

COMMUNITY TRUST BANCORP INC /KY/  
Form 10-Q  
May 09, 2014

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended March 31, 2014

Or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 0-11129

COMMUNITY TRUST BANCORP, INC.  
(Exact name of registrant as specified in its charter)

Kentucky 61-0979818  
(State or other jurisdiction of incorporation or organization) IRS Employer Identification No.

346 North Mayo Trail 41501  
Pikeville, Kentucky (Zip code)  
(Address of principal executive offices)

(606) 432-1414  
(Registrant's telephone number)

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  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 during

the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files.)

Yes

No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of “accelerated filer, large 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

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes

No

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

Common stock – 15,837,113 shares outstanding at April 30, 2014

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**CAUTIONARY STATEMENT  
REGARDING FORWARD LOOKING STATEMENTS**

Certain of the statements contained herein that are not historical facts are forward-looking statements within the meaning of the Private Securities Litigation Reform Act. CTBI's actual results may differ materially from those included in the forward-looking statements. Forward-looking statements are typically identified by words or phrases such as "believe," "expect," "anticipate," "intend," "estimate," "may increase," "may fluctuate," and similar expressions or future conditional verbs such as "will," "should," "would," and "could." These forward-looking statements involve risks and uncertainties including, but not limited to, economic conditions, portfolio growth, the credit performance of the portfolios, including bankruptcies, and seasonal factors; changes in general economic conditions including the performance of financial markets, prevailing inflation and interest rates, realized gains from sales of investments, gains from asset sales, and losses on commercial lending activities; results of various investment activities; the effects of competitors' pricing policies, changes in laws and regulations, competition, and demographic changes on target market populations' savings and financial planning needs; industry changes in information technology systems on which we are highly dependent; failure of acquisitions to produce revenue enhancements or cost savings at levels or within the time frames originally anticipated or unforeseen integration difficulties; the adoption by CTBI of a Federal Financial Institutions Examination Council (FFIEC) policy that provides guidance on the reporting of delinquent consumer loans and the timing of associated credit charge-offs for financial institution subsidiaries; and the resolution of legal proceedings and related matters. In addition, the banking industry in general is subject to various monetary and fiscal policies and regulations, which include those determined by the Federal Reserve Board, the Federal Deposit Insurance Corporation, and state regulators, whose policies and regulations could affect CTBI's results. These statements are representative only on the date hereof, and CTBI undertakes no obligation to update any forward-looking statements made.

**PART I - FINANCIAL INFORMATION**

**Item 1. Condensed Consolidated Financial Statements**

The accompanying information has not been audited by our independent registered public accountants; however, in the opinion of management such information reflects all adjustments necessary for a fair presentation of the results for the interim period. All such adjustments are of a normal and recurring nature.

The accompanying condensed consolidated financial statements are presented in accordance with the requirements of Form 10-Q and consequently do not include all of the disclosures normally required by accounting principles generally accepted in the United States of America or those normally made in the Registrant's annual report on Form 10-K. Accordingly, the reader of the Form 10-Q should refer to the Registrant's Form 10-K for the year ended December 31, 2013 for further information in this regard.

Community Trust Bancorp, Inc.  
Condensed Consolidated Balance Sheets

(dollars in thousands)	(unaudited) March 31 2014	December 31 2013
<b>Assets:</b>		
Cash and due from banks	\$64,386	\$64,828
Interest bearing deposits	121,236	33,200
Federal funds sold	8,067	8,613
Cash and cash equivalents	193,689	106,641
Certificates of deposit in other banks	9,568	9,568
Securities available-for-sale at fair value (amortized cost of \$656,335 and \$621,753, respectively)	650,127	609,405
Securities held-to-maturity at amortized cost (fair value of \$1,619 and \$1,601, respectively)	1,662	1,662
Loans held for sale	1,610	828
<b>Loans</b>	<b>2,585,508</b>	<b>2,615,354</b>
Allowance for loan and lease losses	(33,615 )	(34,008 )
Net loans	2,551,893	2,581,346
Premises and equipment, net	51,182	52,000
Federal Home Loan Bank stock	17,927	25,673
Federal Reserve Bank stock	4,887	4,886
Goodwill	65,490	65,490
Core deposit intangible (net of accumulated amortization of \$7,979 and \$7,925, respectively)	637	690
Bank owned life insurance	54,043	53,687
Mortgage servicing rights	3,258	3,424
Other real estate owned	36,299	39,188
Other assets	26,306	27,228
<b>Total assets</b>	<b>\$3,668,578</b>	<b>\$3,581,716</b>
<b>Liabilities and shareholders' equity:</b>		
<b>Deposits:</b>		
Noninterest bearing	\$652,170	\$621,321
Interest bearing	2,272,019	2,233,753
Total deposits	2,924,189	2,855,074
Repurchase agreements	217,656	208,067
Federal funds purchased and other short-term borrowings	8,723	12,465
Advances from Federal Home Loan Bank	1,257	1,286
Long-term debt	61,341	61,341
Other liabilities	33,369	30,991
<b>Total liabilities</b>	<b>3,246,535</b>	<b>3,169,224</b>
<b>Shareholders' equity:</b>		

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Preferred stock, 300,000 shares authorized and unissued	-	-
Common stock, \$5 par value, shares authorized 25,000,000; shares outstanding 2014 – 15,832,347; 2013 – 15,821,304	79,162	79,107
Capital surplus	167,524	167,122
Retained earnings	179,392	174,289
Accumulated other comprehensive loss, net of tax	(4,035 )	(8,026 )
Total shareholders' equity	422,043	412,492
Total liabilities and shareholders' equity	\$3,668,578	\$3,581,716

See notes to condensed consolidated financial statements.

Community Trust Bancorp, Inc.  
Condensed Consolidated Statements of Income and Comprehensive Income  
(unaudited)

	Three Months Ended	
	March 31	
(in thousands except per share data)	2014	2013
<b>Interest income:</b>		
Interest and fees on loans, including loans held for sale	\$31,613	\$32,848
Interest and dividends on securities		
Taxable	3,047	2,895
Tax exempt	584	558
Interest and dividends on Federal Reserve Bank and Federal Home Loan Bank stock	332	348
Other, including interest on federal funds sold	117	127
<b>Total interest income</b>	<b>35,693</b>	<b>36,776</b>
<b>Interest expense:</b>		
Interest on deposits	2,462	3,019
Interest on repurchase agreements and other short-term borrowings	192	263
Interest on advances from Federal Home Loan Bank	6	7
Interest on long-term debt	283	290
<b>Total interest expense</b>	<b>2,943</b>	<b>3,579</b>
Net interest income	32,750	33,197
Provision for loan losses	1,345	1,559
<b>Net interest income after provision for loan losses</b>	<b>31,405</b>	<b>31,638</b>
<b>Noninterest income:</b>		
Service charges on deposit accounts	5,431	5,767
Gains on sales of loans, net	190	1,397
Trust and wealth management income	2,109	2,000
Loan related fees	679	948
Bank owned life insurance	474	421
Brokerage revenue	570	450
Securities losses	(60 )	0
Other noninterest income	672	937
<b>Total noninterest income</b>	<b>10,065</b>	<b>11,920</b>
<b>Noninterest expense:</b>		
Officer salaries and employee benefits	2,838	2,551
Other salaries and employee benefits	10,579	10,431
Occupancy, net	2,164	1,927
Equipment	900	978
Data processing	1,925	1,813
Bank franchise tax	1,209	1,123
Legal fees	698	606
Professional fees	415	382
FDIC insurance	649	602
Other real estate owned provision and expense	1,505	1,839

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Repossession expense	319	411
Other noninterest expense	3,660	3,636
Total noninterest expense	26,861	26,299
Income before income taxes	14,609	17,259
Income taxes	4,469	5,439
Net income	10,140	11,820
Other comprehensive income (loss):		
Unrealized holding gains (losses) on securities available-for-sale:		
Unrealized holding gains (losses) arising during the period	6,080	(2,586 )
Less: Reclassification adjustments for realized losses included in net income	(60 )	0
Tax (benefit) expense	2,149	(905 )
Other comprehensive income (loss), net of tax	3,991	(1,681 )
Comprehensive income	\$14,131	\$10,139
Basic earnings per share	\$0.64	\$0.76
Diluted earnings per share	\$0.64	\$0.76
Weighted average shares outstanding-basic	15,735	15,539
Weighted average shares outstanding-diluted	15,821	15,592
Dividends declared per share	\$0.320	\$0.315

See notes to condensed consolidated financial statements.

Community Trust Bancorp, Inc.  
Condensed Consolidated Statements of Cash Flows  
(unaudited)

(in thousands)	Three Months Ended	
	2014	2013
	March 31	
Cash flows from operating activities:		
Net income	\$10,140	\$11,820
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	1,121	1,151
Deferred taxes	(443 )	905
Stock-based compensation	191	164
Excess tax benefits of stock-based compensation	6	35
Provision for loan losses	1,345	1,559
Write-downs of other real estate owned and other repossessed assets	874	1,146
Gains on sale of mortgage loans held for sale	(190 )	(1,397 )
Losses on sales of securities	60	0
Losses on sale of assets, net	14	65
Proceeds from sale of mortgage loans held for sale	8,583	59,723
Funding of mortgage loans held for sale	(9,176 )	(37,289 )
Amortization of securities premiums and discounts, net	664	1,086
Change in cash surrender value of bank owned life insurance	(356 )	(324 )
Mortgage servicing rights:		
Fair value adjustments	229	69
New servicing assets created	(63 )	(357 )
Changes in:		
Other assets	927	(486 )
Other liabilities	699	(5,968 )
Net cash provided by operating activities	14,625	31,902
Cash flows from investing activities:		
Certificates of deposit in other banks:		
Purchase of certificates of deposit	0	(3,984 )
Securities available-for-sale (AFS):		
Purchase of AFS securities	(168,168 )	(109,477 )
Proceeds from the sales of AFS securities	112,949	0
Proceeds from prepayments and maturities of AFS securities	19,911	31,637
Change in loans, net	28,250	(15,881 )
Purchase of premises and equipment	(250 )	(267 )
Proceeds from sale of premises and equipment	18	0
Redemption of stock by Federal Home Loan Bank	7,746	0
Additional investment in Federal Reserve Bank stock	(1 )	(1 )
Proceeds from sale of other real estate and other repossessed assets	1,837	2,347
Additional investment in other real estate and other repossessed assets	0	(5 )
Additional investment in bank owned life insurance	0	(7,949 )
Net cash provided by (used in) investing activities	2,292	(103,580 )



Cash flows from financing activities:		
Change in deposits, net	69,115	29,732
Change in repurchase agreements, federal funds purchased, and other short-term borrowings, net	5,847	6,411
Payments on advances from Federal Home Loan Bank	(29 )	(42 )
Issuance of common stock	290	883
Excess tax benefits of stock-based compensation	(6 )	(35 )
Dividends paid	(5,086 )	(4,887 )
Net cash provided by financing activities	70,131	32,062
Net increase (decrease) in cash and cash equivalents	87,048	(39,616 )
Cash and cash equivalents at beginning of period	106,641	207,560
Cash and cash equivalents at end of period	\$ 193,689	\$ 167,944
Supplemental disclosures:		
Income taxes paid	\$4,100	\$4,500
Interest paid	2,794	3,411
Non-cash activities:		
Loans to facilitate the sale of other real estate and other repossessed assets	1,415	318
Common stock dividends accrued, paid in subsequent quarter	201	4,900
Real estate acquired in settlement of loans	1,273	2,047

See notes to condensed consolidated financial statements.

Community Trust Bancorp, Inc.  
Notes to Condensed Consolidated Financial Statements (unaudited)

Note 1 - Summary of Significant Accounting Policies

In the opinion of management, the unaudited condensed consolidated financial statements include all adjustments (which consist of normal recurring accruals) necessary, to present fairly the condensed consolidated financial position as of March 31, 2014, the results of operations for the three months ended March 31, 2014 and 2013, and the cash flows for the three months ended March 31, 2014 and 2013. In accordance with accounting principles generally accepted in the United States of America for interim financial information, these statements do not include certain information and footnote disclosures required by accounting principles generally accepted in the United States of America for complete annual financial statements. The results of operations for the three months ended March 31, 2014 and 2013, and the cash flows for the three months ended March 31, 2014 and 2013, are not necessarily indicative of the results to be expected for the full year. The condensed consolidated balance sheet as of December 31, 2013 has been derived from the audited consolidated financial statements of Community Trust Bancorp, Inc. ("CTBI") for that period. For further information, refer to the consolidated financial statements and footnotes thereto for the year ended December 31, 2013, included in our annual report on Form 10-K.

