SI Financial Group, Inc.
Form 10-Q
August 07, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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 June 30, 2014
OR

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

For the Transition Period from _______ to ______

Commission File Number: 0-54241

SI FINANCIAL GROUP, INC.
(Exact name of registrant as specified in its charter)

Maryland (State or other jurisdiction of incorporation or organization)	80-0643149 (I.R.S. Employer Identification No.)
803 Main Street, Willimantic, Connecticut (Address of principal executive offices)	06226 (Zip Code)

(860) 423-4581
(Registrant's telephone number, including area code)

Not Applicable
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 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 x No o

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

Large Accelerated Filer o	Accelerated Filer x
Non-Accelerated Filer o	Smaller Reporting Company o

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

As of August 1, 2014, there were 12,806,248 shares of the registrant's common stock outstanding.

SI FINANCIAL GROUP, INC.
TABLE OF CONTENTS

PART I. FINANCIAL INFORMATION
Item 1. Financial Statements.
SI FINANCIAL GROUP, INC.
CONSOLIDATED BALANCE SHEETS
(In Thousands, Except Share Amounts / Unaudited)

	June 30, 2014	December 31, 2013
ASSETS:		
Cash and due from banks:		
Noninterest-bearing	$19,991	$20,554
Interest-bearing	28,422	6,767
Total cash and cash equivalents	48,413	27,321
Available for sale securities, at fair value	172,489	170,220
Loans held for sale	560	1,764
Loans receivable (net of allowance for loan losses of $7,445 at June 30, 2014 and $6,916 at December 31, 2013)	1,038,182	1,047,410
Federal Home Loan Bank stock, at cost	11,949	13,109
Bank-owned life insurance	21,012	20,726
Premises and equipment, net	20,971	21,090
Goodwill and other intangibles	18,997	19,566
Accrued interest receivable	3,897	4,021
Deferred tax asset, net	9,527	9,705
Other real estate owned, net	1,664	2,429
Other assets	6,480	9,018
Total assets	$1,354,141	$1,346,379
LIABILITIES AND SHAREHOLDERS' EQUITY:		
Liabilities:		
Deposits:		
Noninterest-bearing	$143,306	$139,428
Interest-bearing	862,915	845,321
Total deposits	1,006,221	984,749
Mortgagors' and investors' escrow accounts	3,301	3,214
Federal Home Loan Bank advances	158,541	176,272
Junior subordinated debt owed to unconsolidated trust	8,248	8,248
Accrued expenses and other liabilities	22,273	21,054
Total liabilities	1,198,584	1,193,537
Shareholders' Equity:		
Preferred stock ($.01 par value; 1,000,000 shares authorized; none issued)	—	—
Common stock ($.01 par value; 35,000,000 shares authorized; 12,804,452 and 12,798,461 shares issued and outstanding at June 30, 2014 and December 31, 2013, respectively)	128	128
Additional paid-in-capital	125,511	125,277
Unallocated common shares held by ESOP	(4,368)	(4,608)
Unearned restricted shares	(1,523)	(1,751)
Retained earnings	35,725	34,644

Accumulated other comprehensive income (loss)	84	(848)
Total shareholders' equity	155,557	152,842
Total liabilities and shareholders' equity	$1,354,141	$1,346,379

See accompanying notes to unaudited interim consolidated financial statements.

1

SI FINANCIAL GROUP, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(In Thousands, Except Per Share Amounts / Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Interest and dividend income:				
Loans, including fees	$10,667	$7,194	$21,754	$14,717
Securities:				
Taxable interest	894	1,070	1,774	2,092
Tax-exempt interest	59	20	101	20
Dividends	48	7	97	7
Other	15	11	28	21
Total interest and dividend income	11,683	8,302	23,754	16,857
Interest expense:				
Deposits	1,359	1,284	2,678	2,636
Federal Home Loan Bank advances	637	716	1,319	1,491
Subordinated debt and other borrowings	84	83	167	166
Total interest expense	2,080	2,083	4,164	4,293
Net interest income	9,603	6,219	19,590	12,564
Provision for loan losses	415	55	845	190
Net interest income after provision for loan losses	9,188	6,164	18,745	12,374
Noninterest income:				
Total other-than-temporary impairment losses	—	(8)	—	(8)
Portion of losses recognized in other comprehensive income/loss	—	—	—	—
Net impairment losses	—	(8)	—	(8)
Service fees	1,785	1,233	3,503	2,449
Wealth management fees	310	287	633	544
Increase in cash surrender value of bank-owned life insurance	144	68	286	136
Net gain on sales of securities	29	—	64	3
Mortgage banking	155	271	315	850
Net gain (loss) on fair value of derivatives	(26)	126	(9)	173
Other	65	95	442	365
Total noninterest income	2,462	2,072	5,234	4,512
Noninterest expenses:				
Salaries and employee benefits	5,031	4,121	10,231	8,529
Occupancy and equipment	1,862	1,304	3,969	2,687
Computer and electronic banking services	1,313	971	2,665	1,839
Outside professional services	553	382	1,002	650
Marketing and advertising	312	171	538	301
Supplies	151	106	319	206
FDIC deposit insurance and regulatory assessments	301	230	650	463

Merger expenses	—	209	—	893
Core deposit intangible amortization	149	—	313	—
Other real estate operations	62	192	231	319
Other	603	523	1,373	903
Total noninterest expenses	10,337	8,209	21,291	16,790
Income before income tax provision	1,313	27	2,688	96
Income tax provision	399	87	868	233
Net income (loss)	$914	$(60)	$1,820	$(137)
Earnings (loss) per share:				
Basic	$0.07	$(0.01)	$0.15	$(0.01)
Diluted	$0.07	$(0.01)	$0.15	$(0.01)

See accompanying notes to unaudited interim consolidated financial statements.

SI FINANCIAL GROUP, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In Thousands / Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Net income (loss)	$914	$(60)	$1,820	$(137)
Other comprehensive income (loss), net of tax:				
Available for sale securities:				
Net unrealized holding gains (losses)	588	(1,576)	928	(1,580)
Reclassification adjustment for gains recognized in net income (loss) [(1)]	(19)	—	(42)	(2)
Plus: credit portion of OTTI losses recognized in net loss [(2)]	—	5	—	5
Plus: noncredit portion of OTTI loss	—	(4)	—	(39)
Net unrealized gains (losses) on available for sale securities	569	(1,575)	886	(1,616)
Net unrealized gain on interest-rate swap derivative	23	44	46	72
Other comprehensive income (loss)	592	(1,531)	932	(1,544)
Comprehensive income (loss)	$1,506	$(1,591)	$2,752	$(1,681)

[(1)] Amounts are included in net gain on the sales of securities in noninterest income on the consolidated statements of operations. Income tax expense associated with the reclassification adjustment for the three and six months ended June 30, 2014 was $10,000 and $22,000, respectively, and $0 and $1,000 for the three and six months ended June 30, 2013, respectively.
[(2)] Amounts are included in net impairment losses recognized in noninterest income on the consolidated statements of operations. Income tax expense associated with the reclassification adjustment for both the three and six months ended June 30, 2013 totaled $3,000.

