

OCEANFIRST FINANCIAL CORP

Form 10-Q

November 07, 2014

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 10-Q**

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

**For the quarterly period ended September 30, 2014**

.. **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 001-11713**

**OceanFirst Financial Corp.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**22-3412577**  
**(I.R.S. Employer**  
**Identification No.)**

**975 Hooper Avenue, Toms River, NJ**  
**(Address of principal executive offices)**

**08753**  
**(Zip Code)**

**Registrant's telephone number, including area code: (732) 240-4500**

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 Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES  NO .

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

Large Accelerated Filer  Accelerated Filer  x  
Non-accelerated Filer  Smaller Reporting Company   
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES  NO  x.

As of October 31, 2014 there were 17,010,914 shares of the Registrant's Common Stock, par value \$.01 per share, outstanding.

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(dollars in thousands, except per share amounts)

At or for the Quarter Ended

September 30, 2014    June 30, 2014    September 30, 2013

**SELECTED FINANCIAL CONDITION DATA:**

Total assets	\$ 2,308,701	\$ 2,329,141	\$ 2,286,288
Loans receivable, net	1,632,026	1,631,819	1,522,425
Deposits	1,781,227	1,705,510	1,768,914
Stockholders' equity	218,650	215,841	213,769

**SELECTED OPERATING DATA:**

Net interest income	18,100	18,159	17,544
Provision for loan losses	1,000	275	700
Other income	5,304	4,847	4,436
Operating expenses	14,449	14,847	13,654
Net income	5,165	5,117	4,968
Diluted earnings per share	0.31	0.30	0.29

**SELECTED FINANCIAL RATIOS:**

Stockholders' equity per common share	12.77	12.59	12.30
Cash dividend per share	0.12	0.12	0.12
Stockholders' equity to total assets	9.47%	9.27%	9.35%
Return on average assets (1)	0.88	0.90	0.86
Return on average stockholders' equity (1)	9.50	9.45	9.17
Average interest rate spread	3.18	3.28	3.11
Net interest margin	3.27	3.35	3.20
Operating expenses to average assets (1)	2.48	2.60	2.36
Efficiency ratio	61.74	64.54	62.12

**ASSET QUALITY:**

Non-performing loans	\$ 18,392	\$ 40,699	\$ 41,565
Non-performing assets	24,858	45,667	45,824
Allowance for loan losses as a percent of total loans receivable	0.98%	1.26%	1.35%
Allowance for loan losses as a percent of total non-performing loans	88.68	51.44	50.25
Non-performing loans as a percent of total loans receivable	1.11	2.44	2.68
Non-performing assets as a percent of total assets	1.08	1.96	2.00

**Wealth Management**

Assets under administration	\$ 224,421	\$ 229,289	\$ 211,976
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(1) Ratios are annualized



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**Table of Contents****Summary**

OceanFirst Financial Corp. is the holding company for OceanFirst Bank (the Bank), a community bank serving Ocean, Monmouth and Middlesex Counties in New Jersey. The term the Company refers to OceanFirst Financial Corp., OceanFirst Bank and all of the Bank's subsidiaries on a consolidated basis. The Company's results of operations are primarily dependent on net interest income, which is the difference between the interest income earned on interest-earning assets, such as loans and investments, and the interest expense on interest-bearing liabilities, such as deposits and borrowings. The Company also generates non-interest income such as income from bankcard services, wealth management services, deposit accounts, the sale of investment products, loan originations, loan servicing, loan sales, and other fees. The Company's operating expenses primarily consist of compensation and employee benefits, occupancy and equipment, marketing, federal deposit insurance, data processing and general and administrative expenses. The Company's results of operations are also significantly affected by general economic and competitive conditions, particularly changes in market interest rates, government policies and actions of regulatory agencies.

Interest-earning assets, both loans and securities, are generally priced against longer-term indices, while interest-bearing liabilities, primarily deposits and borrowings, are generally priced against shorter-term indices. The Company's net interest margin has expanded over the prior year periods as the Company has succeeded in growing commercial loans resulting in a shift in asset mix from lower-yielding interest-earning deposits and securities into higher-yielding loans. The net interest margin also benefited from the prepayment of \$159.0 million of Federal Home Loan Bank (FHLB) advances in the fourth quarter of 2013 and from the rising interest rate environment in 2013 which steepened the yield curve, slowed loan refinance activity and improved yields on newly originated loans and investments. More recently, the net interest margin for the quarter ended September 30, 2014 decreased slightly from the prior linked quarter due to a temporary increase in low yielding interest-earning deposits and the extension of overnight borrowings into longer-term borrowings. Based upon current economic conditions, the Federal Reserve has indicated that it anticipates that short-term interest rates will remain at current levels for a considerable time, especially if projected inflation continues to run below the 2% longer-run goal, and provided that longer-term inflation expectations remain well-anchored. Additionally, the Federal Reserve concluded its bond buying program in October 2014. The increase in longer-term rates and related reduction in loan refinance activity has caused a decrease in the Company's loan sale volume and therefore lower income from the net gain on the sale of loans. More recently, worldwide economic and geopolitical uncertainty has caused longer-term interest rates to decline, which may have an adverse impact on the Company's net interest margin in future periods.

In addition to the interest rate environment, the Company's results are affected by economic conditions. Recent economic indicators point to some improvement in the U.S. economy, which expanded modestly in 2013 and continues to show modest growth again in 2014. Labor market conditions improved as the national and local unemployment rates in the first nine months of 2014 both decreased compared to prior year levels. Despite these signs, the economic recovery remains modest.

Highlights of the Company's financial results for the three and nine months ended September 30, 2014 were as follows:

On October 23, 2014, the Company announced a \$0.01 increase in the quarterly cash dividend, to \$0.13 per share.

On September 30, 2014, the Company completed the bulk sale of certain non-performing residential mortgage loans with an aggregate carrying value of \$23.1 million, for net cash consideration of \$18.7 million. The sale resulted in a total loan charge-off of \$5.0 million, including uncollected loan escrow receivables, through the Allowance for Loan Losses in the quarter ended September 30, 2014. The sale represented 56.9% of the Company's reported non-performing loans at June 30, 2014. The non-performing loan sale improves the credit risk profile of the loan

portfolio and is expected to increase net interest income and reduce foreclosure-related expenses, lower overhead costs and reduce the FDIC insurance assessment in future periods.

Total assets increased to \$2.309 billion at September 30, 2014, from \$2.250 billion at December 31, 2013. Loans receivable, net increased \$90.6 million at September 30, 2014, as compared to December 31, 2013 primarily due to growth in commercial loans of \$90.0 million.

Net income for the three months ended September 30, 2014 was \$5.2 million, or \$0.31 per diluted share, as compared to net income of \$5.0 million, or \$0.29 per diluted share for the corresponding prior year period. Net income benefited from improved net interest income, higher other income primarily relating to gains on the sale of securities, partly offset by increased operating expenses and higher loan loss provision. Additionally earnings per share benefited from a reduction in average shares outstanding.

Net interest income for the three months ended September 30, 2014 increased to \$18.1 million, as compared to \$17.5 million in the same prior year period, reflecting a higher net interest margin. The net interest margin increased to 3.27% for the three months ended September 30, 2014, as compared to 3.20% for the corresponding prior year period.

The provision for loan losses for the three months ended September 30, 2014 increased to \$1.0 million, as compared to \$700,000 in the same prior year period, partly due to the charge-off related to the bulk sale of non-performing loans.

Other income increased to \$5.3 million for the three months ended September 30, 2014, as compared to \$4.4 million in the same prior year period. The increase was due to higher gain on sale of investment securities, increased fees and service charges and a reduction in losses from other real estate operations, partly offset by lower gain on sales of loans. Operating expenses increased \$795,000 primarily due to personnel additions in revenue producing areas and higher professional fees.



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The Company remains well-capitalized with a tangible common equity ratio of 9.47%. On July 24, 2014, the Company announced the completion of its 2012 common stock repurchase program and the subsequent authorization of the Board of Directors to repurchase up to 5% of the Company's outstanding common stock, or 867,923 shares. At September 30, 2014, there were 835,059 shares available for repurchase.

Return on average stockholders' equity was 9.50% for the three months ended September 30, 2014, as compared to 9.17% for the corresponding prior year period.

**Analysis of Net Interest Income**

Net interest income represents the difference between income on interest-earning assets and expense on interest-bearing liabilities. Net interest income depends upon the relative amounts of interest-earning assets and interest-bearing liabilities and the interest rate earned or paid on them.

The following table sets forth certain information relating to the Company for the three and nine months ended September 30, 2014 and 2013. The yields and costs are derived by dividing income or expense by the average balance of assets or liabilities, respectively, for the periods shown except where noted otherwise. Average balances are derived from average daily balances. The yields and costs include certain fees which are considered adjustments to yields.

	FOR THE THREE MONTHS ENDED SEPTEMBER 30,					
	2014			2013		
	AVERAGE BALANCE	INTEREST	AVERAGE YIELD/ COST (dollars in thousands)	AVERAGE BALANCE	INTEREST	AVERAGE YIELD/ COST
<b>Assets</b>						
Interest-earning assets:						
Interest-earning deposits and short-term investments	\$ 56,523	\$ 17	0.12%	\$ 46,311	\$ 16	0.14%
Securities (1) and FHLB stock	529,116	2,181	1.65	631,016	2,565	1.63
Loans receivable, net (2)	1,631,680	17,944	4.40	1,519,002	17,403	4.58
Total interest-earning assets	2,217,319	20,142	3.63	2,196,329	19,984	3.64
Non-interest-earning assets	117,509			115,016		
Total assets	\$ 2,334,828			\$ 2,311,345		
<b>Liabilities and Stockholders</b>						
<b>Equity</b>						
Interest-bearing liabilities:						
Transaction deposits	\$ 1,279,313	262	0.08	\$ 1,317,181	387	0.12
Time deposits	213,627	748	1.40	211,584	720	1.36
Total	1,492,940	1,010	0.27	1,528,765	1,107	0.29
Borrowed funds	325,897	1,032	1.27	329,281	1,333	1.62

Total interest-bearing liabilities	1,818,837	2,042	0.45	1,858,046	2,440	0.53
Non-interest-bearing deposits	279,144			219,723		
Non-interest-bearing liabilities	19,436			16,827		
Total liabilities	2,117,417			2,094,596		
Stockholders equity	217,411			216,749		
Total liabilities and stockholders equity	\$ 2,334,828			\$ 2,311,345		
Net interest income		\$ 18,100			\$ 17,544	
Net interest rate spread (3)			3.18%			3.11%
Net interest margin (4)			3.27%			3.20%

**FOR THE NINE MONTHS ENDED SEPTEMBER 30,**

2014

2013

	AVERAGE BALANCE	INTEREST	AVERAGE YIELD/ COST (dollars in thousands)	AVERAGE BALANCE	INTEREST	AVERAGE YIELD/ COST
<b>Assets</b>						
Interest-earning assets:						
Interest-earning deposits and short-term investments	\$ 37,572	\$ 27	0.10%	\$ 56,142	\$ 61	0.14%
Securities (1) and FHLB stock	547,983	7,038	1.71	615,211	7,642	1.66
Loans receivable, net (2)	1,592,864	52,720	4.41	1,514,693	52,493	4.62
Total interest-earning assets	2,178,419	59,785	3.66	2,186,046	60,196	3.67
Non-interest-earning assets	117,313			117,516		
Total assets	\$ 2,295,732			\$ 2,303,562		
<b>Liabilities and Stockholders Equity</b>						
Interest-bearing liabilities:						
Transaction deposits	\$ 1,286,412	873	0.09	\$ 1,322,095	1,389	0.14
Time deposits	214,821	2,219	1.38	216,198	2,218	1.37
Total	1,501,233	3,092	0.27	1,538,293	3,607	0.31
Borrowed funds	313,519	2,369	1.01	325,251	4,312	1.77
Total interest-bearing liabilities	1,814,752	5,461	0.40	1,863,544	7,919	0.57
Non-interest-bearing deposits	247,469			204,568		
Non-interest-bearing liabilities	16,895			16,463		
Total liabilities	2,079,116			2,084,575		
Stockholders equity	216,616			218,987		
Total liabilities and stockholders equity	\$ 2,295,732			\$ 2,303,562		
Net interest income		\$ 54,324			\$ 52,277	
Net interest rate spread (3)			3.26%			3.10%
Net interest margin (4)			3.33%			3.19%

(1) Amounts are recorded at average amortized cost.

(2)

Amount is net of deferred loan fees, undisbursed loan funds, discounts and premiums and estimated loss allowances and includes loans held for sale and non-performing loans.

- (3) Net interest rate spread represents the difference between the yield on interest-earning assets and the cost of interest-bearing liabilities.
- (4) Net interest margin represents net interest income divided by average interest-earning assets.