**Principles of Consolidation** – The unaudited condensed consolidated financial statements include the accounts of CTBI and its separate and distinct, wholly owned subsidiaries Community Trust Bank, Inc. (the "Bank") and Community Trust and Investment Company. All significant intercompany transactions have been eliminated in consolidation.

**Reclassifications** – Certain reclassifications considered to be immaterial have been made in the prior year condensed consolidated financial statements to conform to current year classifications. These reclassifications had no effect on net income.

**New Accounting Standards** –

Ø **Accounting for Investments in Qualified Affordable Housing Projects** – In January 2014, the FASB issued ASU No. 2014-01, Investments—Equity Method and Joint Ventures (Topic 323): Accounting for Investments in Qualified Affordable Housing Projects, which enables companies that invest in affordable housing projects that qualify for the low-income housing tax credit (LIHTC) to elect to use the proportional amortization method if certain conditions are met. Under the proportional amortization method, the initial investment cost of the project is amortized in proportion to the amount of tax credits and benefits received, with the results of the investment presented on a net basis as a component of income tax expense (benefit). ASU 2014-01 is effective for interim and annual periods beginning after December 15, 2014, with early adoption permitted. We are currently evaluating the impact of adopting ASU 2014-01, but we do not expect the adoption to have a material effect on CTBI's financial condition or results of operations.

Ø **Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure** – In January 2014, the FASB also issued ASU No. 2014-04, Receivables—Troubled Debt Restructurings by Creditors (Subtopic 310-40): Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure, which clarifies when an in-substance foreclosure or repossession of residential real estate property occurs, requiring a creditor to reclassify the loan to other real estate. According to ASU 2014-04, a consumer mortgage loan should be reclassified to other real estate either upon the creditor obtaining legal title to the real estate collateral or when the borrower voluntarily conveys all interest in the real estate property to the creditor through a deed in lieu of foreclosure or similar legal agreement. ASU 2014-04 also clarifies that a creditor should not delay reclassification when a borrower has a legal right of redemption. Our current practice is consistent with the new guidance. We expect to adopt ASU 2014-04 in the first quarter 2015 and do not expect the adoption to have a material effect on CTBI's

financial condition or results of operations.

#### Critical Accounting Policies and Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires the appropriate application of certain accounting policies, many of which require us to make estimates and assumptions about future events and their impact on amounts reported in our consolidated financial statements and related notes. Since future events and their impact cannot be determined with certainty, the actual results will inevitably differ from our estimates. Such differences could be material to the consolidated financial statements.

We believe the application of accounting policies and the estimates required therein are reasonable. These accounting policies and estimates are constantly reevaluated, and adjustments are made when facts and circumstances dictate a change. Historically, we have found our application of accounting policies to be appropriate, and actual results have not differed materially from those determined using necessary estimates.

We have identified the following critical accounting policies:

Investments – Management determines the classification of securities at purchase. We classify securities into held-to-maturity, trading, or available-for-sale categories. Held-to-maturity securities are those which we have the positive intent and ability to hold to maturity and are reported at amortized cost. In accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 320, Investment Securities, investments in debt securities that are not classified as held-to-maturity and equity securities that have readily determinable fair values shall be classified in one of the following categories and measured at fair value in the statement of financial position:

a. Trading securities. Securities that are bought and held principally for the purpose of selling them in the near term (thus held for only a short period of time) shall be classified as trading securities. Trading generally reflects active and frequent buying and selling, and trading securities are generally used with the objective of generating profits on short-term differences in price.

b. Available-for-sale securities. Investments not classified as trading securities (nor as held-to-maturity securities) shall be classified as available-for-sale securities.

We do not have any securities that are classified as trading securities. Available-for-sale securities are reported at fair value, with unrealized gains and losses included as a separate component of shareholders' equity, net of tax. If declines in fair value are other than temporary, the carrying value of the securities is written down to fair value as a realized loss with a charge to income for the portion attributable to credit losses and a charge to other comprehensive income for the portion that is not credit related.

Gains or losses on disposition of securities are computed by specific identification for all securities except for shares in mutual funds, which are computed by average cost. Interest and dividend income, adjusted by amortization of purchase premium or discount, is included in earnings.

When the fair value of a security is below its amortized cost, and depending on the length of time the condition exists and the extent the fair market value is below amortized cost, additional analysis is performed to determine whether an other than temporary impairment condition exists. Available-for-sale and held-to-maturity securities are analyzed quarterly for possible other than temporary impairment. The analysis considers (i) whether we have the intent to sell our securities prior to recovery and/or maturity and (ii) whether it is more likely than not that we will not have to sell our securities prior to recovery and/or maturity. Often, the information available to conduct these assessments is limited and rapidly changing, making estimates of fair value subject to judgment. If actual information or conditions

are different than estimated, the extent of the impairment of the security may be different than previously estimated, which could have a material effect on the CTBI's results of operations and financial condition.

Loans – Loans with the ability and the intent to be held until maturity and/or payoff are reported at the carrying value of unpaid principal reduced by unearned interest, an allowance for loan and lease losses, and unamortized deferred fees or costs. Income is recorded on the level yield basis. Interest accrual is discontinued when management believes, after considering economic and business conditions, collateral value, and collection efforts, that the borrower's financial condition is such that collection of interest is doubtful. Any loan greater than 90 days past due must be well secured and in the process of collection to continue accruing interest. Cash payments received on nonaccrual loans generally are applied against principal, and interest income is only recorded once principal recovery is reasonably assured. Loans are not reclassified as accruing until principal and interest payments remain current for a period of time, generally six months, and future payments appear reasonably certain. Included in certain loan categories of impaired loans are troubled debt restructurings that were classified as impaired. A restructuring of a debt constitutes a troubled debt restructuring if the creditor for economic or legal reasons related to the debtor's financial difficulties grants a concession to the debtor that it would not otherwise consider.

Loan origination and commitment fees and certain direct loan origination costs are deferred and the net amount amortized over the estimated life of the related loans, leases, or commitments as a yield adjustment.

Allowance for Loan and Lease Losses – We maintain an allowance for loan and lease losses (“ALLL”) at a level that is appropriate to cover estimated credit losses on individually evaluated loans determined to be impaired, as well as estimated credit losses inherent in the remainder of the loan and lease portfolio. Since arriving at an appropriate ALLL involves a high degree of management judgment, we use an ongoing quarterly analysis to develop a range of estimated losses. In accordance with accounting principles generally accepted in the United States, we use our best estimate within the range of potential credit loss to determine the appropriate ALLL. Credit losses are charged and recoveries are credited to the ALLL.

We utilize an internal risk grading system for commercial credits. Those larger commercial credits that exhibit probable or observed credit weaknesses are subject to individual review. The borrower's cash flow, adequacy of collateral coverage, and other options available to CTBI, including legal remedies, are evaluated. The review of individual loans includes those loans that are impaired as defined by ASC 310-35, Impairment of a Loan. We evaluate the collectability of both principal and interest when assessing the need for loss provision. Historical loss rates are analyzed and applied to other commercial loans not subject to specific allocations. The ALLL allocation for this pool of commercial loans is established based on the historical average, maximum, minimum, and median loss ratios.

A loan is considered impaired when, based on current information and events, it is probable that CTBI will be unable to collect the scheduled payments of principal or 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. Impairment is measured on a loan-by-loan basis for commercial and construction 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.

Homogenous loans, such as consumer installment, residential mortgages, and home equity lines are not individually risk graded. The associated ALLL for these loans is measured under ASC 450, Contingencies.

When any secured commercial loan is considered uncollectable, whether past due or not, a current assessment of the value of the underlying collateral is made. If the balance of the loan exceeds the fair value of the collateral, the loan is placed on non-accrual and the loan is charged down to the value of the collateral less estimated cost to sell or a specific reserve equal to the difference between book value of the loan and the fair value assigned to the collateral is created until such time as the loan is foreclosed. When the foreclosed collateral has been legally assigned to CTBI, a charge off is taken, if necessary, in order that the remaining balance reflects the fair value estimated less costs to sell of the collateral then transferred to other real estate owned or other repossessed assets. When any unsecured commercial loan is considered uncollectable the loan is charged off no later than at 90 days past due.

All closed-end consumer loans (excluding conventional 1-4 family residential loans and installment and revolving loans secured by real estate) are charged off no later than 120 days (5 monthly payments) delinquent. If a loan is considered uncollectable, it is charged off earlier than 120 days delinquent. For conventional 1-4 family residential loans and installment and revolving loans secured by real estate, when a loan is 90 days past due, a current assessment of the value of the real estate is made. If the balance of the loan exceeds the fair value of the property, the loan is placed on nonaccrual. Foreclosure proceedings are normally initiated after 120 days. When the foreclosed property has been legally assigned to CTBI, a charge-off is taken with the remaining balance, reflecting the fair value less estimated costs to sell, transferred to other real estate owned.

Historical loss rates for loans are adjusted for significant factors that, in management's judgment, reflect the impact of any current conditions on loss recognition. During the quarter ended March 31, 2014, we continued to use twelve rolling quarters for our historical loss rate analysis. Factors that we consider include delinquency trends, current economic conditions and trends, strength of supervision and administration of the loan portfolio, levels of underperforming loans, level of recoveries to prior year's charge-offs, trends in loan losses, industry concentrations and their relative strengths, amount of unsecured loans, and underwriting exceptions. Based upon management's judgment, "best case," "worst case," and "most likely" scenarios are determined. The total of each of these weighted factors is then applied against the applicable portion of the portfolio and the ALLL is adjusted accordingly to approximate the most likely scenario. Management continually reevaluates the other subjective factors included in its ALLL analysis.

Other Real Estate Owned – When foreclosed properties are acquired, appraisals are obtained and the properties are booked at the current market value less expected sales costs. Additionally, periodic updated appraisals are obtained on unsold foreclosed properties. When an updated appraisal reflects a market value below the current book value, a charge is booked to current earnings to reduce the property to its new market value less expected sales costs. Our policy for determining the frequency of periodic reviews is based upon consideration of the specific properties and the known or perceived market fluctuations in a particular market and is typically between 12 and 18 months but generally not more than 24 months. All revenues and expenses related to the carrying of other real estate owned are recognized by a charge to income.

#### Note 2 – Stock-Based Compensation

CTBI's compensation expense related to stock option grants was \$4 thousand and \$2 thousand for the three months ended March 31, 2014 and 2013, respectively. Restricted stock expense for the three months ended March 31, 2014 and 2013 was \$187 thousand and \$162 thousand, respectively, including \$30 thousand and \$31 thousand in dividends paid for each period. As of March 31, 2014, there was a total of \$12 thousand of unrecognized compensation expense related to unvested stock option awards that will be recognized as expense as the awards vest over a weighted average period of 2.5 years and a total of \$1.4 million of unrecognized compensation expense related to restricted stock grants that will be recognized as expense as the awards vest over a weighted average period of 2.0 years.

There were 3,952 shares of restricted stock granted during the three months ended March 31, 2014, and 10,822 shares of restricted stock granted during the three months ended March 31, 2013. The restrictions on the restricted stock lapse ratably over four years or in the event of a change in control of CTBI or the death of the participant. In the event of the disability of the participant, the restrictions will lapse on a pro rata basis. The Compensation Committee of the

Board of Directors will have discretion to review and revise restrictions applicable to a participant's restricted stock in the event of the participant's retirement. There were no options granted to purchase shares of CTBI common stock during the three months ended March 31, 2014 and 1,500 options granted during the three months ended March 2013.