See accompanying notes to unaudited interim consolidated financial statements.

SI FINANCIAL GROUP, INC.
CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE SIX MONTHS ENDED JUNE 30, 2014
(In Thousands, Except Share Data / Unaudited)

	Common Stock			Unallocated			Accumulated	
	Shares	Dollars	Additional Paid-in Capital	Common Shares Held by ESOP	Unearned Restricted Shares	Retained Earnings	Other Comprehensive Income (Loss)	Total Shareholders' Equity
Balance at December 31, 2013	12,798,461	$128	$125,277	$(4,608)	$(1,751)	$34,644	$(848)	$152,842
Comprehensive income	—	—	—	—	—	1,820	932	2,752
Cash dividends declared ($0.06 per share)	—	—	—	—	—	(739)	—	(739)
Equity incentive plan compensation	—	—	153	—	228	—	—	381
Allocation of 24,318 ESOP shares	—	—	42	240	—	—	—	282
Tax benefit from share-based compensation	—	—	3	—	—	—	—	3
Stock options exercised	50,010	—	542	—	—	—	—	542
Common shares repurchased	(44,019)	—	(506)	—	—	—	—	(506)
Balance at June 30, 2014	12,804,452	$128	$125,511	$(4,368)	$(1,523)	$35,725	$84	$155,557

See accompanying notes to unaudited interim consolidated financial statements.

SI FINANCIAL GROUP, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In Thousands / Unaudited)

	Six Months Ended June 30, 2014	2013
Cash flows from operating activities:		
Net income (loss)	$1,820	$(137)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Provision for loan losses	845	190
Employee stock ownership plan expense	282	280
Equity incentive plan expense	381	384
Excess tax benefit from share-based compensation	(3)	(3)
Amortization of investment premiums and discounts, net	512	603
Amortization of loan premiums and discounts, net	641	698
Depreciation and amortization of premises and equipment	1,277	854
Amortization of core deposit intangible	313	—
Amortization of deferred debt issue costs	66	107
Net gain on sales of securities	(64)	(3)
Net loss (gain) on fair value of derivatives	9	(173)
Deferred income tax benefit	(46)	(13)
Loans originated for sale	(8,497)	(25,816)
Proceeds from sale of loans held for sale	9,761	30,804
Net gain on sales of loans held for sale	(185)	(731)
Net gain on sales of loans held for investment	—	(201)
Net loss on sales or write-downs of other real estate owned	39	46
Increase in cash surrender value of bank-owned life insurance	(286)	(136)
Impairment charge on long-lived assets	175	81
Other-than-temporary impairment losses on securities	—	8
Change in operating assets and liabilities:		
Accrued interest receivable	124	(27)
Other assets	2,488	847
Accrued expenses and other liabilities	1,283	(308)
Net cash provided by operating activities	10,935	7,354
Cash flows from investing activities:		
Purchases of available for sale securities	(20,675)	(40,863)
Proceeds from sales of available for sale securities	1,109	1,000
Proceeds from maturities of and principal repayments on available for sale securities	18,191	22,417
Redemption of Federal Home Loan Bank stock	1,160	325
Loan principal collections, net of originations	33,484	28,909
Purchases of loans	(25,832)	(18,448)
Proceeds from sales of loans held for investment	—	3,189
Proceeds from sales of other real estate owned	816	897
Purchases of premises and equipment	(1,158)	(1,096)
Net cash provided by (used in) investing activities	7,095	(3,670)

5

SI FINANCIAL GROUP, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS (Concluded)
(In Thousands / Unaudited)

	Six Months Ended June 30, 2014	2013
Cash flows from financing activities:		
Net increase in deposits	21,472	3,174
Net increase (decrease) in mortgagors' and investors' escrow accounts	87	(421)
Proceeds from Federal Home Loan Bank advances	10,000	10,000
Repayments of Federal Home Loan Bank advances	(27,797)	(15,000)
Excess tax benefit from share-based compensation	3	3
Cash dividends on common stock	(739)	(573)
Stock options exercised	542	—
Common shares repurchased	(506)	(7)
Net cash provided by (used in) financing activities	3,062	(2,824)
Net change in cash and cash equivalents	21,092	860
Cash and cash equivalents at beginning of period	27,321	37,689
Cash and cash equivalents at end of period	$48,413	$38,549
Supplemental cash flow information:		
Interest paid	$4,201	$4,309
Income taxes paid, net	850	1,112
Transfer of loans to other real estate owned	90	381

See accompanying notes to unaudited interim consolidated financial statements.

SI FINANCIAL GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2014 AND 2013 AND DECEMBER 31, 2013

NOTE 1. NATURE OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Business
SI Financial Group, Inc. (the “Company”) is the holding company for Savings Institute Bank and Trust Company (the “Bank”). Established in 1842, the Bank is a community-oriented financial institution headquartered in Willimantic, Connecticut. The Bank provides a variety of financial services to individuals, businesses and municipalities through its twenty-six offices in eastern Connecticut and Rhode Island. Its primary products include savings, checking and certificate of deposit accounts, residential and commercial mortgage loans, commercial business loans and consumer loans. In addition, wealth management services, which include trust, financial planning, life insurance and investment services, are offered to individuals and businesses through the Bank’s offices. The Company does not conduct any material business other than owning all of the stock of the Bank and making payments on the subordinated debentures held by the Company.

On September 6, 2013, the Company acquired Newport Bancorp, Inc. ("Newport"), and its wholly-owned subsidiary, Newport Federal Savings Bank. The acquisition added six full-service banking offices in eastern Connecticut and Rhode Island.

Principles of Consolidation
The accompanying consolidated financial statements include the accounts of the Company, its wholly-owned subsidiary, the Bank, and the Bank’s wholly-owned subsidiaries, SI Mortgage Company and SI Realty Company, Inc. All significant intercompany accounts and transactions have been eliminated.