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Total assets increased by \$59.0 million to \$2.309 billion at September 30, 2014, from \$2.250 billion at December 31, 2013. Securities in the aggregate, decreased by \$31.9 million, to \$507.5 million at September 30, 2014, as compared to \$539.4 million at December 31, 2013. Loans receivable, net, increased by \$90.6 million, an annualized growth rate of 7.8%, to \$1.632 billion at September 30, 2014 from \$1.542 billion at December 31, 2013, primarily due to growth in commercial loans of \$90.0 million. The growth in commercial loans was primarily due to the strategic expansion of the commercial lending group.

Deposits increased by \$34.5 million, to \$1.781 billion at September 30, 2014, from \$1.747 billion at December 31, 2013. To fund loan growth, FHLB advances increased \$30.2 million, to \$205.2 million at September 30, 2014, from \$175.0 million at December 31, 2013.

Stockholders' equity increased to \$218.7 million at September 30, 2014, as compared to \$214.4 million at December 31, 2013. Net income for the period was partly offset by the repurchase of 334,630 shares of common stock for \$5.6 million (average cost per share of \$16.62) and the cash dividend on common stock of \$6.1 million. At September 30, 2014, there were 835,059 shares available for repurchase under the stock repurchase program adopted in July of 2014.

**Comparison of Operating Results for the Three and Nine months Ended September 30, 2014 and September 30, 2013***General*

Net income for the three and nine months ended September 30, 2014 increased to \$5.2 million and \$15.0 million, respectively, or \$0.31 per diluted share and \$0.89 per diluted share, respectively, as compared to net income of \$5.0 million and \$14.4 million, respectively, or \$0.29 per diluted share and \$0.84 per diluted share, respectively, for the corresponding prior year periods. The increases were primarily due to improved net interest income, higher other income primarily relating to gains on the sale of securities, partly offset by increased operating expenses. Net income for the nine months ended September 30, 2014 also benefited from a reduction in the provision for loan losses. Additionally, earnings per share for both the three and nine months ended September 30, 2014 benefited from the reduction in average shares outstanding.

*Interest Income*

Interest income for the three months ended September 30, 2014 increased to \$20.1 million, as compared to \$20.0 million for the corresponding prior year period. Despite a 1 basis point decline in the yield on average interest-earning assets for the three months ended September 30, 2014, as compared to the corresponding prior year period, the asset yield still benefited from a shift in the mix of interest-earning assets as average loans receivable, net increased \$112.7 million for the three months ended September 30, 2014, while average interest-earning securities decreased \$101.9 million, as compared to the same prior year period. Overall, average interest-earning assets increased \$21.0 million for the three months ended September 30, 2014, as compared to the same prior year period. Interest income for the nine months ended September 30, 2014 decreased to \$59.8 million, as compared to \$60.2 million for the corresponding prior year period. The yield on average interest-earning assets also decreased by 1 basis point for the nine months ended September 30, 2014, as compared to the corresponding prior year period, however, the asset yield still benefited from a shift in the mix of interest-earning assets as average loans receivable, net increased \$78.2 million for the nine months ended September 30, 2014, while average interest-earning securities decreased \$67.2 million, as compared to the same prior year period. For the nine months ended September 30, 2014, average interest-earning assets decreased

\$7.6 million as compared to the same prior year period.

*Interest Expense*

Interest expense for the three and nine months ended September 30, 2014 was \$2.0 million and \$5.5 million, respectively, as compared to \$2.4 million and \$7.9 million, respectively, in the corresponding prior year periods. The cost of average interest-bearing liabilities decreased to 0.45% and 0.40%, respectively, for the three and nine months ended September 30, 2014, as compared to 0.53% and 0.57%, respectively, in the same prior year periods. The decrease was partly due to the prepayment of \$159.0 million of FHLB advances with a weighted average cost of 2.31% in the fourth quarter of 2013. Average interest-bearing liabilities decreased by \$39.2 million and \$48.8 million, respectively, for the three and nine months ended September 30, 2014 primarily due to a decline in average interest-bearing deposits of \$35.8 million and \$37.1 million, respectively. This interest-bearing funding was partly replaced by an increase of \$59.4 million and \$42.9 million, respectively, in average non-interest-bearing deposits for the three and nine months ended September 30, 2014, as compared to the same prior year periods.

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**Table of Contents***Net Interest Income*

Net interest income for the three and nine months ended September 30, 2014 increased to \$18.1 million and \$54.3 million, respectively, as compared to \$17.5 million and \$52.3 million, respectively, in the same prior year periods, reflecting a higher net interest margin. The net interest margin increased to 3.27% and 3.33%, respectively, for the three and nine months ended September 30, 2014, from 3.20% and 3.19%, respectively, in the same prior year periods primarily due to a reduction in the cost of average interest-bearing liabilities.

*Provision for Loan Losses*

For the three and nine months ended September 30, 2014, the provision for loan losses was \$1.0 million and \$1.8 million, respectively, as compared to \$700,000 and \$2.6 million, respectively, for the corresponding prior year periods. The increase for the three months ended September 30, 2014, as compared to the prior year quarter was due to the non-performing loan sale which resulted in a charge-off of \$5.0 million on these loans. Also, for the three months ended September 30, 2014, there were additional net charge-offs of \$654,000 on loans retained in the loan portfolio as compared to net charge-offs of \$633,000 in the prior year quarter. In evaluating the level of the Allowance for Loan Losses at September 30, 2014 and related provision for loan losses, the Company considered the improved risk profile of the loan portfolio in light of the significant reduction in residential non-performing loans from the bulk sale and an improvement in the collectability of several commercial real estate loans. Non-performing loans amounted to \$18.4 million at September 30, 2014, a decrease of \$22.3 million, or 54.8%, as compared to June 30, 2014 and \$27.0 million, or 59.5%, as compared to December 31, 2013. Non-performing loans as a percent of total loans receivable decreased to 1.11% at September 30, 2014, as compared to 2.44% at June 30, 2014 and 2.88% at December 31, 2013. Additionally, the allowance for loan losses as a percent of total non-performing loans increased to 88.68% at September 30, 2014, from 51.44% at June 30, 2014 and 46.14% at December 31, 2013.

*Other Income*

For the three and nine months ended September 30, 2014, other income increased to \$5.3 million and \$14.0 million, respectively, as compared to \$4.4 million and \$12.4 million, respectively, in the same prior year periods. For the three and nine months ended September 30, 2014, fees and service charges increased \$280,000 and \$862,000, respectively, as compared to the same prior year periods primarily due to a revised fee and product structure. For the three and nine months ended September 30, 2014, the net gain on the sale of loans decreased to \$226,000 and \$577,000, respectively, as compared to \$316,000 and \$877,000, respectively, in the same prior year periods. The gain on the sale of loans for the nine months ended September 30, 2013 was adversely impacted by a provision of \$975,000 added to the reserve for repurchased loans and loss sharing obligations, as compared to no provision in the current period. The prior year provision was related to loans sold to the FHLB as part of its Mortgage Partnership Finance program. Compared to prior periods, the gain on sale of loans was adversely impacted by reductions in loans sold (excluding the bulk sale of non-performing loans) to \$9.8 million and \$31.0 million, respectively, for the three and nine months ended September 30, 2014, as compared to \$19.2 million and \$88.3 million, respectively, for the corresponding prior year periods, as increasing longer-term interest rates reduced one-to-four family loan refinance activity. For both the three and nine months ended September 30, 2014, the Company recognized gains of \$591,000 and \$938,000, respectively, on the sale of equity securities, as compared to gains of \$0 and \$42,000, respectively, in the corresponding prior year periods. For the three months ended September 30, 2014, the net loss from real estate operations decreased to \$24,000 as compared to a net loss of \$188,000 in the same prior year period. For the nine months ended September 30, 2014, the net loss from real estate operations increased to \$164,000, as compared to a net loss of \$112,000 in the same prior year period.

*Operating Expenses*

Operating expenses increased to \$14.4 million and \$43.4 million, respectively, for the three and nine months ended September 30, 2014, as compared to \$13.7 million and \$39.8 million, respectively, in the same prior year periods. Compensation and employee benefits expense increased \$349,000 and \$2.5 million, respectively, for the three and nine months ended September 30, 2014, as compared to the same prior year periods, primarily due to personnel additions in revenue producing areas. Additionally, compensation and employee benefits expense for the nine months ended September 30, 2014 includes \$196,000 in non-recurring severance related expenses due to the Company's second quarter strategic decision to improve efficiency in the residential mortgage loan area. For the three months ended September 30, 2014, professional fees increased by \$346,000 as compared to the corresponding prior year period.

*Provision for Income Taxes*

The provision for income taxes was \$2.8 million and \$8.1 million, respectively, for the three and nine months ended September 30, 2014, as compared to \$2.7 million and \$7.8 million, respectively, for the same prior year periods. The effective tax rate was 35.1%, for both the three and nine months ended September 30, 2014, as compared to 34.9% and 35.2% in the same prior year periods.



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### **Liquidity and Capital Resources**

The Company's primary sources of funds are deposits, principal and interest payments on loans and mortgage-backed securities, proceeds from the sale of loans, FHLB and other borrowings and, to a lesser extent, investment maturities. While scheduled amortization of loans is a predictable source of funds, deposit flows and mortgage prepayments are greatly influenced by interest rates, economic conditions and competition. The Company has other sources of liquidity if a need for additional funds arises, including various lines of credit.

At September 30, 2014 the Company had \$500,000 in outstanding overnight borrowings from the FHLB compared to \$35.0 million outstanding at December 31, 2013. The Company periodically utilizes overnight borrowings to fund short-term liquidity needs. The Company had total FHLB borrowings, including the overnight borrowings, of \$205.2 million and \$175.0 million, respectively, at September 30, 2014 and December 31, 2013.

The Company's cash needs for the nine months ended September 30, 2014 were primarily satisfied by principal payments on loans and mortgage-backed securities, proceeds from the sale of mortgage loans held for sale, proceeds from maturities of investment securities, the sale of investment securities available-for-sale, deposit growth and increased total borrowings. The cash was principally utilized for loan originations and the purchase of investment and mortgage-backed securities. The Company's cash needs for the nine months ended September 30, 2013 were primarily satisfied by principal payments on loans and mortgage-backed securities, proceeds from the sale of mortgage loans held for sale, proceeds from maturities of investment securities and deposit growth. The cash was principally utilized for loan originations, the purchase of investment and mortgage-backed securities and to reduce total borrowings.

In the normal course of business, the Company routinely enters into various off-balance-sheet commitments. At September 30, 2014, outstanding undrawn lines of credit totaled \$290.3 million; outstanding commitments to originate loans totaled \$86.2 million; and outstanding commitments to sell loans totaled \$5.6 million. The Company expects to have sufficient funds available to meet current commitments arising in the normal course of business.

Time deposits scheduled to mature in one year or less totaled \$114.2 million at September 30, 2014. Based upon historical experience management estimates that a significant portion of such deposits will remain with the Company.

The Company has a detailed contingency funding plan and comprehensive reporting of funding trends on a monthly and quarterly basis which is reviewed by management. Management also monitors cash on a daily basis to determine the liquidity needs of the Bank. Additionally, management performs multiple liquidity stress test scenarios on a quarterly basis. The Bank continues to maintain significant liquidity under all stress scenarios.

Under the Company's common stock repurchase program, shares of OceanFirst Financial Corp. common stock may be purchased in the open market and through other privately-negotiated transactions, from time-to-time, depending on market conditions. The repurchased shares are held as treasury stock for general corporate purposes. For the nine months ended September 30, 2014, the Company repurchased 334,630 shares of common stock at a total cost of \$5.6 million, compared with repurchases of 533,018 shares at a cost of \$8.1 million for the nine months ended September 30, 2013. At September 30, 2014, there were 835,059 shares available to be repurchased under the stock repurchase program adopted July of 2014.

Cash dividends on common stock declared and paid during the first nine months of 2014 were \$6.1 million, as compared to \$6.2 million in the same prior year period. On October 22, 2014, the Board of Directors declared a quarterly cash dividend of thirteen cents (\$0.13) per common share, an increase of \$0.01 per share, or 8.3%, compared to the quarter ended June 30, 2014. The dividend is payable on November 14, 2014 to stockholders of record at the close of business on November 3, 2014.

The primary sources of liquidity specifically available to OceanFirst Financial Corp., the holding company of OceanFirst Bank, are capital distributions from the banking subsidiary and the issuance of preferred and common stock and long-term debt. For the nine months ended September 30, 2014, the Company received dividend payments of \$12.0 million from the Bank. The Company's ability to continue to pay dividends will be largely dependent upon capital distributions from the Bank, which may be adversely affected by capital constraints imposed by the applicable regulations. The Company cannot predict whether the Bank will be permitted under applicable regulations to pay a dividend to the Company. If the Bank is unable to pay dividends to the Company, the Company may not have the liquidity necessary to pay a dividend in the future or pay a dividend at the same rate as historically paid, or be able to meet current debt obligations. At September 30, 2014, OceanFirst Financial Corp. held \$23.6 million in cash and \$633,000 in investment securities available-for-sale.