The fair values of options granted during the three months ended March 31, 2013, were established at the date of grant using a Black-Scholes option pricing model with the weighted average assumptions as follows:

	Three Months Ended March 31 2013	
Expected dividend yield	3.74	%
Risk-free interest rate	1.33	%
Expected volatility	39.11	%
Expected term (in years)	7.5	
Weighted average fair value of options	\$9.05	

### Note 3 – Securities

Securities are classified into held-to-maturity and available-for-sale categories. Held-to-maturity (HTM) securities are those that CTBI has the positive intent and ability to hold to maturity and are reported at amortized cost. Available-for-sale (AFS) securities are those that CTBI may decide to sell if needed for liquidity, asset-liability management or other reasons. Available-for-sale securities are reported at fair value, with unrealized gains or losses included as a separate component of equity, net of tax.

The amortized cost and fair value of securities at March 31, 2014 are summarized as follows:

#### Available-for-Sale

(in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Treasury and government agencies	\$140,033	\$229	\$(3,783)	\$136,479
State and political subdivisions	129,975	2,480	(1,885)	130,570
U.S. government sponsored agency mortgage-backed securities	361,327	3,086	(5,762)	358,651
Total debt securities	631,335	5,795	(11,430)	625,700
Marketable equity securities	25,000	0	(573)	24,427
Total available-for-sale securities	\$656,335	\$5,795	\$(12,003)	\$650,127

#### Held-to-Maturity

(in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Treasury and government agencies	\$480	\$0	\$(44)	\$436
State and political subdivisions	1,182	1	0	1,183
Total held-to-maturity securities	\$1,662	\$1	\$(44)	\$1,619

The amortized cost and fair value of securities as of December 31, 2013 are summarized as follows:

## Available-for-Sale

(in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Treasury and government agencies	\$65,524	\$225	\$(5,139 )	\$60,610
State and political subdivisions	118,055	1,907	(3,259 )	116,703
U.S. government sponsored agency mortgage-backed securities	383,174	4,325	(8,189 )	379,310
Total debt securities	566,753	6,457	(16,587 )	556,623
Marketable equity securities	55,000	0	(2,218 )	52,782
Total available-for-sale securities	\$621,753	\$6,457	\$(18,805 )	\$609,405

## Held-to-Maturity

(in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Treasury and government agencies	\$480	\$0	\$(62 )	\$418
State and political subdivisions	1,182	1	0	1,183
Total held-to-maturity securities	\$1,662	\$1	\$(62 )	\$1,601

The amortized cost and fair value of securities at March 31, 2014 by contractual maturity are shown below. Expected maturities will differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

(in thousands)	Available-for-Sale		Held-to-Maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due in one year or less	\$2,366	\$2,377	\$0	\$0
Due after one through five years	104,520	104,901	0	0
Due after five through ten years	123,723	120,778	1,182	1,183
Due after ten years	39,399	38,993	480	436
U.S. government sponsored agency mortgage-backed securities	361,327	358,651	0	0
Total debt securities	631,335	625,700	1,662	1,619
Marketable equity securities	25,000	24,427	0	0
Total securities	\$656,335	\$650,127	\$1,662	\$1,619

As of March 31, 2014, there was a combined loss of \$60 thousand. A pre-tax gain of \$1.8 million and a pre-tax loss of \$1.9 million were realized during the year. There were no sales or calls of securities and no gains or losses realized as of March 31, 2013.

The amortized cost of securities pledged as collateral, to secure public deposits and for other purposes, was \$236.0 million at March 31, 2014 and \$257.5 million at December 31, 2013.

The amortized cost of securities sold under agreements to repurchase amounted to \$254.6 million at March 31, 2014 and \$255.4 million at December 31, 2013.

Certain investments in debt and marketable equity securities are reported in the financial statements at amounts less than their historical costs. CTBI evaluates its investment portfolio on a quarterly basis for impairment. The analysis performed as of March 31, 2014 indicates that all impairment is considered temporary, market driven, and not credit-related. The percentage of total investments with unrealized losses as of March 31, 2014 was 65.7% compared to 67.8% as of December 31, 2013. The following tables provide the amortized cost, gross unrealized losses, and fair market value, aggregated by investment category and length of time the individual securities have been in a continuous unrealized loss position as of March 31, 2014 that are not deemed to be other-than-temporarily impaired.

## Available-for-Sale

(in thousands)	Amortized Cost	Gross Unrealized Losses	Fair Value
<b>Less Than 12 Months</b>			
U.S. Treasury and government agencies	\$66,121	\$(1,364 )	\$64,757
State and political subdivisions	46,229	(1,518 )	44,711
U.S. government sponsored agency mortgage-backed securities	257,459	(5,762 )	251,697
Total debt securities	369,809	(8,644 )	361,165
Marketable equity securities	25,000	(573 )	24,427
Total <12 months temporarily impaired AFS securities	394,809	(9,217 )	385,592
<b>12 Months or More</b>			
U.S. Treasury and government agencies	35,750	(2,419 )	33,331
State and political subdivisions	9,292	(367 )	8,925
Total ≥12 months temporarily impaired AFS securities	45,042	(2,786 )	42,256
<b>Total</b>			
U.S. Treasury and government agencies	101,871	(3,783 )	98,088
State and political subdivisions	55,521	(1,885 )	53,636
U.S. government sponsored agency mortgage-backed securities	257,459	(5,762 )	251,697
Total debt securities	414,851	(11,430 )	403,421
Marketable equity securities	25,000	(573 )	24,427
Total temporarily impaired AFS securities	\$439,851	\$(12,003 )	\$427,848

## Held-to-Maturity

(in thousands)	Amortized Cost	Gross Unrealized Losses	Fair Value
<b>12 Months or More</b>			
U.S. Treasury and government agencies	\$480	\$(44 )	\$436
Total temporarily impaired HTM securities	\$480	\$(44 )	\$436

## U.S. Treasury and Government Agencies

The unrealized losses in U.S. Treasury and government agencies were caused by interest rate increases. The contractual terms of those investments do not permit the issuer to settle the securities at a price less than amortized cost. Because CTBI does not intend to sell the investments and it is not more likely than not that we will be required to sell the investments before recovery of their amortized cost, which may be maturity, CTBI does not consider those investments to be other-than-temporarily impaired at March 31, 2014.



## State and Political Subdivisions

The unrealized losses in securities of state and political subdivisions were caused by interest rate increases. The contractual terms of those investments do not permit the issuer to settle the securities at a price less than amortized cost. Because CTBI does not intend to sell the investments before recovery of their amortized cost, which may be maturity, CTBI does not consider those investments to be other-than-temporarily impaired at March 31, 2014.

## U.S. Government Sponsored Agency Mortgage-Backed Securities

The unrealized losses in U.S. government sponsored agency mortgage-backed securities were caused by interest rate increases. CTBI expects to recover the amortized cost basis over the term of the securities. Because the decline in market value is attributable to changes in interest rates and not credit quality, and because CTBI does not intend to sell the investments and it is not more likely than not we will be required to sell the investments before recovery of their amortized cost, which may be maturity, CTBI does not consider those investments to be other-than-temporarily impaired at March 31, 2014.

## Marketable Equity Securities

CTBI's investments in marketable equity securities consist of investments in fixed income mutual funds (\$24.4 million of the total fair value and \$573 thousand of the total unrealized losses in common stock investments). The severity of the impairment (fair value is approximately 2.3% less than cost) and the duration of the impairment (less than twelve months) correlates with the rise in interest rates during the latter half of 2013. CTBI evaluated the near-term prospects of these funds in relation to the severity and duration of the impairment. Based on that evaluation, CTBI does not consider those investments to be other-than-temporarily impaired at March 31, 2014.

The analysis performed as of December 31, 2013 indicated that all impairment was considered temporary, market driven, and not credit-related. The following tables provide the amortized cost, gross unrealized losses, and fair market value, aggregated by investment category and length of time the individual securities have been in a continuous unrealized loss position as of December 31, 2013 that are not deemed to be other-than-temporarily impaired.

## Available-for-Sale

(in thousands)	Amortized Cost	Gross Unrealized Losses	Fair Value
<b>Less Than 12 Months</b>			
U.S. Treasury and government agencies	\$21,750	\$(1,617 )	\$20,133
State and political subdivisions	57,165	(2,789 )	54,376
U.S. government sponsored agency mortgage-backed securities	248,705	(8,182 )	240,523
Total debt securities	327,620	(12,588 )	315,032
Marketable equity securities	55,000	(2,218 )	52,782
Total <12 months temporarily impaired AFS securities	382,620	(14,806 )	367,814
<b>12 Months or More</b>			
U.S. Treasury and government agencies	35,750	(3,522 )	32,228
State and political subdivisions	7,639	(470 )	7,169
U.S. government sponsored agency mortgage-backed securities	6,579	(7 )	6,572
Total ≥12 months temporarily impaired AFS securities	49,968	(3,999 )	45,969
<b>Total</b>			

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U.S. Treasury and government agencies	57,500	(5,139 )	52,361
State and political subdivisions	64,804	(3,259 )	61,545
U.S. government sponsored agency mortgage-backed securities	255,284	(8,189 )	247,095
Total debt securities	377,588	(16,587 )	361,001
Marketable equity securities	55,000	(2,218 )	52,782
Total temporarily impaired AFS securities	\$432,588	\$(18,805 )	\$413,783

Held-to-Maturity

(in thousands)	Amortized Cost	Gross Unrealized Losses	Fair Value
12 Months or More			
U.S. Treasury and government agencies	\$480	\$(62 )	\$418
Total temporarily impaired HTM securities	\$480	\$(62 )	\$418

Note 4 – Loans

Major classifications of loans, net of unearned income, deferred loan origination costs, and net premiums on acquired loans, are summarized as follows:

(in thousands)	March 31 2014	December 31 2013
Commercial construction	\$111,272	\$110,779
Commercial secured by real estate	874,437	872,542
Equipment lease financing	8,122	8,840
Commercial other	351,648	374,881
Real estate construction	59,730	56,075
Real estate mortgage	695,514	697,601
Home equity	84,694	84,880
Consumer direct	117,497	122,215
Consumer indirect	282,594	287,541
Total loans	\$2,585,508	\$2,615,354

CTBI has segregated and evaluates its loan portfolio through nine portfolio segments. CTBI serves customers in small and mid-sized communities in eastern, northeastern, central, and south central Kentucky, southern West Virginia, and northeastern Tennessee. Therefore, CTBI's exposure to credit risk is significantly affected by changes in these communities.

Commercial construction loans are for the purpose of erecting or rehabilitating buildings or other structures for commercial purposes, including any infrastructure necessary for development. Included in this category are improved property, land development, and tract development loans. The terms of these loans are generally short-term with permanent financing upon completion.

Commercial real estate loans include loans secured by nonfarm, nonresidential properties, 1-4 family/ multi-family properties, farmland, and other commercial real estate. These loans are originated based on the borrower's ability to service the debt and secondarily based on the fair value of the underlying collateral.

Equipment lease financing loans are fixed, variable, and tax exempt leases for commercial purposes.

Commercial other loans consist of commercial check loans, agricultural loans, receivable financing, floorplans, loans to financial institutions, loans for purchasing or carrying securities, and other commercial purpose loans. Commercial loans are underwritten based on the borrower's ability to service debt from the business's underlying cash flows. As a general practice, we obtain collateral such as real estate, equipment, or other assets, although such loans may be uncollateralized but guaranteed.

Real estate construction loans are typically for owner-occupied properties. The terms of these loans are generally short-term with permanent financing upon completion.

Residential real estate loans are a mixture of fixed rate and adjustable rate first and second lien residential mortgage loans. As a policy, CTBI holds adjustable rate loans and sells the majority of its fixed rate first lien mortgage loans into the secondary market. Changes in interest rates or market conditions may impact a borrower's ability to meet contractual principal and interest payments. Residential real estate loans are secured by real property.

Home equity lines are revolving adjustable rate credit lines secured by real property.

Consumer direct loans are fixed rate products comprised of unsecured loans, consumer revolving credit lines, deposit secured loans, and all other consumer purpose loans.

Consumer indirect loans are fixed rate loans secured by automobiles, trucks, vans, and recreational vehicles originated at the selling dealership underwritten and purchased by CTBI's indirect lending department. Both new and used products are financed. Only dealers who have executed dealer agreements with CTBI participate in the indirect lending program.