Basis of Financial Statement Presentation
The interim consolidated financial statements and related notes have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information, with the instructions to Form 10-Q and Rule 10.01 of Regulation S-X of the Securities and Exchange Commission (“SEC”) and general practices within the banking industry. Accordingly, certain information and footnote disclosures required by GAAP for complete financial statements have been omitted. Information in the accompanying interim consolidated financial statements and notes to the financial statements of the Company as of June 30, 2014 and for the three and six months ended June 30, 2014 and 2013 is unaudited. These unaudited interim consolidated financial statements and related notes should be read in conjunction with the audited financial statements of the Company and the accompanying notes for the year ended December 31, 2013 contained in the Company’s Form 10-K.

In the opinion of management, the accompanying unaudited interim consolidated financial statements reflect all of the adjustments, consisting only of normal and recurring adjustments, necessary for a fair presentation of the financial condition, results of operations and cash flows as of and for the periods covered herein. The results of operations for the three and six months ended June 30, 2014 are not necessarily indicative of the operating results for the year ending December 31, 2014 or for any other period.

In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosures of contingent assets and liabilities, as of the date of the balance sheets and reported amounts of revenues and expenses for the periods presented. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, other-than-temporary impairment (“OTTI”) of securities, deferred income taxes and the impairment of long-lived assets.

Table of Contents
SI FINANCIAL GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2014 AND 2013 AND DECEMBER 31, 2013

Reclassifications
Amounts in the Company’s prior year consolidated financial statements are reclassified to conform to the current year presentation. Such reclassifications have no effect on net income.

Loans Receivable
Loans receivable are stated at current unpaid principal balances, net of the allowance for loan losses and deferred loan origination fees and costs. Management has the ability and intent to hold its loans receivable for the foreseeable future or until maturity or pay-off.

A loan is impaired when, based on current information and events, it is probable the Company will be unable to collect all contractual principal and interest payments due in accordance with the terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and interest payments when due. Impairment is measured on a loan by loan basis for residential and commercial mortgage loans and commercial business loans by either the present value of expected future cash flows discounted at the loan's effective interest rate or, as a practical expedient, at the loan's observable market price or the fair value of the collateral if the loan is collateral dependent. Large groups of smaller balance homogeneous loans are collectively evaluated for impairment. Accordingly, the Company does not typically identify individual consumer loans for impairment disclosures, unless such loans are subject to a troubled debt restructuring ("TDR") agreement.

The Company periodically may agree to modify the contractual terms of loans. When a loan is modified and concessions have been made to the original contractual terms, such as reductions of interest rates or deferral of interest or principal payments due to the borrower’s financial condition, the modification is considered a TDR.

Management considers all nonaccrual loans, with the exception of certain consumer loans, to be impaired. Also, all TDRs are initially classified as impaired. In most cases, loan payments less than 90 days past due are considered minor collection delays and the related loans are generally not considered impaired.

Allowance for Loan Losses
The allowance for loan losses, a material estimate which could change significantly in the near-term, is established through a provision for loan losses charged to earnings to account for losses that are inherent in the loan portfolio and estimated to occur, and is maintained at a level that management considers adequate to absorb losses in the loan portfolio. Loan losses are charged against the allowance for loan losses when management believes that the uncollectibility of the principal loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance for loan losses when received. In the determination of the allowance for loan losses, management may obtain independent appraisals for significant properties, if necessary.

Management's judgment in determining the adequacy of the allowance is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available. The allowance for loan losses is evaluated on a monthly basis by management and is based on the evaluation of the known and inherent risk characteristics and size and composition of the loan portfolio, the assessment of current economic and real estate market conditions, adverse situations that may affect the borrower’s ability to repay, estimated value of any underlying collateral, historical loan loss experience, the level and trends of nonperforming loans, delinquencies, classified assets and loan charge-offs and evaluations of loans and other relevant factors.

The allowance for loan losses consists of the following key elements:

- Specific allowance for identified impaired loans. For loans that are identified as impaired, an allowance is established when the present value of expected cash flows (or observable market price of the loan or fair

8

value of the collateral if the loan is collateral dependent) of the impaired loan is lower than the carrying value of that loan.

- General valuation allowance. The general component represents a valuation allowance on the remainder of the loan portfolio, after excluding impaired loans. For this portion of the allowance, loans are segregated by category and assigned an allowance percentage based on historical loan loss experience adjusted for qualitative factors stratified by the following loan segments: residential one- to four-family, multi-family and commercial real estate, construction, commercial business and consumer. Management uses a rolling average of historical losses based on the time frame appropriate to capture relevant loss data for each loan segment. This historical loss factor is adjusted for the following qualitative factors: levels/trends in delinquencies, classified loans and nonaccrual loans; level of loan charge-offs; trends in volume, nature and terms of loans; existence and effect of/or changes in the level of credit concentrations; effects of changes in risk selection, underwriting standards and other changes in lending policies, procedures and practices; experience/ability and depth of lending management and staff, national and local economic trends and conditions and impact on value of underlying collateral for collateral dependent loans.

The qualitative factors are determined based on the following various risk characteristics for each loan segment. Risk characteristics relevant to each portfolio segment are as follows:

Residential – One- to Four-Family – The Bank primarily originates conventional loans with loan-to-value ratios less than 95% and generally originates loans with loan-to-value ratios in excess of 80% only when secured by first liens on owner-occupied one- to four-family residences. Loans with loan-to-value ratios in excess of 80% generally require private mortgage insurance or additional collateral. All loans in this segment are collateralized by owner-occupied residential real estate and repayment is dependent on the credit quality of the individual borrower. The overall health of the economy, including unemployment rates and housing prices, will have an effect on the credit quality of this segment.

Multi-family and Commercial – Loans in this segment are originated for the purpose of acquiring, developing, improving or refinancing multi-family and commercial real estate where the property is the primary collateral securing the loan, and the income generated from the property is the primary repayment source. The underlying cash flows generated by the properties are adversely impacted by a downturn in the economy as evidenced by increased vacancy rates, which in turn, will have an effect on the credit quality in this segment. Payments on loans secured by income-producing properties often depend on the successful operation and management of the properties. Management continually monitors the cash flows of these loans.

Construction – This segment includes loans to individuals, and to a lesser extent builders, to finance the construction of residential dwellings. The Bank also originates construction loans for commercial development projects. Upon the completion of construction, the loan generally converts to a permanent mortgage loan. Credit risk is affected by cost overruns, time to sell at an adequate price and market conditions.