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As of September 30, 2014, the Bank exceeded all regulatory capital requirements as follows (in thousands):

	Actual		Required	
	Amount	Ratio	Amount	Ratio
Tangible	\$ 221,965	9.57%	\$ 34,804	1.50%
Tier 1 leverage	221,965	9.57	92,810	4.00
Tier 1 risk-based	221,965	14.25	62,290	4.00
Total risk-based	238,325	15.30	124,581	8.00

The Bank is considered a well-capitalized institution under the Prompt Corrective Action Regulations.

In July 2013 the Federal Deposit Insurance Corporation and the other federal bank regulatory agencies issued a final rule that will revise their leverage and risk-based capital requirements and the method for calculating risk-weighted assets to make them consistent with agreements that were reached by the Basel Committee on Banking Supervision and certain provisions of the Dodd-Frank Act. Among other things, the rule establishes a new common equity Tier 1 minimum capital requirement (4.5% of risk-weighted assets), increases the minimum Tier 1 capital to risk-based assets requirement (from 4% to 6% of risk-weighted assets) and assigns a higher risk weight (150%) to exposures that are more than 90 days past due or are on non-accrual status and to certain commercial real estate facilities that finance the acquisition, development or construction of real property. The final rule also requires unrealized gains and losses on certain available-for-sale securities holdings to be included for purposes of calculating regulatory capital unless a one-time opt-out is exercised. Additional constraints will also be imposed on the inclusion in regulatory capital of mortgage-servicing assets, deferred tax assets and minority interests. The rule limits a banking organization's capital distributions and certain discretionary bonus payments if the banking organization does not hold a capital conservation buffer consisting of 2.5% of common equity Tier 1 capital to risk-weighted assets in addition to the amount necessary to meet its minimum risk-based capital requirements. The final rule becomes effective for the Bank on January 1, 2015. The capital conservation buffer requirement will be phased in beginning January 1, 2016 and ending January 1, 2019, when the full capital conservation buffer requirement will be effective.

At September 30, 2014, the Company maintained tangible common equity of \$218.7 million, for a tangible common equity to assets ratio of 9.47%.

**Off-Balance-Sheet Arrangements and Contractual Obligations**

In the normal course of operations, the Company engages in a variety of financial transactions that, in accordance with generally accepted accounting principles, are not recorded in the financial statements. These transactions involve, to varying degrees, elements of credit, interest rate and liquidity risk. Such transactions are used for general corporate purposes or for customer needs. Corporate purpose transactions are used to help manage credit, interest rate and liquidity risk or to optimize capital. Customer transactions are used to manage customers' requests for funding. These financial instruments and commitments include undrawn lines of credit and commitments to extend credit. The Company also has outstanding commitments to sell loans amounting to \$5.6 million.

The following table shows the contractual obligations of the Company by expected payment period as of September 30, 2014 (in thousands):

Contractual Obligation	Total	Less than one year	1-3 years	3-5 years	More than 5 years
Debt Obligations	\$ 294,153	\$ 81,957	\$ 40,000	\$ 149,696	\$ 22,500
Commitments to Fund Undrawn Lines of Credit	290,278	290,278			
Commitments to Originate Loans	86,153	86,153			

Commitments to fund undrawn lines of credit and commitments to originate loans are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since some of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Company's exposure to credit risk is represented by the contractual amount of the instruments.

**Table of Contents****Non-Performing Assets**

The following table sets forth information regarding the Company's non-performing assets consisting of non-performing loans and other real estate owned. It is the policy of the Company to cease accruing interest on loans 90 days or more past due or in the process of foreclosure.

	September 30, 2014	December 31, 2013
	(dollars in thousands)	
<b>Non-performing loans:</b>		
Real estate one-to-four family	\$ 3,759	\$ 28,213
Commercial real estate	12,713	12,304
Consumer	1,811	4,328
Commercial and industrial	109	515
<b>Total non-performing loans</b>	<b>18,392</b>	<b>45,360</b>
Other real estate owned	6,466	4,345
<b>Total non-performing assets</b>	<b>\$ 24,858</b>	<b>\$ 49,705</b>
<b>Delinquent loans 30-89 days</b>	<b>\$ 10,407</b>	<b>\$ 9,147</b>
Allowance for loan losses as a percent of total loans receivable	0.98%	1.33%
Allowance for loan losses as a percent of total non-performing loans	88.68	46.14
Non-performing loans as a percent of total loans receivable	1.11	2.88
Non-performing assets as a percent of total assets	1.08	2.21

The decrease in non-performing loans was due to the bulk sale of most non-performing residential and consumer mortgage loans with an aggregate carrying value of \$23.1 million. The sale represented 56.9% and 51.0%, respectively, of the Company's reported non-performing loans at June 30, 2014 and December 31, 2013. Included in the non-performing loan total at September 30, 2014 was \$2.6 million of troubled debt restructured loans, as compared to \$9.7 million of troubled debt restructured loans at June 30, 2014 and December 31, 2013. Non-performing loans are concentrated in commercial real estate, which comprise 69.1% of the total at September 30, 2014.

The Company classifies loans and other assets in accordance with regulatory guidelines as follows (in thousands):

	September 30, 2014	December 31, 2013
Special Mention	\$ 16,176	\$ 5,843
Substandard	35,384	66,246
Doubtful	4	859

The largest non-performing and substandard loan relationship consists of two commercial real estate loans to a hotel, golf and banquet facility located in New Jersey for \$6.5 million, criticized due to delinquent payments, continual losses and covenant violations. The largest Special Mention loan at September 30, 2014 is a \$4.5 million commercial real estate loan to a single borrower operating several fitness/health club facilities who is current as to payments. The borrower has filed Chapter XI bankruptcy relating to another bank's legal proceedings on an unrelated property.

### **Critical Accounting Policies**

Note 1 to the Company's Audited Consolidated Financial Statements for the year ended December 31, 2013 included in the Company's Annual Report on Form 10-K for the year ended December 31, 2013 (the 2013 Form 10-K), as supplemented by this report, contains a summary of significant accounting policies. Various elements of these accounting policies, by their nature, are inherently subject to estimation techniques, valuation assumptions and other subjective assessments. Certain assets are carried in the consolidated statements of financial condition at fair value or the lower of cost or fair value. Policies with respect to the methodologies used to determine the allowance for loan losses, the reserve for repurchased loans and loss sharing obligations, and the valuation of Mortgage Servicing Rights and judgments regarding securities impairment are the most critical accounting policies because they are important to the presentation of the Company's financial condition and results of operations. These judgments and policies involve a higher degree of complexity and require management to make difficult and subjective judgments which often require assumptions or estimates about highly uncertain matters. The use of different judgments, assumptions and estimates could result in material differences in the results of operations or financial condition. These critical accounting policies and their application are reviewed periodically and, at least annually, with the Audit Committee of the Board of Directors.

**Table of Contents****Private Securities Litigation Reform Act Safe Harbor Statement**

In addition to historical information, this quarterly report contains certain forward-looking statements within the meaning of the Private Securities Reform Act of 1995 which are based on certain assumptions and describe future plans, strategies and expectations of the Company. These forward-looking statements are generally identified by use of the words believe, expect, intend, anticipate, estimate, project, will, should, may, view, similar expressions or expressions of confidence. The Company's ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse effect on the operations of the Company and its subsidiaries include, but are not limited to, changes in interest rates, general economic conditions, levels of unemployment in the Bank's lending area, real estate market values in the Bank's lending area, future natural disasters and increases to flood insurance premiums, the level of prepayments on loans and mortgage-backed securities, legislative/regulatory changes, monetary and fiscal policies of the U.S. Government including policies of the U.S. Treasury and the Board of Governors of the Federal Reserve System, the quality or composition of the loan or investment portfolios, demand for loan products, deposit flows, competition, demand for financial services in the Company's market area and accounting principles and guidelines. These risks and uncertainties are further discussed in the Company's Annual Report on Form 10-K for the year ended December 31, 2013 and subsequent securities filings and should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. The Company does not undertake, and specifically disclaims any obligation, to publicly release the result of any revisions which may be made to any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events. Further description of the risks and uncertainties to the business are included in Item 1, Business, and Item 1A, Risk Factors, of the Company's 2013 Form 10-K and Item 1A, Risk Factors, of this 10-Q.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

The Company's interest rate sensitivity is monitored through the use of an interest rate risk (IRR) model. The following table sets forth the amounts of interest-earning assets and interest-bearing liabilities outstanding at September 30, 2014, which were anticipated by the Company, based upon certain assumptions, to reprice or mature in each of the future time periods shown.

At September 30, 2014, the Company's one-year gap was negative 1.3% as compared to negative 10.8% at December 31, 2013. The change from December 31, 2013 was primarily due to the term extension of new and existing FHLB Advances.

At September 30, 2014 (dollars in thousands)	3 Months or Less	More than 3 Months to 1 Year	More than 1 Year to 3 Years	More than 3 Years to 5 Years	More than 5 Years	Total
<b>Interest-earning assets: (1)</b>						
Interest-earning deposits and short-term investments	\$ 2,792	\$	\$	\$	\$	\$ 2,792
Investment securities	67,005	36,243	62,080	11,581	1,229	178,138
Mortgage-backed securities	43,629	36,632	89,281	78,239	93,730	341,511
FHLB stock					14,785	14,785
Loans receivable (2)	299,755	357,826	433,842	288,203	268,375	1,648,001

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Total interest-earning assets	413,181	430,701	585,203	378,023	378,119	2,185,227
Interest-bearing liabilities:						
Money market deposit						
accounts	8,906	13,984	31,177	23,989	32,665	110,721
Savings accounts	66,575	22,561	49,817	37,706	117,400	294,059
Interest-bearing checking						
accounts	485,393	55,024	103,692	84,527	159,372	888,008
Time deposits	42,467	71,732	54,568	40,730	1,806	211,303
FHLB advances	20,787	868	37,374	146,167		205,196
Securities sold under						
agreements to repurchase and						
other borrowings	83,957		5,000			88,957
Total interest-bearing liabilities	708,085	164,169	281,628	333,119	311,243	1,798,244
Interest sensitivity gap (3)	\$ (294,904)	\$ 266,532	\$ 303,575	\$ 44,904	\$ 66,876	\$ 386,983
Cumulative interest sensitivity gap	\$ (294,904)	\$ (28,372)	\$ 275,203	\$ 320,107	\$ 386,983	\$ 386,983
Cumulative interest sensitivity gap as a percent of total interest-earning assets						
	(13.50)%	(1.30)%	12.59%	14.65%	17.71%	17.71%

- (1) Interest-earning assets are included in the period in which the balances are expected to be redeployed and/or repriced as a result of anticipated prepayments, scheduled rate adjustments, and contractual maturities.
- (2) For purposes of the gap analysis, loans receivable includes loans held for sale and non-performing loans gross of the allowance for loan losses, unamortized discounts and deferred loan fees.
- (3) Interest sensitivity gap represents the difference between interest-earning assets and interest-bearing liabilities.



