BankGuam Holding Co
Form 10-Q
August 11, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

(Mark One)

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended June 30, 2015

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: 000-54483

BankGuam Holding Company

(Exact name of registrant as specified in its charter)

| | |
|---|---|
| Guam | 66-0770448 |
| (State or other jurisdiction of incorporation or organization) | (IRS Employer Identification No.) |

P.O. Box BW

Hagåtña, Guam 96910

(671) 472-5300

(Address, including Zip Code, and telephone number, including area code, of the registrant's principal executive offices)

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 x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registration was required to submit and post such files). Yes x No ¨

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

| | |
|---|---|
| Large accelerated filer ¨ | Accelerated filer ¨ |
| Non-accelerated filer ¨ | Smaller reporting company x |

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

As of June 30, 2015, the registrant had outstanding 8,939,600 shares of common stock.

BANKGUAM HOLDING COMPANY

FORM 10-Q

QUARTERLY REPORT

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Cautionary Note Regarding Forward-Looking Statements

For purposes of this Quarterly Report, the terms the "Company," "we," "us" and "our" refer to BankGuam Holding Company and its subsidiaries. This Quarterly Report on Form 10-Q contains statements that are not historical in nature, are predictive in nature, or that depend upon or refer to future events or conditions or contain forward-looking statements within the meaning of Section 21 of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995. These include, among other things, statements regarding:

- Competition for loans and deposits and failure to attract or retain deposits and loans;
- Local, regional, national and global economic conditions and events, and the impact they may have on us and our customers, and our assessment of that impact on our estimates, including the allowance for loan losses;
- Risks associated with concentrations in real estate related loans;
- Changes in the level of nonperforming assets and charge-offs and other credit quality measures, and their impact on the adequacy of our allowance for loan losses and our provision for loan losses;
- The effects of and changes in trade, monetary and fiscal policies and laws, including the interest rate policies of the Federal Open Market Committee of the Federal Reserve Board;
- Stability of funding sources and continued availability of borrowings;
- The effect of changes in laws and regulations with which the Company and Bank of Guam must comply, including any increase in Federal Deposit Insurance Corporation insurance premiums;
- Our ability to raise capital or incur debt on reasonable terms;
- Regulatory limits on Bank of Guam's ability to pay dividends to the Company;
- The impact of the Dodd Frank Wall Street Reform and Consumer Protection Act and its implementing regulations;
- The effect of changes in accounting policies and practices, as may be adopted by the regulatory agencies, as well as the Public Company Accounting Oversight Board, the Financial Accounting Standards Board and other accounting standard setting bodies;
- Changes in the deferred tax asset valuation allowance in future quarters;
- The costs and effects of legal and regulatory developments, including resolution of legal proceedings or regulatory or other governmental inquiries, and the results of regulatory examinations or reviews;
- The ability to increase market share and control expenses; and,
- Our success in managing the risks involved in the foregoing items,

as well as other statements regarding our future operations, financial condition and prospects, and business strategies. Forward-looking statements may be preceded by, followed by or include the words "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates," "will," "is designed to" and similar expressions. We claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 for all forward-looking statements. We have based these forward-looking statements on our current expectations and projections about future events. These forward-looking statements are subject to risks, uncertainties and assumptions about our business and the environment in which it operates that could affect our future results and could cause those results or other outcomes to differ materially from those expressed or implied in the forward-looking statements. Factors that might cause or contribute to such differences include, but are not limited to, those discussed in "Risk Factors" included elsewhere in this Quarterly Report and as may be updated in filings we make from time to time with the U.S. Securities and Exchange Commission (SEC), including our Annual Report on Form 10-K for our fiscal year ended December 31, 2014, and our other Quarterly Reports on Form 10-Q filed by us in fiscal 2015. We have no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or risks, except to the extent required by applicable securities laws. If we do update one or more forward-looking statements, no inference should be drawn that we will make additional updates with respect to those or other forward-looking statements. New information, future events or risks could cause the forward-looking events we discuss in this Quarterly Report not to occur. You should not place undue reliance on these forward-looking statements, which reflect our opinions only as of the date of this Quarterly Report.

PART I. FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements (Unaudited)

The financial statements and the notes thereto begin on the next page.

BankGuam Holding Company

Condensed Consolidated Statements of Condition

(in Thousands, Except Par Value)

| | June 30, 2015 (Unaudited) | December 31, 2014 |
|---|---|---|
| ASSETS | | |
| Cash and due from banks | $23,063 | $21,862 |
| Federal Funds sold | - | 5,000 |
| Interest bearing deposits in banks | 83,444 | 79,046 |
| Total cash and cash equivalents | 106,507 | 105,908 |
| Restricted cash | 400 | 400 |
| Investment securities available-for-sale, at fair value | 222,909 | 230,557 |
| Investment securities held-to-maturity, at amortized cost | 104,192 | 105,280 |
| Federal Home Loan Bank stock, at cost | 1,762 | 2,067 |
| Loans, net of allowance for loan losses ($13,366 and $12,526, respectively) | 1,021,130 | 967,393 |
| Accrued interest receivable | 3,894 | 3,764 |
| Premises and equipment, net | 18,171 | 18,586 |
| Goodwill | 783 | 783 |
| Other assets | 38,877 | 31,001 |
| Total assets | $1,518,625 | $1,465,739 |
| | | |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Liabilities: | | |
| Deposits: | | |
| Non-interest bearing | $391,326 | $391,108 |
| Interest bearing | 1,009,328 | 964,406 |
| Total deposits | 1,400,654 | 1,355,514 |
| Accrued interest payable | 130 | 134 |
| Other liabilities | 12,370 | 7,908 |
| Total liabilities | 1,413,154 | 1,363,556 |
| Commitments and contingencies (Note 6) | | |
| Stockholders' equity: | | |
| Common stock $0.2083 par value; 48,000 shares authorized; 8,972 and 8,961 shares issued and 8,940 and 8,929 shares outstanding at 6/30/15 and 12/31/14, respectively | 1,870 | 1,867 |
| Additional paid-in capital | 16,760 | 16,656 |
| Retained earnings | 90,521 | 87,154 |
| Accumulated other comprehensive loss | (3,390) | (3,204) |

| | | |
|---|---|---|
| | 105,761 | 102,473 |
| Common stock in treasury, at cost (32 shares) | (290 ) | (290 ) |
| Total stockholders' equity | 105,471 | 102,183 |
| Total liabilities and stockholders' equity | $ 1,518,625 | $ 1,465,739 |

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

BankGuam Holding Company

Unaudited Condensed Consolidated Statements of Income

(Dollar and Share Amounts in Thousands, Except Per Share Data)

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2015 | 2014 | 2015 | 2014 |
| Interest income: | | | | |
| Loans | $16,267 | $14,976 | $32,007 | $29,914 |
| Investment securities | 1,147 | 1,450 | 2,224 | 2,698 |
| Deposits with banks | 51 | 72 | 87 | 115 |
| Federal Funds sold | - | 2 | 2 | 3 |
| Total interest income | 17,465 | 16,500 | 34,320 | 32,730 |
| Interest expense: | | | | |
| Savings deposits | 411 | 1,161 | 885 | 2,281 |
| Time deposits | 45 | 49 | 88 | 103 |
| Total interest expense | 456 | 1,210 | 973 | 2,384 |
| Net interest income | 17,009 | 15,290 | 33,347 | 30,346 |
| Provision for loan losses | 1,125 | 900 | 2,250 | 1,800 |
| Net interest income, after provision for loan losses | 15,884 | 14,390 | 31,097 | 28,546 |
| Non-interest income: | | | | |
| Service charges and fees | 1,137 | 1,247 | 2,155 | 2,356 |
| Investment securities gains (losses), net (reclassified from other comprehensive income) | 5 | - | (29) | - |
| Income from merchant services | 77 | 487 | 145 | 1,016 |
| Cardholders income | 340 | 2 | 723 | 109 |
| Trustee fees | 162 | 99 | 232 | 152 |
| Other income | 689 | 661 | 1,321 | 1,331 |
| Total non-interest income | 2,410 | 2,496 | 4,547 | 4,964 |
| Non-interest expenses: | - | | - | |
| Salaries and employee benefits | 7,010 | 6,654 | 13,807 | 13,171 |
| Occupancy | 1,654 | 1,691 | 3,300 | 3,363 |
| Depreciation | 1,688 | 1,587 | 3,169 | 3,118 |
| Insurance | 439 | 421 | 862 | 840 |
| Telecommunications | 366 | 358 | 730 | 723 |
| FDIC assessment | 315 | 299 | 630 | 555 |
| Professional services | 386 | 294 | 846 | 767 |
| Contract services | 474 | 508 | 878 | 876 |
| Other real estate owned | 245 | 30 | 262 | 35 |
| Stationery and supplies | 182 | 239 | 348 | 437 |
| Training and education | 337 | 175 | 508 | 300 |
| General, administrative and other | 1,739 | 1,745 | 3,454 | 3,437 |
| Total non-interest expenses | 14,835 | 14,001 | 28,794 | 27,622 |
| Income before income taxes | 3,459 | 2,885 | 6,850 | 5,887 |

| | | | | |
|---|---|---|---|---|
| Income tax expense | 793 | 838 | 1,697 | 1,713 |
| Net income | $2,666 | $2,047 | $5,153 | $4,174 |
| Earnings per share: | | | | |
| Basic | $0.30 | $0.23 | $0.58 | $0.47 |
| Diluted | $0.30 | $0.23 | $0.58 | $0.47 |
| Dividends declared per share | $0.100 | $0.125 | $0.200 | $0.250 |
| Basic weighted average common shares | 8,935 | 8,808 | 8,932 | 8,805 |
| Diluted weighted average common shares | 8,935 | 8,808 | 8,932 | 8,805 |

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

BankGuam Holding Company

Unaudited Condensed Consolidated Statements of Comprehensive Income (Loss)

(in Thousands)

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2015 | 2014 | 2015 | 2014 |
| Net income | $2,666 | $2,047 | $5,153 | $4,174 |
| Other comprehensive income (loss), net of tax effects: | | | | |
| Unrealized holding (loss) gain on available-for-sale securities arising during the period | (1,006) | 1,367 | (481) | 1,685 |
| Reclassification for (gain) loss realized on available-for-sale securities | (5) | - | 29 | - |
| Amortization of unrealized holding loss on held-to-maturity securities during the period | 150 | 139 | 267 | 329 |
| Total other comprehensive (loss) income | (861) | 1,506 | (185) | 2,014 |
| Total comprehensive income | $1,805 | $3,553 | $4,968 | $6,188 |

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

BankGuam Holding Company

Unaudited Condensed Consolidated Statements of Cash Flows

(in Thousands)

| | Six Months Ended June 30, 2015 | 2014 |
|---|---|---|
| Cash flows from operating activities: | | |
| Net income | $5,153 | $4,174 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Provision for loan losses | 2,250 | 1,800 |
| Depreciation | 1,761 | 1,680 |
| Amortization of fees, discounts and premiums | 813 | 1,148 |
| Write-down and loss (gain) on sales of other real estate owned, net | 3 | (18) |
| Proceeds from sales of loans held for sale | 11,849 | 11,215 |
| Origination of loans held for sale | (11,849) | (11,215) |
| Increase in mortgage servicing rights | (83) | (63) |
| Realized gain on sale of available-for-sale securities | 29 | - |
| Realized (gain) loss on sale of premises and equipment | (9) | 10 |
| Net change in operating assets and liabilities: | | |
| Accrued interest receivable | (129) | 19 |
| Other assets | (8,238) | (2,894) |
| Accrued interest payable | (3) | (29) |
| Other liabilities | 4,461 | 4,192 |
| Net cash provided by operating activities | 6,008 | 10,019 |
| Cash flows from investing activities: | | |
| Purchases of available-for-sale securities | (119,746) | (147,396) |
| Purchases of held-to-maturity securities | (3,293) | - |
| Proceeds from sales of available-for-sale securities | 116,827 | - |
| Maturities, prepayments and calls of available-for-sale securities | 9,533 | 25,864 |
| Maturities, prepayments and calls of held-to-maturity securities | 4,388 | 9,552 |
| Loan originations and principal collections, net | (56,110) | (42,723) |
| Proceeds from sales of other real estate owned | 564 | 448 |
| Proceeds from sales of premises and equipment | 9 | - |
| Purchases of premises and equipment | (1,345) | (1,859) |
| Net cash used in investing activities | (49,173) | (156,114) |
| Cash flows from financing activities: | | |
| Net increase in deposits | 45,140 | 187,898 |
| Proceeds from FHLB stock redemption | 304 | - |
| Proceeds from issuance of common stock | 107 | 137 |
| Dividends paid | (1,787) | (2,202) |
| Net cash provided by financing activities | 43,764 | 185,833 |
| Net change in cash and cash equivalents | 599 | 39,738 |

| | | |
|---|---|---|
| Cash and cash equivalents at beginning of year | 105,908 | 96,583 |
| Cash and cash equivalents at end of year | $106,507 | $136,321 |
| Supplemental disclosure of cash flow information: | | |
| Cash paid during the period for: | | |
| Interest | $974 | $2,384 |
| Income taxes | 130 | 100 |
| Supplemental disclosure of noncash investing and financing activities: | | |
| Net change in unrealized loss on held-to-maturity securities, net of tax | 267 | 329 |
| Net change in unrealized (gain) loss on available-for-sale securities, net of tax | (452) | 1,685 |
| Other real estate owned transferred from loans, net | 67 | 317 |
| Other real estate owned transferred to loans, net | (190) | (126) |

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

BankGuam Holding Company

Notes to Condensed Consolidated Financial Statements

(In thousands, except per share data)

(Unaudited)

## Note 1 – Nature of Business

### Organization

The accompanying condensed consolidated financial statements include the accounts of BankGuam Holding Company ("Company") and its wholly-owned subsidiary, Bank of Guam ("Bank"). The Company is a Guam corporation organized on October 29, 2010, to act as a holding company of the Bank, a Guam banking corporation, a 23-branch bank serving the communities in Guam, the Commonwealth of the Northern Mariana Islands (CNMI), the Federated States of Micronesia (FSM), the Republic of the Marshall Islands (RMI), the Republic of Palau (ROP), and San Francisco, California. On August 15, 2011, the Company acquired all of the outstanding common stock of the Bank in a holding company formation transaction.

Other than holding the shares of the Bank, the Company conducts no significant activities, although it is authorized, with the prior approval of its principal regulator, the Board of Governors of the Federal Reserve System (the "Federal Reserve Board"), to engage in a variety of activities related to the business of banking. Currently, substantially all of the Company's operations are conducted and substantially all of the assets are owned by the Bank, which accounts for substantially all of our consolidated revenues, expenses and operating income. The Bank provides a variety of financial services to individuals, businesses and governments through its branches. The Bank's headquarters is located in Hagåtña, Guam. The Bank currently has twelve branches in Guam, four in the CNMI, four in the FSM, one in the RMI, one in the ROP, and one in San Francisco, California. Its primary deposit products are demand deposits, savings and time certificate accounts, and its primary lending products are consumer, commercial and real estate loans.

For ease of reference we will sometimes refer to the Company as "we", "us" or "our".

## Note 2 – Summary of Significant Accounting Policies and Recent Accounting Pronouncements

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and, therefore, do not include all footnotes that would be required for a full presentation of financial condition, results of operations, changes in cash flows and comprehensive income in accordance with generally accepted accounting principles in the United States ("GAAP"). However, these interim financial statements reflect all adjustments (consisting of normal recurring adjustments and accruals) which, in the opinion of our management, are necessary for a fair presentation of our financial condition and our results of operations for the interim periods presented. The condensed consolidated statement of condition as of June 30, 2015, was derived from the Company's audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2014.

These unaudited condensed consolidated financial statements have been prepared on a basis consistent with prior periods, and should be read in conjunction with our audited consolidated financial statements as of and for the year ended December 31, 2014, and the notes thereto, included in our Annual Report on Form 10-K for the year ended December 31, 2014, as filed with the Securities and Exchange Commission ("SEC") under the Securities Exchange Act of 1934 on March 17, 2015.

Our consolidated financial condition at June 30, 2015, and the consolidated results of operations for the three- and six-month periods ended June 30, 2015, are not necessarily indicative of what our financial condition will be as of December 31, 2015, or of the results of our operations that may be expected for the full year ending December 31, 2015.

The Company has evaluated events through the date at which these unaudited condensed consolidated financial statements are being filed with the Securities and Exchange Commission, for transactions and other events which may require adjustment of and/or disclosure in such financial statements.

Use of Estimates

The preparation of condensed consolidated financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements, and the reported amounts of income and expenses during the periods presented. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, valuation of other real estate owned, other than temporary impairment of securities and the fair value of financial instruments.

Recent Accounting Pronouncements

In January 2014 the FASB issued ASU 2014-04, “Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans Upon Foreclosure”, which clarifies the timing of when a creditor is considered to have taken physical possession of residential real estate collateral for a consumer mortgage loan, resulting in the reclassification of the loan receivable to real estate owned. A creditor has taken physical possession of the property when either (1) the creditor obtains legal title through foreclosure, or (2) the borrower transfers all interests in the property to the creditor via a deed in lieu of foreclosure or a similar legal agreement. The Update also requires disclosure of the amount of foreclosed residential real estate property held by the creditor and the recorded investment in residential real estate mortgage loans that are in process of foreclosure. This guidance is effective for interim and annual periods beginning after December 15, 2014. We adopted this guidance on January 1, 2015, and it did not have a material impact on our financial statement presentation.