Commercial Business – Loans in this segment are made to businesses and are generally secured by assets of the business. Repayment is expected from the cash flows of the business. A weakened economy and reduced viability of the industry in which the customer operates will have a negative impact on the credit quality in this segment. The Bank also provides loans to investors in the time share industry, which are secured by consumer receivables, and provides loans for capital improvements to condominium associations, which are secured by the assigned rights to levy special assessments to condominium owners.

Consumer – Loans in this segment primarily include home equity lines of credit (representing both first and second liens), indirect automobile loans and, to a lesser extent, loans secured by marketable securities, passbook or certificate accounts, motorcycles, automobiles and recreational vehicles, as well as unsecured loans. Consumer loan collections depend on the borrower's continuing financial stability, and therefore, are more likely to be adversely affected by job loss, divorce, illness or personal bankruptcy.

In computing the allowance for loan losses, we do not assign a general valuation allowance to the Small Business Administration ("SBA") and United States Department of Agriculture ("USDA") loans that we purchase as such loans are fully guaranteed. These loans are included in commercial business loans. See Note 4 for details.

The majority of the Company's loans are collateralized by real estate located in eastern Connecticut and Rhode Island. To a lesser extent, certain commercial real estate loans are secured by collateral located outside of our primary market area. Accordingly, the collateral value of a substantial portion of the Company's loan portfolio and real estate acquired through foreclosure is susceptible to changes in local market conditions.

Although management believes that it uses the best information available to establish the allowance for loan losses, future adjustments to the allowance for loan losses may be necessary and the Company's results of operations could be adversely affected if circumstances differ substantially from the assumptions used in making the determinations. Furthermore, while management believes it has established the allowance for loan losses in conformity with GAAP, our regulators, in reviewing the loan portfolio, may request us to increase our allowance for loan losses based on judgments different from ours. In addition, because future events affecting borrowers and collateral cannot be predicted with certainty, the existing allowance for loan losses may not be adequate or increases may be necessary should the quality of any loans deteriorate as a result of the factors discussed above. Any material increase in the allowance for loan losses would adversely affect the Company's financial condition and results of operations.

Interest and Fees on Loans
Interest on loans is accrued and included in net interest income based on contractual rates applied to principal amounts outstanding. Accrual of interest is discontinued when loan payments are 90 days or more past due, based on contractual terms, or when, in the judgment of management, collectibility of the loan or loan interest becomes uncertain. Subsequent recognition of income occurs only to the extent payment is received subject to management's assessment of the collectibility of the remaining interest and principal. A nonaccrual loan is restored to accrual status when it is no longer delinquent and collectibility of interest and principal is no longer in doubt and the borrower has made regular payments in accordance with the terms of the loan over a period of at least six months. Interest collected on nonaccrual loans is recognized only to the extent cash payments are received, and may be recorded as a reduction to principal if the collectibility of the principal balance of the loan is unlikely.

Loan origination fees and direct loan origination costs are deferred, and the net amount is recognized as an adjustment of the related loan's yield utilizing the interest method over the contractual life of the loan. In addition, discounts related to fair value adjustments for loans receivable acquired in a business combination or asset purchase are accreted into earnings over the contractual term as an adjustment of the loan's yield. The Company periodically evaluates the cash flows expected to be collected for loans acquired with deteriorated credit quality. Changes in the expected cash flows compared to the expected cash flows as of the date of acquisition may impact the accretable yield or result in a charge to the provision for loan losses to the extent of a shortfall.

Table of Contents
SI FINANCIAL GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2014 AND 2013 AND DECEMBER 31, 2013

Common Share Repurchases
The Company is chartered in the state of Maryland. Maryland law does not provide for treasury shares, rather shares repurchased by the Company constitute authorized but unissued shares. GAAP states that accounting for treasury stock shall conform to state law. Therefore, the cost of shares repurchased by the Company has been allocated to common stock and retained earnings balances.

Recent Accounting Pronouncements
Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure - In January 2014, the Financial Accounting Standards Board ("FASB") issued amended guidance that clarifies when a creditor should be considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan such that the loan receivable should be derecognized and the real estate property recognized. The amended guidance clarifies that an in substance repossession or foreclosure occurs, and a creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan, upon either (1) the creditor obtaining legal title to the residential real estate property upon completion of a foreclosure or (2) the borrower conveying all interest in the residential real estate property to the creditor to satisfy that loan through completion of a deed in lieu of foreclosure or through a similar legal agreement. In addition, the amended guidance requires interim and annual disclosures of both (1) the amount of foreclosed residential real estate property held by the creditor and (2) the recorded investment in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure according to local requirements of the applicable jurisdiction. The amended guidance may be applied prospectively or through a modified retrospective approach and is effective for fiscal years, and interim periods within those years, beginning after December 15, 2014, with early adoption permitted. The adoption of the amended guidance is not expected to have a material impact on the Company's consolidated financial statements.

NOTE 2. EARNINGS (LOSS) PER SHARE

Basic earnings (loss) per share is calculated by dividing the net income (loss) available to common shareholders by the weighted average number of common shares outstanding during the period. Unvested restricted shares are considered outstanding in the computation of basic earnings (loss) per share since the shares participate in dividends and the rights to the dividends are non-forfeitable. Diluted earnings (loss) per share is computed in a manner similar to basic earnings (loss) per share except that the weighted average number of common shares outstanding is increased to include the incremental common shares (as computed using the treasury stock method) that would have been outstanding if all potentially dilutive common stock equivalents were issued during the period. The Company's common stock equivalents relate solely to stock options. Repurchased common shares and unallocated common shares held by the Bank's ESOP are not deemed outstanding for earnings (loss) per share calculations.

Anti-dilutive shares are common stock equivalents with weighted average exercise prices in excess of the weighted average market value for the periods presented, and are not considered in diluted earnings (loss) per share calculations. The Company had anti-dilutive common shares outstanding of 384,289 and 389,393 for the three and six months ended June 30, 2014, respectively, and 771,538 and 626,396 for the three and six months ended June 30, 2013, respectively.