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Additionally, the table below sets forth the Company's exposure to interest rate risk as measured by the change in economic value of equity (EVE) and net interest income under varying rate shocks as of September 30, 2014 and December 31, 2013. All methods used to measure interest rate sensitivity involve the use of assumptions, which may tend to oversimplify the manner in which actual yields and costs respond to changes in market interest rates. The Company's interest rate sensitivity should be reviewed in conjunction with the financial statements and notes thereto contained in the 2013 Form 10-K.

in Interest Rates in Basis Points (Shock) (in thousands)	September 30, 2014					December 31, 2013				
	Economic Value of Equity		EVE Ratio	Net Interest Income		Economic Value of Equity		EVE Ratio	Net Interest Income	
	Amount	% Change		Amount	% Change	Amount	% Change		Amount	% Change
	\$ 256,184	(11.6)%	11.9%	\$ 68,346	(3.3)%	\$ 249,034	(15.4)%	11.8%	\$ 58,521	(3.3)%
	271,837	(6.3)	12.3	69,838	(1.2)	267,316	(9.2)	12.4	62,558	(1.2)
	283,838	(2.1)	12.5	70,438	(0.3)	282,633	(4.0)	12.8	65,691	(0.3)
	289,960		12.5	70,662		294,381		13.0	68,554	
	286,992	(1.0)	12.1	67,483	(4.5)	299,481	1.7	12.9	66,487	(4.5)

**Item 4. Controls and Procedures**

The Company's management, including the Company's principal executive officer and principal financial officer, have evaluated the effectiveness of the Company's disclosure controls and procedures, as such term is defined in Rule 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended, (the Exchange Act). Based upon their evaluation, the principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective. Disclosure controls and procedures are the controls and other procedures that are designed to ensure that the information required to be disclosed in the reports that the Company files or submits under the Exchange Act with the Securities and Exchange Commission (SEC) (1) is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (2) is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. In addition, based on that evaluation, there were no changes in the Company's internal control over financial reporting during the quarter ended September 30, 2014 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**Table of Contents****OceanFirst Financial Corp.****Consolidated Statements of Financial Condition**

(dollars in thousands, except per share amounts)

	September 30, 2014 (Unaudited)	December 31, 2013
<b>Assets</b>		
Cash and due from banks	\$ 27,657	\$ 33,958
Securities available-for-sale, at estimated fair value	20,683	43,836
Securities held-to-maturity, net (estimated fair value of \$493,059 at September 30, 2014 and \$495,082 at December 31, 2013)	486,819	495,599
Federal Home Loan Bank of New York stock, at cost	14,785	14,518
Loans receivable, net	1,632,026	1,541,460
Mortgage loans held for sale	3,096	785
Interest and dividends receivable	5,579	5,380
Other real estate owned	6,466	4,345
Premises and equipment, net	24,690	23,684
Servicing asset	3,577	4,178
Bank Owned Life Insurance	55,668	54,571
Deferred tax asset	15,612	15,239
Other assets	12,043	12,158
<b>Total assets</b>	<b>\$ 2,308,701</b>	<b>\$ 2,249,711</b>
<b>Liabilities and Stockholders Equity</b>		
Deposits	\$ 1,781,227	\$ 1,746,763
Securities sold under agreements to repurchase with retail customers	61,457	68,304
Federal Home Loan Bank advances	205,196	175,000
Other borrowings	27,500	27,500
Advances by borrowers for taxes and insurance	6,716	6,471
Other liabilities	7,955	11,323
<b>Total liabilities</b>	<b>2,090,051</b>	<b>2,035,361</b>
Stockholders equity:		
Preferred stock, \$.01 par value, \$1,000 liquidation preference, 5,000,000 shares authorized, no shares issued		
Common stock, \$.01 par value, 55,000,000 shares authorized, 33,566,772 shares issued and 17,118,314 and 17,387,049 shares outstanding at September 30, 2014 and December 31, 2013, respectively	336	336

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Additional paid-in capital	264,948	263,319
Retained earnings	214,952	206,201
Accumulated other comprehensive loss	(7,189)	(6,619)
Less: Unallocated common stock held by Employee Stock Ownership Plan	(3,401)	(3,616)
Treasury stock 16,448,458 and 16,179,723 shares at September 30, 2014 and December 31, 2013, respectively	(250,996)	(245,271)
Common stock acquired by Deferred Compensation Plan	(302)	(665)
Deferred Compensation Plan Liability	302	665
Total stockholders' equity	218,650	214,350
Total liabilities and stockholders' equity	\$ 2,308,701	\$ 2,249,711

See accompanying Notes to Unaudited Consolidated Financial Statements.

**Table of Contents****OceanFirst Financial Corp.****CONSOLIDATED STATEMENTS OF INCOME**

(in thousands, except per share amounts)

	For the three months ended September 30, 2014      2013 (unaudited)		For the nine months ended September 30, 2014      2013 (unaudited)	
<b>Interest income:</b>				
Loans	\$ 17,944	\$ 17,403	\$ 52,720	\$ 52,493
Mortgage-backed securities	1,642	1,865	5,136	5,540
Investment securities and other	556	716	1,929	2,163
<b>Total interest income</b>	<b>20,142</b>	<b>19,984</b>	<b>59,785</b>	<b>60,196</b>
<b>Interest expense:</b>				
Deposits	1,010	1,107	3,092	3,607
Borrowed funds	1,032	1,333	2,369	4,312
<b>Total interest expense</b>	<b>2,042</b>	<b>2,440</b>	<b>5,461</b>	<b>7,919</b>
<b>Net interest income</b>	<b>18,100</b>	<b>17,544</b>	<b>54,324</b>	<b>52,277</b>
<b>Provision for loan losses</b>	<b>1,000</b>	<b>700</b>	<b>1,805</b>	<b>2,600</b>
<b>Net interest income after provision for loan losses</b>	<b>17,100</b>	<b>16,844</b>	<b>52,519</b>	<b>49,677</b>
<b>Other income:</b>				
Bankcard services revenue	914	943	2,603	2,675
Wealth management revenue	579	628	1,727	1,583
Fees and service charges	2,397	2,117	6,533	5,671
Loan servicing income	239	200	693	528
Net gain on sales of investment securities available-for-sale	591		938	42
Net gain on sales of loans available-for-sale	226	316	577	877
Net loss from other real estate operations	(24)	(188)	(164)	(112)
Income from Bank Owned Life Insurance	382	419	1,097	1,067
Other		1	2	20
<b>Total other income</b>	<b>5,304</b>	<b>4,436</b>	<b>14,006</b>	<b>12,351</b>

Operating expenses:

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Compensation and employee benefits	7,746	7,397	23,562	21,014
Occupancy	1,327	1,364	4,154	4,104
Equipment	879	675	2,403	2,003
Marketing	294	444	1,436	1,142
Federal deposit insurance	534	538	1,618	1,598
Data processing	1,111	1,067	3,168	3,002
Check card processing	518	454	1,458	1,288
Professional fees	704	358	1,602	1,673
Other operating expense	1,336	1,357	4,016	3,984
Total operating expenses	14,449	13,654	43,417	39,808
Income before provision for income taxes	7,955	7,626	23,108	22,220
Provision for income taxes	2,790	2,658	8,120	7,828
Net income	\$ 5,165	\$ 4,968	\$ 14,988	\$ 14,392
Basic earnings per share	\$ 0.31	\$ 0.29	\$ 0.89	\$ 0.84
Diluted earnings per share	\$ 0.31	\$ 0.29	\$ 0.89	\$ 0.84
Average basic shares outstanding	16,623	17,047	16,748	17,145
Average diluted shares outstanding	16,704	17,210	16,865	17,194

See accompanying Notes to Unaudited Consolidated Financial Statements.

Table of Contents**OceanFirst Financial Corp.****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

(in thousands)

	For the three months ended September 30, 2014      2013 (unaudited)		For the nine months ended September 30, 2014      2013 (unaudited)	
Net income	\$ 5,165	\$ 4,968	\$ 14,988	\$ 14,392
Other comprehensive income:				
Unrealized loss on securities (net of tax benefit of \$100 and \$386 in 2014 and \$1,498 and \$4,859 in 2013)	(144)	(2,169)	(558)	(7,035)
Accretion of unrealized loss on securities reclassified to held-to-maturity (net of tax expense of \$142 and \$375 in 2014)	206		542	
Reclassification adjustment for gains included in net income (net of tax expense of \$241 and \$383 in 2014 and \$17 in 2013)	(349)		(554)	(25)
Total comprehensive income	\$ 4,878	\$ 2,799	\$ 14,418	\$ 7,332

See accompanying Notes to Unaudited Consolidated Financial Statements.

Table of Contents**OceanFirst Financial Corp.****Consolidated Statements of****Changes in Stockholders Equity (Unaudited)**

(in thousands, except per share amounts)

	Preferred Stock	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Gain (Loss)	Employee Ownership Plan	Treasury Stock	Common Stock Acquired by Deferred Compensation Plan	Liability	Total
Balance at December 31, 2012	\$	\$ 336	\$ 262,704	\$ 198,109	\$ 49	\$ (3,904)	\$ (237,502)	\$ (647)	\$ 647	\$ 219,792
Net income				14,392						14,392
Other comprehensive loss, net of tax					(7,060)					(7,060)
Stock awards			509							509
Treasury stock allocated to restricted stock plan			(259)	4			255			
Purchased 533,018 shares of common stock							(8,107)			(8,107)
Allocation of ESOP stock			171			216				387
Cash dividend \$0.36 per share				(6,208)						(6,208)
Exercise of stock options				(6)			70			64
Purchase of stock for the deferred compensation plan								(13)	13	
Balance at September 30, 2013	\$	\$ 336	\$ 263,125	\$ 206,291	\$ (7,011)	\$ (3,688)	\$ (245,284)	\$ (660)	\$ 660	\$ 213,769

Balance at December 31, 2013	\$	\$ 336	\$ 263,319	\$ 206,201	\$ (6,619)	\$ (3,616)	\$ (245,271)	\$ (665)	\$ 665	\$ 214,350
Net income				14,988						14,988
Other comprehensive loss, net of tax					(570)					(570)
Tax benefit of stock plans			57							57
Stock awards			678							678
Treasury stock allocated to restricted stock plan			678	(99)			(579)			
Purchased 334,630 shares of common stock							(5,562)			(5,562)
Allocation of ESOP stock			216			215				431
Cash dividend \$0.36 per share				(6,071)						(6,071)
Exercise of stock options				(67)			416			349
Sale of stock for the deferred compensation plan								363	(363)	
Balance at September 30, 2014	\$	\$ 336	\$ 264,948	\$ 214,952	\$ (7,189)	\$ (3,401)	\$ (250,996)	\$ (302)	\$ 302	\$ 218,650

See accompanying Notes to Unaudited Consolidated Financial Statements.



**Table of Contents****OceanFirst Financial Corp.****Consolidated Statements of Cash Flows**

(dollars in thousands)

	For the nine months ended September 30,	
	2014	2013
	(Unaudited)	
<b>Cash flows from operating activities:</b>		
Net income	\$ 14,988	\$ 14,392
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>		
Depreciation and amortization of premises and equipment	2,161	2,131
Allocation of ESOP stock	431	387
Stock awards	678	509
Amortization of servicing asset	874	1,075
Net premium amortization in excess of discount accretion on securities	2,161	2,861
Net amortization of deferred costs and discounts on loans	61	440
Provision for loan losses	1,805	2,600
Provision for repurchased loans and loss sharing obligations		975
Net gain on sale of other real estate owned	(151)	(35)
Net gain on sales of investment securities available-for-sale	(938)	(42)
Net gain on sales of loans	(577)	(1,852)
Proceeds from sales of mortgage loans held for sale	31,313	88,383
Mortgage loans originated for sale	(33,320)	(83,173)
Increase in value of Bank Owned Life Insurance	(1,097)	(1,067)
Increase in interest and dividends receivable	(199)	(111)
Decrease in other assets	136	443
Decrease in other liabilities	(3,368)	(1,139)
<b>Total adjustments</b>	<b>(30)</b>	<b>12,385</b>
<b>Net cash provided by operating activities</b>	<b>14,958</b>	<b>26,777</b>
<b>Cash flows from investing activities:</b>		
Net increase in loans receivable	(76,194)	(5,193)
Purchase of loans receivable	(20,574)	
Purchase of investment securities available-for-sale	(10,616)	(28,292)
Purchase of mortgage-backed securities available-for-sale		(127,582)
Purchase of mortgage-backed securities held-to-maturity	(35,203)	
Purchase of investment securities held-to-maturity	(5,003)	(246)
Proceeds from maturities of investment securities available-for-sale	5,706	20,396
Proceeds from the sale of investment securities available-for-sale	7,713	603

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Proceeds from maturities of investment securities held-to-maturity	25,001	1,970
Principal repayments on mortgage-backed securities available-for-sale		75,495
Principal repayments on mortgage-backed securities held-to-maturity	42,148	7,362
(Increase) decrease in Federal Home Loan Bank of New York stock	(267)	1,850
Proceeds from sales of other real estate owned	2,366	1,914
Purchases of premises and equipment	(3,167)	(2,539)
Net cash used in investing activities	(68,090)	(54,262)

Continued

**Table of Contents****OceanFirst Financial Corp.****Consolidated Statements of Cash Flows (Continued)**

(dollars in thousands)

	For the nine months ended September 30, 2014                      2013 (Unaudited)	
<b>Cash flows from financing activities:</b>		
Increase in deposits	\$ 34,464	\$ 49,243
(Decrease) increase in short-term borrowings	(91,651)	9,160
Proceeds from Federal Home Loan Bank advances	205,000	25,000
Repayments of Federal Home Loan Bank advances	(90,000)	(61,000)
Increase in advances by borrowers for taxes and insurance	245	844
Exercise of stock options	349	64
Purchase of treasury stock	(5,562)	(8,107)
Dividends paid	(6,071)	(6,208)
Tax benefit of stock plans	57	
<b>Net cash provided by financing activities</b>	<b>46,831</b>	<b>8,996</b>
Net decrease in cash and due from banks	(6,301)	(18,489)
Cash and due from banks at beginning of period	33,958	62,544
Cash and due from banks at end of period	\$ 27,657	\$ 44,055
 <b>Supplemental Disclosure of Cash Flow Information:</b>		
Cash paid during the period for:		
Interest	\$ 5,197	\$ 8,008
Income taxes	9,001	6,793
Non-cash activities:		
Reclassification of securities available-for-sale to held-to-maturity		536,010
Loans charged-off, net	6,425	2,223
Transfer of loans receivable to other real estate owned	4,336	2,928
See accompanying Notes to Unaudited Consolidated Financial Statements.		