Not included in the loan balances above were loans held for sale in the amount of \$1.6 million at March 31, 2014 and \$0.8 million at December 31, 2013, respectively. The amount of capitalized fees and costs under ASC 310-20, included in the above loan totals were (\$6) thousand and \$3 thousand at March 31, 2014 and December 31, 2013, respectively.

Refer to note 1 to the condensed consolidated financial statements for further information regarding our nonaccrual policy. Nonaccrual loans segregated by class of loans were as follows:

(in thousands)	March 31 2014	December 31 2013
<b>Commercial:</b>		
Commercial construction	\$4,767	\$4,519
Commercial secured by real estate	13,252	6,576
Commercial other	2,629	2,801
<b>Residential:</b>		
Real estate construction	481	481
Real estate mortgage	5,406	5,152
Home equity	349	429
<b>Total nonaccrual loans</b>	<b>\$26,884</b>	<b>\$19,958</b>

The following tables present CTBI's loan portfolio aging analysis, segregated by class, as of March 31, 2014 and December 31, 2013:

(in thousands)	March 31, 2014	
	Current	Total Loans

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	30-59 Days Past Due	60-89 Days Past Due	90+ Days Past Due	Total Past Due			90+ and Accruing*
<b>Commercial:</b>							
Commercial construction	\$386	\$52	\$6,209	\$6,647	\$104,625	\$111,272	\$1,456
Commercial secured by real estate	4,975	1,900	15,937	22,812	851,625	874,437	4,728
Equipment lease financing	0	0	0	0	8,122	8,122	0
Commercial other	578	8,182	5,595	14,355	337,293	351,648	3,323
<b>Residential:</b>							
Real estate construction	439	31	752	1,222	58,508	59,730	271
Real estate mortgage	1,510	3,846	9,929	15,285	680,229	695,514	5,189
Home equity	843	240	648	1,731	82,963	84,694	319
<b>Consumer:</b>							
Consumer direct	803	168	58	1,029	116,468	117,497	202
Consumer indirect	1,525	531	202	2,258	280,336	282,594	58
<b>Total</b>	<b>\$11,059</b>	<b>\$14,950</b>	<b>\$39,330</b>	<b>\$65,339</b>	<b>\$2,520,169</b>	<b>\$2,585,508</b>	<b>\$15,546</b>

December 31, 2013

(in thousands)	30-59 Days Past Due	60-89 Days Past Due	90+ Days Past Due	Total Past Due	Current	Total Loans	90+ and Accruing*
<b>Commercial:</b>							
Commercial construction	\$250	\$166	\$6,012	\$6,428	\$104,351	\$110,779	\$1,673
Commercial secured by real estate	3,703	1,982	16,660	22,345	850,197	872,542	12,403
Equipment lease financing	0	0	0	0	8,840	8,840	0
Commercial other	344	422	6,156	6,922	367,959	374,881	3,723
<b>Residential:</b>							
Real estate construction	81	383	694	1,158	54,917	56,075	213
Real estate mortgage	1,274	4,419	9,346	15,039	682,562	697,601	4,847
Home equity	786	330	737	1,853	83,027	84,880	324
<b>Consumer:</b>							
Consumer direct	1,063	291	119	1,473	120,742	122,215	119
Consumer indirect	2,750	668	297	3,715	283,826	287,541	297
<b>Total</b>	<b>\$10,251</b>	<b>\$8,661</b>	<b>\$40,021</b>	<b>\$58,933</b>	<b>\$2,556,421</b>	<b>\$2,615,354</b>	<b>\$23,599</b>

\*90+ and Accruing are also included in 90+ Days Past Due column.

The risk characteristics of CTBI's material portfolio segments are as follows:

Commercial construction loans generally are made to customers for the purpose of building income-producing properties. Personal guarantees of the principals are generally required. Such loans are made on a projected cash flow

basis and are secured by the project being constructed. Construction loan draw procedures are included in each specific loan agreement, including required documentation items and inspection requirements. Construction loans may convert to term loans at the end of the construction period, or may be repaid by the take-out commitment from another financing source. If the loan is to convert to a term loan, the repayment ability is based on the borrower's projected cash flow. Risk is mitigated during the construction phase by requiring proper documentation and inspections whenever a draw is requested. Loans in amounts greater than \$500,000 generally require a performance bond to be posted by the general contractor to assure completion of the project.

Commercial real estate loans are viewed primarily as cash flow loans and secondarily as loans secured by real estate. Commercial real estate lending typically involves higher loan principal amounts and the repayment of these loans is generally dependent on the successful operation of the property securing the loan or the business conducted on the property securing the loan. Commercial real estate loans may be more adversely affected by conditions in the real estate markets or in the general economy. Management monitors and evaluates commercial real estate loans based on collateral and risk grade criteria.

Equipment lease financing is underwritten by our commercial lenders using the same underwriting standards as would be applied to a secured commercial loan requesting 100% financing. The pricing for equipment lease financing is comparable to that of borrowers with similar quality commercial credits with similar collateral. Maximum terms of equipment leasing are determined by the type and expected life of the equipment to be leased. Residual values are determined by appraisals or opinion letters from industry experts. Leases must be in conformity with our consolidated annual tax plan. As we underwrite our equipment lease financing in a manner similar to our commercial loan portfolio described below, the risk characteristics for this portfolio mirror that of the commercial loan portfolio.

Commercial loans are primarily based on the identified cash flows of the borrower and secondarily on the underlying collateral provided by the borrower. The cash flows of borrowers, however, may not be as expected and the collateral securing these loans may fluctuate in value. Most commercial loans are secured by the assets being financed or other business assets such as accounts receivable or inventory and may incorporate a personal guarantee; however, some short-term loans may be made on an unsecured basis. In the case of loans secured by accounts receivable, the availability of funds for the repayment of these loans may be substantially dependent on the ability of the borrower to collect amounts due from its customers.

With respect to residential loans that are secured by 1-4 family residences and are generally owner occupied, CTBI generally establishes a maximum loan-to-value ratio and requires private mortgage insurance if that ratio is exceeded. Home equity loans are typically secured by a subordinate interest in 1-4 family residences. Residential construction loans are handled through the home mortgage area of the bank. The repayment ability of the borrower and the maximum loan-to-value ratio are calculated using the normal mortgage lending criteria. Draws are processed based on percentage of completion stages including normal inspection procedures. Such loans generally convert to term loans after the completion of construction.

Consumer loans are secured by consumer assets such as automobiles or recreational vehicles. Some consumer loans are unsecured such as small installment loans and certain lines of credit. Our determination of a borrower's ability to repay these loans is primarily dependent on the personal income and credit rating of the borrowers, which can be impacted by economic conditions in their market areas such as unemployment levels. Repayment can also be impacted by changes in property values on residential properties. Risk is mitigated by the fact that the loans are of smaller individual amounts and spread over a large number of borrowers.

The indirect lending area of the bank generally deals with purchasing/funding consumer contracts with new and used automobile dealers. The dealers generate consumer loan applications which are forwarded to the indirect loan processing area for approval or denial. Loan approvals or denials are based on the creditworthiness and repayment ability of the borrower, and on the collateral value. The dealers may have recourse agreements with the Bank.

## Credit Quality Indicators:

CTBI categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. CTBI also considers the fair value of the underlying collateral and the strength and willingness of the guarantor(s). CTBI analyzes commercial loans individually by classifying the loans as to credit risk. Loans classified as loss, doubtful, substandard, or special mention are reviewed quarterly by CTBI for further deterioration or improvement to determine if appropriately classified and valued if deemed impaired. All other commercial loan reviews are completed every 12 to 18 months. In addition, during the renewal process of any loan, as well as if a loan becomes past due or if other information becomes available, CTBI will evaluate the loan grade. CTBI uses the following definitions for risk ratings:

Ø Pass grades include investment grade, low risk, moderate risk, and acceptable risk loans. The loans range from loans that have no chance of resulting in a loss to loans that have a limited chance of resulting in a loss. Customers in this grade have excellent to fair credit ratings. The cash flows are adequate to meet required debt repayments.

Ø Watch graded loans are loans that warrant extra management attention but are not currently criticized. Loans on the watch list may be potential troubled credits or may warrant “watch” status for a reason not directly related to the asset quality of the credit. The watch grade is a management tool to identify credits which may be candidates for future classification or may temporarily warrant extra management monitoring.

Ø Other assets especially mentioned (OAEM) reflects loans that are currently protected but are potentially weak. These loans constitute an undue and unwarranted credit risk but not to the point of justifying a classification of substandard. The credit risk may be relatively minor yet constitute an unwarranted risk in light of circumstances surrounding a specific asset. Loans in this grade display potential weaknesses which may, if unchecked or uncorrected, inadequately protect CTBI’s credit position at some future date. The loans may be adversely affected by economic or market conditions.

Ø Substandard grading indicates that the loan is inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged. These loans have a well-defined weakness or weaknesses that jeopardize the orderly liquidation of the debt with the distinct possibility that CTBI will sustain some loss if the deficiencies are not corrected.

Ø Doubtful graded loans have the weaknesses inherent in the substandard grading with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable. The probability of loss is extremely high, but because of certain important and reasonably specific pending factors which may work to CTBI’s advantage or strengthen the asset(s), its classification as an estimated loss is deferred until its more exact status may be determined. Pending factors include proposed merger, acquisition, or liquidation procedures, capital injection, perfecting liens on additional collateral, and refinancing plans.

The following tables present the credit risk profile of CTBI’s commercial loan portfolio based on rating category and payment activity, segregated by class of loans, as of March 31, 2014 and December 31, 2013:

(in thousands)	Commercial				Total
	Commercial Construction	Secured by Real Estate	Equipment Leases	Commercial Other	
March 31, 2014					
Pass	\$ 90,787	\$ 747,805	\$ 8,122	\$ 299,605	\$ 1,146,319
Watch	9,141	75,684	0	32,277	117,102
OAEM	1,094	9,611	0	6,005	16,710

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Substandard	5,649	28,986	0	11,552	46,187
Doubtful	4,601	12,351	0	2,209	19,161
Total	\$ 111,272	\$ 874,437	\$ 8,122	\$ 351,648	\$ 1,345,479
December 31, 2013					
Pass	\$ 85,699	\$ 746,202	\$ 8,840	\$ 321,819	\$ 1,162,559
Watch	13,519	77,561	0	32,800	123,880
OAEM	0	6,639	0	6,200	12,839
Substandard	7,208	37,334	0	11,772	56,314
Doubtful	4,353	4,806	0	2,291	11,450
Total	\$ 110,779	\$ 872,542	\$ 8,840	\$ 374,881	\$ 1,367,042

The following tables present the credit risk profile of the CTBI's residential real estate and consumer loan portfolios based on performing or nonperforming status, segregated by class, as of March 31, 2014 and December 31, 2013:

(in thousands)	Real Estate Construction	Real Estate Mortgage	Home Equity	Consumer Direct	Consumer Indirect	Total
March 31, 2014						
Performing	\$ 58,978	\$ 684,919	\$ 84,026	\$ 117,295	\$ 282,536	\$ 1,227,754
Nonperforming (1)	752	10,595	668	202	58	12,275
Total	\$ 59,730	\$ 695,514	\$ 84,694	\$ 117,497	\$ 282,594	\$ 1,240,029
December 31, 2013						
Performing	\$ 55,381	\$ 687,602	\$ 84,127	\$ 122,096	\$ 287,244	\$ 1,236,450
Nonperforming (1)	694	9,999	753	119	297	11,862
Total	\$ 56,075	\$ 697,601	\$ 84,880	\$ 122,215	\$ 287,541	\$ 1,248,312

(1) A loan is considered nonperforming if it is 90 days or more past due and/or on nonaccrual.

A loan is considered impaired, in accordance with the impairment accounting guidance (ASC 310-10-35-16), when based on current information and events, it is probable CTBI will be unable to collect all amounts due from the borrower in accordance with the contractual terms of the loan. Impaired loans include nonperforming commercial loans but also include loans modified in troubled debt restructurings where concessions have been granted to borrowers experiencing financial difficulties. These concessions could include a reduction in the interest rate on the loan, payment extensions, forgiveness of principal, forbearance, or other actions intended to maximize collection.