SI FINANCIAL GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2014 AND 2013 AND DECEMBER 31, 2013

The computation of earnings (loss) per share is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(Dollars in Thousands, Except Per Share Data)			
Net income (loss)	$914	$(60)	$1,820	$(137)
Weighted average common shares outstanding:				
Basic	12,341,727	9,567,612	12,318,604	9,561,808
Effect of dilutive stock options	45,706	—	46,979	—
Diluted	12,387,433	9,567,612	12,365,583	9,561,808
Earnings (loss) per share:				
Basic	$0.07	$(0.01)	$0.15	$(0.01)
Diluted	$0.07	$(0.01)	$0.15	$(0.01)

NOTE 3. SECURITIES

Available for sale securities:
The amortized cost, gross unrealized gains and losses and approximate fair values of available for sale securities at June 30, 2014 and December 31, 2013 are as follows:

	June 30, 2014			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(In Thousands)			
Debt securities:				
U.S. Government and agency obligations	$60,137	$441	$(204)	$60,374
Government-sponsored enterprises	24,561	145	(105)	24,601
Mortgage-backed securities:[1]				
Agency - residential	73,695	1,074	(1,157)	73,612
Non-agency - residential	396	16	(2)	410
Corporate debt securities	1,460	21	—	1,481
Collateralized debt obligation	1,186	—	(2)	1,184
Obligations of state and political subdivisions	4,048	179	(35)	4,192
Tax-exempt securities	6,637	26	(28)	6,635
Total available for sale securities	$172,120	$1,902	$(1,533)	$172,489

[1] Agency securities refer to debt obligations issued or guaranteed by government corporations or government-sponsored enterprises (“GSEs”). Non-agency securities, or private-label securities, are the sole obligation of their issuer and are not guaranteed by any of the GSEs or the U.S. Government.

Table of Contents
SI FINANCIAL GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2014 AND 2013 AND DECEMBER 31, 2013

	December 31, 2013			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(In Thousands)			
Debt securities:				
U.S. Government and agency obligations	$54,228	$485	$(168)	$54,545
Government-sponsored enterprises	26,551	134	(393)	26,292
Mortgage-backed securities:[1]				
Agency - residential	77,037	889	(1,809)	76,117
Non-agency - residential	530	26	(2)	554
Corporate debt securities	3,708	90	—	3,798
Collateralized debt obligation	1,210	—	(19)	1,191
Obligations of state and political subdivisions	4,063	141	(81)	4,123
Tax-exempt securities	3,841	—	(266)	3,575
Foreign government securities	25	—	—	25
Total available for sale securities	$171,193	$1,765	$(2,738)	$170,220

[1] Agency securities refer to debt obligations issued or guaranteed by government corporations or GSEs. Non-agency securities, or private-label securities, are the sole obligation of their issuer and are not guaranteed by any of the GSEs or the U.S. Government.

The amortized cost and fair value of debt securities by contractual maturities at June 30, 2014 are presented below. Maturities are based on the final contractual payment dates, and do not reflect the impact of potential prepayments or early redemptions. Because mortgage-backed securities ("MBS") are not due at a single maturity date, they are not included in the maturity categories in the following maturity summary.

	Amortized Cost	Fair Value
	(In Thousands)	
Within 1 year	$6,734	$6,786
After 1 but within 5 years	34,673	34,801
After 5 but within 10 years	18,069	18,158
After 10 years	38,553	38,722
	98,029	98,467
Mortgage-backed securities	74,091	74,022
Total debt securities	$172,120	$172,489

The following is a summary of realized gains and losses on the sales of securities for the three and six months ended June 30, 2014 and 2013:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(In Thousands)			

Gross gains on sales	$29	$—	$64	$3
Gross losses on sales	—	—	—	—
Net gain on sale of securities	$29	$—	$64	$3

Proceeds from the sale of available for sale securities were $1.0 million and $1.1 million for the three and six months ended June 30, 2014, respectively, and $1.0 million for both the three and six months ended June 30, 2013.

The following tables present information pertaining to securities with gross unrealized losses at June 30, 2014 and December 31, 2013, aggregated by investment category and length of time the individual securities have been in a continuous unrealized loss position.

June 30, 2014	Less Than 12 Months Fair Value	Unrealized Losses	12 Months Or More Fair Value	Unrealized Losses	Total Fair Value	Unrealized Losses
	(In Thousands)					
U.S. Government and agency obligations	$19,616	$85	$3,237	$119	$22,853	$204
Government sponsored enterprises	771	3	5,875	102	6,646	105
Mortgage-backed securities:						
Agency - residential	5,797	46	33,356	1,111	39,153	1,157
Non-agency - residential	—	—	153	2	153	2
Collateralized debt obligation	—	—	1,184	2	1,184	2
Obligations of state and political subdivisions	—	—	1,218	35	1,218	35
Tax-exempt securities	1,148	1	2,636	27	3,784	28
Total	$27,332	$135	$47,659	$1,398	$74,991	$1,533

December 31, 2013	Less Than 12 Months Fair Value	Unrealized Losses	12 Months Or More Fair Value	Unrealized Losses	Total Fair Value	Unrealized Losses
	(In Thousands)					
U.S. Government and agency obligations	$21,921	$142	$883	$26	$22,804	$168
Government-sponsored enterprises	12,376	393	—	—	12,376	393
Mortgage-backed securities:						
Agency - residential	38,119	1,772	2,686	37	40,805	1,809
Non-agency - residential	169	2	—	—	169	2
Collateralized debt obligation	—	—	1,191	19	1,191	19
Obligations of state and political subdivisions	1,187	81	—	—	1,187	81
Tax-exempt securities	3,575	266	—	—	3,575	266
Total	$77,347	$2,656	$4,760	$82	$82,107	$2,738

At June 30, 2014, thirty-eight debt securities with gross unrealized losses had aggregate depreciation of approximately 2.00% of the Company’s amortized cost basis. The majority of the unrealized losses are related to the Company’s agency MBS. There were no impairment charges recognized on investments deemed other-than-temporarily impaired for the three and six months ended June 30, 2014. Impairment charges recognized on investments deemed other-than-temporarily impaired were $8,000 for both the three and six months ended June 30, 2013. The following summarizes, by security type, the basis for management's determination during the preparation of the financial statements of whether the applicable investments within the Company's securities portfolio were other-than-temporarily impaired at June 30, 2014.

U.S. Government and Agency Obligations. The unrealized losses on the Company’s U.S. Government and agency obligations related primarily to a widening of the rate spread to comparable treasury securities. Because the decline in market value is attributable to changes in interest rates and not credit quality, and because the Company does not intend to sell these securities and it is not more likely than not that the Company will be required to sell the securities before their anticipated recovery, which may be at maturity, the Company did not consider these securities to be other-than-temporarily impaired at June 30, 2014.