**Table of Contents****OceanFirst Financial Corp.****Notes To Unaudited Consolidated Financial Statements****Note 1. Basis of Presentation**

The accompanying unaudited consolidated financial statements include the accounts of OceanFirst Financial Corp. (the Company) and its wholly-owned subsidiary, OceanFirst Bank (the Bank), and its wholly-owned subsidiaries, OceanFirst REIT Holdings, Inc., OceanFirst Services, LLC, 975 Holdings, LLC and Columbia Home Loans, LLC (Columbia). The operations of Columbia were shuttered in 2007 and the company is now in dissolution.

The interim consolidated financial statements reflect all normal and recurring adjustments which are, in the opinion of management, considered necessary for a fair presentation of the financial condition and results of operations for the periods presented. The results of operations for the three and nine months ended September 30, 2014 are not necessarily indicative of the results of operations that may be expected for all of 2014. In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the statements of financial condition and the results of operations for the period. Actual results could differ from these estimates.

Certain information and note disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted, pursuant to the rules and regulations of the Securities and Exchange Commission (the SEC).

These unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company's Annual Report to Stockholders on Form 10-K for the year ended December 31, 2013.

**Note 2. Earnings per Share**

The following reconciles shares outstanding for basic and diluted earnings per share for the three and nine months ended September 30, 2014 and 2013 (in thousands):

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2014	2013	2014	2013
Weighted average shares issued net of Treasury shares	17,132	17,590	17,261	17,689
Less: Unallocated ESOP shares	(407)	(442)	(416)	(450)
Unallocated incentive award shares and shares held by deferred compensation plan	(102)	(101)	(97)	(94)
Average basic shares outstanding	16,623	17,047	16,748	17,145
Add: Effect of dilutive securities:				
Stock options	61	124	93	9
Shares held by deferred compensation plan	20	39	24	40

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Average diluted shares outstanding	16,704	17,210	16,865	17,194
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For the three months ended September 30, 2014 and 2013, antidilutive stock options of 781,000 and 584,000, respectively, were excluded from earnings per share calculations. For the nine months ended September 30, 2014 and 2013, antidilutive stock options of 764,000 and 948,000, respectively, were excluded from earnings per share calculations.

**Table of Contents****Note 3. Securities**

The amortized cost and estimated fair value of securities available-for-sale and held-to-maturity at September 30, 2014 and December 31, 2013 are as follows (in thousands):

		At September 30, 2014		
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
<b>Available-for-sale:</b>				
<b>Investment securities:</b>				
U.S. agency obligations	\$ 19,973	\$ 9	\$ (5)	\$ 19,977
Equity investments	633	95	(22)	706
<b>Total investment securities available-for-sale</b>	<b>\$ 20,606</b>	<b>\$ 104</b>	<b>\$ (27)</b>	<b>\$ 20,683</b>
<b>Held-to-maturity:</b>				
<b>Investment securities:</b>				
U.S. agency obligations	\$ 86,648	\$ 128	\$ (72)	\$ 86,704
State and municipal obligations	15,884	41	(6)	15,919
Corporate debt securities	55,000		(7,000)	48,000
<b>Total investment securities</b>	<b>157,532</b>	<b>169</b>	<b>(7,078)</b>	<b>150,623</b>
<b>Mortgage-backed securities:</b>				
FHLMC	147,477	459	(2,404)	145,532
FNMA	193,390	4,684	(1,940)	196,134
GNMA	644	126		770
<b>Total mortgage-backed securities</b>	<b>341,511</b>	<b>5,269</b>	<b>(4,344)</b>	<b>342,436</b>
<b>Total held-to-maturity</b>	<b>\$ 499,043</b>	<b>\$ 5,438</b>	<b>\$ (11,422)</b>	<b>\$ 493,059</b>
<b>Total securities</b>	<b>\$ 519,649</b>	<b>\$ 5,542</b>	<b>\$ (11,449)</b>	<b>\$ 513,742</b>
		At December 31, 2013		
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
<b>Available-for-sale:</b>				
<b>Investment securities:</b>				
U.S. agency obligations	\$ 35,128	\$ 161	\$	\$ 35,289

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Equity investments	6,757	1,790		8,547
Total investment securities available-for-sale	\$ 41,885	\$ 1,951	\$	\$ 43,836
Held-to-maturity:				
Investment securities:				
U.S. agency obligations	\$ 82,406	\$ 153	\$ (144)	\$ 82,415
State and municipal obligations	21,784	36	(35)	21,785
Corporate debt securities	55,000		(10,750)	44,250
Total investment securities	159,190	189	(10,929)	148,450
Mortgage-backed securities:				
FHLMC	148,759	447	(4,552)	144,654
FNMA	200,070	4,659	(3,607)	201,122
GNMA	721	135		856
Total mortgage-backed securities	349,550	5,241	(8,159)	346,632
Total held-to-maturity	\$ 508,740	\$ 5,430	\$ (19,088)	\$ 495,082
Total securities	\$ 550,625	\$ 7,381	\$ (19,088)	\$ 538,918

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During the third quarter 2013 the Bank transferred \$536.0 million of previously-designated available-for-sale securities to a held-to-maturity designation at estimated fair value. The securities transferred had an unrealized net loss of \$13.3 million at the time of transfer which continues to be reflected in accumulated other comprehensive loss on the consolidated balance sheet, net of subsequent amortization, which is being recognized over the life of the securities. The carrying value of the held-to-maturity investment securities at September 30, 2014 and December 31, 2013 are as follows (in thousands):

	September 30, 2014	December 31, 2013
Amortized cost	\$ 499,043	\$ 508,740
Net loss on date of transfer from available-for-sale	(13,347)	(13,347)
Accretion of net unrealized loss on securities reclassified as held-to-maturity	1,123	206
Carrying value	\$ 486,819	\$ 495,599

Net realized gains on the sale of securities for the nine months ended September 30, 2014 and 2013 were \$938,000 and \$42,000, respectively. Net realized gains on the sale of securities for the three months ended September 30, 2014 were \$591,000. There were no realized gains or losses on the sale of securities for the three months ended September 30, 2013.

The amortized cost and estimated fair value of investment securities, excluding equity investments, at September 30, 2014 by contractual maturity, are shown below (in thousands). Actual maturities will differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties. At September 30, 2014, corporate debt securities with an amortized cost and estimated fair value of \$55.0 million and \$48.0 million, respectively, were callable prior to the maturity date.

September 30, 2014	Amortized Cost	Estimated Fair Value
Less than one year	\$ 48,248	\$ 48,333
Due after one year through five years	73,661	73,670
Due after five years through ten years	596	597
Due after ten years	55,000	48,000
	\$ 177,505	\$ 170,600

Mortgage-backed securities are excluded from the above table since their effective lives are expected to be shorter than the contractual maturity date due to principal prepayments.

The estimated fair value and unrealized loss of securities available-for-sale and held-to-maturity at September 30, 2014 and December 31, 2013, segregated by the duration of the unrealized loss, are as follows (in thousands):



	At September 30, 2014					
	Less than 12 months		12 months or longer		Total	
	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses
<b>Available-for-sale:</b>						
<b>Investment securities:</b>						
U.S. agency obligations	\$ 9,961	\$ (5)	\$	\$	\$ 9,961	\$ (5)
Equity investments	363	(22)			363	(22)
<b>Total investment securities available-for-sale</b>	<b>\$ 10,324</b>	<b>\$ (27)</b>	<b>\$</b>	<b>\$</b>	<b>\$ 10,324</b>	<b>\$ (27)</b>
<b>Held-to-maturity:</b>						
<b>Investment securities:</b>						
U.S. agency obligations	\$ 10,118	\$ (17)	\$ 25,458	\$ (55)	\$ 35,576	\$ (72)
State and municipal obligations			2,042	(6)	2,042	(6)
Corporate debt securities			48,000	(7,000)	48,000	(7,000)
<b>Total investment securities</b>	<b>10,118</b>	<b>(17)</b>	<b>75,500</b>	<b>(7,061)</b>	<b>85,618</b>	<b>(7,078)</b>
<b>Mortgage-backed securities:</b>						
FHLMC	31,128	(629)	81,090	(1,775)	112,218	(2,404)
FNMA	19,351	(123)	62,265	(1,817)	81,616	(1,940)
<b>Total mortgage-backed securities</b>	<b>50,479</b>	<b>(752)</b>	<b>143,355</b>	<b>(3,592)</b>	<b>193,834</b>	<b>(4,344)</b>
<b>Total held-to-maturity</b>	<b>\$ 60,597</b>	<b>\$ (769)</b>	<b>\$ 218,855</b>	<b>\$ (10,653)</b>	<b>\$ 279,452</b>	<b>\$ (11,422)</b>
<b>Total securities</b>	<b>\$ 70,921</b>	<b>\$ (796)</b>	<b>\$ 218,855</b>	<b>\$ (10,653)</b>	<b>\$ 289,776</b>	<b>\$ (11,449)</b>

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	At December 31, 2013					
	Less than 12 months		12 months or longer		Total	
	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses
<b>Held-to-maturity:</b>						
<b>Investment securities:</b>						
U.S. agency obligations	\$ 35,747	\$ (144)	\$	\$	\$ 35,747	\$ (144)
State and municipal obligations	3,526	(31)	1,153	(4)	4,679	(35)
Corporate debt securities			44,250	(10,750)	44,250	(10,750)
<b>Total investment securities</b>	<b>39,273</b>	<b>(175)</b>	<b>45,403</b>	<b>(10,754)</b>	<b>84,676</b>	<b>(10,929)</b>
<b>Mortgage-backed securities:</b>						
FHLMC	122,365	(4,552)			122,365	(4,552)
FNMA	84,467	(3,607)			84,467	(3,607)
<b>Total mortgage-backed securities</b>	<b>206,832</b>	<b>(8,159)</b>			<b>206,832</b>	<b>(8,159)</b>
<b>Total held-to-maturity</b>	<b>\$ 246,105</b>	<b>\$ (8,334)</b>	<b>\$ 45,403</b>	<b>\$ (10,754)</b>	<b>\$ 291,508</b>	<b>\$ (19,088)</b>

At September 30, 2014, the amortized cost, estimated fair value and credit rating of the individual corporate debt securities in an unrealized loss position for greater than one year are as follows (in thousands):

Security Description	Amortized Cost	Estimated Fair Value	Credit Rating Moody's/S&P
BankAmerica Capital	\$ 15,000	\$ 13,050	Ba1/BB
Chase Capital	10,000	8,700	Baa2/BBB-
Wells Fargo Capital	5,000	4,400	A3/BBB+
Huntington Capital	5,000	4,300	Baa3/BB
Keycorp Capital	5,000	4,400	Baa3/BB+
PNC Capital	5,000	4,400	Baa2/BBB-
State Street Capital	5,000	4,350	A3/BBB
SunTrust Capital	5,000	4,400	Baa3/BB
	<b>\$ 55,000</b>	<b>\$ 48,000</b>	

At September 30, 2014, the estimated fair value of each corporate debt security was below cost. However, the estimated fair value of the corporate debt securities increased as compared to December 31, 2013. The corporate debt securities are issued by other financial institutions with credit ratings ranging from a high of A3 to a low of BB as rated by one of the internationally-recognized credit rating services. These floating-rate securities were purchased in 1998 and have paid coupon interest continuously since issuance. Floating-rate debt securities such as these pay a fixed interest rate spread over 90-day LIBOR. Following the purchase of these securities, the required spread increased for these types of securities causing a decline in the market price. The Company concluded that unrealized losses on

corporate debt securities were only temporarily impaired at September 30, 2014. In concluding that the impairments were only temporary, the Company considered several factors in its analysis. The Company noted that each issuer made all the contractually due payments when required. There were no defaults on principal or interest payments and no interest payments were deferred. All of the financial institutions are also considered well-capitalized. Credit spreads have decreased for these types of securities and market prices have improved. Based on management's analysis of each individual security, the issuers appear to have the ability to meet debt service requirements over the life of the security. Furthermore, the Company does not have the intent to sell these securities and it is more likely than not that the Company will not be required to sell the securities. The Company has held the securities continuously since 1998 and expects to receive its full principal at maturity in 2028 or prior if called by the issuer. The Company has historically not actively sold investment securities and has not utilized the securities portfolio as a source of liquidity. The Company's long range liquidity plans indicate adequate sources of liquidity outside the securities portfolio.