In August 2014, the FASB issued ASU 2014-14, “Receivables – Troubled Debt Restructurings by Creditors (Subtopic 310-40): Classification of Certain Government-Guaranteed Mortgage Loans upon Foreclosure (a consensus of the FASB Emerging Issues Task Force)”, which addresses the classification of certain foreclosed mortgage loans held by creditors that are either fully or partially guaranteed under government programs. Under certain government-sponsored loan guarantee programs, qualifying creditors can extend mortgage loans to borrowers with a guarantee that entitles the creditor to recover all or a portion of the unpaid principal balance from the government if the borrower defaults. The ASU requires that a mortgage loan be derecognized and that a separate other receivable be recognized upon foreclosure if certain conditions are met. The separate other receivable should be measured based on the amount of the loan balance (principal and interest) expected to be recovered. For public business entities, the guidance is effective for annual periods beginning after December 15, 2014 and interim periods within that year. We adopted this guidance on January 1, 2015, and it did not have a material impact on our consolidated financial condition or results of operations.

In April 2015, the FASB issued ASU 2015-03, “Interest-Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs”, which simplifies the presentation of debt issuance costs related to a recognized debt liability to be presented in the balance sheet as a direct deduction from the carrying amount of debt liability, consistent with debt discounts. The Company would apply the new guidance retrospectively to all prior periods. ASU 2015-03 is effective for interim and annual periods beginning after December 15, 2015. Early adoption is permitted if the guidance is applied as of the beginning of the annual period of adoption. The Company does not expect the adoption of this guidance to have a material effect on its consolidated financial statements.

In May 2015, the FASB issued ASU 2015-07, “Fair Value Measurement (Topic 820): Disclosures for Investment in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)”, which removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. In addition, the amendments remove the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share expedient. Those disclosures are limited to investments for which the entity has elected to measure the fair value using the practical expedient. The amendments are effective for interim periods beginning after December 15, 2015. We plan to adopt this guidance on January 1, 2016, and do not expect that it will have a material impact on our financial statement presentation.

Note 3 – Earnings Per Common Share

Basic earnings per share represent income available to common stockholders divided by the weighted-average number of common shares outstanding during the period. Diluted earnings per share reflect additional common shares that would have been outstanding if dilutive potential common shares had been issued, as well as any adjustment to income that would result from the assumed issuance. Potential common shares that may be issued by the Company relate to shares subscribed but not yet issued in 2015 and 2014 under the Employee Stock Purchase Plan, and are reported as dilutive options. No shares were subscribed but not issued at the end of the first two calendar quarters of 2015 or 2014.

Earnings per common share have been computed based on reported net income and the following share data:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2015 | 2014 | 2015 | 2014 |
| Net income available for common stockholders | $2,666 | $2,047 | $5,153 | $4,174 |
| Weighted average number of common shares outstanding | 8,935 | 8,808 | 8,932 | 8,805 |
| Effect of dilutive options | - | - | - | - |
| Weighted average number of common shares outstanding | | | | |
| - used to calculate diluted earnings per common share | 8,935 | 8,808 | 8,932 | 8,805 |
| Income per common share: | | | | |
| Basic | $0.30 | $0.23 | $0.58 | $0.47 |
| Diluted | $0.30 | $0.23 | $0.58 | $0.47 |

Note 4 – Investment Securities

The amortized cost and fair value of investment securities, with gross unrealized gains and losses, follows:

| | June 30, 2015 | | | |
|---|---|---|---|---|
| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Estimated Fair Value |
| Securities Available-for-Sale | | | | |
| U.S. government agency and sponsored enterprise (GSE) debt securities | $112,618 | $ 150 | $ (384 ) | $112,384 |
| U.S. government agency pool securities | 45,629 | 61 | (855 ) | 44,835 |
| U.S. government agency or GSE mortgage-backed securities | 66,332 | 92 | (734 ) | 65,690 |
| Total | $224,579 | $ 303 | $ (1,973 ) | $222,909 |
| Securities Held-to-Maturity | | | | |
| U.S. government agency and sponsored enterprise (GSE) debt securities | $44,504 | $ 1,163 | $ (65 ) | $45,602 |
| U.S. government agency pool securities | 17,196 | 50 | (32 ) | 17,214 |
| U.S. government agency or GSE mortgage-backed securities | 42,492 | 892 | (92 ) | 43,292 |
| Total | $104,192 | $ 2,105 | $ (189 ) | $106,108 |

| | December 31, 2014 | | | |
|---|---|---|---|---|
| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Estimated Fair Value |
| Securities Available-for-Sale | | | | |
| U.S. government agency and sponsored enterprise (GSE) debt securities | $100,679 | $ 70 | $ (185 ) | $100,564 |
| U.S. government agency pool securities | 50,581 | 87 | (797 ) | 49,871 |
| U.S. government agency or GSE mortgage-backed securities | 80,281 | 211 | (370 ) | 80,122 |
| Total | $231,541 | $ 368 | $ (1,352 ) | $230,557 |
| Securities Held-to-Maturity | | | | |

| | | | | |
|---|---|---|---|---|
| U.S. government agency and sponsored enterprise (GSE) debt securities | $44,346 | $ 983 | $ (211 ) | $45,118 |
| U.S. government agency pool securities | 18,121 | 50 | (60 ) | 18,111 |
| U.S. government agency or GSE mortgage-backed securities | 42,813 | 975 | (9 ) | 43,779 |
| Total | $105,280 | $ 2,008 | $ (280 ) | $107,008 |

At June 30, 2015, and December 31, 2014, investment securities with a carrying value of $207.1 million and $206.9 million, respectively, were pledged to secure various government deposits and other public requirements.

The amortized cost and fair value of investment securities by contractual maturity at June 30, 2015, and December 31, 2014, are shown below.

| | June 30, 2015 | | | |
|---|---|---|---|---|
| | Available-for-Sale | | Held-to-Maturity | |
| | Amortized Cost | Estimated Fair Value | Amortized Cost | Estimated Fair Value |
| Due within one year | $- | $- | $- | $- |
| Due after one but within five years | 117,504 | 117,295 | 23,750 | 24,024 |
| Due after five but within ten years | 11,425 | 11,285 | 49,704 | 51,210 |
| Due after ten years | 95,650 | 94,329 | 30,738 | 30,874 |
| Total | $224,579 | $222,909 | $104,192 | $106,108 |

| | December 31, 2014 | | | |
|---|---|---|---|---|
| | Available-for-Sale | | Held-to-Maturity | |
| | Amortized Cost | Estimated Fair Value | Amortized Cost | Estimated Fair Value |
| Due within one year | $- | $- | $- | $- |
| Due after one but within five years | 104,635 | 104,590 | 23,751 | 23,829 |
| Due after five but within ten years | 32,311 | 32,333 | 51,214 | 52,585 |
| Due after ten years | 94,595 | 93,634 | 30,315 | 30,594 |
| Total | $231,541 | $230,557 | $105,280 | $107,008 |

Temporarily Impaired Securities

The following table shows the gross unrealized losses and fair value of the Company’s investments with unrealized losses that are not deemed to be other-than-temporarily impaired, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at June 30, 2015, and December 31, 2014.

| | June 30, 2015 | | | | | |
|---|---|---|---|---|---|---|
| | Less Than Twelve Months | | More Than Twelve Months | | Total | |
| | Unrealized Loss | Estimated Fair Value | Unrealized Loss | Estimated Fair Value | Unrealized Loss | Estimated Fair Value |
| Securities Available for Sale | | | | | | |
| U.S. government agency and sponsored enterprise (GSE) debt securities | $(384) | $67,286 | $ - | $ - | $(384) | $67,286 |
| U.S. government agency pool securities | (11) | 1,697 | (844) | 34,801 | (855) | 36,498 |
| U.S. government agency or GSE mortgage-backed securities | (621) | 37,047 | (113) | 16,075 | (734) | 53,122 |
| Total | $(1,016) | $106,030 | $ (957) | $ 50,876 | $(1,973) | $156,906 |
| | | | | | | |
| Securities Held to Maturity | | | | | | |
| U.S. government agency and sponsored enterprise (GSE) debt securities | $(65) | $14,049 | $ - | $ - | $(65) | $14,049 |
| U.S. government agency pool securities | (30) | 10,484 | (2) | 116 | (32) | 10,600 |
| U.S. government agency or GSE mortgage-backed securities | (92) | 18,654 | - | - | (92) | 18,654 |
| Total | $(187) | $43,187 | $ (2) | $ 116 | $(189) | $43,303 |

| | December 31, 2014 | | | | | |
|---|---|---|---|---|---|---|
| | Less Than Twelve Months | | More Than Twelve Months | | Total | |
| | Unrealized Loss | Estimated Fair Value | Unrealized Loss | Estimated Fair Value | Unrealized Loss | Estimated Fair Value |
| Securities Available for Sale | | | | | | |
| U.S. government agency and sponsored enterprise (GSE) debt securities | $(185) | $52,587 | $ - | $ - | $(185) | $52,587 |
| U.S. government agency pool securities | (96) | 5,622 | (701) | 35,011 | (797) | 40,633 |
| U.S. government agency or GSE mortgage-backed securities | - | - | (370) | 45,274 | (370) | 45,274 |
| Total | $(281) | $58,209 | $ (1,071) | $ 80,285 | $(1,352) | $138,494 |

| | | | | | | |
|---|---|---|---|---|---|---|
| Securities Held to Maturity | | | | | | |
| U.S. government agency and sponsored enterprise (GSE) debt securities | $(211) | $15,948 | $ - | $ - | $(211) | $15,948 |
| U.S. government agency pool securities | (54) | 10,780 | (6) | 280 | (60) | 11,060 |
| U.S. government agency or GSE mortgage-backed securities | (9) | 6,356 | - | - | (9) | 6,356 |
| Total | $(274) | $33,084 | $ (6) | $ 280 | $(280) | $33,364 |

The investment securities that were in an unrealized loss position as of June 30, 2015, which comprised a total of 62 securities, were not other-than-temporarily impaired. Specifically, the 62 securities are comprised of the following: 22 Small Business Administration (SBA) Pool securities, 17 mortgage-backed securities issued by the Government National Mortgage Association (GNMA), 19 U.S. Treasuries, 2 mortgage-backed securities issued by the Federal National Mortgage Association, and 2 mortgage-backed securities issued by the Federal Home Loan Mortgage Corporation.

Total gross unrealized losses were primarily attributable to changes in market interest rates, relative to when the investment securities were purchased, and not due to any change in the credit quality of the investment securities. The Company does not intend to sell the investment securities that were in an unrealized loss position and it is not likely that the Company will be required to sell the investment securities before recovery of their amortized cost bases, which may be at maturity.

## Note 5 – Loans Held for Sale, Loans and Allowance for Loan Losses

### Loans Held for Sale

In its normal course of business, the Bank originates mortgage loans held for sale for the Federal Home Loan Mortgage Corporation (“FHLMC” or “Freddie Mac”). The Bank has elected to measure its residential mortgage loans held for sale at the lower of cost or market. Origination fees and costs are recognized in earnings at the time of origination for newly originated loans held for sale, and the loans are sold to Freddie Mac at par, so there is no gain or loss reported in earnings.

During the three months ended June 30, 2015, the Bank originated approximately $5.2 million in FHLMC mortgage loans and sold approximately $5.2 million of those loans.

During the six months ended June 30, 2015, the Bank originated approximately $11.9 million in FHLMC mortgage loans and sold approximately $11.9 million of those loans.

### Mortgage Servicing Rights

Mortgage loans serviced for others are not included in the accompanying condensed consolidated statements of condition. The unpaid principal balances of mortgage loans serviced for others were $214.2 million and $213.8 million at June 30, 2015, and December 31, 2014, respectively.

We sometimes retain mortgage servicing rights on mortgage loans that we sell. Such rights represent the net positive cash flows generated from the servicing of such mortgage loans and we recognize such rights as assets on our statements of financial condition based on their estimated fair values. We receive servicing fees, less any subservicing costs, on the unpaid principal balances of such mortgage loans. Those fees are collected from the monthly payments made by the mortgagors or from the proceeds of the sale or foreclosure and liquidation of the underlying real property collateralizing the loans. At June 30, 2015 and December 31, 2014, mortgage servicing rights totaled $1.5 million and $1.4 million, respectively, and are included in other assets in the accompanying consolidated statements of condition.

The Bank accounts for mortgage servicing rights at fair value with changes in fair value recorded in the consolidated statements of income.

Loans

Outstanding loan balances are presented net of unearned income, deferred loan fees, and unamortized discount and premium. Loans subject to ASC 310-30 are presented net of the related accretable yield and nonaccretable difference.

The loan portfolio consisted of the following at:

| | June 30, 2015 | | December 31, 2014 | |
|---|---|---|---|---|
| | Amount | Percent | Amount | Percent |
| | (Dollars in thousands) | | | |
| Commercial | | | | |
| Commercial & industrial | $223,105 | 21.5 % | $209,871 | 21.4 % |
| Commercial mortgage | 412,940 | 39.8 % | 399,737 | 40.7 % |
| Commercial construction | 61,319 | 5.9 % | 39,979 | 4.1 % |
| Total commercial | 697,364 | 67.3 % | 649,587 | 66.1 % |
| Consumer | | | | |
| Residential mortgage | 144,192 | 13.9 % | 141,074 | 14.4 % |
| Home equity | 526 | 0.1 % | 910 | 0.1 % |
| Automobile | 22,312 | 2.2 % | 18,995 | 1.9 % |
| Other consumer loans[1] | 172,435 | 16.6 % | 171,708 | 17.5 % |
| Total consumer | 339,465 | 32.7 % | 332,687 | 33.9 % |
| Gross loans | 1,036,829 | 100.0 % | 982,274 | 100.0 % |
| Deferred fee (income) costs, net | (2,333 ) | | (2,355 ) | |
| Allowance for loan losses | (13,366 ) | | (12,526 ) | |
| Loans, net | $1,021,130 | | $967,393 | |

[1] Comprised of other revolving credit, installment loans, and overdrafts.

At June 30, 2015, total gross loans increased by $54.6 million to $1.04 billion from $982.3 million at December 31, 2014. The increase in loans was largely attributed to a $47.8 million increase in commercial loans to $697.4 million at June 30, 2015, from $649.6 million at December 31, 2014. The increases in commercial loans was due to the $21.3 million increase in commercial construction loans, the $13.2 million increase in commercial & industrial loans and the $13.2 million increase in the commercial mortgage loan portfolio. There was a $6.8 million increase in consumer loans to $339.5 million at June 30, 2015, up from $332.7 million at December 31, 2014. The increase in consumer loans was due to the $3.3 million increase in automobile loans, $3.1 million rise in residential mortgage loans and the $727 thousand growth in other consumer loans, partially offset by the $384 thousand reduction in home equity loans.

Allowance for Loan Losses

The allowance for loan losses is evaluated on a quarterly basis by Bank management, and is based upon management's periodic review of the collectability of loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral, and prevailing economic conditions. This evaluation is inherently subjective, as it requires estimates that are susceptible to significant revision as more information becomes available or conditions change.

The allowance consists of allocated and general components. The allocated component relates to loans that are classified as impaired. ASC 310-10 defines an impaired loan as one for which there is uncertainty concerning collection of all principal and interest per the contractual terms of the loan. For those loans that are classified as impaired, an allowance is established when the discounted cash flow (or the collateral value or the observable market price) of the impaired loan is lower than the carrying value of the loan. The general component covers unimpaired loans, and is estimated using a loss migration analysis based on historical charge-off experience and expected loss, given the default probability derived from the Bank's internal risk rating process. The loss migration analysis tracks a certain number of quarters of loan loss history and industry loss factors to determine historical losses by classification category for each loan type, except certain consumer loans. These calculated loss factors are then applied to outstanding loan balances for all loans on accrual designated as "Pass," "Special Mention," "Substandard" or "Doubtful" ("classified loans" or "classification categories"). Additionally, a qualitative factor that is determined utilizing external economic factors and internal assessments is applied to each homogeneous loan pool. We also conduct individual loan review analyses, as part of the allowance for loan loss allocation process, applying specific monitoring policies and procedures in analyzing the existing loan portfolio.

Credit Quality Indicators

The Bank uses several credit quality indicators to manage credit risk, including an internal credit risk rating system that categorizes loans into pass, special mention, substandard, doubtful or loss categories. Credit risk ratings are applied individually to those classes of loans that have significant or unique credit characteristics and that benefit from a case-by-case evaluation. These are typically loans to businesses or individuals in the classes which comprise the commercial portfolio segment. Groups of loans that are underwritten and structured using standardized criteria and characteristics, such as statistical models (e.g., credit scoring or payment performance), are typically risk-rated and monitored collectively. These are typically loans to individuals in the classes which comprise the consumer portfolio segment.

The following are the definitions of the Bank’s credit quality indicators:

Pass (A): Exceptional: Essentially risk-free credit. These are loans of the highest quality that pose virtually no risk of loss to the Bank. This includes loans fully collateralized by means of a savings account(s) and time certificate(s) of deposit, and by at least 110% of the loan amount. Borrowers should have strong financial statements, good liquidity and excellent credit.

Pass (B): Standard: Multiple “strong sources of repayment”. These are loans to strong borrowers with a demonstrated history of financial and managerial performance. The risk of loss is considered to be low. Loans are well-structured, with clearly identified primary and readily available secondary sources of repayment. These loans may also be secured by an equal amount of funds in a savings account or time certificate of deposit. These loans may be secured by marketable collateral whose value can be reasonably determined through outside appraisals. The borrower characteristically has a very strong cash flow and relatively low leverage.

Pass (C): Acceptable: “Good” primary and secondary sources of repayment. These are loans to borrowers of average financial strength, stability and management expertise. The borrower should be a well-established individual or company with adequate financial resources to withstand short-term fluctuations in the marketplace. The borrower’s financial ratios and trends are favorable. The loans may be unsecured or supported by non-real estate collateral for which the value is more difficult to determine, represent a reasonable credit risk and require an average amount of account officer attention. The borrower’s ability to repay unsecured credit is to be of unquestionable strength.

