479	-	69,479	-
Equity securities	390	390	-	-
	$ 154,295	$ 390	$ 153,905	$ -

Certain financial assets and financial liabilities are measured at fair value on a nonrecurring basis; that is, the instruments are not measured at fair value on an ongoing basis, but are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment).

The following tables illustrate the assets measured at fair value on a nonrecurring basis segregated by hierarchy fair value levels.

(Dollars in thousands)		Fair value measurements at September 30, 2013 using:		
Assets:	Total carrying value at September 30, 2013	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Impaired Loans	$ 3,948	$ -	$ -	$ 3,948
Foreclosed Assets Held for Sale	441	-	-	441

(Dollars in thousands)		Fair value measurements at December 31, 2012 using:		
Assets:	Total carrying value at December 31, 2012	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Impaired Loans	$ 3,075	$ -	$ -	$ 3,075
Foreclosed Assets Held for Sale	105	-	-	105

MID PENN BANCORP, INC.Notes to Consolidated Financial Statements (Unaudited)

The following tables present additional quantitative information about assets measured at fair value on a nonrecurring basis and for which Mid Penn has utilized Level 3 inputs to determine the fair value as of September 30, 2013 and December 31, 2012.

(Dollars in thousands)	Quantitative Information about Level 3 Fair Value Measurements				
September 30, 2013	Fair Value Estimate	Valuation Technique	Unobservable Input	Range Average	Weighted
Impaired Loans	$ 3,948	Appraisal of collateral (1)	Appraisal adjustments (2)	10% - 95% (28%)	
Foreclosed Assets Held for Sale	$ 441	Appraisal of collateral (1), (3)	Appraisal adjustments (2)	15% - 40% (24%)	

(Dollars in thousands)	Quantitative Information about Level 3 Fair Value Measurements				
December 31, 2012	Fair Value Estimate	Valuation Technique	Unobservable Input	Range Average	Weighted
Impaired Loans	$ 3,075	Appraisal of collateral (1)	Appraisal adjustments (2)	10% - 95% (28%)	
Foreclosed Assets Held for Sale	$ 105	Appraisal of collateral (1), (3)	Appraisal adjustments (2)	15% - 40% (24%)	

(1) Fair value is generally determined through independent appraisals of the underlying collateral, which generally includes various level 3 inputs which are not identifiable.
(2) Appraisals may be adjusted by management for qualitative factors such as economic conditions and estimated liquidation expenses. The range of liquidation expenses and other appraisal adjustments are presented as a percent of the appraisal.
(3) Includes qualitative adjustments by management and estimated liquidation expenses.

The following methodologies and assumptions were used to estimate the fair value of Mid Penn’s financial instruments:

Cash and Cash Equivalents:

The carrying value of cash and cash equivalents is considered to be a reasonable estimate of fair value.

Interest-bearing Balances with other Financial Institutions:

The estimate of fair value was determined by comparing the present value of quoted interest rates on like deposits with the weighted average yield and weighted average maturity of the balances.

Securities Available for Sale:

The fair value of securities classified as available for sale is determined by obtaining quoted market prices on nationally recognized securities exchanges (Level 1), or matrix pricing (level 2), which is a mathematical technique used widely in the industry to value debt securities without relying exclusively on quoted market prices for the specific securities but rather relying on the securities' relationship to other benchmark quoted prices.

Impaired Loans:

Mid Penn's rating system assumes any loans classified as sub-standard non-accrual to be impaired, and all of these loans are considered collateral dependent; therefore, all of Mid Penn's impaired loans, whether reporting a specific allocation or not, are considered collateral dependent.

It is Mid Penn's policy to obtain updated third party valuations on all impaired loans collateralized by real estate within 30 days of the credit being classified as sub-standard non-accrual. Prior to receipt of the updated real estate valuation Mid Penn will use any existing real estate valuation to determine any potential allowance issues; however no allowance recommendation will be made until which time Mid Penn is in receipt of the updated valuation.

In some instances Mid Penn is not holding real estate as collateral and is relying on business assets (personal property) for repayment. In these circumstances a collateral inspection is performed by Mid Penn personnel to determine an estimated value. The value is based on net book value, as provided by the financial statements, and discounted accordingly based on determinations made by management. Occasionally, Mid Penn will employ an outside service to provide a fair estimate of value based on auction sales or private sales. Management reviews the estimates of these third parties and discounts them accordingly based on management's judgment, if deemed necessary. Mid Penn considers the estimates used in its impairment analysis to be Level 3 inputs.

Mid Penn actively monitors the values of collateral on impaired loans. This monitoring may require the modification of collateral values over time or changing circumstances by some factor, either positive or negative, from the original values. All collateral values will be assessed by management at least every 18 months for possible revaluation by an independent third party.

Mid Penn does not currently, or plan to in the future, use automated valuation methodologies as a method of valuing real estate collateral.

Loans:

For variable-rate loans that reprice frequently and which entail no significant changes in credit risk, carrying values approximated fair value. The fair value of other loans are estimated by calculating the present value of the cash flow difference between the current rate and the market rate, for the average maturity, discounted quarterly at the market rate.

Foreclosed Assets Held for Sale:

Assets included in foreclosed assets held for sale are carried at fair value and accordingly is presented as measured on a non-recurring basis. Values are estimated using Level 3 inputs, based on appraisals that consider the sales prices of property in the proximate vicinity.

Accrued Interest Receivable and Payable:

The carrying amount of accrued interest receivable and payable approximates their fair values.

Restricted Investment in Bank Stocks:

The carrying amount of required and restricted investment in correspondent bank stock approximates fair value, and considers the limited marketability of such securities.

Mortgage Servicing Rights:

The fair value of servicing rights is based on the present value of estimated future cash flows on pools of mortgages stratified by rate and maturity date.

Deposits:

The fair value for demand deposits (e.g., interest and noninterest checking, savings, and money market deposit accounts) is by definition, equal to the amount payable on demand at the reporting date (i.e. their carrying amounts). Fair value for fixed-rate certificates of deposit was estimated using a discounted cash flow calculation by combining all fixed-rate certificates into a pool with a weighted average yield and a weighted average maturity for the pool and comparing the pool with interest rates currently being offered on a similar maturity.

Short-term Debt:

Because of time to maturity, the estimated fair value of short-term borrowings approximates the book value.

Long-term Debt:

The estimated fair values of long-term debt were determined using discounted cash flow analysis, based on currently available borrowing rates for similar types of borrowing arrangements.

Commitments to Extend Credit and Letters of Credit:

The fair value of commitments to extend credit is estimated using the fees currently charged to enter into similar agreements, taking into account market interest rates, the remaining terms and present credit worthiness of the counterparties. The fair value of guarantees and letters of credit is based on fees currently charged for similar agreements.

MID PENN BANCORP, INC.Notes to Consolidated Financial Statements (Unaudited)

The following table summarizes the carrying value and fair value of financial instruments at September 30, 2013 and December 31, 2012.

(Dollars in thousands)	September 30, 2013		December 31, 2012	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets:				
Cash and cash equivalents	$ 13,217	$ 13,217	$ 15,473	$ 15,473
Interest-bearing time balances with other financial institutions	7,861	7,861	23,563	23,563
Investment securities	119,770	119,770	154,295	154,295
Net loans and leases	522,753	531,068	478,711	495,181
Restricted investment in bank stocks	1,895	1,895	2,503	2,503
Accrued interest receivable	2,684	2,684	2,893	2,893
Mortgage servicing rights	157	157	233	233
Financial liabilities:				
Deposits	$ 620,854	$ 623,309	$ 625,461	$ 629,096
Short-term borrowings	9,245	9,245	-	-
Long-term debt	8,190	8,757	22,510	23,240
Accrued interest payable	803	803	620	620
Off-balance sheet financial instruments:				
Commitments to extend credit	$ -	$ -	$ -	$ -
Financial standby letters of credit	-	-	-	-

The following presents the carrying amount, fair value, and placement in the fair value hierarchy of Mid Penn's financial instruments as of September 30, 2013 and December 31, 2012. Carrying values approximate fair values for cash and cash equivalents, interest-bearing time balances with other financial institutions, restricted investment in bank stocks, mortgage servicing rights, short-term borrowings, and accrued interest receivable and payable. Other than cash and cash equivalents, which are considered Level 1 Inputs, these instruments are Level 2 Inputs. These tables exclude financial instruments for which the carrying amount approximates fair value.