The mortgage-backed securities are issued and guaranteed by either the Federal Home Loan Mortgage Corporation ( FHLMC ) or Federal National Mortgage Association ( FNMA ), corporations which are chartered by the United States Government and whose debt obligations are typically rated AA+ by one of the internationally-recognized credit rating services. The Company considers the unrealized losses to be the result of changes in interest rates which over time can have both a positive and negative impact on the estimated fair value of the mortgage-backed securities. The Company does not intend to sell these securities and it is more likely than not that the Company will not be required to sell the securities before recovery of their amortized cost. As a result, the Company concluded that these securities were only temporarily impaired at September 30, 2014.

**Table of Contents****Note 4. Loans Receivable, Net**

Loans receivable, net at September 30, 2014 and December 31, 2013 consisted of the following (in thousands):

	September 30, 2014	December 31, 2013
<b>Real estate:</b>		
One-to-four family	\$ 738,575	\$ 750,585
Commercial real estate, multi family and land	599,917	528,945
Residential construction	41,143	30,821
Consumer	199,842	200,683
Commercial and industrial	79,608	60,545
<b>Total loans</b>	<b>1,659,085</b>	<b>1,571,579</b>
Loans in process	(14,180)	(12,715)
Deferred origination costs, net	3,431	3,526
Allowance for loan losses	(16,310)	(20,930)
<b>Loans receivable, net</b>	<b>\$ 1,632,026</b>	<b>\$ 1,541,460</b>

At September 30, 2014 and December 31, 2013, loans in the amount of \$18,392,000 and \$45,360,000, respectively, were three or more months delinquent or in the process of foreclosure and the Company was not accruing interest income on these loans. There were no loans ninety days or greater past due and still accruing interest. Non-accrual loans include both smaller balance homogenous loans that are collectively evaluated for impairment and individually classified impaired loans.

The Company defines an impaired loan as all non-accrual commercial real estate, multi-family, land, construction and commercial loans in excess of \$250,000. Impaired loans also include all loans modified as troubled debt restructurings. At September 30, 2014, the impaired loan portfolio totaled \$36,882,000 for which there was a specific allocation in the allowance for loan losses of \$2,390,000. At December 31, 2013, the impaired loan portfolio totaled \$39,903,000 for which there was a specific allocation in the allowance for loan losses of \$3,647,000. The average balance of impaired loans for the three and nine months ended September 30, 2014 was \$41,749,000 and \$42,162,000, respectively, and \$36,320,000 and \$39,045,000, respectively, for the same prior year periods.

An analysis of the allowance for loan losses for the three and nine months ended September 30, 2014 and 2013 is as follows (in thousands):

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2014	2013	2014	2013
Balance at beginning of period	\$ 20,936	\$ 20,820	\$ 20,930	\$ 20,510
Provision charged to operations	1,000	700	1,805	2,600
Charge-offs	(5,783)	(768)	(6,915)	(3,068)

Recoveries	157	135	490	845
Balance at end of period	\$ 16,310	\$ 20,887	\$ 16,310	\$ 20,887

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The following table presents an analysis of the allowance for loan losses for the three and nine months ended September 30, 2014 and 2013 and the balance in the allowance for loan losses and the recorded investment in loans by portfolio segment and based on impairment method as of September 30, 2014 and December 31, 2013 (in thousands):

	Residential Real Estate	Commercial Real Estate	Commercial Consumer and Industrial	Commercial Unallocated	Total	
For the three months ended September 30, 2014						
Allowance for loan losses:						
Balance at beginning of period	\$ 4,397	\$ 11,077	\$ 1,284	\$ 1,163	\$ 3,015	\$ 20,936
Provision (benefit) charged to operations	4,982	(2,510) <sup>(A)</sup>	173	(123)	(1,522) <sup>(B)</sup>	1,000
Charge-offs	(5,424)	(323)	(35)	(1)		(5,783)
Recoveries	152		4	1		157
Balance at end of period	\$ 4,107	\$ 8,244	\$ 1,426	\$ 1,040	\$ 1,493	\$ 16,310
For the three months ended September 30, 2013						
Allowance for loan losses:						
Balance at beginning of period	\$ 4,900	\$ 9,774	\$ 1,939	\$ 1,093	\$ 3,114	\$ 20,820
Provision (benefit) charged to operations	110	(328)	192	419	307	700
Charge-offs	(328)		(440)			(768)
Recoveries	60		75			135
Balance at end of period	\$ 4,742	\$ 9,446	\$ 1,766	\$ 1,512	\$ 3,421	\$ 20,887
For the nine months ended September 30, 2014						
Allowance for loan losses:						
Balance at beginning of period	\$ 4,859	\$ 10,371	\$ 1,360	\$ 1,383	\$ 2,957	\$ 20,930
Provision (benefit) charged to operations	5,007	(1,813)	368	(293)	(1,464)	1,805
Charge-offs	(6,193)	(323)	(348)	(51)		(6,915)
Recoveries	434	9	46	1		490
Balance at end of period	\$ 4,107	\$ 8,244	\$ 1,426	\$ 1,040	\$ 1,493	\$ 16,310
For the nine months ended September 30, 2013						
Allowance for loan losses:						
Balance at beginning of period	\$ 5,241	\$ 8,937	\$ 2,264	\$ 1,348	\$ 2,720	\$ 20,510
Provision (benefit) charged to operations	959	459	85	396	701	2,600
Charge-offs	(2,017)		(816)	(235)		(3,068)
Recoveries	559	50	233	3		845
Balance at end of period	\$ 4,742	\$ 9,446	\$ 1,766	\$ 1,512	\$ 3,421	\$ 20,887

September 30, 2014

## Allowance for loan losses:

Ending allowance balance attributed to loans:

Individually evaluated for impairment	\$ 116	\$ 1,925	\$ 349	\$	\$	\$ 2,390
Collectively evaluated for impairment	3,991	6,319	1,077	1,040	1,493	13,920
Total ending allowance balance	\$ 4,107	\$ 8,244	\$ 1,426	\$ 1,040	\$ 1,493	\$ 16,310

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	Residential Real Estate	Commercial Real Estate	Consumer	Commercial and Industrial	Unallocated	Total
Loans:						
Loans individually evaluated for impairment	\$ 13,267	\$ 21,010	\$ 2,329	\$ 276	\$	\$ 36,882
Loans collectively evaluated for impairment	766,451	578,907	197,513	79,332		1,622,203
Total ending loan balance	\$ 779,718	\$ 599,917	\$ 199,842	\$ 79,608	\$	\$ 1,659,085

December 31, 2013

Allowance for loan losses:

Ending allowance balance  
attributed to loans:

Individually evaluated for impairment	\$ 2	\$ 3,612	\$ 33	\$	\$	\$ 3,647
Collectively evaluated for impairment	4,857	6,759	1,327	1,383	2,957	17,283
Total ending allowance balance	\$ 4,859	\$ 10,371	\$ 1,360	\$ 1,383	\$ 2,957	\$ 20,930

Loans:

Loans individually evaluated for impairment	\$ 18,192	\$ 17,643	\$ 2,961	\$ 1,107	\$	\$ 39,903
Loans collectively evaluated for impairment	763,214	511,302	197,722	59,438		1,531,676
Total ending loan balance	\$ 781,406	\$ 528,945	\$ 200,683	\$ 60,545	\$	\$ 1,571,579

- (A) The reduction in the allowance for loan losses for commercial real estate loans is due to an improvement in the collectability of several loans. Commercial real estate loans classified as Substandard or Doubtful decreased to \$25.1 million at September 30, 2014, as compared to \$31.5 million at June 30, 2014 and \$32.5 million at December 31, 2013. (Refer to page 28, risk category of loans by class.)
- (B) The reduction in the unallocated portion of the allowance for loan losses is due to the improved risk profile of the loan portfolio and related credit metrics, and the lower level of uncertainty relating to future loan losses. As a result of the bulk sale of most non-performing residential loans, the total amount of non-performing loans decreased, non-performing loans as percent of total loans decreased, and the allowance for loan losses as a percent of total non-performing loans increased, as compared to June 30, 2014 and December 31, 2013.



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A summary of impaired loans at September 30, 2014 and December 31, 2013 is as follows (in thousands):

	September 30, 2014	December 31, 2013
Impaired loans with no allocated allowance for loan losses	\$ 25,570	\$ 24,457
Impaired loans with allocated allowance for loan losses	11,312	15,446
	\$ 36,882	\$ 39,903
Amount of the allowance for loan losses allocated	\$ 2,390	\$ 3,647

At September 30, 2014, impaired loans include troubled debt restructuring loans of \$24,323,000 of which \$21,712,000 were performing in accordance with their restructured terms for a minimum of six months and were accruing interest. At December 31, 2013, impaired loans include troubled debt restructuring loans of \$31,119,000 of which \$21,456,000 were performing in accordance with their restructured terms and were accruing interest.

The summary of loans individually evaluated for impairment by class of loans as of September 30, 2014 and December 31, 2013 and for the three months ended September 30, 2014 and 2013 follows (in thousands):

	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses Allocated
As of September 30, 2014			
With no related allowance recorded:			
Residential real estate:			
Originated by Bank	\$ 6,403	\$ 6,196	\$
Originated by mortgage company	5,127	4,994	
Originated by mortgage company non-prime	413	408	
Commercial real estate:			
Commercial	11,635	11,580	
Construction and land	304	304	
Consumer	2,261	1,812	
Commercial and industrial	276	276	
	\$ 26,419	\$ 25,570	\$
With an allowance recorded:			
Residential real estate:			
Originated by Bank	\$ 857	\$ 857	\$ 92
Originated by mortgage company	812	812	24

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Originated by mortgage company non-prime			
Commercial real estate:			
Commercial	9,126	9,126	1,925
Construction and land			
Consumer	517	517	349
Commercial and industrial			
	\$ 11,312	\$ 11,312	\$ 2,390

As of December 31, 2013

With no related allowance recorded:			
Residential real estate:			
Originated by Bank	\$ 10,537	\$ 9,885	\$
Originated by mortgage company	7,762	7,387	
Originated by mortgage company non-prime	1,260	858	
Commercial real estate:			
Commercial	2,303	2,292	
Construction and land			
Consumer	3,435	2,928	
Commercial and industrial	1,107	1,107	
	\$ 26,404	\$ 24,457	\$

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	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses Allocated	
With an allowance recorded:				
Residential real estate:				
Originated by Bank	\$ 62	\$ 62	\$ 2	
Originated by mortgage company				
Originated by mortgage company non-prime				
Commercial real estate:				
Commercial	15,128	15,042	3,389	
Construction and land	309	309	223	
Consumer	33	33	33	
Commercial and industrial				
	\$ 15,532	\$ 15,446	\$ 3,647	
Three months ended September 30,				
	2014		2013	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:				
Residential real estate:				
Originated by Bank	\$ 8,628	\$ 98	\$ 9,411	\$ 87
Originated by mortgage company	7,496	57	6,737	68
Originated by mortgage company non-prime	1,204	4	2,180	3
Commercial real estate:				
Commercial	10,882	69	3,296	36
Construction and land	304			
Consumer	1,765	24	2,742	19
Commercial and industrial	276	3	793	
	\$ 30,555	\$ 255	\$ 25,159	\$ 213
With an allowance recorded:				
Residential real estate:				
Originated by Bank	\$ 860	\$ 5	\$ 881	\$ 11
Originated by mortgage company	602	8	265	7
Originated by mortgage company non-prime				
Commercial real estate:				
Commercial	9,140	25	8,977	15
Construction and land			309	
Consumer	592	10	729	10
Commercial and industrial				

\$ 11,194      \$      48      \$ 11,161      \$      43

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	Nine months ended September 30,			
	2014		2013	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
<b>With no related allowance recorded:</b>				
<b>Residential real estate:</b>				
Originated by Bank	\$ 8,970	\$ 282	\$ 10,841	\$ 262
Originated by mortgage company	7,489	184	7,158	202
Originated by mortgage company non-prime	1,034	10	2,211	12
<b>Commercial real estate:</b>				
Commercial	10,782	152	2,925	103
Construction and land	101			
Consumer	2,043	65	3,757	58
Commercial and industrial	277	7	456	5
	\$ 30,696	\$ 700	\$ 27,348	\$ 642
<b>With an allowance recorded:</b>				
<b>Residential real estate:</b>				
Originated by Bank	\$ 866	\$ 23	\$ 852	\$ 33
Originated by mortgage company	464	21	356	20
Originated by mortgage company non-prime				
<b>Commercial real estate:</b>				
Commercial	9,300	77	9,232	172
Construction and land	202		418	
Consumer	634	31	839	32
Commercial and industrial				
	\$ 11,466	\$ 152	\$ 11,697	\$ 257

The following table presents the recorded investment in non-accrual loans by class of loans as of September 30, 2014 and December 31, 2013 (in thousands):

	September 30, 2014	December 31, 2013
<b>Residential real estate:</b>		
Originated by Bank	\$ 1,881	\$ 16,145
Originated by mortgage company	1,384	10,589
Originated by mortgage company non-prime	494	1,479
<b>Commercial real estate:</b>		
Commercial	12,409	11,995
Construction and land	304	309
Consumer	1,811	4,328
Commercial and industrial	109	515

\$ 18,392      \$ 45,360

As used in these footnotes, loans Originated by mortgage company are mortgage loans originated under the Bank's underwriting guidelines by the Bank's shuttered mortgage company, and retained as part of the Bank's mortgage portfolio. These loans have significantly higher delinquency rates than similar loans originated by the Bank. Loans Originated by mortgage company non-prime are subprime or Alt-A loans which were originated for sale into the secondary market by the Bank's shuttered mortgage company.