Pass (D): Monitor: “Sufficient” primary source of repayment and an acceptable secondary source of repayment. Acceptable business or individual credit, but the borrower’s operations, cash flow or financial conditions evince average levels of risk. These loans are considered to be collectable in full, but may require a greater-than-average amount of loan officer attention. Borrowers are capable of absorbing normal setbacks without failing to meet the terms of the loan agreement.

Special Mention: A Special Mention asset has potential weaknesses that deserve close monitoring. These potential weaknesses may result in a deterioration of the repayment prospects for the asset or in the institution’s credit position at some future date. Special Mention assets are not adversely classified and do not expose an institution to sufficient risk to warrant adverse classification. The Special Mention classification should neither be a compromise between a pass grade and substandard, nor should it be a “catch all” grade to identify any loan that has a policy exception.

Substandard: A substandard asset is inadequately protected by the current sound worth and payment capacity of the obligor or the collateral pledged. Assets so classified must have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. Assets classified as substandard are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

Formula Classified: Formula classified loans are all loans and credit cards delinquent 90 days and over which have yet to be formally classified Special Mention, Substandard or Doubtful by the Bank's Loan Committee. In most instances, the monthly formula total is comprised primarily of real estate loans, consumer loans and credit cards. Commercial loans are typically formally classified by the Loan Committee no later than their 90-day delinquency, and thus do not become part of the formula classification. Real estate loans 90-days delinquent are in the foreclosure process, which is typically completed within another 60 days, and thus are not formally classified during this period.

Doubtful: A loan with weaknesses well enough defined that eventual repayment in full, on the basis of currently existing facts, conditions and values, is highly questionable, even though certain factors may be present which could improve the status of the loan. The probability of some loss is extremely high, but because of certain known factors that may work to the advantage of strengthening of the assets (i.e. capital injection, perfecting liens on additional collateral, refinancing plans, etc.), its classification as an estimated loss is deferred until its more exact status can be determined.

Loss: Loans classified as "Loss" are considered uncollectible, and are either unsecured or are supported by collateral that is of little to no value. As such, their continuance as recorded assets is not warranted. While this classification does not mandate that a loan has no ultimate recovery value, losses should be taken in the period during which these loans are deemed to be uncollectible. Loans identified as loss are immediately approved for charge-off. The Bank may refer loans to outside collection agencies, attorneys, or its internal collection division to continue collection efforts. Any subsequent recoveries are credited to the Allowance for Loan Losses.

Set forth below is a summary of the Bank's activity in the allowance for loan losses during the three- and six-month periods ended June 30, 2015, and the year ended December 31, 2014:

| | Three Months Ended June 30, 2015 | Six Months Ended June 30, 2015 | Year Ended December 31, 2014 |
|---|---|---|---|
| | | (Dollars in thousands) | |
| Balance, beginning of period | $12,971 | $12,526 | $12,077 |
| Provision for loan losses | 1,125 | 2,250 | 4,540 |
| Recoveries on loans previously charged off | 335 | 692 | 1,779 |
| Charged off loans | (1,065) | (2,102) | (5,870) |
| Balance, end of period | $13,366 | $13,366 | $12,526 |

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Set forth below is information regarding loan balances and the related allowance for loan losses, by portfolio type, for the three- and six-month periods ended June 30, 2015, and the year ended December 31, 2014, respectively.

| | Commercial | Residential Mortgages | Consumer | Total |
|---|---|---|---|---|
| | (Dollars in thousands) | | | |
| Six Months Ended June 30, 2015 | | | | |
| Allowance for loan losses: | | | | |
| Balance at beginning of period | $5,538 | $1,590 | $5,398 | $12,526 |
| Charge-offs | (180) | (9) | (1,913) | $(2,102) |
| Recoveries | 59 | 20 | 613 | $692 |
| Provision | 640 | (7) | 1,617 | $2,250 |
| Balance at end of period | $6,057 | $1,594 | $5,715 | $13,366 |
| | | | | |
| Three Months Ended June 30, 2015 | | | | |
| Allowance for loan losses: | | | | |
| Balance at beginning of period | $5,807 | $1,612 | $5,552 | $12,971 |
| Charge-offs | (150) | - | (915) | $(1,065) |
| Recoveries | 52 | 1 | 282 | $335 |
| Provision | 348 | (19) | 796 | $1,125 |
| Balance at end of period | $6,057 | $1,594 | $5,715 | $13,366 |
| | | | | |
| Allowance balance at end of quarter related to: | | | | |
| Loans individually evaluated for impairment | $- | $- | $- | $- |
| Loans collectively evaluated for impairment | $6,057 | $1,594 | $5,715 | $13,366 |
| | | | | |
| Loan balances at end of quarter: | | | | |
| Loans individually evaluated for impairment | $10,326 | $7,475 | $129 | $17,930 |
| Loans collectively evaluated for impairment | 687,038 | 137,243 | 194,618 | 1,018,899 |
| Ending Balance | $697,364 | $144,718 | $194,747 | $1,036,829 |
| | | | | |
| Year Ended December 31, 2014 | | | | |
| Allowance for loan losses: | | | | |
| Balance at beginning of year | $5,987 | $922 | $5,168 | $12,077 |
| Charge-offs | (1,966) | (60) | (3,844) | (5,870) |
| Recoveries | 307 | 19 | 1,453 | 1,779 |
| Provision | 1,210 | 709 | 2,621 | 4,540 |
| Balance at end of year | $5,538 | $1,590 | $5,398 | $12,526 |
| | | | | |
| Allowance balance at end of year related to: | | | | |
| Loans individually evaluated for impairment | $- | $- | $- | $- |
| Loans collectively evaluated for impairment | $5,538 | $1,590 | $5,398 | $12,526 |
| | | | | |
| Loan balances at end of year: | | | | |
| Loans individually evaluated for impairment | $10,777 | $8,226 | $106 | $19,109 |
| Loans collectively evaluated for impairment | 638,810 | 133,758 | 190,597 | 963,165 |

| | | | | |
|---|---|---|---|---|
| Ending Balance | $649,587 | $141,984 | $190,703 | $982,274 |

Impairment is measured on a loan-by-loan basis for commercial and real estate loans by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral (if the loan is collateral-dependent). Large groups of smaller-balance homogeneous loans are collectively evaluated for impairment. The Bank performs direct write-downs of impaired loans with a charge to the allocated component of the allowance, therefore reducing the allocated component of the allowance to zero at the end of each reporting period.

Credit Quality

The following table provides a summary of the delinquency status of the Bank's loans by portfolio type:

| | 30-59 Days Past Due | 60-89 Days Past Due | 90 Days and Greater | Total Past Due | Current | Total Loans Outstanding |
|---|---|---|---|---|---|---|
| | (Dollars in thousands) | | | | | |
| June 30, 2015 | | | | | | |
| Commercial | | | | | | |
| Commercial & industrial | $2,165 | $ 66 | $ 28 | $ 2,259 | $220,846 | $223,105 |
| Commercial mortgage | 4,233 | 534 | 2,031 | 6,798 | 406,142 | 412,940 |
| Commercial construction | - | - | - | - | 61,319 | 61,319 |
| Total commercial | 6,398 | 600 | 2,059 | 9,057 | 688,307 | 697,364 |
| | | | | | | |
| Consumer | | | | | | |
| Residential mortgage | 5,416 | 5,291 | 2,521 | 13,228 | 130,964 | 144,192 |
| Home equity | - | - | - | - | 526 | 526 |
| Automobile | 446 | 119 | 2 | 567 | 21,745 | 22,312 |
| Other consumer [1] | 2,393 | 1,076 | 1,182 | 4,651 | 167,784 | 172,435 |
| Total consumer | 8,255 | 6,486 | 3,705 | 18,446 | 321,019 | 339,465 |
| Total | $14,653 | $ 7,086 | $ 5,764 | $ 27,503 | $1,009,326 | $1,036,829 |
| | | | | | | |
| December 31, 2014 | | | | | | |
| Commercial | | | | | | |
| Commercial & industrial | $264 | $ 240 | $ 88 | $ 592 | $209,279 | $209,871 |
| Commercial mortgage | 400 | 187 | 3,390 | 3,977 | 395,760 | 399,737 |
| Commercial construction | - | - | - | - | 39,979 | 39,979 |
| Total commercial | 664 | 427 | 3,478 | 4,569 | 645,018 | 649,587 |
| | | | | | | |
| Consumer | | | | | | |
| Residential mortgage | 7,504 | 4,875 | 3,315 | 15,694 | 125,380 | 141,074 |
| Home equity | - | 15 | - | 15 | 895 | 910 |
| Automobile | 336 | 43 | 78 | 457 | 18,538 | 18,995 |
| Other consumer [1] | 2,207 | 1,138 | 1,049 | 4,394 | 167,314 | 171,708 |
| Total consumer | 10,047 | 6,071 | 4,442 | 20,560 | 312,127 | 332,687 |
| Total | $10,711 | $ 6,498 | $ 7,920 | $ 25,129 | $957,145 | $982,274 |

[1] Comprised of other revolving credit, installment loans, and overdrafts.

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Generally, the accrual of interest on a loan is discontinued when principal or interest payments become more than 90 days past due, unless management believes the loan is adequately collateralized and is in the process of collection. When a loan is placed on non-accrual status, previously accrued but unpaid interest is reversed against current income. Subsequent collections of cash are applied as principal reductions when received, except when the ultimate collectability of principal is probable, in which case interest payments are credited to income. Non-accrual loans may be restored to accrual status when principal and interest become current and full repayment is expected. The following table provides information as of June 30, 2015, and December 31, 2014, with respect to loans on non-accrual status, by portfolio type:

| | June 30, 2015 | December 31, 2014 |
|---|---|---|
| | (Dollars in thousands) | |
| Non-accrual loans: | | |
| Commercial | | |
| Commercial & industrial | $ 1,439 | $ 1,738 |
| Commercial mortgage | 8,649 | 8,869 |
| Total commercial | 10,088 | 10,607 |
| | | |
| Consumer | | |
| Residential mortgage | 7,410 | 7,347 |
| Home equity | 43 | 47 |
| Other consumer [1] | 129 | 106 |
| Total consumer | 7,582 | 7,500 |
| Total non-accrual loans | $ 17,670 | $ 18,107 |

[1] Comprised of other revolving credit, installment loans, and overdrafts.

The Bank classifies its loan portfolios using internal credit quality ratings, as discussed above under Allowance for Loan Losses. The following table provides a summary of loans by portfolio type and the Bank's internal credit quality ratings as of June 30, 2015, and December 31, 2014:

| | June 30, 2015 | December 31, 2014 | Increase (Decrease) |
|---|---|---|---|
| | (Dollars in thousands) | | |
| Pass: | | | |
| Commercial & industrial | $218,271 | $208,133 | $ 10,138 |
| Commercial mortgage | 391,923 | 377,373 | 14,550 |
| Commercial construction | 61,319 | 39,979 | 21,340 |
| Residential mortgage | 136,769 | 133,537 | 3,232 |
| Home equity | 483 | 863 | (380) |
| Automobile | 22,310 | 18,917 | 3,393 |
| Other consumer | 171,223 | 170,745 | 478 |
| Total pass loans | $1,002,298 | $949,547 | $ 52,751 |
| | | | |
| Special Mention: | | | |
| Commercial & industrial | $2,957 | $- | $ 2,957 |
| Commercial mortgage | 9,164 | 11,476 | (2,312) |
| Commercial construction | - | - | - |
| Residential mortgage | - | - | - |
| Home equity | - | - | - |
| Automobile | - | - | - |
| Other consumer | - | - | - |
| Total special mention loans | $12,121 | $11,476 | $ 645 |
| | | | |
| Substandard: | | | |
| Commercial & industrial | $1,859 | $1,730 | $ 129 |
| Commercial mortgage | 11,853 | 10,888 | 965 |
| Commercial construction | - | - | - |
| Residential mortgage | 567 | 428 | 139 |
| Home equity | - | - | - |
| Automobile | - | - | - |
| Other consumer | - | - | - |
| Total substandard loans | $14,279 | $13,046 | $ 1,233 |
| | | | |
| Formula Classified: | | | |
| Commercial & industrial | $18 | $8 | $ 10 |
| Commercial mortgage | - | - | - |
| Commercial construction | - | - | - |
| Residential mortgage | 6,856 | 7,109 | (253) |
| Home equity | 43 | 47 | (4) |
| Automobile | 2 | 78 | (76) |
| Other consumer | 1,212 | 963 | 249 |

| | | | |
|---|---|---|---|
| Total formula classified loans | $8,131 | $8,205 | $ (74 ) |
| | | | |
| Doubtful: | | | |
| Commercial & industrial | $- | $- | $ - |
| Commercial mortgage | - | - | - |
| Commercial construction | - | - | - |
| Residential mortgage | - | - | - |
| Home equity | - | - | - |
| Automobile | - | - | - |
| Other consumer | - | - | - |
| Total doubtful loans | $- | $- | $ - |
| Total outstanding loans, gross | $1,036,829 | $982,274 | $ 54,555 |

As the above table indicates, the Bank's total loans approximated $1.04 billion at June 30, 2015, up from $982.3 million at December 31, 2014. The disaggregation of the portfolio by risk rating in the table reflects the following changes between December 31, 2014, and June 30, 2015:

- Loans rated "pass" increased by $52.8 million to $1.0 billion at June 30, 2015, up from $949.5 million at December 31, 2014. The increases were primarily in commercial construction loans, by $21.3 million, commercial mortgage loans, by $14.6 million, commercial & industrial loans, by $10.1 million, automobile loans, by $3.4 million, and residential mortgage loans, which rose by $3.2 million. Other consumer loans increased by $478 thousand. The increases in commercial construction loans, commercial mortgage loans and commercial & industrial loans were primarily due to various large loans originated in the California region and in Guam. The increase in automobile loans was primarily due to new dealer loan bookings and an ongoing promotional program. The increases in residential mortgage loans and in other consumer loans were primarily due to new loans. These increases were partially offset by a decrease in home equity loans, which fell by $380 thousand due to loan payoffs and paydowns.
- The "special mention" category was $645 thousand higher at June 30, 2015, than at December 31, 2014. This is attributed to a rise in special mention commercial & industrial loans of $3.0 million, which was due to two loan relationships being reclassified from "pass" to "special mention". As a partial offset, "special mention" commercial mortgage loans decreased by $2.3 million as a result of one loan relationship moving from "special mention" to "substandard".
- Loans classified "substandard" increased by $1.2 million to $14.3 million at June 30, 2015, from $13.0 million at December 31, 2014. The increase was mainly the result of $965 thousand in commercial mortgage loans being reclassified due to one loan relationship transferring from "special mention" to "substandard". Additionally, "substandard" commercial & industrial loans increased by $129 thousand due to the classification of one new loan. Lastly, "substandard" residential mortgage loans increased by $139 thousand due to one loan relationship moving from "formula classified" to "substandard".
- The "formula classified" category decreased by $74 thousand, primarily due to $253 thousand less in residential mortgage loans falling into this category, partially offset by the addition of $249 thousand in other consumer loans being added.
- There were no loans classified as "doubtful" at either June 30, 2015, or December 31, 2014.

Impaired Loans

A loan is considered impaired when, based on current information and events, it is probable that the Bank will be unable to collect the scheduled payments of principal and interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed.

Impaired loans include loans that are in non-accrual status and other loans that have been modified in Troubled Debt Restructurings (TDRs), where economic concessions have been granted to borrowers experiencing financial difficulties. These concessions typically result from the Bank's loss mitigation actions, and could include reductions in the interest rate, payment extensions, forbearance, or other actions taken with the intention of maximizing collections.

The following table sets forth information regarding non-accrual loans and restructured loans, at June 30, 2015, and December 31, 2014:

| | June 30, 2015 | December 31, 2014 |
|---|---|---|
| | (Dollars in thousands) | |
| Impaired loans: | | |
| Restructured loans: | | |
| Non-accruing restructured loans | $ 8,527 | $ 8,895 |
| Accruing restructured loans | 260 | 1,002 |
| Total restructured loans | 8,787 | 9,897 |
| Other non-accruing impaired loans | 9,143 | 9,212 |
| Total impaired loans | $ 17,930 | $ 19,109 |
| | | |
| Impaired loans less than 90 days delinquent and included in total impaired loans | $ 13,251 | $ 12,417 |

The table below contains additional information with respect to impaired loans, by portfolio type, for June 30, 2015, and December 31, 2014:

| | Recorded Investment | Unpaid Principal Balance | Average Recorded Investment | Interest Income Recognized |
|---|---|---|---|---|
| | (Dollars in thousands) | | | |
| June 30, 2015, With no related allowance recorded: | | | | |
| Commercial & industrial | $ 1,511 | $ 3,174 | $ 1,616 | $ - |
| Commercial mortgage | 8,815 | 10,576 | 8,896 | 1 |
| Commercial construction | - | - | - | - |
| Residential mortgage | 7,432 | 7,476 | 7,713 | (3) |
| Home equity | 43 | 43 | 45 | - |
| Automobile | - | - | - | - |
| Other consumer | 129 | 129 | 129 | - |
| Total impaired loans with no related allowance | $ 17,930 | $ 21,398 | $ 18,399 | $ (2) |
| | | | | |
| June 30, 2015, With an allowance recorded: | | | | |
| Commercial & industrial | $ - | $ - | $ - | $ - |
| Commercial mortgage | - | - | - | - |
| Commercial construction | - | - | - | - |
| Residential mortgage | - | - | - | - |
| Home equity | - | - | - | - |
| Automobile | - | - | - | - |
| Other consumer | - | - | - | - |
| Total impaired loans with no related allowance | $ - | $ - | $ - | $ - |
| | | | | |
| December 31, 2014, With no related allowance recorded: | | | | |
| Commercial & industrial | $ 1,738 | $ 3,432 | $ 2,955 | $ - |
| Commercial mortgage | 9,039 | 10,798 | 8,314 | - |
| Commercial construction | - | - | - | - |
| Residential mortgage | 8,179 | 8,231 | 8,244 | - |
| Home equity | 47 | 47 | 53 | - |
| Automobile | - | - | - | - |
| Other consumer | 106 | 110 | 134 | - |
| Total impaired loans with no related allowance | $ 19,109 | $ 22,618 | $ 19,700 | $ - |
| | | | | |
| December 31, 2014, With an allowance recorded: | | | | |
| Commercial & industrial | $ - | $ - | $ - | $ - |
| Commercial mortgage | - | - | - | - |
| Commercial construction | - | - | - | - |
| Residential mortgage | - | - | - | - |
| Home equity | - | - | - | - |
| Automobile | - | - | - | - |
| Other consumer | - | - | - | - |

| | | | | |
|---|---|---|---|---|
| Total impaired loans with no related allowance | $- | $- | $ - | $ - |

Impairment is measured on a loan-by-loan basis for commercial and real estate loans by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral (if the loan is collateral-dependent). Large groups of smaller-balance, homogeneous loans are collectively evaluated for impairment. The Bank performs direct write-downs of impaired loans with a charge to the allocated component of the allowance for loan losses, thereby reducing the allocated component of the allowance to zero at the end of each reporting period.