Government Sponsored Enterprises. The unrealized losses on the Company's government sponsored enterprises were also caused by interest rate movement. The contractual cash flows of these investments are guaranteed by a government sponsored agency. Accordingly, it is expected that the securities would not be settled at a price less than the amortized cost of our investment. As a result of (i) the decline in market value being attributable to changes in interest rates and not credit quality, (ii) the Company's position that it does not intend to sell these securities and (iii) it is not more likely than not that the Company will be required to sell the securities before their anticipated recovery, which may be at maturity, the Company did not consider these securities to be other-than-temporarily impaired at June 30, 2014.

Mortgage-backed Securities - Agency - Residential. The unrealized losses on the Company’s agency–residential mortgage-backed securities were caused by increases in the rate spread to comparable treasury securities. The Company does not expect these securities to settle at a price less than the amortized cost basis of the investments. Because the Company does not intend to sell the investments and it is not more likely than not that the Company will be required to sell the investments before the recovery of their amortized cost basis, which may be at maturity, the Company did not consider these investments to be other-than-temporarily impaired at June 30, 2014.

Mortgage-backed Securities - Non-agency - Residential. The unrealized losses on the Company's non-agency - residential mortgage-backed securities relate to one investment which has been evaluated by management and no potential credit losses were found. The Company does not intend to sell this security and it is not more likely than not that the Company will be required to sell this security before the recovery of its amortized cost basis, which may be maturity.

Collateralized Debt Obligation. The unrealized losses on the Company’s collateralized debt obligations relate to one investment in a pooled trust preferred security (“PTPS”). The PTPS market has stabilized at depressed market values as a result of market saturation. Transactions for PTPS have been limited and have occurred primarily as a result of distressed or forced liquidation sales. The securities were widely held by hedge funds and European banks and used to offset interest rate exposure tied to LIBOR. As the positions have unwound, an excess supply of these securities has saturated the market.

Management evaluated current credit ratings, credit support and stress testing for future defaults related to the Company’s PTPS. Management also reviewed analytics provided by the trustee. The unrealized loss on the Company’s PTPS investment was caused by a lack of liquidity, credit downgrades and decreasing credit support. The increased number of bank and insurance company failures has decreased the level of credit support for this investment. A number of lower tranches have foregone payments or have received payment in kind through increased principal allocations. However, the number of deferring securities has been decreasing and a number of reinstatements have occurred recently. The Company's PTPS was upgraded to investment grade and based on its senior credit profile, management does not believe that this investment will suffer credit-related losses. Because the Company does not intend to sell the investment and it is not more likely than not that the Company will be required to sell the investment before recovery of its amortized cost basis, which may be at maturity, the Company did not record impairment losses at June 30, 2014.

Obligations of state and political subdivisions. The unrealized losses on the Company's obligations of state and political subdivisions relate to two investments in municipal general obligation bonds purchased during the second quarter of 2013. The unrealized loss was mainly attributable to the widening of interest rate spreads for these securities since their purchase date. Management monitors the financial data of the individual municipalities to ensure that they meet minimum credit standards. Since the Company does not intend to sell these securities and it is not more likely than not that the Company will be required to sell these securities before recovery of their amortized cost basis, which may be at maturity, the Company did not record impairment losses at June 30, 2014.

Tax-exempt securities. The unrealized losses on the Company's tax-exempt securities relate primarily to three investments in municipal general obligation bonds purchased during the second quarter of 2013. The unrealized loss was mainly attributable to the widening of interest rate spreads for these securities since their purchase date. Management monitors the financial data of the individual municipalities to ensure that they meet minimum credit standards. Since the Company does not intend to sell these securities and it is not more likely than not that the Company will be required to sell these securities before recovery of their amortized cost basis, which may be at maturity, the Company did not record impairment losses at June 30, 2014.

The following table presents a roll-forward of the balance of credit losses on the Company’s debt securities for which a portion of OTTI was recognized in other comprehensive income (loss) for the three and six months ended June 30, 2014 and 2013.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(In Thousands)			
Balance at beginning of period	$—	$259	$—	$259
Amounts related to credit for which OTTI losses were not previously recognized	—	8	—	8
Balance at end of period	$—	$267	$—	$267

Table of Contents
SI FINANCIAL GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2014 AND 2013 AND DECEMBER 31, 2013

NOTE 4. LOANS RECEIVABLE AND ALLOWANCE FOR LOAN LOSSES

Loan Portfolio
The composition of the Company's loan portfolio at June 30, 2014 and December 31, 2013 is as follows:

	June 30, 2014	December 31, 2013
	(In Thousands)	
Real estate loans:		
Residential - 1 to 4 family	$435,406	$449,812
Multi-family and commercial	286,182	285,660
Construction	12,223	10,162
Total real estate loans	733,811	745,634
Commercial business loans:		
SBA and USDA guaranteed	124,323	137,578
Time share	41,748	28,615
Condominium association	20,077	18,442
Other	68,520	69,705
Total commercial business loans	254,668	254,340
Consumer loans:		
Home equity	48,609	44,284
Indirect automobile	4,950	6,354
Other	1,973	2,116
Total consumer loans	55,532	52,754
Total loans	1,044,011	1,052,728
Deferred loan origination costs, net of fees	1,616	1,598
Allowance for loan losses	(7,445)	(6,916)
Loans receivable, net	$1,038,182	$1,047,410

The Company purchased commercial loans totaling $25.8 million during the six months ended June 30, 2014. For the twelve months ended December 31, 2013, the Company purchased commercial business loans totaling $23.0 million.

SI FINANCIAL GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2014 AND 2013 AND DECEMBER 31, 2013

Allowance for Loan Losses

Changes in the allowance for loan losses for the three and six months ended June 30, 2014 and 2013 are as follows:

Three Months Ended June 30, 2014	Residential - 1 to 4 Family	Multi-family and Commercial	Construction	Commercial Business	Consumer	Total
	(In Thousands)					
Balance at beginning of period	$948	$3,602	$184	$1,995	$523	$7,252
Provision for loan losses	125	5	37	213	35	415
Loans charged-off	(106)	(143)	—	—	(4)	(253)
Recoveries of loans previously charged-off	17	1	—	—	13	31
Balance at end of period	$984	$3,465	$221	$2,208	$567	$7,445

Six Months Ended June 30, 2014	Residential - 1 to 4 Family	Multi-family and Commercial	Construction	Commercial Business	Consumer	Total
	(In Thousands)					
Balance at beginning of period	$975	$3,395	$169	$1,875	$502	$6,916
Provision for loan losses	158	212	52	343	80	845
Loans charged-off	(180)	(143)	—	(13)	(33)	(369)
Recoveries of loans previously charged-off	31	1	—	3	18	53
Balance at end of period	$984	$3,465	$221	$2,208	$567	$7,445