(Dollars in thousands)	Fair Value Measurements		
	Quoted Prices in Active Markets for Identical	Significant Other	Significant Unobservable

September 30, 2013	Carrying Amount	Fair Value	Assets or Liabilities (Level 1)	Observable Inputs (Level 2)	Inputs (Level 3)
Financial instruments - assets					
Net loans and leases	$ 522,753	$ 531,068	$ -	$ -	$ 531,068
Financial instruments - liabilities					
Deposits	$ 620,854	$ 623,309	$ -	$ 623,309	$ -
Long-term debt	8,190	8,757	-	8,757	-

MID PENN BANCORP, INC.Notes to Consolidated Financial Statements (Unaudited)

			Fair Value Measurements		
(Dollars in thousands)			Quoted Prices in Active Markets for Identical Assets or Liabilities	Significant Other Observable Inputs	Significant Unobservable Inputs
December 31, 2012	Carrying Amount	Fair Value	(Level 1)	(Level 2)	(Level 3)
Financial instruments - assets					
Net loans and leases	$ 478,711	$ 495,181	$ -	$ -	$ 495,181
Financial instruments - liabilities					
Deposits	$ 625,461	$ 629,096	$ -	$ 629,096	$ -
Long-term debt	22,510	23,240	-	23,240	-

(5) Guarantees

In the normal course of business, Mid Penn makes various commitments and incurs certain contingent liabilities, which are not reflected in the accompanying consolidated financial statements. The commitments include various guarantees and commitments to extend credit. Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Mid Penn evaluates each customer's credit-worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary upon extension of credit, is based on management's credit evaluation of the customer. Standby letters of credit and financial guarantees written are conditional commitments to guarantee the performance of a customer to a third party. Those guarantees are primarily issued to support public and private borrowing arrangements. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loans to customers. Mid Penn had $8,672,000 and $10,417,000 standby letters of credit outstanding as of September 30, 2013 and December 31, 2012, respectively. Mid Penn does not anticipate any losses because of these transactions. The current amount of the liability as of September 30, 2013 for payment under standby letters of credit issued was not material.

(6) Defined Benefit Plans

Mid Penn has an unfunded noncontributory defined benefit retirement plan for directors. The plan provides defined benefits based on years of service. In addition, Mid Penn sponsors a defined benefit health care plan that provides post-retirement medical benefits and life insurance to qualifying full-time employees. These health care and life insurance plans are noncontributory. A December 31 measurement date for our plans is used.

The components of net periodic benefit costs from these benefit plans are as follows:

	Three Months Ended September 30,			
(Dollars in thousands)	Pension Benefits		Other Benefits	
	2013	2012	2013	2012
Service cost	$ 8	$ 5	$ 4	$ 5
Interest cost	11	11	9	9
Amortization of prior service cost	5	6	-	1
Net periodic benefit cost	$ 24	$ 22	$ 13	$ 15

	Nine Months Ended September 30,			
(Dollars in thousands)	Pension Benefits		Other Benefits	
	2013	2012	2013	2012
Service cost	$ 24	$ 16	$ 13	$ 15
Interest cost	33	34	26	27
Amortization of prior service cost	16	17	1	2
Net periodic benefit cost	$ 73	$ 67	$ 40	$ 44

MID PENN BANCORP, INC.Notes to Consolidated Financial Statements (Unaudited)

(7) Accumulated Other Comprehensive (Loss) Income

The components of accumulated other comprehensive (loss) income, net of taxes, are as follows:

(Dollars in thousands)	Unrealized (Loss) Gain on Securities	Defined Benefit Plan Liability	Accumulated Other Comprehensive (Loss) Income
Balance - September 30, 2013	$ (303)	$ (130)	$ (433)
Balance - December 31, 2012	$ 2,433	$ (140)	$ 2,293

(8) Preferred Stock

On December 19, 2008, Mid Penn entered into and closed a letter agreement with the United States Department of the Treasury (the “Treasury”) pursuant to which the Treasury invested $10,000,000 in the Mid Penn Bank under the Treasury’s Capital Purchase Program (the “CPP”). Under the letter agreement, the Treasury received (1) 10,000 shares of Series A Fixed Rate Cumulative Perpetual Preferred Stock, $1,000 liquidation preference (“Series A Preferred Stock”), and (2) warrants to purchase up to 73,099 shares of Mid Penn common stock at an exercise price of $20.52 per share (the “Warrants”).

On December 28, 2012, Mid Penn entered into a letter agreement with the Treasury pursuant to which Mid Penn repurchased from the Treasury all 10,000 shares of the Series A Preferred Stock issued to the Treasury which constitutes all of the issued and outstanding shares of Series A Preferred Stock. Mid Penn repurchased the Series A Preferred Stock for a purchase price equal to the aggregate liquidation amount of the Preferred Stock of $10,000,000, plus accrued but unpaid dividends of $59,722. All 10,000 shares of Series A Preferred Stock have subsequently been cancelled.

On January 23, 2013, Mid Penn entered into a letter agreement with the Treasury pursuant to which Mid Penn repurchased from the Treasury on that date the Warrants for $58,479. The Warrants have subsequently been cancelled.

As of the date hereof, Mid Penn has no further financial obligations under the Series A Preferred Stock, the Warrants or the Treasury's CPP.

(9) Stock Issued Under Private Placement Offering

On September 26, 2012, Mid Penn filed with the Pennsylvania Department of State a Statement with Respect to Shares which, effective upon filing, designated a series of preferred stock as "7% Non-Cumulative Non-Voting Non-Convertible Perpetual Preferred Stock, Series B" ("Series B Preferred Stock"), and set forth the voting and other powers, designations, preferences and relative, participating, optional or other rights, and the qualifications, limitations or restrictions of the Series B Preferred Stock.

Sales of Preferred Stock

Mid Penn sold shares of its Series B Preferred Stock, in transactions exempt from registration under the Securities Act of 1933, pursuant to Section 4(a)(2) thereof.

Between September 26, 2012 and December 31, 2012, Mid Penn sold 4,880 shares of its Series B Preferred Stock for total gross proceeds of $4,880,000, which have been offset by issuance costs of $50,000. On January 3, 2013, 120 additional shares were sold resulting in total gross proceeds of $5,000,000 for the Series B Preferred Stock offering.

The following table summarizes the Series B Preferred Stock shares sold and the gross proceeds received through the private placement offering as of September 30, 2013:

(Dollars in thousands)

Period	Shares	Gross Proceeds
September 26, 2012 - September 30, 2012	345	$ 345,000
October 1, 2012 - December 31, 2012	4,535	4,535,000
January 1, 2013 - September 30, 2013	120	120,000
Total	5,000	$ 5,000,000

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MID PENN BANCORP, INC.Notes to Consolidated Financial Statements (Unaudited)

Terms of the Series B Preferred Stock

The annual dividend rate for the Series B Preferred Stock is 7% per annum of the liquidation preference of the Series B Preferred Stock or $70.00 per annum for each share of Series B Preferred Stock. The Board of Directors must approve each dividend payment from legally available funds. Dividends are payable to holders of record of the Series B Preferred Stock as they appear on our books on the record dates fixed by our Board of Directors. Dividends on any of Series B Preferred Stock are non-cumulative and we currently expect them to be declared quarterly for payment on February 15, May 15, August 15, and November 15 of each year. If a dividend payment date is not a business day, the dividend will be paid on the immediately preceding business day but no additional dividend payment will be prorated from the date of purchase to the first dividend payment date over a quarterly dividend period of 90 days.