The following table presents impaired loans, the average investment in impaired loans, and interest income recognized on impaired loans for the periods ended March 31, 2014, December 31, 2013, and March 31, 2013:

(in thousands)	March 31, 2014				
	Recorded Balance	Unpaid Contractual Principal Balance	Specific Allowance	Average Investment in Impaired Loans	*Interest Income Recognized
Loans without a specific valuation allowance:					
Commercial construction	\$ 5,430	\$ 5,431	\$ 0	\$ 5,441	\$ 50
Commercial secured by real estate	35,719	36,618	0	36,416	265
Commercial other	14,191	15,726	0	14,324	114
Real estate mortgage	1,021	1,021	0	1,022	10
Loans with a specific valuation allowance:					

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Commercial construction	4,278	4,284	939	4,312	0
Commercial secured by real estate	4,234	4,611	1,084	4,686	4
Commercial other	413	536	112	439	0
Totals:					
Commercial construction	9,708	9,715	939	9,753	50
Commercial secured by real estate	39,953	41,229	1,084	41,102	269
Commercial other	14,604	16,262	112	14,763	114
Real estate mortgage	1,021	1,021	0	1,022	10
Total	\$65,286	\$68,227	\$2,135	\$66,640	\$443

December 31, 2013					
(in thousands)	Recorded Balance	Unpaid Contractual Principal Balance	Specific Allowance	Average Investment in Impaired Loans	*Interest Income Recognized
Loans without a specific valuation allowance:					
Commercial construction	\$5,457	\$5,458	\$0	\$5,595	\$240
Commercial secured by real estate	35,258	36,173	0	32,472	1,231
Commercial other	14,839	16,435	0	15,396	568
Real estate mortgage	1,024	1,024	0	934	43
Loans with a specific valuation allowance:					
Commercial construction	4,353	4,359	1,189	4,935	0
Commercial secured by real estate	4,039	4,326	1,005	5,033	1
Commercial other	330	453	102	525	0
Totals:					
Commercial construction	9,810	9,817	1,189	10,530	240
Commercial secured by real estate	39,297	40,499	1,005	37,505	1,232
Commercial other	15,169	16,888	102	15,921	568
Real estate mortgage	1,024	1,024	0	934	43
Total	\$65,300	\$68,228	\$2,296	\$64,890	\$2,083

March 31, 2013					
(in thousands)	Recorded Balance	Unpaid Contractual Principal Balance	Specific Allowance	Average Investment in Impaired Loans	*Interest Income Recognized
Loans without a specific valuation allowance:					
Commercial construction	\$5,155	\$5,609	\$0	\$5,225	\$74
Commercial secured by real estate	33,765	34,586	0	33,908	297
Commercial other	15,779	17,920	0	15,435	154
Real estate mortgage	657	657	0	658	7
Loans with a specific valuation allowance:					
Commercial construction	6,073	7,303	1,911	6,075	0
Commercial secured by real estate	4,158	4,276	1,192	4,166	0
Commercial other	867	2,188	322	868	0
Totals:					



Commercial construction	11,228	12,912	1,911	11,300	74
Commercial secured by real estate	37,923	38,862	1,192	38,074	297
Commercial other	16,646	20,108	322	16,303	154
Real estate mortgage	657	657	0	658	7
Total	\$66,454	\$72,539	\$3,425	\$66,335	\$532

\*Cash basis interest is substantially the same as interest income recognized.

Included in certain loan categories of impaired loans are certain loans and leases that have been modified in a troubled debt restructuring, where economic concessions have been granted to borrowers who have experienced financial difficulties. These concessions typically result from our loss mitigation activities and could include reductions in the interest rate, payment extensions, forgiveness of principal, forbearance or other actions. Modifications of terms for our loans and their inclusion as troubled debt restructurings are based on individual facts and circumstances. Loan modifications that are included as troubled debt restructurings may involve either an increase or reduction of the interest rate, extension of the term of the loan, or deferral of principal and/or interest payments, regardless of the period of the modification. All of the loans identified as troubled debt restructuring were modified due to financial stress of the borrower. In order to determine if a borrower is experiencing financial difficulty, an evaluation is performed to determine the probability that the borrower will be in payment default on any of its debt in the foreseeable future without the modification. This evaluation is performed under CTBI's internal underwriting policy.

When we modify loans and leases in a troubled debt restructuring, we evaluate any possible impairment similar to other impaired loans based on the present value of expected future cash flows, discounted at the contractual interest rate of the original loan or lease agreement, or use the current fair value of the collateral, less selling costs for collateral dependent loans. If we determined that the value of the modified loan is less than the recorded investment in the loan (net of previous charge-offs, deferred loan fees or costs and unamortized premium or discount), impairment is recognized through an allowance estimate or a charge-off to the allowance. In periods subsequent to modification, we evaluate all troubled debt restructuring, including those that have payment defaults, for possible impairment and recognize impairment through the allowance.

During 2014, certain loans were modified in troubled debt restructurings, where economic concessions were granted to borrowers consisting of reductions in the interest rates, payment extensions, forgiveness of principal, and forbearances. Presented below, segregated by class of loans, are troubled debt restructurings that occurred during the three months ended March 31, 2014 and 2013 and the year ended December 31, 2013:

Three Months Ended March 31, 2014					
(in thousands)	Number of Loans	Term Modification	Rate Modification	Combination	Post-Modification Outstanding Balance
Commercial:					
Commercial secured by real estate	2	\$ 126	\$ 0	\$ 0	\$ 126
Commercial other	2	41	0	0	41
Total troubled debt restructurings	4	\$ 167	\$ 0	\$ 0	\$ 167

Year Ended December 31, 2013					
(in thousands)	Number of Loans	Term Modification	Rate Modification	Combination	Post-Modification Outstanding Balance
Commercial:					
Commercial construction	6	\$ 2,603	\$ 0	\$ 0	\$ 2,603

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Commercial secured by real estate	27	2,568	0	2,920	5,488
Commercial other	30	6,471	0	152	6,623
Residential:					
Real estate mortgage	1	373	0	0	373
Total troubled debt restructurings	64	\$ 12,015	\$ 0	\$ 3,072	\$ 15,087

Three Months Ended  
March 31, 2013

(in thousands)	Number of Loans	Term Modification	Rate Modification	Combination	Post-Modification Outstanding Balance
Commercial:					
Commercial construction	3	\$ 2,110	\$ 0	\$ 0	\$ 2,110
Commercial secured by real estate	5	605	0	0	605
Commercial other	9	5,493	0	92	5,585
Total troubled debt restructurings	17	\$ 8,208	\$ 0	\$ 92	\$ 8,300

No charge-offs have resulted from modifications for any of the presented periods.

Loans retain their accrual status at the time of their modification. As a result, if a loan is on nonaccrual at the time it is modified, it stays as nonaccrual, and if a loan is on accrual at the time of the modification, it generally stays on accrual. Commercial and consumer loans modified in a troubled debt restructuring are closely monitored for delinquency as an early indicator of possible future default. If loans modified in a troubled debt restructuring subsequently default, CTBI evaluates the loan for possible further impairment. The allowance for loan losses may be increased, adjustments may be made in the allocation of the allowance, or partial charge-offs may be taken to further write-down the carrying value of the loan. Presented below, segregated by class of loans, are loans that were modified as troubled debt restructurings within the past twelve months which have subsequently defaulted. CTBI generally considers a loan in default when it is 90 days or more past due or transferred to nonaccrual.

(in thousands)	Three Months Ended March 31, 2014	
	Number of Loans	Recorded Balance
Commercial:		
Commercial construction	0	\$0
Commercial secured by real estate	0	0
Commercial other	2	34
Total defaulted restructured loans	2	\$34

(in thousands)	Three Months Ended March 31, 2013	
	Number of Loans	Recorded Balance
Commercial:		
Commercial construction	2	\$328
Commercial secured by real estate	2	662
Commercial other	1	12
Total defaulted restructured loans	5	\$1,002

Note 5 – Allowance for Loan and Lease Losses

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The following tables present the balance in the allowance for loan losses and the recorded investment in loans based on portfolio segment and impairment method as of March 31, 2014, December 31, 2013 and March 31, 2013:

March 31, 2014										
(in thousands)	Commercial			Commercial Other	Real Estate Construction	Real Estate Mortgage	Home Equity	Consumer Direct	Consumer Indirect	Total
	Commercial Construction	Secured by Real Estate	Equipment Lease Financing							
Allowance for loan losses										
Beginning balance	\$3,396	\$14,535	\$121	\$5,238	\$397	\$4,939	\$601	\$1,127	\$3,654	\$34,008
Provision charged to expense	(296)	(106)	(14)	(13)	44	356	51	753	570	1,345
Losses charged off	0	322	0	633	0	164	27	453	946	2,545
Recoveries	7	76	0	162	1	12	1	146	402	807
Ending balance	\$3,107	\$14,183	\$107	\$4,754	\$442	\$5,143	\$626	\$1,573	\$3,680	\$33,615
Ending balance:										
Individually evaluated for impairment	\$939	\$1,084	\$0	\$112	\$0	\$0	\$0	\$0	\$0	\$2,135
Collectively evaluated for impairment	\$2,168	\$13,099	\$107	\$4,642	\$442	\$5,143	\$626	\$1,573	\$3,680	\$31,480
Loans										
Ending balance:										
Individually evaluated for impairment	\$9,708	\$39,953	\$0	\$14,604	\$0	\$1,021	\$0	\$0	\$0	\$65,286
Collectively evaluated for impairment	\$101,564	\$834,484	\$8,122	\$337,044	\$59,730	\$694,493	\$84,694	\$117,497	\$282,594	\$2,520,222
December 31, 2013										
(in thousands)	Commercial			Commercial Other	Real Estate Construction	Real Estate Mortgage	Home Equity	Consumer Direct	Consumer Indirect	Total
	Commercial Construction	Secured by Real Estate	Equipment Lease Financing							

Allowance for loan losses										
Beginning balance	\$4,033	\$13,541	\$126	\$5,469	\$376	\$4,767	\$563	\$1,102	\$3,268	\$33,245
Provision charged to expense	189	2,438	(5 )	1,477	106	860	268	696	2,539	8,568
Losses charged off	1,135	1,607	0	2,265	89	744	241	1,166	3,802	11,049
Recoveries	309	163	0	557	4	56	11	495	1,649	3,244
Ending balance	\$3,396	\$14,535	\$121	\$5,238	\$397	\$4,939	\$601	\$1,127	\$3,654	\$34,008

Ending balance:										
Individually evaluated for impairment	\$1,189	\$1,005	\$0	\$102	\$0	\$0	\$0	\$0	\$0	\$2,296
Collectively evaluated for impairment	\$2,207	\$13,530	\$121	\$5,136	\$397	\$4,939	\$601	\$1,127	\$3,654	\$31,712

Loans										
Ending balance:										
Individually evaluated for impairment	\$9,810	\$39,297	\$0	\$15,169	\$0	\$1,024	\$0	\$0	\$0	\$65,300
Collectively evaluated for impairment	\$100,969	\$833,245	\$8,840	\$359,712	\$56,075	\$696,577	\$84,880	\$122,215	\$287,541	\$2,550,054

March 31, 2013

	Commercial		Secured Equipment		Real Estate	Real Estate	Home Equity	Consumer Direct	Consumer Indirect	Total
(in thousands)	Commercial Construction	by Real Estate	Lease Financing	Commercial Other	Construction	Mortgage				
Allowance for loan losses										
Beginning balance	\$4,033	\$13,541	\$126	\$5,469	\$376	\$4,767	\$563	\$1,102	\$3,268	\$33,245
Provision charged to expense	(212 )	484	2	(155 )	(4 )	334	50	165	895	1,559
	0	365	0	332	0	131	47	314	999	2,188

Losses  
charged off

Recoveries	6	22	0	169	0	10	5	145	420	777
Ending balance	\$3,827	\$13,682	\$128	\$5,151	\$372	\$4,980	\$571	\$1,098	\$3,584	\$33,393

Ending  
balance:

Individually evaluated for impairment	\$1,911	\$1,192	\$0	\$322	\$0	\$0	\$0	\$0	\$0	\$3,425
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Collectively evaluated for

impairment	\$1,916	\$12,490	\$128	\$4,829	\$372	\$4,980	\$571	\$1,098	\$3,584	\$29,968
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Loans

Ending  
balance:

Individually evaluated for impairment	\$11,228	\$37,923	\$0	\$16,646	\$0	\$657	\$0	\$0	\$0	\$66,454
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Collectively evaluated for

impairment	\$91,075	\$809,884	\$9,944	\$358,763	\$51,978	\$695,664	\$79,899	\$119,191	\$280,462	\$2,496,860
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#### Note 6 – Other Real Estate Owned

Activity for other real estate owned was as follows:

(in thousands)	March 31, 2014	March 31, 2013
Beginning balance of other real estate owned	\$39,188	\$47,537
New assets acquired	1,268	2,047
Capitalized costs	0	0
Fair value adjustments	(874 )	(1,146 )
Sale of assets	(3,283 )	(2,718 )
Ending balance of other real estate owned	\$36,299	\$45,720

Foreclosed properties at March 31, 2014 and 2013 were \$36.3 million and \$45.2 million, respectively. At March 31, 2013, included in other real estate owned were two properties totaling \$0.5 million which were not acquired through foreclosure. Carrying costs and fair value adjustments associated with foreclosed properties at March 31, 2014 and 2013 were \$1.5 million and \$1.8 million, respectively.