Three Months Ended June 30, 2013	Residential - 1 to 4 Family	Multi-family and Commercial	Construction	Commercial Business	Consumer	Total
	(In Thousands)					
Balance at beginning of period	$1,101	$3,168	$27	$1,534	$498	$6,328
Provision (credit) for loan losses	60	(26)	3	(3)	21	55
Loans charged-off	(192)	(197)	—	—	(21)	(410)
Recoveries of loans previously charged-off	30	2	—	—	2	34
Balance at end of period	$999	$2,947	$30	$1,531	$500	$6,007

Six Months Ended June 30, 2013	Residential - 1 to 4 Family	Multi-family and Commercial	Construction	Commercial Business	Consumer	Total
	(In Thousands)					
	$1,125	$3,028	$22	$1,735	$477	$6,387

Balance at beginning of period						
Provision (credit) for loan losses	302	45	8	(204)	39	190
Loans charged-off	(458)	(197)	—	—	(61)	(716)
Recoveries of loans previously charged-off	30	71	—	—	45	146
Balance at end of period	$999	$2,947	$30	$1,531	$500	$6,007

Table of Contents
SI FINANCIAL GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2014 AND 2013 AND DECEMBER 31, 2013

Further information pertaining to the allowance for loan losses at June 30, 2014 and December 31, 2013 is as follows:

June 30, 2014	Residential - 1 to 4 Family	Multi-family and Commercial	Construction	Commercial Business	Consumer	Total
	(In Thousands)					
Allowance for loans individually evaluated and deemed to be impaired	$346	$142	$—	$76	$—	$564
Allowance for loans individually or collectively evaluated and not deemed to be impaired	638	3,323	221	2,132	567	6,881
Allowance for loans acquired with deteriorated credit quality	—	—	—	—	—	—
Total allowance for loan losses	$984	$3,465	$221	$2,208	$567	$7,445
Loans individually evaluated and deemed to be impaired	$5,683	$1,997	$—	$796	$—	$8,476
Loans individually or collectively evaluated and not deemed to be impaired	429,345	279,892	12,223	253,504	55,532	1,030,496
Amount of loans acquired with deteriorated credit quality	378	4,293	—	368	—	5,039
Total loans	$435,406	$286,182	$12,223	$254,668	$55,532	$1,044,011

December 31, 2013	Residential - 1 to 4 Family	Multi-family and Commercial	Construction	Commercial Business	Consumer	Total
	(In Thousands)					
Allowance for loans individually evaluated and deemed to be impaired	$341	$185	$—	$4	$—	$530
Allowance for loans individually or collectively evaluated and not deemed to be impaired	634	3,210	169	1,871	502	6,386
Allowance for loans acquired with deteriorated credit quality	—	—	—	—	—	—
Total allowance for loan losses	$975	$3,395	$169	$1,875	$502	$6,916

Loans individually evaluated and deemed to be impaired	$5,695	$3,036	$—	$385	$—	$9,116
Loans individually or collectively evaluated and not deemed to be impaired	443,734	277,483	10,162	252,930	52,754	1,037,063
Amount of loans acquired with deteriorated credit quality	383	5,141	—	1,025	—	6,549
Total loans	$449,812	$285,660	$10,162	$254,340	$52,754	$1,052,728

19

SI FINANCIAL GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2014 AND 2013 AND DECEMBER 31, 2013

Past Due Loans
The following represents an aging of loans at June 30, 2014 and December 31, 2013:

June 30, 2014	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total 30 Days or More Past Due	Current	Total Loans
	(In Thousands)					
Real Estate:						
Residential - 1 to 4 family	$29	$774	$1,808	$2,611	$432,795	$435,406
Multi-family and commercial	251	259	637	1,147	285,035	286,182
Construction	—	—	—	—	12,223	12,223
Commercial Business:						
SBA and USDA guaranteed	2,000	—	—	2,000	122,323	124,323
Time share	—	—	—	—	41,748	41,748
Condominium association	—	—	—	—	20,077	20,077
Other	—	292	457	749	67,771	68,520
Consumer:						
Home equity	24	—	40	64	48,545	48,609
Indirect automobile	53	14	—	67	4,883	4,950
Other	5	—	—	5	1,968	1,973
Total	$2,362	$1,339	$2,942	$6,643	$1,037,368	$1,044,011

December 31, 2013	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total 30 Days or More Past Due	Current	Total Loans
	(In Thousands)					
Real Estate:						
Residential - 1 to 4 family	$5,402	$783	$1,473	$7,658	$442,154	$449,812
Multi-family and commercial	1,057	—	1,388	2,445	283,215	285,660
Construction	—	—	—	—	10,162	10,162
Commercial Business:						
SBA and USDA guaranteed	7,266	1,161	66	8,493	129,085	137,578
Time share	—	—	—	—	28,615	28,615
Condominium association	—	—	—	—	18,442	18,442
Other	—	171	338	509	69,196	69,705
Consumer:						
Home equity	258	36	49	343	43,941	44,284
Indirect automobile	80	47	16	143	6,211	6,354
Other	1	1	—	2	2,114	2,116
Total	$14,064	$2,199	$3,330	$19,593	$1,033,135	$1,052,728

The Company did not have any loans that were past due 90 days or more and still accruing interest at June 30, 2014 or December 31, 2013.

Table of Contents
SI FINANCIAL GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2014 AND 2013 AND DECEMBER 31, 2013

Impaired and Nonaccrual Loans

The following is a summary of impaired loans and nonaccrual loans at June 30, 2014 and December 31, 2013:

June 30, 2014	Impaired Loans[1] Recorded Investment	Unpaid Principal Balance	Related Allowance	Nonaccrual Loans
	(In Thousands)			
Impaired loans without valuation allowance:[2]				
Real Estate:				
Residential - 1 to 4 family	$3,471	$3,683	$—	$3,079
Multi-family and commercial	4,750	4,947	—	660
Commercial business - Other	986	986	—	618
Consumer - Home equity	—	—	—	44
Consumer - Other	—	—	—	40
Total impaired loans without valuation allowance	9,207	9,616	—	4,441
Impaired loans with valuation allowance:				
Real Estate:				
Residential - 1 to 4 family	2,590	2,617	346	515
Multi-family and commercial	1,540	1,630	142	372
Commercial business - Other	178	178	76	151
Total impaired loans with valuation allowance	4,308	4,425	564	1,038
Total impaired loans	$13,515	$14,041	$564	$5,479

[1] Includes loans acquired with deteriorated credit quality and performing TDRs.
[2] Includes loans acquired with deteriorated credit quality from the Newport merger.