Mid Penn may redeem shares of its Series B Preferred Stock at its option, in whole or in part, at any time subject to prior approval of the Federal Reserve Board, if then required, at a redemption price of $1,020 per share of Series B Preferred Stock plus an amount equal to any declared but unpaid dividends and in accordance with the terms and conditions set forth in a Certificate of Designations for the Series B Preferred Stock as filed with the Pennsylvania Department of State.

(10)Earnings per Common Share

Earnings per share are computed by dividing net income available to common shareholders by the weighted average number of common shares outstanding during each of the years presented. The following data show the amounts used in computing basic and diluted earnings per share. As shown in the table that follows, diluted earnings per share is computed using weighted average common shares outstanding, plus weighted average common shares available from the exercise of all dilutive stock warrants issued to the U.S. Treasury under the provisions of the Capital Purchase Program, based on the average share price of Mid Penn's common stock during the period.

The computations of basic earnings per common share follow:

(Dollars in thousands, except per share data)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Net Income	$ 1,488	$ 1,266	$ 3,539	$ 3,760
Less: Dividends on Series A preferred stock	-	(125)	-	(375)
Accretion of Series A preferred stock discount	-	(3)	(14)	(10)

Dividends on Series B preferred stock	(88)	-	(222)	-
Net income available to common shareholders	$ 1,400	$ 1,138	$ 3,303	$ 3,375
Weighted average common shares outstanding	3,492,228	3,487,176	3,491,651	3,485,865
Basic earnings per common share	$ 0.40	$ 0.33	$ 0.95	$ 0.97

The computations of diluted earnings per common share follow:

(Dollars in thousands, except per share data)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Net income available to common stockholders	$ 1,400	$ 1,138	$ 3,303	$ 3,375
Weighted average number of common shares outstanding	3,492,228	3,487,176	3,491,651	3,485,865
Dilutive effect of potential common stock arising from stock warrants:				
Exercise of outstanding stock warrants issued to U.S. Treasury under the Capital Repurchase Program	-	-	-	-
Adjusted weighted-average common shares outstanding	3,492,228	3,487,176	3,491,651	3,485,865
Diluted earnings per common share	$ 0.40	$ 0.33	$ 0.95	$ 0.97

As of September 30, 2013, Mid Penn no longer had any warrants outstanding. As of September 30, 2012, Mid Penn had 73,099 warrants outstanding that were anti-dilutive because the fair value of the common stock was below the $20.52 exercise price of these warrants.

(11) Recent Accounting Pronouncements

There were no new accounting pronouncements affecting Mid Penn during the period that were not already incorporated into the disclosures.

MID PENN BANCORP, INC.

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

The following is Management's Discussion of Consolidated Financial Condition as of September 30, 2013, compared to year-end 2012, and the Results of Operations for the three and nine months ended September 30, 2013, compared to the same period in 2012.

This discussion should be read in conjunction with the financial tables, statistics, and the audited financial statements and notes thereto included in Mid Penn's Annual Report on Form 10-K for the year ended December 31, 2012. The results of operations for interim periods are not necessarily indicative of operating results expected for the full year.

Certain of the matters discussed in this document and in documents incorporated by reference herein, including matters discussed under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations," may constitute forward-looking statements for purposes of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, and as such may involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Mid Penn to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. The words "expect", "anticipates", "intend", "plan", "believe", "estimate", and similar expressions are intended to identify such forward-looking statements.

Mid Penn's actual results may differ materially from the results anticipated in these forward-looking statements due to a variety of factors, including, without limitation:

- The effects of economic deterioration and the prolonged economic malaise on current customers, specifically the effect of the economy on loan customers' ability to repay loans;
- Governmental monetary and fiscal policies, as well as legislative and regulatory changes, including the effects of the Dodd-Frank Wall Street Reform and Consumer Protection Act;
- Impacts of the new capital and liquidity requirements of the Basel III standards and other regulatory pronouncements, regulations and rules;
- Future actions or inactions of the United States government, including a failure to increase the government debt limit or a prolonged shutdown of the federal government;
- The effect of changes in accounting policies and practices, as may be adopted by the regulatory agencies, as well as the Financial Accounting Standards Board and other accounting standard setters;
- The risks of changes in interest rates on the level and composition of deposits, loan demand, and the values of loan collateral, securities and interest rate protection agreements, as well as interest rate risks;
- The effects of competition from other commercial banks, thrifts, mortgage banking firms, consumer finance companies, credit unions, securities brokerage firms, insurance companies, money market and other mutual funds

and other financial institutions operating in Mid Penn's market area and elsewhere, including institutions operating locally, regionally, nationally and internationally, together with such competitors offering banking products and services by mail, telephone, computer and the internet;

- The costs and effects of litigation and of unexpected or adverse outcomes in such litigation;
- Technological changes;
- Acquisitions and integration of acquired businesses;
- The failure of assumptions underlying the establishment of reserves for loan and lease losses and estimations of values of collateral and various financial assets and liabilities;
- Acts of war or terrorism;
- Volatilities in the securities markets; and
- Slow economic conditions.

Mid Penn undertakes no obligation to publicly revise or update these forward-looking statements to reflect events or circumstances that arise after the date of this report. Readers should carefully review the risk factors described in the documents that we periodically file with the SEC, including Mid Penn's Annual Report on Form 10-K for the year ended December 31, 2012.

Critical Accounting Estimates

Mid Penn's consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") and conform to general practices within the banking industry. Application of these principles involves significant judgments and estimates by management that have a material impact on the carrying value of certain assets and liabilities. The judgments and estimates that we used are based on historical experiences and other factors, which are believed to be reasonable under the circumstances. Because of the nature of the judgments and estimates that we have made, actual results could differ from these judgments and estimates, which could have a material impact on the carrying values of assets and liabilities and the results of our operations.

Management of Mid Penn considers the accounting judgments relating to the allowance for loan and lease losses, the evaluation of the Corporation's investment securities for other-than-temporary impairment, the assessment of goodwill for impairment, and the valuation of deferred tax assets to be the accounting areas that require the most subjective and complex judgments.

The allowance for loan and lease losses represents management's estimate of probable incurred credit losses inherent in the loan and lease portfolio. Determining the amount of the allowance for loan and lease losses is considered a critical accounting estimate because it requires significant judgment and the use of estimates related to the amount and timing of expected future cash flows on impaired loans, estimated losses on pools of homogeneous loans based on historical loss experience, and consideration of current economic trends and conditions, all of which may be susceptible to significant change. The loan and lease portfolio also represents the largest asset type on the consolidated balance sheet. Throughout the remainder of this report, the terms "loan" or "loans" refers to both loans and leases.

Valuations for the investment portfolio are determined using quoted market prices, where available. If quoted market prices are not available, investment valuation is based on pricing models, quotes for similar investment securities, and observable yield curves and spreads. In addition to valuation, management must assess whether there are any declines in value below the carrying value of the investments that should be considered other than temporary or otherwise require an adjustment in carrying value and recognition of the loss in the consolidated statement of income.