Troubled Debt Restructurings

In accordance with FASB's Accounting Standard Update No. 2011-02, "A Creditor's Determination of Whether a Restructuring is a Troubled Debt Restructuring" (ASU No. 2011-02), the Bank had $8.8 million of troubled debt restructurings (TDRs) as of June 30, 2015. The restructured loans recorded with the Bank have been modified for the purpose of alleviating temporary impairments to the borrower's financial condition. The modifications that the Bank has extended to borrowers have come in the form of a change in the amortization terms, reduction in the interest rate, and interest-only payments. The workout plan between the borrower and the Bank is designed to provide a bridge for cash flow shortfalls in the near term. As the borrower works through the near term issues, in most cases, the original contractual terms will be reinstated.

Additional information regarding performing and nonperforming TDRs at June 30, 2015 and December 31, 2014 is set forth in the following table:

| | | Pre-Modification | Post-Modification | Outstanding Balance | |
|---|---|---|---|---|---|
| | Number of Loans | Outstanding Recorded Investment | Outstanding Recorded Investment | June 30, 2015 | December 31, 2014 |
| | (Dollars in thousands) | | | | |
| Performing | | | | | |
| Residential mortgage | 1 | $ 35 | $ 35 | $ 22 | $ 832 |
| Commercial mortgage | 2 | 298 | 298 | 238 | 170 |
| Automobile | - | - | - | - | - |
| Consumer | - | - | - | - | - |
| Total Performing | 3 | 333 | 333 | 260 | 1,002 |
| Nonperforming | | | | | |
| Residential mortgage | - | $ - | $ - | $ - | $ - |
| Commercial mortgage | 12 | 15,735 | 14,420 | 8,527 | 8,895 |
| Automobile | - | - | - | - | - |
| Consumer | - | - | - | - | - |
| Total Nonperforming | 12 | $ 15,735 | $ 14,420 | $ 8,527 | $ 8,895 |
| Total Troubled Debt Restructurings (TDRs) | 15 | $ 16,068 | $ 14,753 | $ 8,787 | $ 9,897 |

Note 6 – Commitments and Contingencies

The Bank is involved in certain legal actions and claims that arise in the ordinary course of business. Management believes that, as a result of its legal defenses and insurance arrangements, none of these matters is expected to have a material adverse effect on the Bank's or the Company's financial position, results of operations or cash flows.

Note 7 – Minimum Regulatory Capital Requirements

The Bank is subject to various regulatory capital requirements administered by the United States federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Bank's and the Company's consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of their assets, liabilities and certain off-balance-sheet items, as calculated under regulatory accounting practices.

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios (set forth in the following table) of Total and Tier 1 capital (as defined in the regulations) to risk weighted assets (as defined) and of Tier 1 capital (as defined) to average assets (as defined). Management believes that, as of June 30, 2015, and December 31, 2014, the Bank met all capital adequacy requirements to which it is subject.

As of June 30, 2015, the most recent notification from the Federal Deposit Insurance Corporation categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, an institution must maintain minimum Total risk-based, Tier 1 risk-based and Tier 1 leverage ratios as set forth in the following table. Effective January 1, 2015, the minimum regulatory standards for Tier 1 risk weighted capital were increased from 4.00% to 6.00% to be deemed adequately capitalized and from 6.00% to 8.00% to be deemed well capitalized, and Bank of Guam continues to exceed the well capitalized standard in this measure.

Also effective January 1, 2015, a new capital adequacy standard was implemented. The new Common Equity Tier 1 Capital (to risk weighted assets) ratio was established to ensure that core common equity (excluding non-voting shares and preferred stock), a more narrow measure of capitalization, is sufficient to maintain the safety and soundness of financial institutions. The Bank also exceeds the well capitalized standard under this measure.

There are no conditions or events since the notification that management believes have changed the Bank's category. The Bank's actual capital amounts and ratios as of June 30, 2015, and December 31, 2014, are also presented in the table.

| | Actual Amount | Ratio | For Capital Adequacy Purposes Amount | Ratio | To Be Well Capitalized Under Prompt Corrective Action Provisions Amount | Ratio |
|---|---|---|---|---|---|---|
| At June 30, 2015: | | | | | | |
| Total capital (to Risk Weighted Assets) | $120,304 | 12.12% | $ 79,397 | 8.00 % | $ 99,247 | 10.00 % |
| Tier 1 capital (to Risk Weighted Assets) | $107,886 | 10.87% | $ 59,548 | 6.00 % | $ 79,397 | 8.00 % |
| Tier 1 capital (to Average Assets) | $107,886 | 7.07 % | $ 61,013 | 4.00 % | $ 76,266 | 5.00 % |
| Common Equity Tier 1 Capital (to Risk Weighted Assets) | $107,886 | 10.87% | $ 44,661 | 4.50 % | $ 64,510 | 6.50 % |
| | | | | | | |
| At December 31, 2014: | | | | | | |
| Total capital (to Risk Weighted Assets) | $114,606 | 11.83% | $ 77,504 | 8.00 % | $ 96,881 | 10.00 % |
| Tier 1 capital (to Risk Weighted Assets) | $102,486 | 10.58% | $ 38,752 | 4.00 % | $ 58,128 | 6.00 % |
| Tier 1 capital (to Average Assets) | $102,486 | 7.01 % | $ 58,520 | 4.00 % | $ 73,150 | 5.00 % |

Note 8 – Off-Balance-Sheet Activities

The Bank is a party to credit-related financial instruments with off-balance-sheet risk to meet the financing needs of its customers in the normal course of business. These financial instruments include commitments to extend credit, standby letters of credit, and commercial letters of credit. Such commitments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount reflected in the condensed consolidated financial statements.

The Bank's exposure to credit loss, in the event of nonperformance by the other parties to financial instruments for loan commitments and letters of credit, is represented by the contractual amount of these instruments. The Bank follows the same credit policies in making commitments and conditional obligations as it does for on-balance-sheet instruments.

A summary of financial instruments with off-balance-sheet risk at June 30, 2015, and December 31, 2014, is as follows:

| | June 30, 2015 | December 31, 2014 |
|---|---|---|
| Commitments to extend credit | $108,844 | $ 134,525 |
| Letters of credit: | | |
| Standby letters of credit | $47,495 | $ 48,451 |
| Other letters of credit | 6,673 | 2,684 |
| Total | $54,168 | $ 51,135 |

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. The commitments for some lines of credit may expire without being drawn upon. Therefore, the total commitment amounts do not necessarily represent future cash requirements. The Bank evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if it is deemed necessary by the Bank upon extension of credit, is based on management's credit evaluation of the customer.

Commercial and standby letters of credit are conditional commitments issued by the Bank to guarantee the performance of a customer to a third party or the shipment of merchandise from a third party. These letters of credit are primarily issued to support public and private borrowing arrangements. The majority of all letters of credit issued have expiration dates within one year. The credit risk involved in issuing letters-of-credit is essentially the same as that involved in extending loan facilities to customers, and similar credit underwriting standards are applied. The Bank generally holds collateral supporting those commitments.

The Bank considers its standby and other letters of credit to be payment guarantees. At June 30, 2015, the maximum undiscounted future payments that the Bank could be required to make for all outstanding letters of credit were $54.2 million. All of these arrangements mature within one year. The Bank has recourse to recover from the customer any amounts paid under these guarantees. Most of the guarantees are fully collateralized; however, several are unsecured. The Bank had not recorded any liabilities associated with these guarantees at June 30, 2015.

Note 9 – Income Taxes

We record an amount equal to the tax credits, tax loss carry-forwards and tax deductions ("tax benefits") that we believe will be available to us to offset or reduce the amounts of our income taxes in future periods as a deferred tax asset on our balance sheet. Under applicable federal and state income tax laws and regulations in the United States, such tax benefits will expire if not used within specified periods of time. Accordingly, the ability to fully use our deferred tax asset depends on the amount of taxable income that we generate during those time periods. At least once each year, or more frequently if warranted, we make estimates of future taxable income that we believe we are likely to generate during those future periods. If we conclude, on the basis of those estimates and the amount of the tax benefits available to us, that it is more likely than not that we will be able to fully utilize those tax benefits prior to their expiration, we recognize the deferred tax asset in full on our balance sheet. On the other hand, if we conclude on the basis of those estimates and the amount of the tax benefits available to us that it has become more likely than not that we will be unable to utilize those tax benefits in full prior to their expiration, then we would establish a (or increase any existing) valuation allowance to reduce the deferred tax asset on our balance sheet to the amount which we believe we are more likely than not to be able to utilize. Such a reduction is implemented by recognizing a non-cash charge that would have the effect of increasing the provision, or reducing any credit, for income taxes that we would otherwise have recorded in our statements of operations. The determination of whether and the extent to which we will be able to utilize our deferred tax asset involves significant management judgments and assumptions that are subject to period-to-period changes as a result of changes in tax laws, changes in the market, or economic conditions that could affect our operating results or variances between our actual operating results and our projected operating results, as well as other factors.

A valuation allowance of $2.3 million has been provided at June 30, 2015, to reduce the deferred tax asset because, in management's opinion, it is more likely than not that less than the entire amount will be realized. The portion of the deferred tax asset with valuation allowance is attributable to a net operating loss carry forward from the Bank's California operations. The benefit of the net operating loss has already been realized as a result of the Guam income tax code.

The difference between the effective income tax expense and the income tax expense computed at the Guam statutory rate was due to nontaxable interest income earned on loans to the Government of Guam for each of the years ended December 31, 2014 and 2013.

The Bank files income tax returns in Guam, the CNMI and the State of California. The Bank is no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations by tax authorities for years before 2008.

Note 10 – Fair Value of Assets and Liabilities

The Bank uses fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. In accordance with ASC Topic 820 "Fair Value Measurements and Disclosures", the fair value of a financial instrument 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. Fair value is best determined based upon quoted market prices. However, in many instances there are no quoted market prices for the Bank's various financial instruments. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the instrument. The fair value guidance of ASC Topic 820 provides a consistent definition of fair value, which focuses on exit price in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under then-current market conditions. If there has been a significant decrease in the volume and level of activity for the asset or liability, a change in valuation technique or the use of multiple valuation techniques may be appropriate. In such instances, determining the price at which willing market participants would transact at the measurement date under then-current market conditions depends on the facts and circumstances, and requires the use of significant judgment. The fair value is a reasonable point within the range that is most representative of fair value under then-current market conditions.

Fair Value Hierarchy

In accordance with the guidance of ASC Topic 820, the Bank groups its financial assets and financial liabilities generally measured at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value.

Level 1: Valuation is based on quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. Level 1 assets and liabilities generally include debt and equity securities that are traded in an active exchange market, as well as certain U.S. Treasury securities that are highly liquid and are actively traded in over-the-counter markets. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

Level 2: Valuation is based on inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. The valuation may be based on quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the asset or liability, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

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

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

Financial assets measured at fair value on a recurring basis as of June 30, 2015, and December 31, 2014, are as follows:

| | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Total |
|---|---|---|---|---|
| At June 30, 2015 | | | | |
| U.S. treasury notes and bonds | $ 112,384 | $ - | $ - | $112,384 |
| U.S. government agency pool securities | - | 44,835 | - | 44,835 |
| U.S. government agency or GSE | - | 65,690 | - | 65,690 |
| Other assets: | | | | |
| MSRs | - | - | 1,488 | 1,488 |
| Total assets | $ 112,384 | $ 110,525 | $ 1,488 | $224,397 |
| | | | | |
| At December 31, 2014 | | | | |
| U.S. treasury notes and bonds | $ 55,512 | $ - | $ - | $55,512 |
| U.S. government agency and sponsored enterprise (GSE) debt securities | - | 45,053 | - | 45,053 |
| U.S. government agency pool securities | - | 49,871 | - | 49,871 |
| U.S. government agency or GSE | - | 80,121 | - | 80,121 |
| Other assets: | | | | |
| MSRs | - | - | 1,405 | 1,405 |
| Total assets | $ 55,512 | $ 175,045 | $ 1,405 | $231,962 |

There were no liabilities measured at fair value on a recurring basis as of June 30, 2015, and December 31, 2014.

During the periods ended June 30, 2015, and December 31, 2014, the changes in Level 3 assets measured at fair value on a recurring basis are as follows:

| | June 30, 2015 | December 31, 2014 |
|---|---|---|
| Beginning balance | $1,405 | $ 1,354 |
| Additions | 183 | 134 |
| Payoffs | (100 ) | (83 ) |
| Ending balance | $1,488 | $ 1,405 |

The valuation technique used for Level 3 assets in this category is their discounted cash flow. Inputs considered in determining Level 3 pricing include the anticipated prepayment rates, default rates, and the loss severity given a future default. Significant increases or decreases in any of those inputs in isolation would result in a significantly lower or higher fair value measurement. In general, a change in the assumption of the probability of default is accompanied by a directionally similar change in the assumption used for the loss severity in an event of default.

The MSRs are priced with a discount rate composed of two components: a risk-free rate plus a risk premium. Future income is assumed to be received on active loans in line with the outstanding balance each month, multiplied by the difference between the parent and investor interest rates (the “spread”). For most of the mortgage loans serviced, the spread is 0.375%. We have discounted income net of expenses and tax for each month of the projection. We used a yield curve built up using the Capital Asset Pricing Model (“CAPM”) approach. We have used a risk-free rate based on U.S. Federal Government zero coupon bond yields at the valuation date (with a term appropriate to the future income from the loan portfolio), an assumed risk premium of 6.0% per annum and a beta of 1.0.

There were no transfers into or out of the Bank’s Level 3 financial assets for the periods ended June 30, 2015, and December 31, 2014.

Fair Value on a Nonrecurring Basis

Under certain circumstances, the Bank makes adjustments to fair value for assets and liabilities even though they are not measured at fair value on an ongoing basis. The following table presents the financial instruments carried on the consolidated statements of condition by caption and by level in the fair value hierarchy at June 30, 2015, and December 31, 2014, for which a nonrecurring change in fair value has been recorded:

| | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Total |
|---|---|---|---|---|
| June 30, 2015 | | | | |
| Financial assets: | | | | |
| Loans, net | | | | |
| Impaired loans | $ - | $ - | $ 131 | $131 |
| | | | | |
| Other assets | | | | |
| Other real estate owned | $ - | $ - | $ 3,706 | $3,706 |
| | | | | |
| December 31, 2014 | | | | |
| Financial assets: | | | | |
| Loans, net | | | | |
| Impaired loans | $ - | $ - | $ 140 | $140 |
| | | | | |
| Other assets | | | | |
| Other real estate owned | $ - | $ - | $ 4,454 | $4,454 |

During the quarter ended June 30, 2015, one loan was identified as being collateral deficient in the amount of $3.0 thousand from its carrying value of $133.0 thousand and was charged down. The fair value of loans subject to write downs are estimated using the appraised value of the underlying collateral, discounted as necessary due to management's estimates of changes in economic conditions, less the estimated costs of selling the assets.

Additionally, the Bank also makes adjustments to nonfinancial assets and liabilities even though they are not measured at fair value on an ongoing basis. The Bank does not have nonfinancial assets or liabilities for which a nonrecurring change in fair value has been recorded during the periods ended June 30, 2015, and December 31, 2014.

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

Cash and Cash Equivalents

The carrying amount of cash and short-term instruments approximates fair value based on the short-term nature of the assets.

Interest-Bearing Deposits in Banks

Fair values for other interest-bearing deposits are estimated using discounted cash flow analyses based on current interest rates or yields for similar types of deposits.

Federal Home Loan Bank Stock

The Bank is a member of the Federal Home Loan Bank of Des Moines (“FHLB”). As members, we are required to own stock of the FHLB, the amount of which is based primarily on the level of our borrowings from that institution. We also have the right to acquire additional shares of stock in the FHLB; however, to date, we have not done so. The fair value of the FHLB stock is equal to its respective carrying amount, is classified as restricted securities and is periodically evaluated for impairment based on our assessment of the ultimate recoverability of our investment in that stock. Any cash or stock dividends paid to us on such stock are reported as income.

Investment Securities

When quoted prices are available in an active market, the Bank classifies the securities within Level 1 of the valuation hierarchy. Level 1 securities include highly liquid U.S. Government debt and equity securities.

If quoted market prices are not available, the Bank estimates fair values using pricing models and discounted cash flows that consider standard input factors such as observable market data, benchmark yields, interest rate volatilities, broker/dealer quotes, and credit spreads. Examples of such instruments, which would generally be classified within Level 2 of the valuation hierarchy, include U.S. GSE obligations, corporate bonds, and other securities. Mortgage-backed securities are included in Level 2 if observable inputs are available. In certain cases where there is limited activity or less transparency around inputs to the valuation, the Bank would classify those securities in Level 3. At June 30, 2015, and December 31, 2014, the Bank did not have any Level 3 investment securities.