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The following table presents the aging of the recorded investment in past due loans as of September 30, 2014 and December 31, 2013 by class of loans (in thousands):

	30-59 Days Past Due	60-89 Days Past Due	Greater than 90 Days Past Due	Total Past Due	Loans Not Past Due	Total
September 30, 2014						
Residential real estate:						
Originated by Bank	\$ 5,856	\$ 3,008	\$ 781	\$ 9,645	\$ 653,513	\$ 663,158
Originated by mortgage company	582		614	1,196	72,843	74,039
Originated by mortgage company non-prime			56	56	1,322	1,378
Residential construction					41,143	41,143
Commercial real estate:						
Commercial	35	1,331	12,409	13,775	542,264	556,039
Construction and land			304	304	43,574	43,878
Consumer	867	704	1,678	3,249	196,593	199,842
Commercial and industrial			109	109	79,499	79,608
	\$ 7,340	\$ 5,043	\$ 15,951	\$ 28,334	\$ 1,630,751	\$ 1,659,085
December 31, 2013						
Residential real estate:						
Originated by Bank	\$ 6,102	\$ 2,526	\$ 13,800	\$ 22,428	\$ 632,653	\$ 655,081
Originated by mortgage Company	202	108	10,031	10,341	82,544	92,885
Originated by mortgage company non-prime			1,465	1,465	1,153	2,618
Residential construction	195			195	30,626	30,821
Commercial real estate:						
Commercial	985	849	9,217	11,051	491,817	502,868
Construction and land			309	309	25,769	26,078
Consumer	864	298	4,219	5,381	195,302	200,683
Commercial and industrial			515	515	60,030	60,545
	\$ 8,348	\$ 3,781	\$ 39,556	\$ 51,685	\$ 1,519,894	\$ 1,571,579

The Company categorizes all commercial and commercial real estate loans, except for small business 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 and current economic trends, among other factors. This analysis is performed on a quarterly basis. The Company uses the following definitions for risk ratings:

**Special Mention.** Loans classified as Special Mention have a potential weakness that deserves management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or of the Bank's credit position at some future date.

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

Doubtful. Loans classified as Doubtful have all the weaknesses inherent in those classified as Substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable.



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Loans not meeting the criteria above that are analyzed individually as part of the above described process are considered to be Pass rated loans. Loans not rated are included in groups of homogeneous loans. As of September 30, 2014 and December 31, 2013, and based on the most recent analysis performed, the risk category of loans by class of loans is as follows (in thousands):

	Pass	Special Mention	Substandard	Doubtful	Total
September 30, 2014					
Commercial real estate:					
Commercial	\$ 521,345	\$ 10,976	\$ 23,718	\$	\$ 556,039
Construction and land	42,475		1,403		43,878
Commercial and industrial	78,788	173	647		79,608
	\$ 642,608	\$ 11,149	\$ 25,768	\$	\$ 679,525

December 31, 2013					
Commercial real estate:					
Commercial	\$ 471,435	\$	\$ 30,576	\$ 857	\$ 502,868
Construction and land	25,019		1,059		26,078
Commercial and industrial	59,089	1,070	386		60,545
	\$ 555,543	\$ 1,070	\$ 32,021	\$ 857	\$ 589,491

For residential and consumer loan classes, the Company evaluates credit quality based on the aging status of the loan, which was previously presented, and by payment activity. The following table presents the recorded investment in residential and consumer loans based on payment activity as of September 30, 2014 and December 31, 2013 (in thousands):

	Originated by Bank	Originated by mortgage company	Residential Real Estate Originated by mortgage company non-prime	Residential construction	Consumer
September 30, 2014					
Performing	\$ 661,277	\$ 72,655	\$ 884	\$ 41,143	\$ 198,031
Non-performing	1,881	1,384	494		1,811
	\$ 663,158	\$ 74,039	\$ 1,378	\$ 41,143	\$ 199,842

December 31, 2013					
Performing	\$ 638,936	\$ 82,296	\$ 1,139	\$ 30,821	\$ 196,355
Non-performing	16,145	10,589	1,479		4,328

\$ 655,081	\$ 92,885	\$ 2,618	\$ 30,821	\$ 200,683
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The Company classifies certain loans as troubled debt restructurings when credit terms to a borrower in financial difficulty are modified. The modifications may include a reduction in rate, an extension in term and/or the capitalization of past due amounts. Included in the non-accrual loan total at September 30, 2014 and December 31, 2013 were \$2,611,000 and \$9,663,000, respectively, of troubled debt restructurings. At September 30, 2014 and December 31, 2013, the Company has allocated \$465,000 and \$1,816,000, respectively, of specific reserves to loans which are classified as troubled debt restructurings. Non-accrual loans which become troubled debt restructurings are generally returned to accrual status after six months of performance. In addition to the troubled debt restructurings included in non-accrual loans, the Company also has loans classified as troubled debt restructurings which are accruing at September 30, 2014 and December 31, 2013, which totaled \$21,712,000 and \$21,456,000, respectively. Troubled debt restructurings with six months of performance are considered in the allowance for loan losses similar to other performing loans. Troubled debt restructurings which are non-accrual or classified are considered in the allowance for loan losses similar to other non-accrual or classified loans.

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The following table presents information about troubled debt restructurings which occurred during the three and nine months ended September 30, 2014 and 2013, and troubled debt restructurings modified within the previous year and which defaulted during the three and nine months ended September 30, 2014 and 2013 (dollars in thousands):

	Pre-modification		Post-modification	
	Number of Loans	Recorded Investment	Number of Loans	Recorded Investment
Three months ended September 30, 2014				
Troubled Debt Restructurings:				
Residential real estate:				
Originated by Bank	3	\$ 291	\$	255
Originated by mortgage company	2	750		678
Consumer	4	51		9

	Number of Loans	Recorded Investment
Troubled Debt Restructurings Which Subsequently Defaulted:	None	None

	Pre-modification		Post-modification	
	Number of Loans	Recorded Investment	Number of Loans	Recorded Investment
Nine months ended September 30, 2014				
Troubled Debt Restructurings:				
Residential real estate:				
Originated by Bank	5	\$ 628	\$	518
Originated by mortgage company	3	937		861
Originated by mortgage company non-prime	1	356		352
Consumer	9	221		178

	Number of Loans	Recorded Investment
Troubled Debt Restructurings Which Subsequently Defaulted:	None	None

	Pre-modification		Post-modification	
	Number of Loans	Recorded Investment	Number of Loans	Recorded Investment
Three months ended September 30, 2013				
Troubled Debt Restructurings:				
Residential real estate:				
Originated by mortgage company	2	\$ 779	\$	777
Consumer	2	205		125

	Number of Loans	Recorded Investment
	1	12

Troubled Debt Restructurings Which  
Subsequently Defaulted:

Nine months ended September 30, 2013	Pre-modification		Post-modification	
	Number of Loans	Recorded Investment	Number of Loans	Recorded Investment
Troubled Debt Restructurings:				
Residential real estate:				
Originated by Bank	3	\$ 623	\$	623
Originated by mortgage company	2	779		777
Consumer	9	368		281

	Number of Loans	Recorded Investment
Troubled Debt Restructurings Which Subsequently Defaulted:		
Residential real estate:		
Originated by Bank	1	62
Consumer	1	12

**Table of Contents****Note 5. Reserve for Repurchased Loans and Loss Sharing Obligations**

An analysis of the reserve for repurchased loans and loss sharing obligations for the three and nine months ended September 30, 2014 and 2013 is as follows (in thousands). The reserve is included in other liabilities in the accompanying statements of financial condition.

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2014	2013	2014	2013
Balance at beginning of period	\$ 1,305	\$ 1,688	\$ 1,468	\$ 1,203
Provision charged to operations				975
Loss on loans repurchased, settlements or payments under loss sharing arrangements	(225)	(220)	(388)	(915)
Recoveries				205
Balance at end of period	\$ 1,080	\$ 1,468	\$ 1,080	\$ 1,468

The reserve for repurchased loans and loss sharing obligations was established to provide for expected losses related to repurchase requests which may be received on residential mortgage loans previously sold to investors and other loss sharing obligations. The Company prepares a comprehensive analysis of the adequacy of the reserve for repurchased loans and loss sharing obligations at each quarter-end. The reserve includes a specific loss estimate on the outstanding loan repurchase requests based on the estimated fair value of the underlying collateral modified by the likelihood of loss which is estimated based on historical experience. The reserve also includes a general loss estimate based on an estimate of loans likely to be returned for repurchase and the estimated loss on those loans. Finally, the reserve also includes an estimate of the Bank's obligation under a loss sharing arrangement with the Federal Home Loan Bank ( FHLB ) relating to loans sold into their Mortgage Partnership Finance ( MPF ) program. Under this program, the Bank and the FHLB share credit risk for loans sold. The first loss position, equal to 1% of the aggregate amount of the loan pool, is absorbed by the FHLB through a reduction in credit enhancement fees paid to the Bank. The second loss position, generally covering the next 1.5% to 4.0% of the aggregate loan pool, is absorbed by the Bank. Loan losses above the combination of these two thresholds are fully absorbed by the FHLB. In establishing the reserve, the Company considered recent and historical experience, product type and volume of loan sales and the general economic environment.

The reserve for repurchased loans and loss sharing obligations was \$1.1 million at September 30, 2014, a \$388,000 decrease from December 31, 2013 due to incurred losses of \$143,000 relating to the FHLB loan sales and a settlement of \$245,000 with one investor relating to existing repurchase requests. The reserve was \$1.5 million at September 30, 2013, a \$265,000 increase from December 31, 2012 due to a provision of \$100,000 for repurchase requests, an additional provision of \$875,000 relating to loans sold to the FHLB, incurred losses of \$465,000 relating to the FHLB loan sales, a comprehensive settlement of \$450,000 with one investor relating to existing and anticipated loan repurchase requests, and recoveries of \$205,000 of previously charged-off amounts.

At September 30, 2014, there were no outstanding loan repurchase requests, a reduction from five outstanding loan repurchase requests on loans with a total principal balance of \$1.2 million at December 31, 2013.

**Note 6. Deposits**

The major types of deposits at September 30, 2014 and December 31, 2013 were as follows (in thousands):

Type of Account	September 30, 2014	December 31, 2013
Non-interest-bearing	\$ 277,136	\$ 207,608
Interest-bearing checking	888,008	913,753
Money market deposit	110,721	116,947
Savings	294,059	290,512
Time deposits	211,303	217,943
Total deposits	\$ 1,781,227	\$ 1,746,763

Included in time deposits at September 30, 2014 and December 31, 2013, is \$64,635,000 and \$64,380,000, respectively, in deposits of \$100,000 and over.

#### **Note 7. Recent Accounting Pronouncements**

In January 2014, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) 2014-04, Receivables Troubled Debt Restructurings by Creditors (Subtopic 310-40) Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure, which applies to all creditors who obtain physical possession of residential real estate property collateralizing a consumer mortgage loan in satisfaction of a receivable. The amendments in

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this update clarify when an in substance repossession or foreclosure occurs and requires disclosure of both (1) the amount of foreclosed residential real estate property held by a creditor and (2) the recorded investment in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure. The amendments in ASU 2014-04 are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2014. The adoption of this standard is not expected to have a material impact on the Company's consolidated financial statements.

**Note 8. Fair Value Measurements**

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. A fair market measurement assumes that the transaction to sell the asset or transfer the liability occurs in the principal market for the asset or liability or in the absence of a principal market, the most advantageous market for the asset or liability. The price in the principal (or the most advantageous) market used to measure the fair value of the asset or liability shall not be adjusted for transaction costs. An orderly transaction is a transaction that assumes exposure to the market for a period prior to the measurement date to allow for marketing activities that are usual and customary for transactions involving such assets and liabilities; it is not a forced transaction. Market participants are buyers and sellers in the principal market that are (i) independent, (ii) knowledgeable, (iii) able to transact and (iv) willing to transact.