Accounting Standards Codification ("ASC") Topic 350, Intangibles-Goodwill and Other, requires that goodwill is not amortized to expense, but rather that it be tested for impairment at least annually. Impairment write-downs are charged to results of operations in the period in which the impairment is determined. The Corporation did not identify any impairment on its outstanding goodwill from its most recent testing, which was performed as of December 31, 2012. If certain events occur which might indicate goodwill has been impaired, the goodwill is tested when such events occur.

Mid Penn recognizes deferred tax assets and liabilities for the future effects of temporary differences and tax credits. Enacted tax rates are applied to cumulative temporary differences based on expected taxable income in the periods in which the deferred tax asset or liability is anticipated to be realized. Future tax rate changes could occur that would require the recognition of income or expense in the consolidated statements of income in the period in which they are enacted. Deferred tax assets must be reduced by a valuation allowance if in management's judgment, it is "more likely than not" that some portion of the asset will not be realized. Management may need to modify their judgment in this regard from one period to another should a material change occur in the business environment, tax legislation, or in any other business factor that could impair Mid Penn's ability to benefit from the asset in the future.

Results of Operations

Overview

Net income available to common shareholders was $1,400,000, $0.40 per common share, for the quarter ended September 30, 2013, as compared to net income available to common shareholders of $1,138,000, or $0.33 per common share, for the quarter ended September 30, 2012, a 23.0% increase. During the nine months ended September 30, 2013, net income available to common shareholders was $3,303,000, or $0.95 per common share, versus $3,375,000, or $0.97 per common share for the same period in 2012, a 2.1% decline.

Net interest income increased $671,000, or 11.6%, to $6,441,000 for the quarter ended September 30, 2013 from $5,770,000 during the quarter ended September 30, 2012. Through the first nine months of 2013, net interest income increased $277,000, or 1.6%, to $17,747,000 from $17,470,000 during the same period in 2012. This increase is predominantly the result of lower interest expense on deposits.

The provision for loan and lease losses in the third quarter of 2013 was $575,000, compared to $150,000 in the third quarter of 2012. During the nine months ended September 30, 2013, the provision for loan and lease losses was $1,485,000 compared to $675,000 for the nine months ended September 30, 2012.

Net income as a percent of average assets (return on average assets or “ROA”) and shareholders' equity (return on average equity or “ROE”) were as follows on an annualized basis:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Return on average assets	0.85%	0.72%	0.68%	0.71%
Return on average equity	11.37%	8.91%	9.00%	9.08%

While total assets declined $7,212,000 to $697,988,000 at September 30, 2013, from $705,200,000 at December 31, 2012, there has been a shift in the composition of assets. There was notable growth in net loans, increasing $44,042,000 from $478,711,000 at December 31, 2012 to $522,753,000 at September 30, 2013, while interest-bearing time deposits with other financial institutions declined $15,702,000 from $23,563,000 at December 31, 2012 to $7,861,000 at September 30, 2013 and available for sale investment securities declined by $34,525,000 from $154,295,000 at December 31, 2012 to $119,770,000 at September 30, 2013. We have been allowing the maturing interest-bearing time deposits with other financial institutions run off to fund loan growth and the available for sale securities balance has declined from a combination of security sales and the rapid amortization of the MBS and CMO portfolios. Total deposits decreased $4,607,000 from $625,461,000 at December 31, 2012 to $620,854,000 at September 30, 2013. The money market balance decreased $12,751,000 from $210,588,000 at December 31, 2012 due to a rate reduction in the second quarter of 2013. Total noninterest-bearing and interest-bearing demand deposits have increased $27,966,000 from $222,814,000 at December 31, 2012, primarily in cash management accounts that tend to

have a cyclical nature. Time deposits have declined $21,082,000 from $163,653,000 at December 31, 2012 as less aggressive certificate of deposit rates have allowed non-relationship time deposits to run off and shifted the funding composition towards lower-cost deposits and overnight borrowings. This strategy, coupled with the shift in earning assets from lower yielding investments into loans, has provided positive momentum to net interest income during the third quarter of 2013.

Net Interest Income/Funding Sources

Net interest income, Mid Penn's primary source of revenue, is the amount by which interest income on loans and investments exceeds interest incurred on deposits and borrowings. The amount of net interest income is affected by changes in interest rates and changes in the volume and mix of interest-sensitive assets and liabilities. Net interest income and corresponding yields are presented in the analysis below on a taxable-equivalent basis. Income from tax-exempt assets, primarily loans to or securities issued by state and local governments, is adjusted by an amount equivalent to the federal income taxes which would have been paid if the income received on these assets was taxable at the statutory rate of 34%.

For the three months ended September 30, 2013, Mid Penn's taxable-equivalent net interest margin increased to 4.08%, from 3.60%, for the three months ended September 30, 2012. Net interest income, on a taxable-equivalent basis, in the three months ended September 30, 2013, increased to $6,764,000 from $6,078,000 during the same three months of 2012. These increases are primarily attributable to the reduction in the cost of supporting liabilities by 29.4%, as well as the 7.6% growth in average loans outstanding during the three months ended September 30, 2013 compared to the same period in 2012.

For the nine months ended September 30, 2013, Mid Penn's taxable-equivalent net interest margin increased to 3.79% from 3.65% for the nine months ended September 30, 2012, driven primarily by the reduction in the cost of supporting liabilities by 29.4%, coupled with an increase in average loans outstanding of 3.2% at September 30, 2013 compared to the same period in 2012. Net interest income, on a taxable equivalent basis, in the first nine months of 2013 increased to $18,733,000 from $18,386,000 in the first nine months of 2012.

Although the effective interest rate impact on earning assets and funding sources can be reasonably estimated at current interest rate levels, the options selected by customers, and the future mix of the loan, investment, and deposit products in the Bank's portfolios, may significantly change the estimates used in the simulation models. In addition, our net interest income may be impacted by further interest rate actions of the Federal Reserve Bank.

Provision for Loan Losses

The provision for loan and lease losses is the expense necessary to maintain the allowance for loan and lease losses at a level adequate to absorb management's estimate of probable losses in the loan and lease portfolio. Mid Penn's provision for loan and lease losses is based upon management's monthly review of the loan portfolio. The purpose of the review is to assess loan quality, identify impaired loans and leases, analyze delinquencies, ascertain loan and lease growth, evaluate potential charge-offs and recoveries, and assess general economic conditions in the markets we serve.

Mid Penn has maintained the allowance for loan and lease losses in accordance with Mid Penn's assessment process, which takes into consideration the risk characteristics of the loan and lease portfolio, the growth in the loan and lease portfolio during the first nine months of 2013, and shifting collateral values from December 31, 2012 to September 30, 2013. Following its model for loan and lease loss allowance adequacy, management recorded a $575,000 provision for the three months ended September 30, 2013, as compared to a provision of $150,000 for the three months ended September 30, 2012. During the nine months ended September 30, 2013, the provision for loans and lease losses was $1,485,000, as compared to $675,000 for the nine months ended September 30, 2012. The allowance for loan and lease losses as a percentage of total loans was 1.10% at September 30, 2013, compared to 1.14% at December 31, 2012. For further discussion of factors affecting the provision for loan and lease losses please see Credit Quality, Credit Risk, and Allowance for Loan and Lease Losses in the Financial Condition section of this Management's Discussion and Analysis.