Loans

For variable-rate loans that re-price frequently and with no significant change in credit risk, fair values are based on carrying values. Fair values for other loans are estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. Fair values for nonperforming loans are estimated using discounted cash flow analyses or underlying collateral values, where applicable.

Mortgage Servicing Rights

The fair value of MSRs is determined using models which depend on estimates of prepayment rates and resultant weighted average lives of the MSRs and option-adjusted interest rate spread levels. MSRs are classified in Level 3.

Deposit Liabilities

The fair values disclosed for demand deposits (for example, interest and non-interest checking, passbook savings and certain types of money market accounts) are, by definition, equal to the amount payable on demand at the reporting date (that is, their carrying amounts). Fair values for fixed-rate certificates of deposit are estimated using a discounted cash flow calculation that applies current market interest rates on comparable instruments to a schedule of aggregated expected monthly maturities on time deposits.

Short-Term Borrowings

The carrying amounts of federal funds purchased and Federal Home Loan Bank (FHLB) advances maturing within ninety days approximate their fair values.

Long-Term Borrowings

The fair value of FHLB advances maturing after ninety days is determined based on expected present value techniques using current market interest rates for advances with similar terms and remaining maturities.

Accrued Interest

The carrying amount of accrued interest approximates fair value.

Off-Balance Sheet Commitments and Contingent Liabilities

Management does not believe it is practicable to provide an estimate of fair value for off-balance sheet commitments or contingent liabilities because of the uncertainty involved in attempting to assess the likelihood and timing of a commitment being drawn upon, coupled with a lack of an established market for these instruments and the wide diversity of fee structures.

Fair Value of Other Financial Instruments

The estimated fair values of the Bank's other financial instruments, excluding those assets recorded at fair value on a recurring basis on the Bank's consolidated statements of condition, are as follows:

| | | Estimated fair value | | |
|---|---|---|---|---|
| | Carrying Amount | Level 1 | Level 2 | Level 3 |
| June 30, 2015 | (Dollars in thousands) | | | |
| Financial assets: | | | | |
| Cash and cash equivalents | $106,507 | $106,507 | $- | $- |
| Restricted cash | 400 | 400 | - | - |
| Federal Home Loan Bank stock | 1,762 | - | 1,762 | - |
| Investment securities held-to-maturity | 104,192 | - | 106,108 | - |
| Loans | 1,021,130 | - | - | 1,012,330 |
| Total | $1,233,991 | $106,907 | $107,870 | $1,012,330 |
| | | | | |
| Financial liabilities: | | | | |
| Deposits | 1,400,654 | - | - | 1,400,223 |
| Total | $1,400,654 | $- | $- | $1,400,223 |
| | | | | |
| December 31, 2014 | (Dollars in thousands) | | | |
| Financial assets: | | | | |
| Cash and cash equivalents | $105,908 | $105,908 | $- | $- |
| Restricted cash | 400 | 400 | - | - |
| Federal Home Loan Bank stock | 2,067 | - | 2,067 | - |
| Investment securities held-to-maturity | 105,280 | - | 107,008 | - |
| Loans | 967,393 | - | - | 964,171 |
| Total | $1,181,048 | $106,308 | $109,075 | $964,171 |
| | | | | |
| Financial liabilities: | | | | |
| Deposits | $1,355,514 | $- | $- | $1,346,624 |
| Total | $1,355,514 | $- | $- | $1,346,624 |

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

The following discussion provides information about the results of operations, financial condition, liquidity, and capital resources of the Company and its wholly-owned subsidiary, the Bank. This information is intended to facilitate the understanding and assessment of significant changes and trends related to our financial condition and the results of operations. This discussion and analysis should be read in conjunction with our condensed consolidated financial statements and the accompanying notes presented elsewhere in this Quarterly Report.

### Overview

BankGuam Holding Company (the "Company") is a Guam corporation organized on October 29, 2010, to act as a holding company of Bank of Guam (the "Bank"), a 23-branch bank serving the communities in Guam, the Commonwealth of the Northern Mariana Islands (CNMI), the Federated States of Micronesia (FSM), the Republic of the Marshall Islands (RMI), the Republic of Palau (ROP), and San Francisco, California. On August 15, 2011, the Company acquired all of the outstanding common stock of the Bank in a holding company formation transaction.

Other than holding the shares of the Bank, the Company conducts no significant activities, although it is authorized, with the prior approval of its principal regulator, the Board of Governors of the Federal Reserve System, to engage in a variety of activities related to the business of banking. Currently, substantially all of the Company's operations are conducted and substantially all of the assets are owned by the Bank, which accounts for substantially all of our consolidated revenues, expenses and operating income. The Bank's headquarters is located in Hagåtña, Guam, and the Bank provides a variety of financial services to individuals, businesses and government entities through its branch network. The Bank's primary deposit products are demand deposits, savings and time certificates of deposit, and its primary lending products are consumer, commercial and real estate loans. The Bank also provides many other financial services to its customers.

### Summary of Operating Results

The following table provides unaudited comparative information with respect to our results of operations for the three- and six-month periods ended June 30, 2015 and 2014, respectively:

| (unaudited) | Three Months Ended June 30, | | | Six Months Ended June 30, | | |
|---|---|---|---|---|---|---|
| (dollars in thousands) | 2015 | 2014 | % | 2015 | 2014 | % |

| | Amount | Amount | Change | | Amount | Amount | Change | |
|---|---|---|---|---|---|---|---|---|
| Interest income | $17,465 | $16,500 | 5.8 | % | 34,320 | $32,730 | 4.9 | % |
| Interest expense | 456 | 1,210 | -62.3 | % | 973 | 2,384 | -59.2 | % |
| Net interest income before provision for loan losses | 17,009 | 15,290 | 11.2 | % | 33,347 | 30,346 | 9.9 | % |
| Provision for loan losses | 1,125 | 900 | 25.0 | % | 2,250 | 1,800 | 25.0 | % |
| Net interest income after provision for loan losses | 15,884 | 14,390 | 10.4 | % | 31,097 | 28,546 | 8.9 | % |
| Non-interest income | 2,410 | 2,496 | -3.4 | % | 4,547 | 4,964 | -8.4 | % |
| Non-interest expense | 14,835 | 14,001 | 6.0 | % | 28,794 | 27,622 | 4.2 | % |
| Income before income taxes | 3,459 | 2,885 | 19.9 | % | 6,850 | 5,887 | 16.4 | % |
| Income tax expense | 793 | 838 | -5.4 | % | 1,697 | 1,713 | -0.9 | % |
| Net income | $2,666 | $2,047 | 30.2 | % | $5,153 | $4,174 | 23.5 | % |
| | | | | | | | | |
| Net income per common share | | | | | | | | |
| Basic net income | $0.30 | $0.23 | | | $0.58 | $0.47 | | |
| Diluted net income | $0.30 | $0.23 | | | $0.58 | $0.47 | | |

As the above table indicates, our net income increased in the three months ended June 30, 2015, as compared to the corresponding period in 2014. In the three months ended June 30, 2015, we recorded net income after taxes of $2.7 million, an increase of $619 thousand (or 30.2%) as compared to the same period in 2014. These results were most significantly impacted by: (i) higher net interest income, which increased by $1.7 million, partially offset by a decrease of $86 thousand in non-interest income; and, (ii) an increase of $834 thousand in non-interest expense. The increase in net interest income was due to an increase in total interest income of $965 thousand, generated primarily by an increase of $1.3 million in earnings on our loan portfolio, and the reduction in total interest expense by $754 thousand that resulted from paying lower interest rates on money market and savings accounts. The increase in non-interest expenses in the three months ended June 30, 2015, as compared to the same period in 2014, was largely attributed to an increase in salaries and employee benefits expenses, which went up by $356 thousand, and an increase of $216 thousand in expenses associated with our other real estate owned.

In the six months ended June 30, 2015, we had an increase in net income after taxes of $979 thousand (or 23.5%) compared to the same period in 2014. The increase was primarily due to an increase in our net interest income of $3.0 million, partially offset by a decrease of $417 thousand in non-interest income and an increase of $1.2 million in non-interest expenses. The increase in net interest income was composed of an increase in interest income, primarily the result of a $2.1 million rise in revenues from our loan portfolio, supplemented by a reduction of $1.4 million in interest expense that resulted from lowering the interest rate paid on savings and money market accounts. The decrease in non-interest income was primarily caused by $817 thousand less in income from merchant services and a $201 thousand reduction in service charges and fees, partially offset by an increase of $614 thousand in cardholder income. The increase in non-interest expenses resulted from higher salaries and employee benefits, which grew by $636 thousand during the first six months of 2015 in comparison to the same period in 2014, a rise of $227 thousand in expenses associated with other real estate owned and an increase of $208 thousand in training and education expenses.

The following table shows the increase in our net interest margin and indicates the impact that the increase in our operating results in the three- and six-month periods ended June 30, 2015 and 2014, respectively, had on our annualized returns on average assets and average equity during those periods, as compared to the first three and six months of 2014:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2015 | 2014 | 2015 | 2014 |
| Net interest margin | 4.64 % | 4.35 % | 4.64 % | 4.49 % |
| Return on average assets | 0.69 % | 0.56 % | 0.68 % | 0.59 % |
| Return on average equity | 10.09 % | 8.45 % | 9.84 % | 8.72 % |

Critical Accounting Policies

The Company's significant accounting policies are set forth in Note 2 in the Notes to the Company's Annual Report on Form 10-K for 2014 filed with the SEC on March 17, 2015, and Note 2 of Item 1 in this report. Our unaudited condensed consolidated financial statements are prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP") and general practices in the banking industry. Certain of those accounting policies are considered critical accounting policies because they require us to make assumptions and judgments regarding circumstances or trends that could affect the carrying values of our material assets, such as assumptions regarding economic conditions or trends that could impact our ability to fully collect our outstanding loans or ultimately realize the carrying values of certain of our other assets, such as securities that are available for sale. If adverse changes were to occur in the events, trends or other circumstances on which our assumptions or judgments have been based, or other unanticipated events were to happen that might affect our operating results, it could become necessary under GAAP for us to reduce the carrying values of the affected assets on our Statement of Condition. In addition, because reductions in the carrying values of assets are sometimes effectuated by or require charges to income, such reductions also may have the effect of reducing our income. The following is a brief description of the Company's current accounting policies involving significant valuation judgments:

Loans and Interest on Loans

Loan receivables that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are reported at their outstanding unpaid principal balances, reduced by any charge-offs of specific valuation allowances and net of any deferred fees or costs on originated loans, or unamortized premiums or discounts on purchased loans. Loan origination fees and certain direct origination costs are capitalized and recognized as an adjustment in income over the life of the related loan.

Loans on which the accrual of interest has been discontinued are designated as non-accruing loans. The accrual of interest on loans is discontinued when principal and/or interest is past due 90 days or more based on the contractual terms of the loan and/or when, in the opinion of management, there is a reasonable doubt as to collectability, unless such loans are well-collateralized and in the process of collection. When loans are placed in non-accrual status, all interest previously accrued but not collected is reversed as a charge against current period interest income. Subsequent payments received on such loans are generally applied as a reduction to the loan principal balance, unless the likelihood of further loss is remote whereby cash interest payments may be recorded during the time the loan is on non-accrual status. Interest accruals are resumed on such loans only when they are brought current with respect to interest and principal and when, in the judgment of management, all remaining principal and interest is estimated to be fully collectible, there has been at least six months of sustained repayment performance since the loan was placed on non-accrual, and/or management believes, based on current information, that such loan is no longer impaired.

Management considers a loan to be impaired when, based on current information and events, it is probable that the Bank will be unable to collect all of the amounts due according to the contractual terms of the loan agreement. Measurement of impairment is based on the expected future cash flows of an impaired loan, which are discounted at the loan’s original effective interest rate, or measured by reference to an observable market value, if one exists, or the fair value of the collateral for a collateral-dependent loan. The Bank performs direct write-downs of impaired loans with a charge to the allocated component of the allowance for loan losses, thereby reducing the allocated component of the allowance to zero at the end of each reporting period.

Allowance for Loan Losses

The Bank maintains its allowance for loan losses at a level which, in management’s judgment, is adequate to absorb credit losses inherent in the loan portfolio as of the balance sheet date. The amount of the allowance is based on management’s periodic evaluation of the collectability of the loan portfolio, including the nature and volume of the portfolio, credit concentrations, trends in historical loss experience, the level of certain classified and impaired loans, and economic conditions and the related impact on specific borrowers that may affect the borrower’s ability to repay. The allowance is increased by provisions for loan losses, which are charged against net interest earnings, and reduced by charge-offs, net of recoveries. Changes in the allowance relating to impaired loans are charged or credited to the allowance for loan losses. Because of uncertainties in the estimation process, management’s estimate of credit losses inherent in the loan portfolio and the related allowance may change.

Other Real Estate Owned

Real estate and other property acquired in full or partial settlement of loan obligations is referred to as other real estate owned (“OREO”). OREO is originally recorded in the Bank’s unaudited condensed financial statements at the lower of the carrying amount of the loan or the fair value of the collateral property, less any estimated costs to sell the underlying assets. When property is acquired through foreclosure or surrendered in lieu of foreclosure, the Bank measures the fair value of the property acquired against its recorded investment in the loan. If the fair value of the property at the time of acquisition is less than the recorded investment in the loan, the difference is charged to the allowance for loan losses. Any subsequent fluctuations in the fair value of the OREO are recorded against a valuation allowance for other real estate owned, established through a charge to non-interest expense. All related operating or maintenance costs are charged to non-interest expense as incurred. Any subsequent gains or losses on the sale of OREO are recorded in other income or expense as incurred.

Investment Securities

In accordance with U.S. GAAP, securities are classified in three categories and accounted for as follows: (i) securities that the Bank has the intent and ability to hold to maturity are classified as "held-to-maturity" and are measured at amortized cost; (ii) securities bought and held principally for the purpose of selling in the near term are classified as "trading" securities and are measured at fair value, with unrealized gains and losses reflected in earnings; and, (iii) securities not classified as either held-to-maturity or trading are classified as "available-for-sale" securities and are measured at fair value, with unrealized gains and losses, net of applicable taxes, reported as a separate component of stockholders' equity. Where available, the fair values of available-for-sale securities are based on quoted market prices. If quoted market prices are not available, fair values are estimated from the quoted prices of similar instruments or through the use of other observable data supporting a valuation model. Gains and losses on sales of investment securities are determined on the specific identification method. Premiums and discounts are amortized or accreted using the interest method over the expected lives of the related securities. The Bank does not hold securities for trading purposes.

Results of Operations

Net Interest Income

Net interest income, the primary component of the Bank's income, refers to the difference between the interest earned on loans, investment securities and other interest-earning assets, and the interest paid on deposits and other borrowed funds. Our interest income and interest expense are affected by a number of factors, some of which are outside of our control, including national and local economic conditions, the monetary policies of the Federal Reserve's Open Market Committee which affect interest rates, competition in the marketplace for loans and deposits, the demand for loans and the ability of borrowers to meet their payment obligations. Net interest income, when expressed as a percentage of average earning assets, is a banking organization's "net interest margin".

The following table sets forth our interest income, interest expense and net interest income, and our annualized net interest margin for the three- and six-month periods ended June 30, 2015 and 2014, respectively:

| | Three months ended June 30, | | | Six months ended June 30, | | |
|---|---|---|---|---|---|---|
| | 2015 | 2014 | % | 2015 | 2014 | % |
| (dollars in thousands) | Amount | Amount | Change | Amount | Amount | Change |
| Interest income | $17,465 | $16,500 | 5.85 % | $34,320 | $32,730 | 4.86 % |
| Interest expense | 456 | 1,210 | -62.31 % | 973 | 2,384 | -59.19 % |
| Net interest income | $17,009 | $15,290 | 11.24 % | $33,347 | $30,346 | 9.89 % |
| Net interest margin | 4.64 % | 4.35 % | 0.29 % | 4.64 % | 4.49 % | 0.14 % |

Net interest income increased by 11.2% for the three months ended June 30, 2015, as compared to the corresponding period in 2014.

For the three months ended June 30, 2015, net interest income rose by $1.7 million as compared to the same period in 2014. Total interest income increased by $965 thousand, principally because of a $1.3 million increase in interest earned on loans, partially offset by a $303 thousand decrease in interest income from securities investments. Net interest income also increased as the result of a $754 thousand decrease in total interest expense that was almost entirely due to a decrease of $750 thousand in the interest paid on money market and savings account deposits after the Bank reduced the interest rates that it pays on those accounts.

During the first six months of 2015, net interest income increased by $3.0 million in comparison to the first six months of 2014, composed of an increase of $2.1 million in earnings from our loan portfolio, partially offset by a decrease of $474 thousand in income from our investment securities portfolio, and supplemented by the $1.4 million (59.2%) decrease in interest expense that resulted from a reduction in the interest rates that we paid on savings, money market and time deposit accounts.