#### Note 7 – Earnings Per Share

The following table sets forth the computation of basic and diluted earnings per share:

(in thousands except per share data)	Three Months Ended	
	March 31	
	2014	2013
Numerator:		
Net income	\$10,140	\$11,820
Denominator:		
Basic earnings per share:		
Weighted average shares	15,735	15,539
Diluted earnings per share:		
Effect of dilutive stock options and restricted stock grants	86	53
Adjusted weighted average shares	15,821	15,592
Earnings per share:		
Basic earnings per share	\$0.64	\$0.76
Diluted earnings per share	0.64	0.76

There were no options to purchase common shares that were excluded from the diluted calculations above for the three months ended March 31, 2014. In addition to in-the-money stock options, unvested restricted stock grants were also used in the calculation of diluted earnings per share based on the treasury method. Options to purchase 88,246 common shares at a weighted average price of \$38.95 were excluded from the diluted calculations above for the three months ended March 31, 2013, because the exercises prices on the options were greater than the average market price for the period.

#### Note 8 – Fair Market Value of Financial Assets and Liabilities

##### Fair Value Measurements

ASC 820, Fair Value Measurements, defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. ASC 820 applies whenever other standards require (or permit) assets or liabilities to be measured at fair value but does not expand the use of fair value in any new circumstances. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. In this standard, the FASB clarifies the principle that fair value should be based on the assumptions market participants would use when pricing the asset or liability. In support of this principle, ASC 820 establishes a fair value hierarchy that prioritizes the information used to develop those assumptions. The fair value hierarchy is as follows:

Level 1 Inputs – Quoted prices in active markets for identical assets or liabilities.

Level 2 Inputs – Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These might include quoted prices for similar assets and liabilities in active markets, and inputs other than quoted prices that are observable for the asset or liability, such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 Inputs – Unobservable inputs for determining the fair values of assets or liabilities that reflect an entity's own assumptions about the assumptions that market participants would use in pricing the assets or liabilities.

##### Recurring Measurements

The following tables present the fair value measurements of assets recognized in the accompanying balance sheets measured at fair value on a recurring basis as of March 31, 2014 and December 31, 2013 and indicates the level within

the fair value hierarchy of the valuation techniques.

(in thousands)	Fair Value Measurements at March 31, 2014 Using			
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets measured – recurring basis				
Available-for-sale securities:				
U.S. Treasury and government agencies	\$ 136,479	\$0	\$ 136,479	\$ 0
State and political subdivisions	130,570	0	130,570	0
U.S. government sponsored agency mortgage-backed securities	358,651	0	358,651	0
Marketable equity securities	24,427	24,427	0	0
Mortgage servicing rights	3,258	0	0	3,258

(in thousands)	Fair Value Measurements at December 31, 2013 Using			
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets measured – recurring basis				
Available-for-sale securities:				
U.S. Treasury and government agencies	\$ 60,610	\$0	\$ 60,610	\$ 0
State and political subdivisions	116,703	0	116,703	0
U.S. government sponsored agency mortgage-backed securities	379,310	0	379,310	0
Marketable equity securities	52,782	52,782	0	0
Mortgage servicing rights	3,424	0	0	3,424

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying balance sheets, as well as the general classification of such assets pursuant to the valuation hierarchy. These valuation methodologies were applied to all of CTBI's financial assets carried at fair value. CTBI had no liabilities measured at fair value as of March 31, 2014 and December 31, 2013. There have been no significant changes in the valuation techniques during the quarter ended March 31, 2014. For assets classified within Level 3 of the fair value hierarchy, the process used to develop the reported fair value is described below.

#### Available-for-Sale Securities

Securities classified as available-for-sale are reported at fair value on a recurring basis. CTBI's CRA investment funds (included in marketable equity securities) are classified as Level 1 of the valuation hierarchy where quoted market prices are available in the active market on which the individual securities are traded.

If quoted market prices are not available, CTBI obtains fair value measurements from an independent pricing service, such as Interactive Data, which utilizes pricing models to determine fair value measurement. CTBI reviews the pricing quarterly to verify the reasonableness of the pricing. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the bond's terms and conditions, among other factors. U.S. Treasury and government agencies, state and political subdivisions, and U.S. government sponsored agency mortgage-backed securities are classified as Level 2 inputs.

In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy. Fair value determinations for Level 3 measurements are estimated on a quarterly basis where assumptions used are reviewed to ensure the estimated fair value complies with accounting standards generally accepted in the United States. As of March 31, 2014, CTBI does not own any securities classified as Level 3 inputs.

### Mortgage Servicing Rights

Mortgage servicing rights do not trade in an active, open market with readily observable prices. CTBI reports mortgage servicing rights at fair value on a recurring basis with subsequent remeasurement of MSRs based on change in fair value.

In determining fair value, CTBI utilizes the expertise of an independent third party. Accordingly, fair value is determined by the independent third party by utilizing assumptions about factors such as mortgage interest rates, discount rates, mortgage loan prepayment speeds, market trends and industry demand. Due to the nature of the valuation inputs, mortgage servicing rights are classified within Level 3 of the hierarchy. Fair value determinations for Level 3 measurements of mortgage servicing rights are tested for impairment on a quarterly basis where assumptions used are reviewed to ensure the estimated fair value complies with accounting standards generally accepted in the United States. See the table below for inputs and valuation techniques used for Level 3 mortgage servicing rights.

### Transfers between Levels

There were no transfers between Levels 1, 2, and 3 as of March 31, 2014.

### Level 3 Reconciliation

Following is a reconciliation of the beginning and ending balances of recurring fair value measurements recognized in the accompanying balance sheet using significant unobservable (Level 3) inputs for the three months ended March 31, 2014 and 2013:

(in thousands)	Three Months Ended March 31, 2014
	Mortgage Servicing Rights
Beginning balance	\$3,424
Total recognized gains (losses)	
Included in net income	(126 )
Issues	63



Settlements	(103 )
Ending balance	\$3,258

Total gains (losses) for the period included in net income attributable to the change in unrealized gains or losses related to assets still held at the reporting date \$(126 )

(in thousands)	Three Months Ended March 31, 2013
	Mortgage Servicing Rights
Beginning balance	\$2,364
Total recognized gains (losses) Included in net income	117
Issues	357
Settlements	(186 )
Ending balance	\$2,652

Total gains for the period included in net income attributable to the change in unrealized gains or losses related to assets still held at the reporting date \$117

Realized and unrealized gains and losses for items reflected in the tables above are included in net income in the consolidated statements of income as follows:

(in thousands)	Three Months Ended March 31, 2014	
	Noninterest Income	Noninterest Expense
Total gains	\$(289 )	\$0

(in thousands)	Three Months Ended March 31, 2013	
	Noninterest Income	Noninterest Expense
Total gains	\$(69 )	\$0

#### Nonrecurring Measurements

The following table presents the fair value measurements of assets recognized in the accompanying balance sheets measured at fair value on a nonrecurring basis as of March 31, 2014 and December 31, 2013 and indicates the level within the fair value hierarchy of the valuation techniques.

(in thousands)	Fair Value Measurements at March 31, 2014 Using			
	Fair Value	Quoted Prices in Active Markets for	Significant Other Observable Inputs	Significant Unobservable Inputs (Level 3)

		Identical Assets (Level 1)	(Level 2)	
Assets measured – nonrecurring basis				
Impaired loans (collateral dependent)	\$4,020	\$0	\$0	\$ 4,020
Other real estate/assets owned	4,440	0	0	4,440

(in thousands)	Fair Value Measurements at December 31, 2013 Using			
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets measured – nonrecurring basis				
Impaired loans (collateral dependent)	\$6,830	\$0	\$0	\$ 6,830
Other real estate/assets owned	11,111	0	0	11,111

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a nonrecurring basis and recognized in the accompanying balance sheet, as well as the general classification of such assets pursuant to the valuation hierarchy. For assets classified within Level 3 of the fair value hierarchy, the process used to develop the reported fair value is described below.

#### Impaired Loans (Collateral Dependent)

The estimated fair value of collateral-dependent impaired loans is based on the appraised fair value of the collateral, less estimated cost to sell. Collateral-dependent impaired loans are classified within Level 3 of the fair value hierarchy.

CTBI considers the appraisal or evaluation as the starting point for determining fair value and then considers other factors and events in the environment that may affect the fair value. Appraisals of the collateral underlying collateral-dependent loans are obtained when the loan is determined to be collateral-dependent and subsequently as deemed necessary by the Chief Credit Officer. Appraisals are reviewed for accuracy and consistency by the Chief Credit Officer. Appraisers are selected from the list of approved appraisers maintained by management. The appraised values are reduced by discounts to consider lack of marketability and estimated cost to sell if repayment or satisfaction of the loan is dependent on the sale of the collateral. These discounts and estimates are developed by the Chief Credit Officer by comparison to historical results.

Loans considered impaired under ASC 310-35, Impairment of a Loan, are loans for which, based on current information and events, it is probable that the creditor will be unable to collect all amounts due according to the contractual terms of the loan agreement. Impaired loans are subject to nonrecurring fair value adjustments to reflect subsequent (1) partial write-downs that are based on the observable market price or current appraised value of the collateral or (2) the full charge-off of the loan carrying value. Quarter-to-date fair value adjustments on impaired loans were \$0.2 million, \$(1.0) million, and \$0.5 million for the quarters ended March 31, 2014, December 31, 2013 and March 31, 2013, respectively.

#### Other Real Estate Owned

In accordance with the provisions of ASC 360, Property, Plant, and Equipment, other real estate owned (OREO) is carried at the lower of fair value at acquisition date or current estimated fair value, less estimated cost to sell when the real estate is acquired. Estimated fair value of OREO is based on appraisals or evaluations. OREO is classified within Level 3 of the fair value hierarchy. Long-lived assets are subject to nonrecurring fair value adjustments to reflect subsequent partial write-downs that are based on the observable market price or current appraised value of the collateral. Quarter-to-date fair value adjustments on other real estate/assets owned were \$0.8 million, \$0.5 million, and \$1.1 million for the quarters ended March 31, 2014, December 31, 2013, and March 31, 2013, respectively.

Appraisals of OREO are obtained when the real estate is acquired and subsequently as deemed necessary by the Chief Credit Officer. Appraisers are selected from the list of approved appraisers maintained by management.

#### Unobservable (Level 3) Inputs

The following tables present quantitative information about unobservable inputs used in recurring and nonrecurring Level 3 fair value measurements at March 31, 2014 and December 31, 2013.