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Noninterest Income

Noninterest income decreased $249,000, or 23.6%, during the third quarter of 2013 versus the third quarter of 2012. During the nine months ended September 30, 2013, noninterest income decreased $230,000, or 8.4% versus the same period in 2012. The following components of noninterest income showed significant changes:

(Dollars in Thousands)	Three Months Ended September 30,			
	2013	2012	$ Variance	% Variance
Income from fiduciary activities	$ 111	$ 128	$ (17)	-13.3%
Net gain on sales of investment securities	108	241	(133)	-55.2%
Mortgage banking income	75	184	(109)	-59.2%

(Dollars in Thousands)	Nine Months Ended September 30,			
	2013	2012	$ Variance	% Variance
Income from fiduciary activities	$ 360	$ 429	$ (69)	-16.1%
Net gain on sales of investment securities	220	267	(47)	-17.6%
Mortgage banking income	300	443	(143)	-32.3%

Income from fiduciary activities decreased during the three and nine months ended September 30, 2013 versus the same periods in 2012. This variance is the result of lower sales of third party mutual funds during 2013 versus 2012.

Mid Penn recognized investment security gains in the three and nine months ended September 30, 2013 as well as in the same periods in 2012; however, the gains in 2013 were less than 2012 because fewer securities were sold in each of the respective periods. Mortgage banking income was down during the three and nine months ended September 30, 2013. Refinancing activity has subsided while purchase activity has increased, but is still weak versus pre-recession levels.

Noninterest Expenses

Noninterest expenses decreased $336,000 or 6.6% during the third quarter of 2013, versus the same period in 2012. During the nine months ended September 30, 2013, noninterest expenses decreased $372,000, or 2.5%, versus the same period in 2012. The changes were primarily a result of the following components of noninterest expense:

(Dollars in Thousands)	Three Months Ended September 30,			
	2013	2012	$ Variance	% Variance
FDIC Assessment	$ 6	$ 301	$ (295)	-98.0%
Computer expense	239	166	73	44.0%
(Gain) loss on sale/write-down of foreclosed assets	(54)	43	(97)	-225.6%
Loan collection costs	32	92	(60)	-65.2%
Other expenses	700	623	77	12.4%

(Dollars in Thousands)	Nine Months Ended September 30,			
	2013	2012	$ Variance	% Variance
Salaries and employee benefits	$ 8,199	$ 7,886	$ 313	4.0%
FDIC Assessment	339	904	(565)	-62.5%
Computer expense	666	489	177	36.2%
(Gain) loss on sale/write-down of foreclosed assets	(376)	102	(478)	-468.6%
Other expenses	1,924	1,768	156	8.8%

Salaries and employee benefits increased during the nine months ended September 30, 2013, primarily due to merit increases for existing team members and the hiring of new, experienced team members to add depth to the sales and support areas. FDIC assessments consist of premiums paid by FDIC-insured institutions. The assessments are based on statutory and risk classification factors. FDIC assessments decreased during the three and nine months ended September 30, 2013 mainly due to a reduction in the Bank’s risk rating over that period and a refund during September 2013 of $139,000 in overbillings by the FDIC stretching back to the second quarter of 2012. Computer expense increased during the three and nine months ended September 30, 2013, primarily due to the addition of software required by regulatory bodies and to enhance the customer’s mobile banking experience. (Gain) loss on sale/write-down of foreclosed assets improved during the three and nine months ended September 30, 2013 versus the same periods in 2012 due to the sale of a property at auction for a significantly higher figure than originally appraised during the second quarter of 2013 and the repurchase of a bank owned foreclosed property by the original owner for the full amount owed rather than the carrying balance. Other expenses were higher during the three and nine months ended September 30, 2013 versus the same

periods in 2012 primarily due to the increased costs of carrying a greater number of other real estate properties as well as increased lending costs associated with the growth in loan volume during 2013.

Income Taxes

The provision for income taxes was $440,000 for the three months ended September 30, 2013, as compared to the provision for income taxes of $329,000 in the same period last year. The effective tax rate for the three months ended September 30, 2013, was 22.9% compared to 20.6% for the three months ended September 30, 2012. The provision for income taxes for the nine months ended September 30, 2013 was $824,000, as compared to $994,000 during the same period in 2012. The effective tax rate for the nine months ended September 30, 2013 was 18.9% compared to 20.9% for the nine months ended September 30, 2012. Generally, our effective tax rate is below the statutory rate due to earnings on tax-exempt loans, investments, and bank-owned life insurance, as well as the impact of tax credits. The realization of deferred tax assets is dependent on future earnings. We currently anticipate that future earnings will be adequate to fully utilize deferred tax assets.

Financial Condition

Loans

During the first nine months of 2013, Mid Penn experienced an increase in loans outstanding of $44,326,000, or 9.2%. Commercial real estate, as well as commercial, industrial, and agricultural, and residential mortgage balances showed strong growth as requests from creditworthy borrowers increased, while balances in the consumer portfolio eroded due to contractual payments exceeding new volume.

(Dollars in thousands)	September 30, 2013		December 31, 2012	
	Amount	%	Amount	%
Commercial real estate, construction and land development	$ 274,916	52.0%	$ 255,231	52.7%
Commercial, industrial and agricultural	94,149	17.8%	79,228	16.4%
Residential mortgage	154,458	29.2%	143,243	29.6%
Consumer	5,023	1.0%	6,518	1.3%
	$ 528,546	100.0%	$ 484,220	100.0%

Most of Mid Penn’s lending activities are with customers located within the trading area of Dauphin County, lower Northumberland County, western Schuylkill County and eastern Cumberland County, Pennsylvania. This region

currently, and historically, has lower unemployment than the U.S. as a whole. This is due in part to a diversified manufacturing and services base and the presence of state government offices which help shield the local area from national trends. At September 30, 2013, the unadjusted unemployment rate for the Harrisburg/Carlisle area was 7.1% versus the seasonally adjusted national unemployment rate of 7.2%.

Credit Quality, Credit Risk, and Allowance for Loan and Lease Losses

During the first nine months of 2013, Mid Penn had net charge-offs of $1,201,000 compared to net charge-offs of $1,008,000 during the same period of 2012. Loans charged off during the first nine months of 2013 were comprised of 10 commercial real estate loans totaling $894,000, four commercial and industrial loans totaling $183,000, eight residential real estate loans totaling $167,000, one home equity loan totaling $91,000, and five consumer loans totaling $14,000. The remaining $8,000 was comprised of deposit account charge-offs. All loans charged off during 2013 were to unrelated borrowers. Mid Penn may need to make future adjustments to the allowance and the provision for loan and lease losses if economic conditions or loan credit quality differs substantially from the assumptions used in making Mid Penn’s evaluation of the level of the allowance for loan losses as compared to the balance of outstanding loans.

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Changes in the allowance for loan and lease losses for the nine months ended September 30, 2013 and 2012 are summarized as follows:

(Dollars in thousands)	Nine Months Ended September 30, 2013	2012
Average total loans outstanding (net of unearned income)	$ 499,726	$ 484,418
Period ending total loans outstanding (net of unearned income)	528,546	483,211
Balance, beginning of period	5,509	6,772
Loans charged off during period	(1,357)	(1,075)
Recoveries of loans previously charged off	156	67
Net chargeoffs	(1,201)	(1,008)
Provision for loan and lease losses	1,485	675
Balance, end of period	$ 5,793	$ 6,439
Ratio of net loans charged off to average loans outstanding (annualized)	0.32%	0.28%
Ratio of allowance for loan losses to net loans at end of period	1.10%	1.33%

Other than as described herein, we do not believe there are any trends, events or uncertainties that are reasonably expected to have a material impact on future results of operations, liquidity, or capital resources. Further, based on known information, we believe that the effects of current and past economic conditions and other unfavorable business conditions may influence certain borrowers' abilities to comply with their repayment terms. Mid Penn continues to monitor closely the financial strength of these borrowers. Mid Penn does not engage in practices which may be used to artificially shield certain borrowers from the negative economic or business cycle effects that may compromise their ability to repay. Mid Penn does not normally structure construction loans with interest reserve components. Mid Penn has not in the past performed any commercial real estate or other type loan workouts whereby an existing loan was restructured into multiple new loans. Also, Mid Penn does not extend loans at maturity solely due to the existence of guarantees, without recognizing the credit as impaired. While the existence of a guarantee may be a mitigating factor in determining the proper level of allowance once impairment has been identified, the guarantee does not affect the impairment analysis.