Average Balances

Distribution, Rate and Yield

The following table sets forth information regarding our average balance sheet, annualized yields on interest-earning assets and interest rates on interest-bearing liabilities, the interest rate spread and the interest rate margin for the three- and six-month periods ended June 30, 2015 and 2014:

| | Three Months Ended June 30, | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | 2015 | | | | 2014 | | | |
| | Average Balance | Interest Earned/Paid | Average Yield/Rate | | Average Balance | Interest Earned/Paid | Average Yield/Rate | |
| Interest earning assets: | | | | | | | | |
| Short term investments[1] | $96,479 | $ 51 | 0.21 | % | $132,673 | $ 72 | 0.22 | % |
| Federal Funds sold | - | - | 0.00 | % | 5,000 | 2 | 0.13 | % |
| Investment Securities[2] | 340,819 | 1,147 | 1.35 | % | 374,515 | 1,450 | 1.55 | % |
| Loans[3] | 1,029,312 | 16,267 | 6.32 | % | 893,510 | 14,976 | 6.70 | % |
| Total earning assets | 1,466,610 | 17,465 | 4.76 | % | 1,405,698 | 16,500 | 4.70 | % |
| Noninterest earning assets | 69,499 | | | | 69,897 | | | |
| Total Assets | $1,536,109 | | | | $1,475,595 | | | |
| Interest-bearing liabilities: | | | | | | | | |
| Interest-bearing checking accounts | $154,830 | $ 43 | 0.11 | % | $147,502 | $ 42 | 0.11 | % |
| Money market and savings accounts | 806,279 | 371 | 0.18 | % | 816,457 | 1,125 | 0.55 | % |
| Certificates of deposit | 54,026 | 42 | 0.31 | % | 49,427 | 43 | 0.35 | % |
| Total interest-bearing liabilities | 1,015,135 | 456 | 0.18 | % | 1,013,386 | 1,210 | 0.48 | % |
| Non-interest bearing liabilities | 415,250 | | | | 365,315 | | | |
| Total Liabilities | 1,430,385 | | | | 1,378,701 | | | |
| Stockholders' equity | 105,724 | | | | 96,894 | | | |
| Total Liabilities and Stockholders' Equity | $1,536,109 | | | | $1,475,595 | | | |
| | | | | | | | | |
| Net interest income | | $ 17,009 | | | | $ 15,290 | | |
| | | | | | | | | |
| Interest rate spread | | | 4.58 | % | | | 4.22 | % |
| Net interest margin | | | 4.64 | % | | | 4.35 | % |

| | Six Months Ended June 30, | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | 2015 | | | | 2014 | | | |
| | Average Balance | Interest Earned/Paid | Average Yield/Rate | | Average Balance | Interest Earned/Paid | Average Yield/Rate | |
| Interest earning assets: | | | | | | | | |
| Short term investments[1] | $98,713 | $ 87 | 0.18 | % | $119,581 | $ 115 | 0.19 | % |
| Federal Funds sold | 2,500 | 2 | 0.13 | % | 5,000 | 3 | 0.13 | % |
| Investment Securities[2] | 322,505 | 2,224 | 1.38 | % | 341,738 | 2,698 | 1.58 | % |
| Loans[3] | 1,014,482 | 32,007 | 6.31 | % | 884,591 | 29,914 | 6.76 | % |
| Total earning assets | 1,438,200 | 34,320 | 4.77 | % | 1,350,910 | 32,730 | 4.85 | % |
| Noninterest earning assets | 69,181 | | | | 74,174 | | | |
| Total Assets | $1,507,381 | | | | $1,425,084 | | | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Interest-bearing liabilities: | | | | | | | | |
| Interest-bearing checking accounts | $148,952 | $ 84 | 0.11 | % | $138,687 | $ 77 | 0.11 | % |
| Money market and savings accounts | 791,594 | 806 | 0.20 | % | 785,308 | 2,215 | 0.56 | % |
| Certificates of deposit | 52,897 | 83 | 0.31 | % | 49,894 | 92 | 0.37 | % |
| Total interest-bearing liabilities | 993,443 | 973 | 0.20 | % | 973,889 | 2,384 | 0.49 | % |
| Non-interest bearing liabilities | 409,250 | | | | 355,409 | | | |
| Total Liabilities | 1,402,693 | | | | 1,329,298 | | | |
| Stockholders' equity | 104,688 | | | | 95,786 | | | |
| Total Liabilities and Stockholders' Equity | $1,507,381 | | | | $1,425,084 | | | |
| | | | | | | | | |
| Net interest income | | $ 33,347 | | | | $ 30,346 | | |
| | | | | | | | | |
| Interest rate spread | | | 4.58 | % | | | 4.36 | % |
| Net interest margin | | | 4.64 | % | | | 4.49 | % |

(1) Short term investments consist of interest-bearing deposits that we maintain with other financial institutions.
(2) Includes all investment securities in the Available-for-Sale and the Held-to-Maturity classifications.
(3) Loans include the average balance of non-accrual loans.

For the three months ended June 30, 2015, our total average earning assets increased by $60.9 million as compared to the same period in 2014, attributed mostly to the $135.8 million increase in our average loan portfolio, partially offset by the $36.2 million decrease in average short term investments and the $33.7 million decrease in our investment securities portfolio. The overall year-over-year growth in our average earning assets was the result of continued growth in our deposit base and an increase in non-interest bearing liabilities. In the three month period ended June 30, 2015, average total interest-bearing liabilities increased by $1.7 million in comparison to the second quarter of 2014, comprised of an increase in average interest-bearing checking accounts by $7.3 million, and a $4.6 million increase in interest-bearing certificates of deposit, partially offset by the $10.2 million decrease in average interest-bearing money market and savings accounts that resulted from a reduction in the interest rate paid on those accounts. The increase of $49.9 million in non-interest bearing liabilities resulted in an overall increase of $51.7 million in average total liabilities. During the second quarter of 2015, average stockholders' equity increased by $8.8 million in comparison to the year-earlier period.

Our net interest rate spread increased by 0.37% and our net interest margin increased by 0.29% in the three months ended June 30, 2015, as compared to the same period in 2014. The increase in our interest rate spread is primarily attributed to the 0.30% decrease in the average cost of interest-bearing liabilities, predominantly due to the decrease of 0.37% in the average cost of money market and savings accounts. The decrease in our cost of funds was supplemented by the 0.7% increase in our yield on earning assets. Despite a decrease in yields on each category of interest earning assets, the growth in the loan portfolio, which carries a higher return than the other categories, resulted in that overall increase. The 0.29% increase in our net interest margin resulted from the 11.25% increase in our net interest income exceeding the 4.33% increase in our total interest-earning assets.

In the six months ended June 30, 2015, our total average earning assets increased by $87.3 million, or 6.5%, from the year-earlier period due to a $129.9 million increase in our average loan portfolio, which was partially offset by a reduction of $20.9 million in our average short term investments, a decrease of $19.2 million in our average investment securities portfolio and the elimination of $2.5 million in our average Federal Funds sold. The increase in the loan portfolio was partially funded by the liquidation of those other interest earning assets, supplemented by increases of $19.6 million in average interest-bearing liabilities and $53.8 million in average non-interest bearing liabilities. The increases in average interest-bearing and non-interest bearing liabilities combined for an increase of $73.4 million in average total liabilities, while the remainder of the $82.3 million increase in average total assets resulted in an $8.9 million increase in average stockholders' equity during the first half of 2015 when compared to the first half of 2014.

Our interest rate spread and our net interest margin were 0.22% and 0.14% higher, respectively, during the first six months of 2015 than during the year-earlier period. The increase in the interest rate spread was the result of the interest rate on average total interest-bearing liabilities falling further than the yield on average total earning assets (down 0.29% and 0.07%, respectively), which was primarily due to the 0.36% reduction in interest rates on average money market and savings accounts. The increase in our net interest margin during the first half of 2015 compared to a year earlier was due to our net interest income rising faster than our average earning assets, at 9.88% versus 6.46%, respectively.

Provision for Loan Losses

We maintain allowances to provide for possible loan losses that occur from time to time as an incidental part of the banking business. As more fully discussed in Note 5 of the notes to the unaudited condensed consolidated financial statements in Item 1 of this Quarterly Report Form 10-Q, an allowance for loan losses has been established by management in order to provide for those loans, which for a variety of reasons, may not be repaid in their entirety. The allowance is maintained at a level considered by management to be adequate to provide for probable losses during the holding period of the loan and is based on methodologies applied on a consistent basis with the prior year. Management's review of the adequacy of the allowance includes, among other things, loan growth, changes in the composition of the loan portfolio, an analysis of past loan loss experience and management's evaluation of the loan portfolio under current economic conditions.

The allowance for loan losses is based on estimates, and ultimate losses will vary from current estimates. The Bank recognizes that credit losses will be experienced and the risk of loss will vary with, among other things: general economic conditions; the type of loan being made; the credit worthiness of the borrower over the term of the loan; and, in the case of a collateralized loan, the quality of the collateral for such loan. The allowance for loan losses represents the Bank's best estimate of the allowance necessary to provide for probable losses in the portfolio as of the balance sheet date.

If management determines that it is necessary to increase the allowance for loan losses, a provision for loan losses is taken from current income and assigned to the allowance. For the three-month period ended June 30, 2015, the Bank's provision for loan losses was $1.1 million, which was $225 thousand higher than during the corresponding period of 2014. Management believes that the provision for loan losses was sufficient to provide for the incremental adjustment to the risk of loss inherent with the increase in our gross loan portfolio by $54.6 million, from $982.3 million at December 31, 2014, to $1.0 billion at June 30, 2015. By comparison, we recorded net loan charge-offs of $730 thousand for the three-month period and $1.4 million for the six-month period ended June 30, 2015, and the allowance for loan losses at June 30, 2015, stood at $13.4 million or 1.29% of total gross loans outstanding as of the balance sheet date. During the six months ended June 30, 2015, the Bank's provision for loan losses was $2.3 million, $450 thousand higher than in the corresponding period of 2014, based upon the $54.6 million increase in the Bank's loan portfolio during the first half of 2015. See "Analysis of Allowance for Loan Losses" in the Financial Condition Section of Management's Discussion and Analysis of Financial Condition and Results of Operations.

Non-Interest Income

The table below represents the major components of non-interest income and the changes therein for the three- and six-month periods ended June 30, 2015 and 2014.

| | Three Months Ended June 30, | | | | Six Months Ended June 30, | | | |
|---|---|---|---|---|---|---|---|---|
| | 2015 Amount | 2014 Amount | Amount Change | Percent Change | 2015 Amount | 2014 Amount | Amount Change | Percent Change |
| (dollars in thousands) | | | | | | | | |
| Non-Interest Income | | | | | | | | |
| Service charges and fees | $1,137 | $1,247 | $(110) | -8.8% | $2,155 | $2,356 | $(201) | -8.5% |
| Investment securities gains (losses), net | 5 | - | 5 | 0.0% | (29) | - | (29) | 0.0% |
| Income from merchants | 77 | 487 | (410) | -84.2% | 145 | 1,016 | (871) | -85.7% |
| Income from cardholders | 340 | 2 | 338 | 16900.0% | 723 | 109 | 614 | 563.3% |
| Trustee fees | 162 | 99 | 63 | 63.6% | 232 | 152 | 80 | 52.6% |
| Other income | 689 | 661 | 28 | 4.2% | 1,321 | 1,331 | (10) | -0.8% |
| Total Non-Interest Income | $2,410 | $2,496 | $(86) | -3.4% | $4,547 | $4,964 | $(417) | -8.4% |

For the three months ended June 30, 2015, non-interest income totaled $2.4 million, which represented a decrease of $86 thousand as compared to the same period in 2014. The decline is primarily attributed to the $410 thousand decrease in net income from merchants that resulted from an increase in network costs without a corresponding increase in merchant revenues, and a $110 thousand decrease in service charges and fees, which were partially offset by a $338 thousand increase in our income from cardholders, which was primarily due to a decrease in card processing fees.

For the six months ended June 30, 2015, total non-interest income was $4.5 million, a decrease of $417 thousand from the same period in 2014. This decrease was the result of a drop of $871 thousand in income from merchants and $201 thousand less in service charges and fees, partially offset by the $614 thousand increase in income from cardholders.

Non-interest Expense

The table below represents the major components of non-interest expense and the changes for the three- and six-month periods ended June 30, 2015 and 2014.

| | Three Months Ended June 30, | | | | Six Months Ended June 30, | | | |
|---|---|---|---|---|---|---|---|---|
| | 2015 Amount | 2014 Amount | Amount Change | Percent Change | 2015 Amount | 2014 Amount | Amount Change | Percent Change |
| (dollars in thousands) | | | | | | | | |
| Non-Interest Expense: | | | | | | | | |
| Salaries & employee benefits | $7,010 | $6,654 | $ 356 | 5.35 % | $13,807 | $13,171 | $ 636 | 4.83 % |
| Occupancy | 1,654 | 1,691 | (37) | -2.19 % | 3,300 | 3,363 | (63) | -1.87 % |
| Depreciation | 1,688 | 1,587 | 101 | 6.36 % | 3,169 | 3,118 | 51 | 1.64 % |
| Insurance | 439 | 421 | 18 | 4.28 % | 862 | 840 | 22 | 2.62 % |
| Telecommunications | 366 | 358 | 8 | 2.23 % | 730 | 723 | 7 | 0.97 % |
| FDIC insurance assessment | 315 | 299 | 16 | 5.35 % | 630 | 555 | 75 | 13.51 % |
| Professional services | 386 | 294 | 92 | 31.29 % | 846 | 767 | 79 | 10.30 % |
| Contract services | 474 | 508 | (34) | -6.69 % | 878 | 876 | 2 | 0.23 % |
| Other real estate owned | 245 | 30 | 215 | 716.67 % | 262 | 35 | 227 | 648.57 % |
| Stationery & supplies | 182 | 239 | (57) | -23.85 % | 348 | 437 | (89) | -20.37 % |
| Training & education | 337 | 175 | 162 | 92.57 % | 508 | 300 | 208 | 69.33 % |
| General, administrative & other | 1,739 | 1,745 | (6) | -0.34 % | 3,454 | 3,437 | 17 | 0.49 % |
| Total Non-Interest Expense | $14,835 | $14,001 | $ 834 | 5.96 % | $28,794 | $27,622 | $ 1,172 | 4.24 % |

For the three months ended June 30, 2015, non-interest expense totaled $14.8 million, which represented an $834 thousand increase as compared to the same period in 2014. The increase is primarily attributed to the $356 thousand increase in salaries and employee benefits, supplemented by a $215 thousand increase in expenses related to our other real estate owned, a $162 thousand increase in training and education expenses and a $101 thousand increase in depreciation expense. The increase in salaries and employee benefits was due to normal, recurring merit increases in salaries and an increase in the number of full-time equivalent employees needed to accommodate the growth of the Bank. The increase in the other real estate owned expense resulted from the write down to appraised value associated with the sale of a property located in Guam, and the increase in training and education expenses represents our continuing enhancement in staff development.

During the six-month period ended June 30, 2015, total non-interest expense was $28.8 million, an increase of $1.2 million from the same timeframe in 2014. More than half of this increase, $636 thousand, was in salaries and employee benefits related to salary increases in the normal course of business and an increase in the number of staff needed to accommodate the growth of the Bank. Other real estate owned expenses increased by $227 thousand, primarily during the second calendar quarter of 2015, and training and education expenses increased by $208 thousand.

Income Tax Expense

For the three months ended June 30, 2015, the Bank recorded income tax expense of $793 thousand. This compares to the $838 thousand in income tax expenses recorded for the corresponding period in 2014. Although pre-tax net income increased by $574 thousand, the decrease is primarily the result of a reduction in the California state income tax rate.

For the first half of 2015, our income tax expense was $1.7 million, $16 thousand lower than for the first six months of 2014 despite the increase of $963 thousand in pre-tax net income. This reduction was also due to the reduction in the California state income tax rate.

Financial Condition

Assets

As of June 30, 2015, total assets were $1.52 billion, an increase of 3.6% from the $1.47 billion at December 31, 2014. This $52.9 million increase was comprised of the $53.7 million growth in our net loan portfolio, the $7.9 million rise in our other assets, the $4.4 million growth in interest bearing deposits in banks and the $1.2 million increase in cash and due from banks. These increases were offset by a decrease of $9.0 million in our investment securities portfolio, the elimination of $5.0 million in Federal Funds sold, and a reduction of $415 thousand in the net value of our premises and equipment after depreciation. The shift in the composition of our assets toward loans and away from investment securities and Federal Funds sold was in response to the higher earning opportunities that loans represent, while the increase in total cash and cash equivalents was attributed to an increase in our liquidity funding needs. The overall $51.7 million increase in total assets was funded by an increase of $45.1 million in total deposits and a $4.5 million increase in other liabilities, and resulted in a $3.3 million increase in total stockholders' equity.

Interest-Earning Assets

The following table sets forth the composition of our interest-earning assets at June 30, 2015, as compared to December 31, 2014:

| (dollars in thousands) | June 30, 2015 | December 31, 2014 | Variance |
|---|---|---|---|
| Interest-earning deposits with financial institutions | $83,844 | $79,446 | $4,398 |
| Federal Funds sold | - | 5,000 | (5,000) |
| Federal Home Loan Bank stock, at cost | 1,762 | 2,067 | (305) |
| Investment securities available for sale | 222,909 | 230,557 | (7,648) |
| Investment securities held to maturity | 104,192 | 105,280 | (1,088) |
| Loans, gross | 1,036,829 | 982,274 | 54,555 |
| Total interest-earning assets | $1,449,536 | $1,404,624 | $44,912 |

Loans

Commercial & industrial loans are loans to businesses to finance capital purchases and improvements, or to provide cash flow for operations. Commercial mortgage loans include loans secured by real property for purposes such as the purchase or improvement of that property, wherein repayment is derived from the income generated by the real property or from business operations. Residential mortgage loans are loans to finance the purchase, improvement, or refinance of real property secured by 1-4 family housing units. Consumer loans are loans to individuals to finance personal needs and are either closed- or open-ended loans. Automobile loans fall under the consumer loans category, but the bulk of consumer loans is typically unsecured extensions of credit such as credit card debt and personal signature loans.