The Company uses valuation techniques that are consistent with the market approach, the income approach and/or the cost approach. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets and liabilities. The income approach uses valuation techniques to convert future amounts, such as cash flows or earnings, to a single present amount on a discounted basis. The cost approach is based on the amount that currently would be required to replace the service capacity of an asset (replacement costs). Valuation techniques should be consistently applied. Inputs to valuation techniques refer to the assumptions that market participants would use in pricing the asset or liability. Inputs may be observable, meaning those that reflect the assumptions market participants would use in pricing the asset or liability and developed based on market data obtained from independent sources, or unobservable, meaning those that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability and developed based on the best information available in the circumstances. In that regard, a fair value hierarchy has been established for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. Movements within the fair value hierarchy are recognized at the end of the applicable reporting period. There were no transfers between the levels of the fair value hierarchy for the three and nine months ended September 30, 2014. The fair value hierarchy is as follows:

Level 1 Inputs - Unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

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 include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (for example, interest rates, volatilities, prepayment speeds, loss severities, credit risks and default rates) or inputs that are derived principally from or corroborated by observable market data by correlations or other means.

Level 3 Inputs - Significant unobservable inputs that reflect an entity's own assumptions that market participants would use in pricing the assets or liabilities.

**Assets and Liabilities Measured at Fair Value**

A description of the valuation methodologies used for assets and liabilities measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy, is set forth below. Certain financial assets and financial liabilities are measured at fair value on a non-recurring basis, that is, the instruments are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment).

**Securities Available-For-Sale**

Securities classified as available-for-sale are reported at fair value utilizing Level 1 and Level 2 inputs. In general, fair value is based upon quoted market prices, where available. Most of the Company's investment and mortgage-backed securities, however, are fixed income instruments that are not quoted on an exchange, but are bought and sold in active markets. Prices for these instruments are obtained through third party pricing vendors or security industry sources that actively participate in the buying and selling of securities. Prices obtained from these sources include market quotations and matrix pricing. Matrix pricing is a mathematical technique used principally to value certain securities without relying exclusively on quoted prices for the specific securities, but comparing the securities to benchmark or comparable securities.



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Fair value estimates are made at a point in time, based on relevant market data as well as the best information available about the security. Illiquid credit markets have resulted in inactive markets for certain of the Company's securities. As a result, there is limited observable market data for these assets. Fair value estimates for securities for which limited observable market data is available are based on judgments regarding current economic conditions, liquidity discounts, credit and interest rate risks, and other factors. These estimates involve significant uncertainties and judgments and cannot be determined with precision. As a result, such calculated fair value estimates may not be realizable in a current sale or immediate settlement of the security.

The Company utilizes third party pricing services to obtain fair values for its corporate bonds. Management's policy is to obtain and review all available documentation from the third party pricing service relating to their fair value determinations, including their methodology and summary of inputs. Management reviews this documentation, makes inquiries of the third party pricing service and makes a determination as to the level of the valuation inputs. Based on the Company's review of the available documentation from the third party pricing service, management concluded that Level 2 inputs were utilized. The significant observable inputs include benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers, other market information and observations of equity and credit default swap curves related to the issuer.

**Other Real Estate Owned and Impaired Loans**

Other real estate owned and loans measured for impairment based on the fair value of the underlying collateral are recorded at estimated fair value, less estimated selling costs of 15%. Fair value is based on independent appraisals.

The following table summarizes financial assets and financial liabilities measured at fair value as of September 30, 2014 and December 31, 2013, segregated by the level of the valuation inputs within the fair value hierarchy utilized to measure fair value (in thousands):

	Fair Value Measurements at Reporting Date Using:			
	Total Fair Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
September 30, 2014				
Items measured on a recurring basis:				
Investment securities available-for-sale:				
U.S. agency obligations	\$ 19,977	\$	\$ 19,977	\$
Equity investments	706	706		
Items measured on a non-recurring basis:				
Other real estate owned	6,466			6,466
Loans measured for impairment based on the fair value of the underlying collateral	11,712			11,712

	Fair Value Measurements at Reporting Date Using:			
	Total Fair Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
December 31, 2013				
Items measured on a recurring basis:				
Investment securities available-for-sale:				
U.S. agency obligations	\$ 35,289	\$	\$ 35,289	\$
Equity investments	8,547	8,547		

Items measured on a non-recurring basis:		
Other real estate owned	4,345	4,345
Loans measured for impairment based on the fair value of the underlying collateral	18,902	18,902

**Assets and Liabilities Disclosed at Fair Value**

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

**Cash and Due from Banks**

For cash and due from banks, the carrying amount approximates fair value.

**Securities Held-to-Maturity**

Securities classified as held-to-maturity are carried at amortized cost, as the Company has the positive intent and ability to hold these securities to maturity. The Company determines the fair value of the securities utilizing Level 1, Level 2 and infrequently Level 3 inputs. In general, fair value is based upon quoted market prices, where available. Most of the Company's investment and mortgage-backed securities, however, are fixed income instruments that are not quoted on an exchange, but are bought and sold in active markets. Prices for these instruments are obtained through third party pricing

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vendors or security industry sources that actively participate in the buying and selling of securities. Prices obtained from these sources include market quotations and matrix pricing. Matrix pricing is a mathematical technique used principally to value certain securities without relying exclusively on quoted prices for the specific securities, but comparing the securities to benchmark or comparable securities.

Fair value estimates are made at a point in time, based on relevant market data as well as the best information available about the security. Illiquid credit markets have resulted in inactive markets for certain of the Company's securities. As a result, there is limited observable market data for these assets. Fair value estimates for securities for which limited observable market data is available are based on judgments regarding current economic conditions, liquidity discounts, credit and interest rate risks, and other factors. These estimates involve significant uncertainties and judgments and cannot be determined with precision. As a result, such calculated fair value estimates may not be realizable in a current sale or immediate settlement of the security.

The Company utilizes third party pricing services to obtain fair values for its corporate bonds. Management's policy is to obtain and review all available documentation from the third party pricing service relating to their fair value determinations, including their methodology and summary of inputs. Management reviews this documentation, makes inquiries of the third party pricing service and makes a determination as to the level of the valuation inputs. Based on the Company's review of the available documentation from the third party pricing service, management concluded that Level 2 inputs were utilized for all securities except for certain state and municipal obligations known as bond anticipation notes (BANs) where management utilized Level 3 inputs. In the case of the Level 2 securities, the significant observable inputs include benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers, other market information and observations of equity and credit default swap curves related to the issuer. Management based its fair value estimate of the BANs on the local nature of the issuing entities, the short-term life of the security and current market conditions.

### Federal Home Loan Bank of New York Stock

The fair value for Federal Home Loan Bank of New York stock is its carrying value since this is the amount for which it could be redeemed. There is no active market for this stock and the Company is required to maintain a minimum investment based upon the outstanding balance of mortgage related assets and outstanding borrowings.

### Loans

Fair values are estimated for portfolios of loans with similar financial characteristics. Loans are segregated by type such as residential mortgage, construction, consumer and commercial. Each loan category is further segmented into fixed and adjustable rate interest terms.

Fair value of performing and non-performing loans was estimated by discounting the future cash flows, net of estimated prepayments, at a rate for which similar loans would be originated to new borrowers with similar terms. Fair values estimated in this manner do not fully incorporate an exit price approach to fair value, but instead are based on a comparison to current market rates for comparable loans.

### Deposits Other than Time Deposits

The fair value of deposits with no stated maturity, such as non-interest-bearing demand deposits, savings, and interest-bearing checking accounts and money market accounts are, by definition, equal to the amount payable on demand. The related insensitivity of the majority of these deposits to interest rate changes creates a significant inherent value which is not reflected in the fair value reported.

Time Deposits

The fair value of time deposits is based on the discounted value of contractual cash flows. The discount rate is estimated using the rates currently offered for deposits of similar remaining maturities.

Securities Sold Under Agreements to Repurchase with Retail Customers

Fair value approximates the carrying amount as these borrowings are payable on demand and the interest rate adjusts monthly.

Borrowed Funds

Fair value estimates are based on discounting contractual cash flows using rates which approximate the rates offered for borrowings of similar remaining maturities.

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The book value and estimated fair value of the Bank's significant financial instruments not recorded at fair value as of September 30, 2014 and December 31, 2013 are presented in the following tables (in thousands):

September 30, 2014	Book Value	Fair Value Measurements at Reporting Date Using:		
		Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
<b>Financial Assets:</b>				
Cash and due from banks	\$ 27,657	\$ 27,657	\$	\$
Securities held-to-maturity	486,819		492,459	600
Federal Home Loan Bank of New York stock	14,785			14,785
Loans receivable and mortgage loans held for sale	1,635,122			1,645,687
<b>Financial Liabilities:</b>				
Deposits other than time deposits	1,569,924		1,569,924	
Time deposits	211,303		212,836	
Securities sold under agreements to repurchase with retail customers	61,457	61,457		
Federal Home Loan Bank advances and other borrowings	232,696		231,166	

December 31, 2013	Book Value	Fair Value Measurements at Reporting Date Using:		
		Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
<b>Financial Assets:</b>				
Cash and due from banks	\$ 33,958	\$ 33,958	\$	\$
Securities held-to-maturity	495,599		493,432	1,650
Federal Home Loan Bank of New York stock	14,518			14,518
Loans receivable and mortgage loans held for sale	1,542,245			1,561,208
<b>Financial Liabilities:</b>				
Deposits other than time deposits	1,528,820		1,528,820	
Time deposits	217,943		220,409	
Securities sold under agreements to repurchase with retail customers	68,304	68,304		
Federal Home Loan Bank advances and other borrowings	202,500		201,393	

**Limitations**

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Company's entire holdings of a particular financial instrument. Because a limited market exists for a significant portion of the Company's financial instruments, fair value estimates are based on judgments regarding

future expected loss experience, current economic conditions, risk characteristics of various financial instruments and other significant unobservable inputs. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Fair value estimates are based on existing balance sheet financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments. Significant assets and liabilities that are not considered financial assets or liabilities include deferred tax assets, and premises and equipment. In addition, the tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in the estimates.

**Note 9. Subsequent Event**

On October 31, 2014, the Company closed on the sale of servicing rights on approximately \$562 million of single-family mortgage loans serviced for Fannie Mae and Freddie Mac, representing virtually all of the Company's servicing portfolio for the two agencies. It is expected that the sale will result in a fourth quarter net gain of approximately \$500,000. The Company anticipates a modest benefit to 2015 earnings as associated expense reductions are expected to exceed forgone servicing revenue.

**Table of Contents****PART II. OTHER INFORMATION****Item 1. Legal Proceedings**

The Company is not engaged in any legal proceedings of a material nature at the present time. From time to time, the Company is a party to routine legal proceedings within the normal course of business. Such routine legal proceedings in the aggregate are believed by management to be immaterial to the Company's financial condition or results of operations.

**Item 1A. Risk Factors**

For a summary of risk factors relevant to the Company, see Part I, Item 1A, "Risk Factors," in the 2013 Form 10-K. There were no material changes to risk factors relevant to the Company's operations since December 31, 2013.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

On July 24, 2014, the Company announced the authorization of the Board of Directors to repurchase up to 5% of the Company's outstanding common stock, or 867,923 shares. Information regarding the Company's common stock repurchases for the three month period ended September 30, 2014 is as follows:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
July 1, 2014 through July 31, 2014	3,400	\$ 16.02	3,400	864,523
August 1, 2014 through August 31, 2014	29,464	16.56	29,464	835,059
September 1, 2014 through September 30, 2014	0	0	0	835,059

**Item 3. Defaults Upon Senior Securities**

Not Applicable

**Item 4. Mine Safety Disclosures**

Not Applicable

**Item 5. Other Information**

Not Applicable

**Item 6. Exhibits**

Exhibits:

- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.0 Certification pursuant to 18 U.S.C. Section 1350 as added by Section 906 of the Sarbanes-Oxley Act of 2002
- 101.0 The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014, formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Statements of Financial Condition, (ii) the Consolidated Statements of Income, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Changes in Stockholders' Equity, (v) the Consolidated Statements of Cash Flows and (vi) the Notes to Consolidated Financial Statements.



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**SIGNATURES**

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

OceanFirst Financial Corp.  
Registrant

DATE: November 7, 2014

/s/ John R. Garbarino  
John R. Garbarino  
Chairman of the Board and Chief Executive Officer

DATE: November 7, 2014

/s/ Michael J. Fitzpatrick  
Michael J. Fitzpatrick  
Executive Vice President and Chief Financial Officer

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Exhibit	Description	Page
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