At September 30, 2013, total nonperforming loans amounted to $11,742,000, or 2.22% of loans and leases net of unearned income, as compared to levels of $12,257,000, or 2.53%, at December 31, 2012 and $12,122,000, or 2.51%, at September 30, 2012.

(Dollars in thousands)

	September 30, 2013	December 31, 2012	September 30, 2012
Nonperforming Assets:			
Nonaccrual loans	$ 10,885	$ 11,831	$ 11,694
Loans renegotiated with borrowers	857	426	428
Total nonperforming loans	11,742	12,257	12,122
Foreclosed real estate	2,047	843	589
Total non-performing assets	13,789	13,100	12,711
Accruing loans 90 days or more past due	-	-	721
Total risk elements	$ 13,789	$ 13,100	$ 13,432
Nonperforming loans as a % of total loans outstanding	2.22%	2.53%	2.51%
Nonperforming assets as a % of total loans outstanding and other real estate	2.60%	2.71%	2.63%
Ratio of allowance for loan losses to nonperforming loans	49.34%	44.95%	53.12%

In the table above, loans renegotiated with borrowers represent Mid Penn's accruing troubled debt restructured loans. Troubled debt restructured loans that are no longer accruing interest are included in nonaccrual loans.

Mid Penn assesses a specific allocation for both commercial loans and commercial real estate loans prior to charging down or charging off the loan. Once the charge down is taken, the remaining balance remains a nonperforming loan with the original terms and interest rate intact and is not treated as a restructured credit. The following table provides additional analysis of partially charged-off loans.

(Dollars in thousands)

	September 30, 2013	December 31, 2012
Period ending total loans outstanding (net of unearned income)	$ 528,546	$ 484,220
Allowance for loan and lease losses	5,793	5,509
Total Nonperforming loans	11,742	12,257
Nonperforming and impaired loans with partial charge-offs	2,845	3,744
Ratio of nonperforming loans with partial charge-offs to total loans	0.54%	0.77%
Ratio of nonperforming loans with partial charge-offs to total nonperforming loans	24.23%	30.55%
Coverage ratio net of nonperforming loans with partial charge-offs	65.11%	64.71%
Ratio of total allowance to total loans less nonperforming loans with partial charge-offs	1.10%	1.15%

Mid Penn has not experienced any additional charge-offs on loans for which a partial charge-off had originally been taken.

Mid Penn considers a commercial loan or commercial real estate loan to be impaired when it becomes 90 days or more past due and not in the process of collection. This methodology assumes the borrower cannot or will not continue to make additional payments. At that time the loan would be considered collateral dependent as the discounted cash flow (“DCF”) method indicates no operating income is available for evaluating the collateral position; therefore, all impaired loans are deemed to be collateral dependent.

Mid Penn evaluates loans for charge-off on a monthly basis. Policies that govern the recommendation for charge-off are unique to the type of loan being considered. Commercial loans rated as nonaccrual or lower will first have a collateral evaluation completed in accordance with the guidance on impaired loans. Once the collateral evaluation has been completed, a specific allocation of allowance is made based upon the results of the evaluation. In the event the loan is unsecured, the loan would have been charged-off at the recognition of impairment. If the loan is secured, it

will undergo a 90 day waiting period to ensure the collateral shortfall identified in the evaluation is accurate and then charged down by the specific allocation. Once the charge down is taken, the remaining balance remains a nonperforming loan with the original terms and interest rate intact (not restructured). Commercial real estate loans rated as impaired will also have an initial collateral evaluation completed in accordance with the guidance on impaired loans. An updated real estate valuation is ordered and the collateral evaluation is modified to reflect any variations in value. A specific allocation of allowance is made for any anticipated collateral shortfall and a 90-day waiting period begins to ensure the accuracy of the collateral shortfall. The loan is then charged down by the specific allocation. Once the charge down is taken, the remaining balance remains a nonperforming loan with the original terms and interest rate intact (not restructured). The process of charge-off for residential mortgage loans begins upon a loan becoming delinquent for 90 days and not in the process of collection. The existing appraisal is reviewed and a lien search is obtained to determine lien position and any instances of intervening liens. A new appraisal of the property will be ordered if deemed necessary by management and a collateral evaluation is completed. The loan will then be charged down to the value indicated in the evaluation. Consumer loans are recommended for charge-off after reaching delinquency of 90 days and the loan is not in the process of collection. The entire balance of the consumer loan is recommended for charge-off at this point.

As noted above, Mid Penn assesses a specific allocation for both commercial loans and commercial real estate loans prior to charging down or charging off the loan. Once the charge down is taken, the remaining balance remains a nonperforming loan with the original terms and interest rate intact (not restructured). In addition, Mid Penn takes a preemptive step when any commercial loan or commercial real estate loan becomes classified under its internal classification system. A preliminary collateral evaluation in accordance with the guidance on impaired loans is prepared using the existing collateral information in the loan file. This process allows Mid Penn to review both the credit and documentation files to determine the status of the information needed to make a collateral evaluation. This collateral evaluation is preliminary but allows Mid Penn to determine if any potential collateral shortfalls exist.

Larger groups of small-balance loans, such as residential mortgages and consumer installment loans are collectively evaluated for impairment. Accordingly, individual consumer and residential loans are not separately identified for impairment disclosures unless such loans are the subject of a restructuring agreement.

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Mid Penn's rating system assumes any loans classified as sub-standard non-accrual to be impaired, and all of these loans are considered collateral dependent; therefore, all of Mid Penn's impaired loans, whether reporting a specific allocation or not, are considered collateral dependent.

It is Mid Penn's policy to obtain updated third party valuations on all impaired loans collateralized by real estate within 30 days of the credit being classified as sub-standard non-accrual. Prior to receipt of the updated real estate valuation Mid Penn will use any existing real estate valuation to determine any potential allowance issues; however no allowance recommendation will be made until which time Mid Penn is in receipt of the updated valuation. The credit department employs an electronic tracking system to monitor the receipt of and need for updated appraisals. To date, there have been no significant time lapses noted with the above processes.

In some instances Mid Penn is not holding real estate as collateral and is relying on business assets (personal property) for repayment. In these circumstances a collateral inspection is performed by Mid Penn personnel to determine an estimated value. The value is based on net book value, as provided by the financial statements, and discounted accordingly based on determinations made by management. Occasionally, Mid Penn will employ an outside service to provide a fair estimate of value based on auction sales or private sales. Management reviews the estimates of these third parties and discounts them accordingly based on management's judgment, if deemed necessary.

For impaired loans with no valuation allowance required, Mid Penn's practice of obtaining independent third party market valuations on the subject property within 30 days of being placed on non-accrual status sometimes indicates that the loan to value ratio is sufficient to obviate the need for a specific allocation in spite of significant deterioration in real estate values in Mid Penn's primary market area. These circumstances are determined on a case by case analysis of the impaired loans.

Mid Penn actively monitors the values of collateral on impaired loans. This monitoring may require the modification of collateral values over time or changing circumstances by some factor, either positive or negative, from the original values. All collateral values will be assessed by management at least every 12 months for possible revaluation by an independent third party.

Mid Penn does not currently, or plan in the future to, use automated valuation methodologies as a method of valuing real estate collateral.