A summary of the balances of loans at June 30, 2015, and December 31, 2014, follows:

| | June 30, 2015 | | December 31, 2014 | |
|---|---|---|---|---|
| | Amount | Percent | Amount | Percent |
| | (Dollars in thousands) | | | |
| Commercial | | | | |
| Commercial & industrial | $223,105 | 21.5 % | $209,871 | 21.4 % |
| Commercial mortgage | 412,940 | 39.8 % | 399,737 | 40.7 % |
| Commercial construction | 61,319 | 5.9 % | 39,979 | 4.1 % |

| | | | | |
|---|---|---|---|---|
| Total commercial | 697,364 | 67.3 % | 649,587 | 66.1 % |
| Consumer | | | | |
| Residential mortgage | 144,192 | 13.9 % | 141,074 | 14.4 % |
| Home equity | 526 | 0.1 % | 910 | 0.1 % |
| Automobile | 22,312 | 2.2 % | 18,995 | 1.9 % |
| Other consumer loans[1] | 172,435 | 16.6 % | 171,708 | 17.5 % |
| Total consumer | 339,465 | 32.7 % | 332,687 | 33.9 % |
| Gross loans | 1,036,829 | 100.0 % | 982,274 | 100.0 % |
| Deferred fee (income) costs, net | (2,333 ) | | (2,355 ) | |
| Allowance for loan losses | (13,366 ) | | (12,526 ) | |
| Loans, net | $ 1,021,130 | | $ 967,393 | |

[1] Comprised of other revolving credit, installment loans, and overdrafts.

At June 30, 2015, total gross loans increased by $54.6 million to $1.04 billion from $982.3 million at December 31, 2014. The increase in loans was largely attributed to a $47.8 million increase in commercial loans to $697.4 million at June 30, 2015, from $649.6 million at December 31, 2014. The increases in commercial loans was due to the $21.3 million increase in commercial construction loans, the $13.2 million increase in commercial & industrial loans and the $13.2 million increase in our commercial mortgage loan portfolio. There was a $6.8 million increase in consumer loans to $339.5 million at June 30, 2015, up from $332.7 million at December 31, 2014. The increase in consumer loans was due to the $3.3 million increase in automobile loans, the $3.1 million rise in residential mortgage loans and the $727 thousand in other consumer loans, partially offset by a $384 thousand decrease in home equity loans.

At June 30, 2015, loans outstanding were comprised of approximately 67.33% variable rate loans and 32.67% fixed rate loans.

Since it first opened in 1972, the Bank has expanded its operations and its branch network, first in Guam, then in the other islands of our region and in San Francisco, California. In the interests of enhancing performance and stability through market and industry diversification, the Bank has increased its focus on growth in the San Francisco area in recent years, adding personnel with experience and expertise in the Bay Area. The following table provides figures for loans in the Bank's administrative regions for the years ending December 31, 2013 and 2014, and the quarter ending June 30, 2015:

| | At December 31, | | At June 30, |
|---|---|---|---|
| | 2013 | 2014 | 2015 |
| Guam | $550,380 | $631,889 | $653,563 |
| Commonwealth of the Northern Mariana Islands | $66,252 | $66,055 | $69,261 |
| The Freely Associated States of Micronesia * | $41,030 | $47,227 | $51,437 |
| California | $203,221 | $222,222 | $246,869 |
| Total | $860,883 | $967,393 | $1,021,130 |

* The Freely Associated States are comprised of the Federated States of Micronesia (Chuuk, Kosrae, Pohnpei and Yap), the Republic of Palau and the Republic of the Marshall Islands.

As the table indicates, the Bank's total net loans increased by 5.6% during the first half of 2015 and by 12.4% during 2014. By way of comparison, loans in the California region increased by 11.1% during the first half of 2015 and by 9.3% during 2014. While the Bank's overall loan portfolio continues to grow, the California region accounted for 17.8% of that growth during 2014, and 45.9% of loan growth for the six months ended June 30, 2015, providing continued support for the expansion of the Bank.

Interest-Earning Deposits and Investment Securities

In the current lending and interest rate environment, and in order to maintain sufficient liquidity in the ordinary course of business, the Bank held $83.8 million in interest-earning deposits with financial institutions at June 30, 2015, an increase of $4.4 million, or 5.5%, from the $79.4 million in such deposits at December 31, 2014. From December 31, 2014, to June 30, 2015, the Bank's combined investment portfolio decreased by $9.0 million, or 2.7%, from $337.9 million to $328.9 million. The reallocation of assets away from the investment portfolio was comprised of a $7.6 million decrease in the available-for-sale securities that we hold, which dropped by 3.3%, from $230.6 million to $222.9 million, supplemented by a $1.9 million decrease in held-to-maturity securities, which declined by 1.0%, from $105.3 million to $104.2 million, and a $305 thousand decrease in our holdings of Federal Home Loan Bank stock. Effectively all of the funds from the investment securities sold were converted into higher yielding loans.

Nonperforming Loans and Other Nonperforming Assets

Nonperforming loans consist of (i) loans on non-accrual status because we have ceased accruing interest on these loans; (ii) loans 90 days or more past due and still accruing interest; and, (iii) restructured loans. Other nonperforming assets consist of real estate properties (OREO) that have been acquired through foreclosure or similar means and which management intends to offer for sale. Loans are placed on non-accrual status when, in the opinion of management, the full and timely collection of principal or interest is in doubt. Generally, the accrual of interest is discontinued when principal or interest payment becomes 90 days past due, unless the loan is adequately collateralized and the loan is in the process of collection. When a loan is placed in non-accrual status, accrued but unpaid interest is reversed against current income. Subsequently, when payments are received on such loans, the amounts are applied to reduce principal, except when the ultimate collectability of principal is probable, in which case accrued loans may be restored to accrual status when principal and interest becomes current and full repayment is expected. Interest income is recognized on an accrual basis for impaired loans not meeting the non-accrual criteria.

The following table contains information regarding our nonperforming assets as well as restructured loans as of June 30, 2015, and December 31, 2014.

| | June 30, 2015 | December 31, 2014 |
|---|---|---|
| | (Dollars in thousands) | |
| Non-accrual loans: | | |
| Commercial & industrial | $1,439 | $ 1,738 |
| Commercial mortgage | 8,649 | 8,869 |
| Residential mortgage | 7,410 | 7,347 |
| Home equity | 43 | 47 |
| Other consumer[1] | 129 | 106 |
| Total non-accrual loans | $17,670 | $ 18,107 |
| Loans past due 90 days and still accruing: | | |
| Commercial & industrial | $- | $ - |
| Commercial mortgage | - | - |
| Commercial construction | - | - |
| Residential mortgage | - | 171 |
| Home equity | - | - |
| Automobile | 2 | 78 |
| Other consumer | 1,083 | 978 |
| Total loans past due 90 days and still accruing | $1,085 | $ 1,227 |
| Total nonperforming loans | $18,755 | $ 19,334 |
| Other real estate owned (OREO): | | |
| Commercial real estate | $2,999 | $ 2,999 |
| Residential real estate | $707 | $ 1,455 |
| Total other real estate owned | $3,706 | $ 4,454 |
| Other nonperforming assets: | | |
| Other assets owned | $- | $ - |
| Asset backed security | - | - |
| Total other nonperforming assets | $- | $ - |
| Total nonperforming assets | $22,461 | $ 23,788 |
| Restructured loans: | | |
| Accruing loans | $260 | $ 1,002 |
| Non-accruing loans (included in nonaccrual loans above) | 8,527 | 8,895 |
| Total restructured loans | $8,787 | $ 9,897 |

The above table indicates that nonperforming loans decreased by $579 thousand during the six months ended June 30, 2015, which resulted primarily from the decrease in non-accrual loans by $437 thousand to $17.7 million, down from $18.1 million at December 31, 2014. This decrease is largely attributed to a reduction of non-accrual commercial & industrial loans by $299 thousand and non-accrual commercial mortgage loans by $220 thousand.

At June 30, 2015, the Bank's largest nonperforming loans consisted of three commercial loan relationships in the amount of $7.0 million, all of which are located in Guam and secured by real estate. These loans were placed on non-accrual due to deficiencies in their cash flow to service the monthly loan payments and meet operating expenses. At this time, management believes that the collateral and the allowance for loan losses are adequate to cover these loans; however, should property values deteriorate, additional write-downs or additional provisions may be necessary.

Analysis of Allowance for Loan Losses

The Allowance for Loans Losses was $13.4 million, or 1.29% of outstanding gross loans as of June 30, 2015, as compared to $12.5 million, or 1.28% of outstanding gross loans at December 31, 2014.

Management maintains an allowance for loan losses to absorb estimated credit losses associated with the loan portfolio. The adequacy of the allowance is determined by management through ongoing quarterly loan quality assessments.

Management assesses the estimated credit losses inherent in the non-classified and classified portions of our loan portfolio by considering a number of factors or elements including:

- Management's evaluation of the collectability of the loan portfolio;
- Credit concentrations;
- Historical loss experience in the loan portfolio;
- Levels of and trending in delinquency, classified assets, non –performing and impaired loans;
- Effects of changes in underwriting standards and other changes in lending policies, procedures and practices;
- Experience, ability, and depth of lending management and other relevant staff;
- Local, regional, and national trends and conditions including industry-specific conditions;
- Effect of changes in credit concentration; and
- External factors such as competition, legal and regulatory conditions, as well as typhoon and other natural disasters.

Management calculates the allowance for the classified loan portfolio, non-classified loans and a homogeneous pool of loans based on an appropriate percentage loss factor that is calculated based on the above noted factors and trends. Management normally writes down impaired loans after determining the loans' credit and collateral fair value. Our analysis of the adequacy of the allowance incorporates the provisions made for our non-classified loans, classified loans, and homogeneous pool of loans.

While management believes it uses the best information available for calculating the allowance, the results of operation could be significantly affected if circumstances differ substantially from the assumptions used in determining the allowance. The current qualitative and quantitative factors used to calculate the allowance are inherently subjective. The estimates and assumptions are subject to changes in economic and regulatory guidelines, and other circumstances over which management has no control. The allowance may prove in the future to be insufficient to cover all of the losses the Bank may incur and it may be necessary to increase the allowance from time to time as a result of monitoring the adequacy of the allowance for loan losses.

The following table summarizes the changes in our allowance for loan losses.

| | Commercial | Residential Mortgages | Consumer | Total |
|---|---|---|---|---|
| | (Dollars in thousands) | | | |
| Six Months Ended June 30, 2015 | | | | |
| Allowance for loan losses: | | | | |
| Balance at beginning of period | $5,538 | $1,590 | $5,398 | $12,526 |
| Charge-offs | (180) | (9) | (1,913) | $(2,102) |
| Recoveries | 59 | 20 | 613 | $692 |
| Provision | 640 | (7) | 1,617 | $2,250 |
| Balance at end of period | $6,057 | $1,594 | $5,715 | $13,366 |
| | | | | |
| Three Months Ended June 30, 2015 | | | | |
| Allowance for loan losses: | | | | |
| Balance at beginning of period | $5,807 | $1,612 | $5,552 | $12,971 |
| Charge-offs | (150) | - | (915) | $(1,065) |
| Recoveries | 52 | 1 | 282 | $335 |
| Provision | 348 | (19) | 796 | $1,125 |
| Balance at end of period | $6,057 | $1,594 | $5,715 | $13,366 |
| | | | | |
| Allowance balance at end of quarter related to: | | | | |
| Loans individually evaluated for impairment | $- | $- | $- | $- |
| Loans collectively evaluated for impairment | $6,057 | $1,594 | $5,715 | $13,366 |
| | | | | |
| Loan balances at end of quarter: | | | | |
| Loans individually evaluated for impairment | $10,326 | $7,475 | $129 | $17,930 |
| Loans collectively evaluated for impairment | 687,038 | 137,243 | 194,618 | 1,018,899 |
| Ending Balance | $697,364 | $144,718 | $194,747 | $1,036,829 |
| | | | | |
| At December 31, 2014 | | | | |
| Allowance for loan losses: | | | | |
| Loans individually evaluated for impairment | $- | $- | $- | $- |
| Loans collectively evaluated for impairment | $5,538 | $1,590 | $5,398 | $12,526 |
| | | | | |
| Loan balances at end of year: | | | | |
| Loans individually evaluated for impairment | $10,777 | $8,226 | $106 | $19,109 |
| Loans collectively evaluated for impairment | 638,810 | 133,758 | 190,597 | 963,165 |
| Ending Balance | $649,587 | $141,984 | $190,703 | $982,274 |

Total Cash and Cash Equivalents

Total cash and cash equivalents were $106.5 million and $105.9 million at June 30, 2015, and December 31, 2014, respectively. This balance, which is comprised of cash and due from bank balances, Federal Funds sold and interest-bearing deposits that we maintain at other financial institutions (including the Federal Reserve Bank of San Francisco, but excepting restricted cash) will vary depending on daily cash settlement activities, the amount of highly liquid assets needed based on known events such as the repayment of borrowings, and actual cash on hand in the Bank's branches. The increase in the balance during the period was in line with normal daily variations in these categories, but it should be noted that the balance of Federal Funds sold was reduced to $0.0 million because a higher yield on these assets was available from the Federal Reserve Bank.

The following table sets forth the composition of our cash and cash equivalent balances at June 30, 2015, and December 31, 2014:

| | June 30, | December 31, | |
|---|---|---|---|
| (dollars in thousands) | 2015 | 2014 | Variance |
| Cash and due from banks | $23,063 | $21,862 | $1,201 |
| Federal Funds sold | - | 5,000 | (5,000) |
| Interest-bearing deposits with financial institutions | 83,444 | 79,046 | 4,398 |
| Total cash and cash equivalents | $106,507 | $105,908 | $599 |

Investment Securities

The Bank manages its securities portfolio to provide a source of both liquidity and earnings. The Bank has an Asset/Liability Committee (ALCO) that develops current investment policies based on its subsidiary Bank's operating needs and market circumstances. The Bank's investment policy is formally reviewed and approved annually by the Board of Directors, and the Asset/Liability Committee is responsible for reporting and monitoring compliance with the investment policy. Investment portfolio reports are provided to the Board of Directors on a monthly basis.

At June 30, 2015, the carrying value of the investment securities portfolio (excluding Federal Home Loan Bank stock) totaled $327.1 million, which represents an $8.7 million decrease from the portfolio balance of $335.8 million at December 31, 2014. The table below sets forth the composition of our investment securities portfolio at June 30, 2015, and December 31, 2014:

The amortized cost and fair value of investment securities, with gross unrealized gains and losses, follows:

| | June 30, 2015 | | | |
|---|---|---|---|---|
| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Estimated Fair Value |
| Securities Available-for-Sale | | | | |
| U.S. government agency and sponsored enterprise (GSE) debt securities | $112,618 | $ 150 | $ (384 ) | $112,384 |
| U.S. government agency pool securities | 45,629 | 61 | (855 ) | 44,835 |
| U.S. government agency or GSE mortgage-backed securities | 66,332 | 92 | (734 ) | 65,690 |
| Total | $224,579 | $ 303 | $ (1,973 ) | $222,909 |
| Securities Held-to-Maturity | | | | |
| U.S. government agency and sponsored enterprise (GSE) debt securities | $44,504 | $ 1,163 | $ (65 ) | $45,602 |
| U.S. government agency pool securities | 17,196 | 50 | (32 ) | 17,214 |
| U.S. government agency or GSE mortgage-backed securities | 42,492 | 892 | (92 ) | 43,292 |
| Total | $104,192 | $ 2,105 | $ (189 ) | $106,108 |

December 31, 2014

| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Estimated Fair Value |
|---|---|---|---|---|
| Securities Available-for-Sale | | | | |
| U.S. government agency and sponsored enterprise (GSE) debt securities | $100,679 | $ 70 | $ (185 ) | $100,564 |
| U.S. government agency pool securities | 50,581 | 87 | (797 ) | 49,871 |
| U.S. government agency or GSE mortgage-backed securities | 80,281 | 211 | (370 ) | 80,122 |
| Total | $231,541 | $ 368 | $ (1,352 ) | $230,557 |
| Securities Held-to-Maturity | | | | |
| U.S. government agency and sponsored enterprise (GSE) debt securities | $44,346 | $ 983 | $ (211 ) | $45,118 |
| U.S. government agency pool securities | 18,121 | 50 | (60 ) | 18,111 |
| U.S. government agency or GSE mortgage-backed securities | 42,813 | 975 | (9 ) | 43,779 |
| Total | $105,280 | $ 2,008 | $ (280 ) | $107,008 |

At June 30, 2015, and December 31, 2014, investment securities with a carrying value of $207.1 million and $206.9 million, respectively, were pledged to secure various government deposits and other public requirements.