(in thousands) Quantitative Information about Level 3 Fair Value Measurements				
	Fair Value at March 31, 2014	Valuation Technique(s)	Unobservable Input	Range (Weighted Average)
Mortgage servicing rights	\$ 3,258	Discount cash flows, computer pricing model	Constant prepayment rate	7.1% - 24.6%
				Probability of default
			Discount rate	Not applicable (10.0%)
Impaired loans (collateral-dependent)	\$ 4,020	Market comparable properties	Marketability discount	5.0% - 10.0%
				(7.0%)
Other real estate/assets owned	\$ 4,440	Market comparable properties	Comparability adjustments (%)	5.0% - 46.0%
				(21.0%)

(in thousands) Quantitative Information about Level 3 Fair Value Measurements				
	Fair Value at December 31, 2013	Valuation Technique(s)	Unobservable Input	Range (Weighted Average)
Mortgage servicing rights	\$3,424	Discount cash flows, computer pricing model	Constant prepayment rate	4.3% - 23.6%
				Probability of default
			Discount rate	Not applicable

				(10.0%)
Impaired loans (collateral-dependent)	\$6,830	Market comparable properties	Marketability discount	5.0% - 10.0%
				(7.0%)
Other real estate/assets owned	\$11,111	Market comparable properties	Comparability adjustments (%)	5.0% - 38.0%
				(9.0%)

### Sensitivity of Significant Unobservable Inputs

The following is a discussion of the sensitivity of significant unobservable inputs, the interrelationships between those inputs and other unobservable inputs used in recurring fair value measurement and of how those inputs might magnify or mitigate the effect of changes in the unobservable inputs on the fair value measurement.

### Mortgage Servicing Rights

Market value for mortgage servicing rights is derived based on unobservable inputs, such as prepayment speeds of the underlying loans generated using the Andrew Davidson Prepayment Model, FHLMC/FNMA guidelines, the weighted-average life of the loan, the discount rate, the weighted average coupon, and the weighted average default rate. Significant increases (decreases) in either of those inputs in isolation would result in a significantly lower (higher) fair value measurement. Generally, a change in the assumption used for prepayment speeds is accompanied by a directionally opposite change in the assumption for interest rates.

### Fair Value of Financial Instruments

The following table presents estimated fair value of CTBI's financial instruments as of March 31, 2014 and indicates the level within the fair value hierarchy of the valuation techniques.

(in thousands)	Fair Value Measurements at March 31, 2014 Using			
	Carrying Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Financial assets:</b>				
Cash and cash equivalents	\$193,689	\$193,689	\$0	\$ 0
Certificates of deposit in other banks	9,568	0	9,605	0
Securities available-for-sale	650,127	24,427	625,700	0
Securities held-to-maturity	1,662	0	1,619	0
Loans held for sale	1,610	1,645	0	0
Loans, net	2,551,893	0	0	2,563,294
Federal Home Loan Bank stock	17,927	0	17,927	0
Federal Reserve Bank stock	4,887	0	4,887	0
Accrued interest receivable	12,924	0	12,924	0
Mortgage servicing rights	3,258	0	0	3,258

<b>Financial liabilities:</b>				
Deposits	\$2,924,189	\$652,170	\$2,267,890	\$ 0
Repurchase agreements	217,656	0	0	217,630
Federal funds purchased	8,723	0	8,723	0
Advances from Federal Home Loan Bank	1,257	0	1,500	0
Long-term debt	61,341	0	0	35,244
Accrued interest payable	1,181	0	1,181	0

<b>Unrecognized financial instruments:</b>				
Letters of credit	\$0	\$0	\$0	\$ 0
Commitments to extend credit	0	0	0	0
Forward sale commitments	0	0	0	0

The following table presents estimated fair value of CTBI's financial instruments as of December 31, 2013 and indicates the level within the fair value hierarchy of the valuation techniques.

(in thousands)	Fair Value Measurements at December 31, 2013 Using			
	Carrying Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Financial assets:</b>				
Cash and cash equivalents	\$106,641	\$106,641	\$0	\$ 0
Certificates of deposit in other banks	9,568	0	9,582	0
Securities available-for-sale	609,405	52,782	556,623	0
Securities held-to-maturity	1,662	0	1,601	0
Loans held for sale	828	845	0	0
Loans, net	2,581,346	0	0	2,589,811
Federal Home Loan Bank stock	25,673	0	25,673	0
Federal Reserve Bank stock	4,886	0	4,886	0
Accrued interest receivable	12,886	0	12,886	0
Mortgage servicing rights	3,424	0	0	3,424
<b>Financial liabilities:</b>				
Deposits	\$2,855,074	\$621,321	\$2,230,608	\$ 0
Repurchase agreements	208,067	0	0	207,992
Federal funds purchased	12,465	0	12,465	0
Advances from Federal Home Loan Bank	1,286	0	1,531	0
Long-term debt	61,341	0	0	31,362
Accrued interest payable	1,032	0	1,032	0
<b>Unrecognized financial instruments:</b>				
Letters of credit	\$0	\$0	\$0	\$ 0
Commitments to extend credit	0	0	0	0
Forward sale commitments	0	0	0	0

The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate that value:

Cash and cash equivalents – The carrying amount approximates fair value.

Certificates of deposit in other banks – Fair values are based on quoted market prices or dealer quotes for similar instruments.

Securities held-to-maturity – Fair values are based on quoted market prices, if available. If a quoted price is not available, fair value is estimated using quoted prices for similar securities. The fair value estimate is provided to management from a third party using modeling assumptions specific to each type of security that are reviewed and approved by management. Quarterly sampling of fair values provided by additional third parties supplement the fair value review process.

Loans held for sale – The fair value is predetermined at origination based on sale price.

Loans (net of the allowance for loan and lease losses) – The fair value of fixed rate loans and variable rate mortgage loans is estimated by discounting the future cash flows using current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities. For other variable rate loans, the carrying amount approximates fair value.

Federal Home Loan Bank stock – The carrying value of Federal Home Loan Bank stock approximates fair value based on the redemption provisions of the Federal Home Loan Bank.

Federal Reserve Bank stock – The carrying value of Federal Reserve Bank stock approximates fair value based on the redemption provisions of the Federal Reserve Bank.

Accrued interest receivable – The carrying amount approximates fair value.

Deposits – The fair value of fixed maturity time deposits is estimated by discounting the future cash flows using the rates currently offered for deposits of similar remaining maturities. For deposits including demand deposits, savings accounts, NOW accounts, and certain money market accounts, the carrying value approximates fair value.

Repurchase agreements – The fair value is estimated by discounting future cash flows using current rates.

Federal funds purchased – The carrying amount approximates fair value.

Advances from Federal Home Loan Bank – The fair value of these fixed-maturity advances is estimated by discounting future cash flows using rates currently offered for advances of similar remaining maturities.

Long-term debt – The fair value is estimated by discounting future cash flows using current rates.

Accrued interest payable – The carrying amount approximates fair value.

Commitments to originate loans, forward sale commitments, letters of credit, and lines of credit – The fair value of commitments to originate loans is estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present creditworthiness of the counterparties. For fixed-rate loan commitments, fair value also considers the difference between current levels of interest rates and the committed rates. The fair value of forward sale commitments is estimated based on current market prices for loans of similar terms and credit quality. The fair values of letters of credit and lines of credit are based on fees currently charged for similar agreements or on the estimated cost to terminate or otherwise settle the obligations with the

counterparties at the reporting date. The fair values of these commitments are not material.

Note 9 – Accumulated Other Comprehensive Income

Unrealized gains (losses) on AFS securities

Amounts reclassified from accumulated other comprehensive income (AOCI) and the affected line items in the statements of income during the three months ended March 31, 2014 and 2013 were:

Three Months Ended March 31 (in thousands)	Amounts Reclassified from AOCI	
	2014	2013
Affected line item in the statements of income		
Securities gains (losses)	\$(60 )	\$0
Tax (benefit) expense	(21 )	0
Total reclassifications out of AOCI	\$(39 )	\$0

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

Overview

The following Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is intended to help the reader understand Community Trust Bancorp, Inc., our operations, and our present business environment. The MD&A is provided as a supplement to – and should be read in conjunction with – our condensed consolidated financial statements and the accompanying notes contained in this quarterly report. The MD&A includes the following sections:

- v Our Business
- v Results of Operations and Financial Condition
- v Dividends
- v Liquidity and Market Risk
- v Interest Rate Risk
- v Capital Resources
- v Impact of Inflation, Changing Prices, and Economic Conditions
- v Stock Repurchase Program
- v Critical Accounting Policies and Estimates

Our Business

Community Trust Bancorp, Inc. ("CTBI") is a bank holding company headquartered in Pikeville, Kentucky. Currently, we own one commercial bank and one trust company. Through our subsidiaries, we have eighty-one banking locations in eastern, northeastern, central, and south central Kentucky, southern West Virginia, and northeastern Tennessee, four trust offices across Kentucky, and one trust office in northeastern Tennessee. At March 31, 2014, we had total consolidated assets of \$3.7 billion and total consolidated deposits, including repurchase agreements, of \$3.1 billion, making us the largest bank holding company headquartered in the Commonwealth of Kentucky. Total shareholders' equity at March 31, 2014 was \$422.0 million.

Through our subsidiaries, we engage in a wide range of commercial and personal banking and trust and wealth management activities, which include accepting time and demand deposits; making secured and unsecured loans to corporations, individuals and others; providing cash management services to corporate and individual customers; issuing letters of credit; renting safe deposit boxes; and providing funds transfer services. The lending activities of our Bank include making commercial, construction, mortgage, and personal loans. Lease-financing, lines of credit, revolving lines of credit, term loans, and other specialized loans, including asset-based financing, are also available. Our corporate subsidiaries act as trustees of personal trusts, as executors of estates, as trustees for employee benefit trusts, as registrars, transfer agents, and paying agents for bond and stock issues, as depositories for securities, and as providers of full service brokerage services. For further information, see Item 1 of our annual report on Form 10-K for the year ended December 31, 2013.



## Results of Operations and Financial Condition

For the quarter ended March 31, 2014, we reported earnings for the first quarter 2014 of \$10.1 million, or \$0.64 per basic share, compared to \$11.8 million, or \$0.76 per basic share, earned during the first quarter 2013 and \$8.8 million, or \$0.56 per basic share, earned during the fourth quarter 2013. The variance from prior quarter was impacted by the \$6.2 million in accrued expenses during the fourth quarter 2013 related to the Federal Reserve determination previously disclosed in our annual report on Form 10-K for the year ended December 31, 2013.

### 1st Quarter 2014 Highlights

v CTBI's basic earnings per share for the quarter decreased \$0.12 per share from the first quarter 2013 but increased \$0.08 from fourth quarter 2013.

v Net interest income for the quarter decreased 1.3% from prior year first quarter and 3.7% from prior quarter as our net interest margin decreased 5 basis points and 8 basis points, respectively, for those time periods. Average earning assets decreased 0.1% from first quarter 2013 but increased 0.4% from prior quarter while our yield on average earning assets decreased 13 basis points and 9 basis points, respectively.

v Nonperforming loans at \$42.4 million increased \$8.6 million from March 31, 2013 but decreased \$1.1 million from December 31, 2013. Nonperforming assets at \$78.7 million decreased \$0.3 million from March 31, 2013 and \$4.0 million from December 31, 2013.

v Net loan charge-offs for the quarter ended March 31, 2014 were \$1.7 million, or 0.27% of average loans annualized, compared to \$1.4 million, or 0.22%, experienced for the first quarter 2013 and \$1.2 million, or 0.19%, for the fourth quarter 2013.

v Our loan loss provision for the quarter decreased \$0.2 million from prior year first quarter but increased \$0.1 million from prior quarter.

v Our loan loss reserve as a percentage of total loans outstanding remained at 1.30% from March 31, 2013 to March 31, 2014. Our reserve coverage (allowance for loan loss reserve to nonperforming loans) at March 31, 2014 was 79.2% compared to 98.6% at March 31, 2013 and 78.1% at December 31, 2013.

v Noninterest income decreased 15.6% for the quarter ended March 31, 2014 compared to the same period in 2013 and decreased 16.4% from prior quarter. The decrease was primarily attributable to decreases in gains on sales of loans, deposit service charges, and loan related fees.

v Noninterest expense for the quarter ended March 31, 2014 increased 2.1% from prior year first quarter but decreased 17.0% from prior quarter. The variance from prior quarter was primarily due to the \$6.2 million accrued expenses related to the Federal Reserve determination in the fourth quarter 2013.

v Our loan portfolio increased \$22.2 million from March 31, 2013 but declined \$29.8 million during the quarter.

v Our investment portfolio declined \$27.4 million from March 31, 2013 but increased \$40.7 million during the quarter.

v Deposits, including repurchase agreements, declined \$5.3 million from March 31, 2013 but increased \$78.7 million during the quarter.

v Our tangible common equity/tangible assets ratio remains strong at 9.88%.