As of September 30, 2013, Mid Penn had several loan relationships, with an aggregate carrying balance of $10,110,000, deemed impaired. This pool of loans is further broken down into a group of loans with an aggregate carrying balance of $4,121,000 for which specific allocations totaling $1,498,000 have been included within the loan loss reserve for these loans. The remaining $5,989,000 of loans requires no specific allocation within the loan loss reserve. The $10,110,000 pool of impaired loan relationships is comprised of $8,481,000 in real estate secured

commercial relationships and $1,629,000 in business relationships. There are specific allocations against the real estate secured pool totaling $861,000, spread among 18 loans and 11 relationships. One relationship is comprised of four loans totaling $75,000, another is comprised of three loans totaling $5,000, and two additional relationships, each with two loans, combined for a total of $97,000. The remaining seven loans are to unrelated borrowers with one accounting for $381,000 of the total real estate secured pool with specific allocations. The group of impaired business relationships with specific allocations is made up of three relationships to unrelated borrowers and a specific allocation of $637,000 has been set aside against these credits. One large commercial participation loan in this pool has shown exceptional collateral devaluation and is responsible for a specific allocation of $595,000 of the total pool attributable to this segment. Management currently believes that the specific reserves are adequate to cover probable future losses related to these relationships.

The allowance for loan losses is a reserve established in the form of a provision expense for loan and lease losses and is reduced by loan charge-offs net of recoveries. In conjunction with an internal loan review function that operates independently of the lending function, management monitors the loan portfolio to identify risk on a monthly basis so that an appropriate allowance is maintained. Based on an evaluation of the loan portfolio, management presents a monthly review of the allowance for loan and lease losses to the Board of Directors, indicating any changes in the allowance since the last review. In making the evaluation, management considers the results of recent regulatory examinations, which typically include a review of the allowance for loan and lease losses an integral part of the examination process.

In establishing the allowance, management evaluates on a quantitative basis individual classified loans and nonaccrual loans, and determines an aggregate reserve for those loans based on that review. In addition, an allowance for the remainder of the loan and lease portfolio is determined based on historical loss experience within certain components of the portfolio. These allocations may be modified if current conditions indicate that loan and lease losses may differ from historical experience.

In addition, a portion of the allowance is established for losses inherent in the loan and lease portfolio which have not been identified by the quantitative processes described above. This determination inherently involves a higher degree of subjectivity, and considers risk factors that may not have yet manifested themselves in historical loss experience. These factors include:

- Changes in local, regional, and national economic and business conditions affecting the collectability of the portfolio, the values of underlying collateral, and the condition of various market segments.
- Changes in the volume and severity of past due loans, the volume of nonaccrual loans, and the volume and severity of adversely classified loans.
- Changes in the experience, ability, and depth of lending management and other relevant staff as well as the quality of the institution's loan review system.
- Changes in the nature and volume of the portfolio and the terms of loans generally offered.
- The existence and effect of any concentrations of credit and changes in the level of such concentrations.

While the allowance for loan and lease losses is maintained at a level believed to be adequate by management for covering estimated losses in the loan and lease portfolio, determination of the allowance is inherently subjective, as it requires estimates, all of which may be susceptible to significant change. Changes in these estimates may impact the provisions charged to expense in future periods.

Management believes, based on information currently available, that the allowance for loan and lease losses of $5,793,000 is adequate as of September 30, 2013.

Liquidity

Mid Penn Bank's objective is to maintain adequate liquidity to meet funding needs at a reasonable cost and to provide contingency plans to meet unanticipated funding needs or a loss of funding sources, while minimizing interest rate risk. Adequate liquidity provides resources for credit needs of borrowers, for depositor withdrawals and for funding corporate operations. Sources of liquidity are as follows:

- A growing core deposit base;
- Proceeds from the sale or maturity of investment securities;
- Proceeds from interest-bearing time deposits with other financial institutions;
- Payments received on loans and mortgage-backed securities; and,
- Overnight correspondent bank borrowings on various credit lines; and,
- Borrowing capacity available from the FHLB.

We believe that our core deposits are stable even in periods of changing interest rates. Liquidity and funds management are governed by policies and are measured on a monthly basis. These measurements indicate that liquidity generally remains stable and exceeds our minimum defined levels of adequacy. Other than the trends of continued competitive pressures and volatile interest rates, there are no known demands, commitments, events, or uncertainties that will result in, or that are reasonably likely to result in, liquidity increasing or decreasing in any material way.

Capital Resources

Shareholders' equity, or capital, is evaluated in relation to total assets and the risk associated with those assets. The greater a corporation's capital resources, the more likely it is to meet its cash obligations and absorb unforeseen losses. Too much capital, however, indicates that not enough of the corporation's earnings have been invested in the continued growth of the business or paid to shareholders. The buildup makes it difficult for a corporation to offer a competitive return on the shareholders' capital going forward. For these reasons capital adequacy has been, and will continue to be, of paramount importance.

Shareholders' equity increased during the nine months ended September 30, 2013 by $333,000, or 0.6%, from December 31, 2012. Capital has been positively impacted in 2013 by positive earnings available to common shareholders of $3,303,000 and the issuance of the remaining 120 shares of Series B preferred stock, offset by a $2,726,000 decline in other comprehensive income and $58,000 used to repurchase the warrants associated with the CPP.

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Mid Penn maintained the following regulatory capital levels, leverage ratios, and risk-based capital ratios as of September 30, 2013 and December 31, 2012.

(Dollars in thousands)	Capital Adequacy					
	Actual:		Minimum Capital Required:		To Be Well-Capitalized Under Prompt Corrective Action Provisions:	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
Corporation						
As of September 30, 2013:						
Tier 1 Capital (to Average Assets)	$ 51,894	7.5%	$ 27,784	4.0%	$ N/A	N/A
Tier 1 Capital (to Risk Weighted Assets)	51,894	10.0%	20,735	4.0%	N/A	N/A
Total Capital (to Risk Weighted Assets)	57,777	11.1%	41,470	8.0%	N/A	N/A
Bank						
As of September 30, 2013:						
Tier 1 Capital (to Average Assets)	$ 51,790	7.5%	$ 27,741	4.0%	$ 34,676	5.0%
Tier 1 Capital (to Risk Weighted Assets)	51,790	10.0%	20,735	4.0%	31,103	6.0%
Total Capital (to Risk Weighted Assets)	57,673	11.1%	41,470	8.0%	51,838	10.0%
Corporation						
As of December 31, 2012:						
Tier 1 Capital (to Average Assets)	$ 48,822	6.8%	$ 28,530	4.0%	$ N/A	N/A
Tier 1 Capital (to Risk Weighted Assets)	48,822	10.0%	19,593	4.0%	N/A	N/A
Total Capital (to Risk Weighted Assets)	54,421	11.1%	39,185	8.0%	N/A	N/A
Bank						
As of December 31, 2012:						
Tier 1 Capital (to Average Assets)	$ 48,764	6.9%	$ 28,111	4.0%	$ 35,138	5.0%
Tier 1 Capital (to Risk Weighted Assets)	48,764	10.0%	19,593	4.0%	29,389	6.0%
Total Capital (to Risk Weighted Assets)	54,363	11.1%	39,185	8.0%	48,981	10.0%

Regulatory Capital Changes

In July 2013, the federal banking agencies issued final rules to implement the Basel III regulatory capital reforms and changes required by the Dodd-Frank Act. The phase-in period for community banking organizations begins January 1, 2015, while larger institutions (generally those with assets of $250 billion or more) must begin compliance on January 1, 2014. The final rules call for the following capital requirements:

- A minimum ratio of common tier 1 capital to risk-weighted assets of 4.5%.
- A minimum ratio of tier 1 capital to risk-weighted assets of 6%.
- A minimum ratio of total capital to risk-weighted assets of 8% (no change from the current rule).
- A minimum leverage ratio of 4%.