The amortized cost and fair value of investment securities by contractual maturity at June 30, 2015, and December 31, 2014, follows:

| | June 30, 2015 | | | |
|---|---|---|---|---|
| | Available-for-Sale | | Held-to-Maturity | |
| | Amortized Cost | Estimated Fair Value | Amortized Cost | Estimated Fair Value |
| Due within one year | $- | $- | $- | $- |
| Due after one but within five years | 117,504 | 117,295 | 23,750 | 24,024 |
| Due after five but within ten years | 11,425 | 11,285 | 49,704 | 51,210 |
| Due after ten years | 95,650 | 94,329 | 30,738 | 30,874 |
| Total | $224,579 | $222,909 | $104,192 | $106,108 |

| | December 31, 2014 | | | |
|---|---|---|---|---|
| | Available-for-Sale | | Held-to-Maturity | |
| | Amortized Cost | Estimated Fair Value | Amortized Cost | Estimated Fair Value |
| Due within one year | $- | $- | $- | $- |
| Due after one but within five years | 104,635 | 104,590 | 23,751 | 23,829 |
| Due after five but within ten years | 32,311 | 32,333 | 51,214 | 52,585 |
| Due after ten years | 94,595 | 93,634 | 30,315 | 30,594 |
| Total | $231,541 | $230,557 | $105,280 | $107,008 |

Temporarily Impaired Securities

The following table shows the gross unrealized losses and fair value of investments with unrealized losses that are not deemed to be other-than-temporarily impaired, aggregated by investment category and the length of time that individual securities have been in a continuous unrealized loss position at June 30, 2015, and December 31, 2014.

| | June 30, 2015 | | | | | |
|---|---|---|---|---|---|---|
| | Less Than Twelve Months | | More Than Twelve Months | | Total | |
| | Unrealized Loss | Estimated Fair Value | Unrealized Loss | Estimated Fair Value | Unrealized Loss | Estimated Fair Value |
| Securities Available for Sale | | | | | | |
| U.S. government agency and sponsored enterprise (GSE) debt securities | $(384) | $67,286 | $ - | $ - | $(384) | $67,286 |
| U.S. government agency pool securities | (11) | 1,697 | (844) | 34,801 | (855) | 36,498 |
| U.S. government agency or GSE mortgage-backed securities | (621) | 37,047 | (113) | 16,075 | (734) | 53,122 |
| Total | $(1,016) | $106,030 | $ (957) | $ 50,876 | $(1,973) | $156,906 |
| Securities Held to Maturity | | | | | | |
| U.S. government agency and sponsored enterprise (GSE) debt securities | $(65) | $14,049 | $ - | $ - | $(65) | $14,049 |
| U.S. government agency pool securities | (30) | 10,484 | (2) | 116 | (32) | 10,600 |
| U.S. government agency or GSE mortgage-backed securities | (92) | 18,654 | - | - | (92) | 18,654 |
| Total | $(187) | $43,187 | $ (2) | $ 116 | $(189) | $43,303 |

| | December 31, 2014 | | | | | |
|---|---|---|---|---|---|---|
| | Less Than Twelve Months | | More Than Twelve Months | | Total | |
| | Unrealized Loss | Estimated Fair Value | Unrealized Loss | Estimated Fair Value | Unrealized Loss | Estimated Fair Value |
| Securities Available for Sale | | | | | | |
| U.S. government agency and sponsored enterprise (GSE) debt securities | $(185) | $52,587 | $ - | $ - | $(185) | $52,587 |
| U.S. government agency pool securities | (96) | 5,622 | (701) | 35,011 | (797) | 40,633 |
| U.S. government agency or GSE mortgage-backed securities | - | - | (370) | 45,274 | (370) | 45,274 |
| Total | $(281) | $58,209 | $ (1,071) | $ 80,285 | $(1,352) | $138,494 |

| | | | | | | |
|---|---|---|---|---|---|---|
| Securities Held to Maturity | | | | | | |
| U.S. government agency and sponsored enterprise (GSE) debt securities | $(211) | $15,948 | $ - | $ - | $(211) | $15,948 |
| U.S. government agency pool securities | (54) | 10,780 | (6) | 280 | (60) | 11,060 |
| U.S. government agency or GSE mortgage-backed securities | (9) | 6,356 | - | - | (9) | 6,356 |
| Total | $(274) | $33,084 | $ (6) | $ 280 | $(280) | $33,364 |

The Company does not believe that any of the investment securities that were in an unrealized loss position as of June 30, 2015, which comprised a total of 62 securities, were other-than-temporarily impaired. Specifically, the 62 securities are comprised of the following: 22 Small Business Administration (SBA) Pool securities, 17 mortgage-backed securities issued by the Government National Mortgage Association (GNMA), 19 U.S. Treasury securities, 2 mortgage-backed securities issued by the Federal National Mortgage Association (FNMA), and 2 mortgage-backed securities issued by the Federal Home Loan Mortgage Corporation (FHLMC).

Total gross unrealized losses were primarily attributable to changes in interest rates, relative to when the investment securities were purchased, and not due to changes in the credit quality of the investment securities. The Company does not intend to sell the investment securities that were in an unrealized loss position and it is not likely that the Company will be required to sell the investment securities before recovery of their amortized cost bases, which may be at maturity.

Deposits

At June 30, 2015, total deposits increased by $45.1 million to $1.40 billion as compared to $1.36 billion in total deposits at December 31, 2014. Interest-bearing deposits increased by $44.9 million to $1.01 billion at June 30, 2015, up from $964.4 million at December 31, 2014, while non-interest bearing deposits increased by $218 thousand to $391.3 million at June 30, 2015, from $391.1 million at December 31, 2014. The 3.3% increase in total deposits was primarily due to improvements in general economic conditions and competitive factors.

The following table sets forth the composition of our interest-bearing deposit portfolio with the average balances and average interest rates for the six months ending June 30, 2015, and June 30, 2014, respectively:

| | Six Months Ending June 30, | | | |
|---|---|---|---|---|
| | 2015 | | 2014 | |
| (dollars in thousands) | Average balance | Average rate | Average balance | Average rate |
| Interest-bearing deposits: | | | | |
| Interest-bearing checking accounts | $148,952 | 0.11 % | $138,687 | 0.11 % |
| Money market and savings accounts | 791,594 | 0.18 % | 785,308 | 0.56 % |
| Certificates of deposit | 52,897 | 0.31 % | 49,894 | 0.37 % |
| Total interest-bearing deposits | $993,443 | 0.18 % | $973,889 | 0.49 % |

As mentioned earlier, the Bank has expanded its operations and its branch network since it first opened in 1972, first in Guam, then in the other islands of our region and in San Francisco, California. As time has passed, the Bank has gathered market share in each of the islands. In recent years, in order to diversify its geographic market, the Bank has increased its focus on growth in the San Francisco area. The following table provides figures for deposits in the Bank's administrative regions for the years ending December 31, 2013 and 2014, and the quarter ending June 30, 2015:

| | At December 31, | | At June 30, |
|---|---|---|---|
| | 2013 | 2014 | 2015 |
| Guam | $645,056 | $792,378 | $784,674 |
| Commonwealth of the Northern Mariana Islands | $207,402 | $230,654 | $250,218 |
| The Freely Associated States of Micronesia * | $254,900 | $285,509 | $308,536 |
| California | $76,087 | $46,973 | $57,226 |
| Total | $1,183,445 | $1,355,514 | $1,400,654 |

* The Freely Associated States are comprised of the Federated States of Micronesia (Chuuk, Kosrae, Pohnpei and Yap), the Republic of Palau and the Republic of the Marshall Islands.

During the first half of 2015, the Bank's deposits increased by $45.1 million, or 3.3%, while in the full year of 2014, deposits increased by a total of $172.1 million. Our branches in Guam experienced a decrease of $7.7 million in deposits during the first six months of 2015, while our CNMI branches provided an additional $19.6 million and the deposits in our branches in the Freely Associated States of Micronesia grew by $23.0 million. Our California region deposits resumed their growth, contributing an additional $10.3 million, generally due to strong economic conditions there, as well as the active expansion of the Bank through our San Francisco branch.

Borrowed Funds

The Bank has a variety of sources from which it may obtain secondary funding. These sources include, among others, the Federal Reserve Bank of San Francisco, the Federal Home Loan Bank-Des Moines, and credit lines established with our correspondent banks. Borrowings are obtained for a variety of reasons which include, but are not limited to, funding loan growth, the purchase of investments in the absence of core deposits, and to provide additional liquidity to meet the demands of depositors.

At June 30, 2015, and December 31, 2014, the Company had no short-term borrowings.

Liquidity

We actively manage our liquidity to ensure that sufficient funds are available to meet our needs for cash, including cash needed to fund new loans and to accommodate deposit withdrawals by our customers. We project future sources and uses of funds, and maintain additional liquid funds for unanticipated events. Our primary sources of cash include cash we have in deposits at other financial institutions, the repayment of loans, proceeds from the sale or maturity of investment securities, and increases in deposits. The primary uses of cash include funding new loans and making advances on existing lines of credit, purchasing investments, funding new residential mortgage loans, funding deposit withdrawals, and paying operating expenses. We maintain funds in overnight Federal Funds and other short-term investments to provide for short-term liquidity needs. We also have established, for contingency funding purposes, credit lines with the Federal Reserve Bank of San Francisco, the Federal Home Loan Bank-Seattle, and correspondent commercial banks in the U.S.

At June 30, 2015, our liquid assets, which include cash and due from banks, federal funds sold, interest-earning deposits with financial institutions (excluding restricted cash), and investment securities available for sale totaled $329.4 million, down $7.0 million from $336.5 million at December 31, 2014. This decrease is comprised entirely of the $7.6 million decrease in available for sale securities and a $5.0 million decrease in

Federal Funds sold, offset by an increase of $4.4 million in interest-bearing deposits in banks and an increase of $1.2 million in cash and due from banks.

Contractual Obligations

The Bank utilizes facilities, equipment and land under various operating leases with terms, including renewal options, ranging from 1 to 99 years. Some of these leases include scheduled rent increases. The total amount of the rent is being debited to expense on the straight-line method over the lease terms in accordance with ASC Topic 840 “Leases”. The Bank has recorded a deferred obligation of $847 thousand and $820 thousand as of June 30, 2015, and December 31, 2014, respectively, which has been included within other liabilities to reflect the excess of rent expense over cash paid on the leases.

At June 30, 2015, annual lease commitments under the above non-cancelable operating leases were as follows:

| | |
|---|---|
| Years ending December 31, | |
| 2015 | $1,043 |
| 2016 | 1,203 |
| 2017 | 977 |
| 2018 | 762 |
| 2019 and Thereafter | 17,862 |
| Total | $21,847 |

The Bank leases certain facilities from two separate entities in which two of its directors have separate ownership interests. Lease payments made to these entities during the six months ended June 30, 2015, and the twelve months ended December 31, 2014, approximated $185 thousand and $370 thousand, respectively.

Additionally, the Bank leases office space to third parties, with original lease terms ranging from 3 to 5 years with option periods ranging up to 15 years. At June 30, 2015, minimum future rents to be received under non-cancelable operating sublease agreements were $96 thousand, $55 thousand, and $0 thousand for the periods ending December 31, 2015, 2016 and, 2017, respectively.

A summary of rental activities for the six-month periods ended June 30, 2015 and 2014, is as follows:

June 30,

| | 2015 | 2014 |
|---|---|---|
| Rent expense | $1,248 | $1,211 |
| Less: sublease rentals | 137 | 137 |
| Net rent expense | $1,111 | $1,074 |

Off Balance Sheet Arrangements

The Bank is a party to credit related financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit, standby letters of credit and commercial letters of credit. Such commitments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount reflected in the condensed consolidated financial statements.

The Bank's exposure to credit loss, in the event of nonperformance by the other parties to financial instruments for loan commitments and letters of credit, is represented by the contractual amount of these instruments. The Bank follows essentially the same credit policies in making commitments and conditional obligations as it does for on-balance-sheet instruments.

A summary of financial instruments with off-balance-sheet risk at June 30, 2015, and December 31, 2014, is as follows:

| | June 30, 2015 | December 31, 2014 |
|---|---|---|
| Commitments to extend credit | $108,844 | $ 134,525 |
| Letters of credit: | | |
| Standby letters of credit | $47,495 | $ 48,451 |
| Other letters of credit | 6,673 | 2,684 |
| Total | $54,168 | $ 51,135 |

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. The commitments for certain lines of credit may expire without being drawn upon. Therefore, the total commitment amounts do not necessarily represent future cash requirements. The Bank evaluates each customer's credit worthiness on a case-by-case basis. The amount of collateral obtained, if it is deemed necessary by the Bank upon extension of credit, is based on management's credit evaluation of the customer.

Commercial and standby letters of credit are conditional commitments issued by the Bank to guarantee the performance of a customer to a third party or the shipment of merchandise from a third party. Those letters of credit are primarily issued to support public and private borrowing arrangements. Almost all letters of credit issued have expiration dates within one year. The credit risk involved in issuing letters of credit is effectively the same as that involved in extending loan facilities to customers. The Bank generally holds collateral supporting those commitments.

The Bank considers its standby and other letters of credit to be guarantees. At June 30, 2015, the maximum undiscounted future payments that the Bank could be required to make was $54.2 million. All of these arrangements mature within one year. The Bank generally has recourse to recover from the customer any amounts paid under these guarantees. Most of the guarantees are fully collateralized; however, several that are extended to the Bank's most creditworthy customers are unsecured. The Bank had not recorded any liabilities associated with these guarantees at June 30, 2015.

Mortgage loans serviced for others are not included in the accompanying condensed consolidated statements of condition. The unpaid principal balances of mortgage loans serviced for others were $214.2 million and $213.8 million at June 30, 2015, and December 31, 2014, respectively. On June 30, 2015, and December 31, 2014, the Bank recorded mortgage servicing rights at their fair value of $1.5 million and $1.4 million, respectively.

Capital Resources

The Bank is subject to various regulatory capital requirements administered by the United States federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Bank's condensed consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of their assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices.

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios (set forth in the following table) of total and Tier 1 capital and the new Common Equity Tier 1 capital which took effect on January 1, 2015 (as defined in the regulations) to risk-weighted assets (as defined) and of Tier 1 capital (as defined) to average assets (as defined). Management believes that, as of June 30, 2015, and December 31, 2014, the Bank met all capital adequacy requirements to which it is subject.

As of June 30, 2015, the most recent notification from the Federal Deposit Insurance Corporation categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, an institution must maintain minimum total risk-based, Tier 1 risk-based and Tier 1 leverage ratios as set forth in the following table. There have been no conditions or events since the FDIC notification that management believes have changed the Bank’s category. The Bank’s actual capital amounts and ratios as of June 30, 2015, and December 31, 2014, are also presented in the table.

| | Actual | | For Capital Adequacy Purposes | | To Be Well Capitalized Under Prompt Corrective Action Provisions | |
|---|---|---|---|---|---|---|
| | Amount | Ratio | Amount | Ratio | Amount | Ratio |
| At June 30, 2015: | | | | | | |
| Total capital (to Risk Weighted Assets) | $120,304 | 12.12% | $ 79,397 | 8.00 % | $ 99,247 | 10.00 % |
| Tier 1 capital (to Risk Weighted Assets) | $107,886 | 10.87% | $ 59,548 | 6.00 % | $ 79,397 | 8.00 % |
| Tier 1 capital (to Average Assets) | $107,886 | 7.07 % | $ 61,013 | 4.00 % | $ 76,266 | 5.00 % |
| Common Equity Tier 1 Capital (to Risk Weighted Assets) | $107,886 | 10.87% | $ 44,661 | 4.50 % | $ 64,510 | 6.50 % |
| At December 31, 2014: | | | | | | |
| Total capital (to Risk Weighted Assets) | $114,606 | 11.83% | $ 77,504 | 8.00 % | $ 96,881 | 10.00 % |
| Tier 1 capital (to Risk Weighted Assets) | $102,486 | 10.58% | $ 38,752 | 4.00 % | $ 58,128 | 6.00 % |
| Tier 1 capital (to Average Assets) | $102,486 | 7.01 % | $ 58,520 | 4.00 % | $ 73,150 | 5.00 % |

## Contingency Planning and Cybersecurity

The services provided by banks are crucial to the continuing performance of the economy, so it is very important that banks are able to conduct business as usual on an ongoing basis. In light of this, the Bank has developed a comprehensive business continuity plan to address whatever disruptions may directly affect customers or change internal processes, whether caused by man-made or natural events. Training in the plan components is conducted annually, and risk-based testing of the major processes and procedures within the Bank occur on a regular basis. In modern banking, technology has taken on an increasingly important role, and the Bank also has a technology recovery component incorporated into the business continuity plan that provides specific, detailed procedures for recovering quickly from any technology failure. The technology recovery procedures are actively tested, and are also implemented from time to time. The recovery time objectives for all major technological processes range from eight hours to 20 hours, enabling the Bank to maintain or resume operations with a minimum impact on its customers. As the results of testing are analyzed and as technology continues to advance, improvements are made in the Bank’s processes and procedures as the plan evolves.

The rapid advances in computing and telecommunications technology over the past several decades have brought with them increasingly sophisticated methods of delivering financial services through electronic channels. Along with these advances, though, have come risks regarding the integrity and privacy of data, and these risks apply to banking, perhaps more than any other industry, falling into the general classification of cybersecurity. The Bank has made substantial investments in multiple systems to ensure both the integrity of its data and the protection of the privacy of its customers’ personal financial and identity information. While it is not possible for anyone to give an absolute guarantee that data will not be compromised, the Bank is confident that its systems provide a reasonable assurance that the financial and personal data that it holds are secure.

## Item 4. Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, our management recognized that any system of controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, as ours are designed to do, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by Rules 13a-15 and 15d-15 under the Exchange Act, in connection with the filing of this Quarterly Report on Form 10-Q, an evaluation was performed under the supervision and with the participation of our management, including our CEO and CFO, of the effectiveness of the design and operation of our disclosure controls and procedures as of June 30, 2015. Based on the evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of June 30, 2015, the Company’s disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in our reports filed under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s Rules and forms and is accumulated and communicated to management, including our Chief Executive and Chief Financial Officers, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the three months ended June 30, 2015, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 6. Exhibits

| Exhibit No. | Exhibit |
|---|---|
| 31.01 | Certification of Chief Executive Officer under Section 302 of the Sarbanes-Oxley At of 2002 |
| 31.02 | Certification of Chief Financial Officer under Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.01 | Certification of Chief Executive Officer and Chief Financial Officer under Section 906 of the Sarbanes-Oxley Act of 2002 |
| 101 | Interactive Data Files Pursuant to Rule 405 of Regulation S-T: (i) Unaudited Condensed Consolidated Statements of Condition as of June 30, 2015 and December 31, 2014, (ii) Unaudited Condensed Consolidated Statements of Income for the three and six months ended June 30, 2015 and 2014, (iii) Unaudited Condensed Consolidated Statements of Comprehensive Income for the three and six months ended June 30, 2015 and 2014, (iv) Unaudited Condensed Consolidated Statements of Cash Flows for the six months ended June 30, 2015 and 2014 and (v) Notes to Unaudited Condensed Consolidated Financial Statements |

SIGNATURES

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

| | | |
|---|---|---|
| | | BANKGUAM HOLDING COMPANY |
| Date: August 11, 2015 | By: | /s/ LOURDES A. LEON GUERRERO |
| | | Lourdes A. Leon Guerrero,<br>President and Chief Executive Officer |
| Date: August 11, 2015 | By: | /s/ FRANCISCO M. ATALIG |
| | | Francisco M. Atalig,<br>Senior Vice President and Chief Financial Officer |