## Income Statement Review

(dollars in thousands)		Change 2014 vs. 2013			
Quarter Ended March 31	2014	2013	Amount	Percent	
Net interest income	\$32,750	\$33,197	\$(447 )	(1.3 )%	
Provision for loan losses	1,345	1,559	(214 )	(13.7 )%	
Noninterest income	10,065	11,920	(1,855 )	(15.6 )%	
Noninterest expense	26,861	26,299	562	2.1	
Income taxes	4,469	5,439	(970 )	(17.8 )%	
Net income	\$10,140	\$11,820	\$(1,680 )	(14.2 )%	
Average earning assets	\$3,389,490	\$3,393,848	\$(4,358 )	(0.1 )%	
Yield on average earnings assets	4.32 %	4.45 %	(0.13 )%	(2.9 )%	
Cost of interest bearing funds	0.47 %	0.56 %	(0.09 )%	(16.1 )%	
Net interest margin	3.97 %	4.02 %	(0.05 )%	(1.2 )%	

## Net Interest Income

Net interest income for the quarter decreased \$0.4 million, or 1.3%, from prior year first quarter and \$1.2 million, or 3.7% from prior quarter as our net interest margin decreased 5 basis points and 8 basis points, respectively, for those time periods. The decrease in our net interest margin is attributable to the reversal of \$0.5 million in accrued interest, representing 7 basis points of the margin, with the placement of an income producing commercial real estate loan on nonaccrual. Average earning assets decreased 0.1% from first quarter 2013 but increased 0.4% from prior quarter. The yield on average earning assets decreased 13 basis points and 9 basis points for these respective time periods. Loans represented 76.6% of our average earning assets for the quarter ended March 31, 2014 compared to 75.2% for the quarter ended March 31, 2013 and 77.1% for the quarter ended December 31, 2013. The cost of interest bearing funds decreased 9 basis points from prior year first quarter and 2 basis points from prior quarter.

## Provision for Loan Losses

The provision for loan losses that was added to the allowance for the first quarter 2014 was \$1.3 million compared to \$1.6 million in the first quarter 2013 and \$1.2 million for the quarter ended December 31, 2013. This provision represented a charge against current earnings in order to maintain the allowance at an appropriate level determined using the accounting estimates described in the Critical Accounting Policies and Estimates section.

## Noninterest Income

Noninterest income decreased 15.6% for the quarter ended March 31, 2014 compared to the same period in 2013 and 16.4% from prior quarter. The decrease was primarily attributable to decreases in gains on sales of loans, deposit service charges, and loan related fees. Gains on sales of loans decreased \$1.2 million from prior year same quarter and \$0.1 million from prior quarter which is reflective of the decline in secondary market residential real estate mortgage activity. Deposit service charges decreased \$0.3 million from the first quarter 2013 and \$0.9 million from the fourth quarter 2013. The decrease from first quarter 2013 was primarily a result of a change in our processing of overdrafts, while the decrease from the fourth quarter 2013 was also a result of seasonality. Loan related fees decreased \$0.3 million and \$0.5 million, respectively, from the first quarter 2013 and the fourth quarter 2013, primarily due to variances in fair value adjustments to our mortgage servicing rights.

## Noninterest Expense

Noninterest expense for the quarter ended March 31, 2014 increased 2.1% from prior year first quarter but decreased 17.0% from prior quarter. The increase from prior year same quarter included increases in personnel expense, occupancy and equipment expense, and data processing expense. The variance from prior quarter was primarily due to the \$6.2 million accrued expenses related to the Federal Reserve determination in the fourth quarter 2013. During the first quarter of 2014, this accrual was reduced by \$0.6 million as a result of updated information obtained regarding the amount of refunds to be issued. This reduction, however, was offset by higher than anticipated operational losses during the first quarter 2014. In April 2014, the Federal Reserve investigation concluded with no additional charges to income being recognized.

#### Balance Sheet Review

CTBI's total assets at \$3.7 billion decreased \$3.5 million, or 0.1%, from March 31, 2013 but increased \$86.9 million, or an annualized 9.8%, during the quarter. Loans outstanding at March 31, 2014 were \$2.6 billion, increasing \$22.2 million, or 0.9%, from March 31, 2013 but decreasing \$29.8 million, or an annualized 4.6%, during the quarter. We experienced declines during the quarter of \$21.6 million in the commercial loan portfolio and \$9.7 million in the consumer loan portfolio, partially offset by growth of \$1.4 million in the residential loan portfolio. CTBI's investment portfolio decreased \$27.4 million, or 4.0%, from March 31, 2013 but increased \$40.7 million, or an annualized 27.0%, during the quarter. During the first quarter 2014, CTBI did a bond restructuring moving away from U.S. government sponsored agency mortgage-backed securities and marketable equity securities into U.S. Treasury and government agencies and state and political subdivisions. This restructuring was intended to improve book yield, reduce duration, and improve extension risk metrics. The re-positioning of the portfolio took advantage of the steep yield curve which should enhance the purchased yield as the securities roll or cushion the market value of the portfolio in an up rate environment. Deposits, including repurchase agreements, at \$3.1 billion decreased \$5.3 million, or 0.2%, from March 31, 2013 but increased \$78.7 million, or an annualized 10.4%, from prior quarter.

Shareholders' equity at March 31, 2014 was \$422.0 million compared to \$406.6 million at March 31, 2013 and \$412.5 million at December 31, 2013. CTBI's annualized dividend yield to shareholders as of March 31, 2014 was 3.09%.

#### Loans

(in thousands)	March 31, 2014					
	Balance	Variance from Prior Year-End		Net Charge-Offs	Nonperforming	ALLL
<b>Loan Category</b>						
<b>Commercial:</b>						
Construction	\$111,272	0.4 %		\$ (7 )	\$ 6,223	\$3,107
Secured by real estate	874,437	0.2		246	17,980	14,183
Equipment lease financing	8,122	(8.1 )		0	0	107
Commercial other	351,648	(6.2 )		471	5,952	4,754
<b>Total commercial</b>	<b>1,345,479</b>	<b>(1.6 )</b>		<b>710</b>	<b>30,155</b>	<b>22,151</b>
<b>Residential:</b>						
Real estate construction	59,730	6.5		(1 )	752	442
Real estate mortgage	695,514	(0.3 )		152	10,595	5,143
Home equity	84,694	(0.2 )		26	668	626
<b>Total residential</b>	<b>839,938</b>	<b>0.2</b>		<b>177</b>	<b>12,015</b>	<b>6,211</b>
<b>Consumer:</b>						
Consumer direct	117,497	(3.9 )		307	202	1,573
Consumer indirect	282,594	(1.7 )		544	58	3,680
<b>Total consumer</b>	<b>400,091</b>	<b>(2.4 )</b>		<b>851</b>	<b>260</b>	<b>5,253</b>

Total loans	\$2,585,508	(1.1	)%	\$ 1,738	\$ 42,430	\$33,615
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### Asset Quality

CTBI's total nonperforming loans were \$42.4 million at March 31, 2014, a 25.3% increase from the \$33.9 million at March 31, 2013 but a 2.6% decrease from the \$43.6 million at December 31, 2013. Loans 90+ days past due and still accruing decreased \$8.1 million for the quarter, primarily due to the movement of a \$7.3 million income producing commercial real estate loan relationship to nonaccrual. Without the movement of this loan, both 90+ days past due and nonaccrual loans would have shown improvement. Loans 30-89 days past due at \$23.5 million is a decrease of \$2.6 million from March 31, 2013 but an increase of \$7.6 million from December 31, 2013. The increase in 30-89 days past due loans is attributable to one borrower relationship which was negatively impacted during the first quarter by weather and permit issues. Our loan portfolio management processes focus on the immediate identification, management, and resolution of problem loans to maximize recovery and minimize loss. Our loan risk management processes include weekly delinquent loan review meetings at the market levels and monthly delinquent loan review meetings involving senior corporate management to review all nonaccrual loans and loans 30 days or more past due. Any activity regarding a criticized/classified loan (i.e. problem loan) must be approved by CTB's Watch List Asset Committee (i.e. Problem Loan Committee). CTB's Watch List Asset Committee also meets on a quarterly basis and reviews every criticized/classified loan of \$100,000 or greater. We also have a Loan Review Department that reviews every market within CTB annually and performs extensive testing of the loan portfolio to assure the accuracy of loan grades and classifications for delinquency, troubled debt restructuring, impaired status, impairment, nonaccrual status, and adequate loan loss reserves.

Impaired loans, loans not expected to meet contractual principal and interest payments other than insignificant delays, at March 31, 2014 totaled \$65.3 million, compared to \$66.5 million at March 31, 2013 and \$65.3 million at December 31, 2013. Included in certain loan categories of impaired loans are troubled debt restructurings that were classified as impaired. At March 31, 2014, CTBI had \$22.0 million in commercial loans secured by real estate, \$7.7 million in commercial real estate construction loans, \$9.8 million in commercial other loans, and \$1.0 million in consumer loans that were modified in troubled debt restructurings and impaired. Management evaluates all impaired loans for impairment and records a direct charge-off or provides specific reserves when necessary.

For further information regarding nonperforming and impaired loans, see note 4 to the condensed consolidated financial statements.

CTBI generally does not offer high risk loans such as option ARM products, high loan to value ratio mortgages, interest-only loans, loans with initial teaser rates, or loans with negative amortizations, and therefore, CTBI would have no significant exposure to these products.

Net loan charge-offs for the quarter ended March 31, 2014 were \$1.7 million, or 0.27% of average loans annualized, compared to \$1.4 million, or 0.22%, experienced for the first quarter 2013 and \$1.2 million, or 0.19%, for the fourth quarter 2013. Of the total net charge-offs for the quarter, \$0.7 million were in commercial loans, \$0.5 million were in indirect auto loans, and \$0.2 million were in residential real estate mortgage loans. Allocations to loan loss reserves were \$1.3 million for the quarter ended March 31, 2014 compared to \$1.6 million for the quarter ended March 31, 2013 and \$1.2 million for the quarter ended December 31, 2013. Our loan loss reserve as a percentage of total loans outstanding has remained at 1.30% from March 31, 2013 to March 31, 2014.

We continue to experience improvement in other real estate owned. Our level of foreclosed properties at \$36.3 million at March 31, 2014 was a decrease from \$45.2 million at March 31, 2013 and \$39.2 million at December 31, 2013. Sales of foreclosed properties for the quarter ended March 31, 2014 totaled \$3.3 million while new foreclosed properties totaled \$1.3 million. At March 31, 2014, the book value of properties under contracts to sell was \$6.1 million; however, the closings had not occurred at quarter-end.

When foreclosed properties are acquired, appraisals are obtained and the properties are booked at the current market value less expected sales costs. Additionally, periodic updated appraisals are obtained on unsold foreclosed properties. When an updated appraisal reflects a market value below the current book value, a charge is booked to current earnings to reduce the property to its new market value less expected sales costs. Charges to earnings in the first quarter 2014 to reflect the decrease in current market values of foreclosed properties totaled \$0.9 million. There were 38 properties reappraised during the first quarter 2014. Of these, 18 were written down by a total of \$0.3 million. Charges during the quarters ended March 31, 2013 and December 31, 2013 were \$1.1 million and \$0.5 million, respectively. Our policy for determining the frequency of periodic reviews is based upon consideration of the specific properties and the known or perceived market fluctuations in a particular market and is typically between 12 and 18 months but generally not more than 24 months. Approximately forty-two percent of our OREO properties have been reappraised within the past 12 months. Management anticipates that our foreclosed properties will remain elevated as we work through current market conditions.

The major classifications of foreclosed properties are shown in the following table:

(in thousands)	March 31, 2014	December 31, 2013
1-4 family	\$6,779	\$8,640
Agricultural/farmland	781	792
Construction/land development/other	19,613	20,278
Multifamily	1,402	1,456
Non-farm/non-residential		