In addition, the final rules establishes a common equity tier 1 capital conservation buffer of 2.5% of risk-weighted assets applicable to all banking organizations. If a banking organization fails to hold capital above the minimum capital ratios and the capital conservation buffer, it will be subject to certain restrictions on capital distributions and discretionary bonus payments. The phase-in period for the capital conservation and countercyclical capital buffers for all banking organizations will begin on January 1, 2016.

Under the proposed rules, accumulated other comprehensive income (AOCI) would have been included in a banking organization's common equity tier 1 capital. The final rules allow community banks to make a one-time election not to include these additional components of AOCI in regulatory capital and instead use the existing treatment under the general risk-based capital rules that excludes most AOCI components from regulatory capital. The opt-out election must be made in the first call report or FR Y-9 series report that is filed after the financial institution becomes subject to the final rule.

The final rules permanently grandfather non-qualifying capital instruments (such as trust preferred securities and cumulative perpetual preferred stock) issued before May 19, 2010 for inclusion in the tier 1 capital of banking organizations with total consolidated assets less than $15 billion as of December 31, 2009 and banking organizations that were mutual holding companies as of May 19, 2010.

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The proposed rules would have modified the risk-weight framework applicable to residential mortgage exposures to require banking organizations to divide residential mortgage exposures into two categories in order to determine the applicable risk weight. In response to commenter concerns about the burden of calculating the risk weights and the potential negative effect on credit availability, the final rules do not adopt the proposed risk weights but retain the current risk weights for mortgage exposures under the general risk-based capital rules.

Consistent with the Dodd-Frank Act, the new rules replace the ratings-based approach to securitization exposures, which is based on external credit ratings, with the simplified supervisory formula approach in order to determine the appropriate risk weights for these exposures. Alternatively, banking organizations may use the existing gross-ups approach to assign securitization exposures to a risk weight category or choose to assign such exposures a 1,250% risk weight.

Under the new rules, mortgage servicing assts (MSAs) and certain deferred tax assets (DTAs) are subject to stricter limitations than those applicable under the current general risk-based capital rule. The new rules also increase the risk weights for past-due loans, certain risk weights and credit conversion factors.

Mid Penn is in the process of assessing the impact of these changes on the regulatory ratios of Mid Penn and Mid Penn Bank on the capital, operations, liquidity and earnings of Mid Penn and Mid Penn Bank.

Capital Purchase Program Participation

On December 19, 2008, Mid Penn entered into and closed a letter agreement with the United States Department of the Treasury (the “Treasury”) pursuant to which the Treasury invested $10,000,000 in Mid Penn under the Treasury’s Capital Purchase Program (the “CPP”). Under the letter agreement, the Treasury received (1) 10,000 shares of Series A Fixed Rate Cumulative Perpetual Preferred Stock, $1,000 liquidation preference (“Series A Preferred Stock”), and (2) warrants to purchase up to 73,099 shares of the Mid Penn common stock at an exercise price of $20.52 per share (the “Warrants”).

On December 28, 2012, Mid Penn entered into a letter agreement with the Treasury pursuant to which Mid Penn repurchased from the Treasury all 10,000 shares of the Series A Preferred Stock issued to the Treasury, which constitutes all of the issued and outstanding shares of Series A Preferred Stock. Mid Penn repurchased the Series A Preferred Stock for a purchase price equal to the aggregate liquidation amount of the Preferred Stock of $10,000,000, plus accrued but unpaid dividends of $59,722. All 10,000 shares of Series A Preferred Stock have subsequently been cancelled.

On January 23, 2013, Mid Penn entered into a letter agreement with the Treasury pursuant to which Mid Penn repurchased from the Treasury on that date the Warrants for $58,479. The Warrants have subsequently been cancelled.

As of the date hereof, Mid Penn has no further financial obligations under the Series A Preferred Stock, the Warrants, or the Treasury's CPP.

ITEM 3 – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There has been no material change in market risk since December 31, 2012, as reported in Mid Penn's Form 10-K filed with the SEC on March 25, 2013.

ITEM 4 – CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Mid Penn maintains controls and procedures designed to ensure that information required to be disclosed in the reports that Mid Penn files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. Based upon their evaluation of those controls and procedures as of September 30, 2013, Mid Penn's management, with the participation of the Principal Executive Officer and Principal Financial and Accounting Officer, concluded that the disclosure controls and procedures were effective as of such date.

Changes in Internal Controls

During the three months ended September 30, 2013, there were no changes in Mid Penn's internal control over financial reporting, that have materially affected, or are reasonable likely to materially affect, Mid Penn's internal control over financial reporting.

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PART II – OTHER INFORMATION

ITEM 1 – LEGAL PROCEDINGS

Management is not aware of any litigation that would have a material adverse effect on the consolidated financial position of Mid Penn or its subsidiaries taken as a whole. There are no proceedings pending other than ordinary routine litigation occurring in the normal course of business. In addition, management does not know of any material proceedings contemplated by governmental authorities against Mid Penn or any of its properties.

ITEM 1A – RISK FACTORS

Management has reviewed the risk factors that were previously disclosed in the Annual Report on Form 10-K for the fiscal year ended December 31, 2012. There are no material changes from the risk factors as previously disclosed in the Form 10-K.

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

None

ITEM 3 – DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4 - MINE SAFETY DISCLOSURES

Not Applicable

ITEM 5 – OTHER INFORMATION

None

ITEM 6 – EXHIBITS

· Exhibit 3(i) – The Registrant's amended Articles of Incorporation (Incorporated by reference to Exhibit 3(i) to Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 11, 2009.)
· Exhibit 3(ii) – Statement with Respect to Shares for Series B Preferred Stock. (Incorporated by reference to Exhibit 3.1 to Registrant's Current Report on Form 8-K as filed with the Securities and Exchange Commission on September 28, 2012.)
· Exhibit 3(iii) – The Registrant's By-laws (Incorporated by reference to Exhibit 3(ii) to Registrant's Current Report on form 8-K filed with the Securities and Exchange Commission on August 30, 2010.)
· Exhibit 11 – Statement re: Computation of Per Share Earnings. (Incorporated by reference to Part I Item 1 of this Quarterly Report on Form 10-Q.)
· Exhibit 31.1 – Certification of Principal Executive Officer Pursuant to Exchange Act Rules 13a-14(a)/15d-14(a) as added by Section 302 of the Sarbanes-Oxley Act of 2002.
· Exhibit 31.2 - Certification of Principal Financial Officer Pursuant to Exchange Act Rules 13a-14(a)/15d-14(a) as added by Section 302 of the Sarbanes-Oxley Act of 2002.
· Exhibit 32 – Certification of Principal Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. Section 1350 as added by Section 906 of the Sarbanes-Oxley Act of 2002.
· Exhibit 101.LAB – XBRL Taxonomy Extension Label Linkbase
· Exhibit 101.PRE – XBRL Taxonomy Extension Presentation Linkbase
· Exhibit 101.INS – XBRL Instance Document
· Exhibit 101.SCH – XBRL Taxonomy Extension Schema
· Exhibit 101.CAL – XBRL Taxonomy Extension Calculation Linkbase
· Exhibit 101.DEF – XBRL Taxonomy Extension Definition Linkbase

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SIGNATURES

Pursuant to the requirements of Section 12 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.

	Mid Penn Bancorp, Inc.
	(Registrant)
By:	/s/ Rory G. Ritrievi
	Rory G. Ritrievi
	President and CEO
	(Principal Executive Officer)
Date:	November 14, 2013
By:	/s/ Kevin W. Laudenslager
	Kevin W. Laudenslager
	Treasurer
	(Principal Financial and Principal Accounting Officer)
Date:	November 14, 2013