December 31, 2013	Impaired Loans[1] Recorded Investment	Unpaid Principal Balance	Related Allowance	Nonaccrual Loans
	(In Thousands)			
Impaired loans without valuation allowance:[2]				
Real Estate:				
Residential - 1 to 4 family	$3,641	$3,822	$—	$3,241
Multi-family and commercial	6,853	7,050	—	1,655
Commercial business - Other	1,402	1,402	—	377
Consumer - Home equity	—	—	—	53
Consumer - Indirect automobile	—	—	—	16
Total impaired loans without valuation allowance	11,896	12,274	—	5,342
Impaired loans with valuation allowance:				
Real Estate:				
Residential - 1 to 4 family	2,437	2,448	341	319
Multi-family and commercial	1,324	1,414	185	1,324

Commercial business - Other	8	8	4	8
Total impaired loans with valuation allowance	3,769	3,870	530	1,651
Total impaired loans	$15,665	$16,144	$530	$6,993

(1) Includes loans acquired with deteriorated credit quality and performing TDRs.
(2) Includes loans acquired with deteriorated credit quality from the Newport merger.

Table of Contents
SI FINANCIAL GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2014 AND 2013 AND DECEMBER 31, 2013

The Company reviews and establishes, if necessary, an allowance for certain impaired loans for the amount by which the present value of expected cash flows (or observable market price of loan or fair value of the collateral if the loan is collateral dependent) are lower than the carrying value of the loan. At June 30, 2014 and December 31, 2013, the Company concluded that certain impaired loans required no valuation allowance as a result of management's measurement of impairment. No additional funds are committed to be advanced to those borrowers whose loans are deemed impaired.

Additional information related to impaired loans is as follows:

	Three Months Ended June 30, 2014			Six Months Ended June 30, 2014		
	Average Recorded Investment	Interest Income Recognized	Interest Income Recognized on Cash Basis	Average Recorded Investment	Interest Income Recognized	Interest Income Recognized on Cash Basis
	(In Thousands)					
Real Estate:						
Residential - 1 to 4 family	$6,136	$68	$42	$6,361	$90	$43
Multi-family and commercial	6,805	79	—	7,412	242	72
Commercial business - Other	946	11	5	1,206	28	15
Consumer - Home equity	46	1	1	89	1	1
Consumer - Other	20	—	—	10	—	—
Total	$13,953	$159	$48	$15,078	$361	$131

	Three Months Ended June 30, 2013			Six Months Ended June 30, 2013		
	Average Recorded Investment	Interest Income Recognized	Interest Income Recognized on Cash Basis	Average Recorded Investment	Interest Income Recognized	Interest Income Recognized on Cash Basis
	(In Thousands)					
Real Estate:						
Residential - 1 to 4 family	$7,292	$127	$110	$7,048	$158	$125
Multi-family and commercial	3,287	1	—	4,891	46	—
Commercial business - Other	382	1	1	493	7	5
Consumer - Home equity	318	11	12	377	27	27
Total	$11,279	$140	$123	$12,809	$238	$157

Credit Quality Information
The Company utilizes an eight-grade internal loan rating system for all loans in the portfolio, with the exception of its purchased SBA and USDA commercial business loans that are fully guaranteed by the U.S. government, as follows:
- o Pass (Ratings 1-4): Loans in these categories are considered low to average risk.

- Special Mention (Rating 5): Loans in this category are starting to show signs of potential weakness and are being closely monitored by management.

- o Substandard (Rating 6): Generally, a loan is considered substandard if it is inadequately protected by the current net worth and paying capacity of the obligors and/or the collateral pledged. There is a distinct possibility that the Company will sustain some loss if the weakness is not corrected.
- o Doubtful (Rating 7): Loans classified as doubtful have all the weaknesses inherent in those classified substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, highly questionable and improbable.
- o Loss (Rating 8): Loans in this category are considered uncollectible and of such little value that their continuance as assets is not warranted.

Management periodically reviews the ratings described above and the Company’s internal audit function reviews components of the credit files, including the assigned risk ratings, of certain commercial loans as part of its loan review.

The following tables present the Company’s loans by risk rating at June 30, 2014 and December 31, 2013:

June 30, 2014	Not Rated	Pass	Special Mention	Substandard	Doubtful	Loss	Total
	(In Thousands)						
Real Estate:							
Residential - 1 to 4 family	$—	$427,128	$1,343	$6,935	$—	$—	$435,406
Multi-family and commercial	—	257,107	14,394	14,681	—	—	286,182
Construction	—	12,223	—	—	—	—	12,223
Total real estate loans	—	696,458	15,737	21,616	—	—	733,811
Commercial Business:							
SBA and USDA guaranteed	124,323	—	—	—	—	—	124,323
Time share	—	41,748	—	—	—	—	41,748
Condominium association	—	20,077	—	—	—	—	20,077
Other	—	63,379	2,875	2,266	—	—	68,520
Total commercial business loans	124,323	125,204	2,875	2,266	—	—	254,668
Consumer:							
Home equity	—	48,455	62	92	—	—	48,609
Indirect automobile	—	4,936	—	14	—	—	4,950
Other	—	1,933	—	40	—	—	1,973
Total consumer loans	—	55,324	62	146	—	—	55,532
Total loans	$124,323	$876,986	$18,674	$24,028	$—	$—	$1,044,011

December 31, 2013	Not Rated	Pass	Special Mention	Substandard	Doubtful	Loss	Total
	(In Thousands)						
Real Estate:							
Residential - 1 to 4 family	$—	$441,646	$1,296	$6,870	$—	$—	$449,812
Multi-family and commercial	—	250,667	18,363	16,630	—	—	285,660
Construction	—	10,162	—	—	—	—	10,162
Total real estate loans	—	702,475	19,659	23,500	—	—	745,634
Commercial Business:							
SBA and USDA guaranteed	137,578	—	—	—	—	—	137,578
Time share	—	28,615	—	—	—	—	28,615
Condominium association	—	18,442	—	—	—	—	18,442
Other	—	63,959	2,230	3,516	—	—	69,705
Total commercial business loans	137,578	111,016	2,230	3,516	—	—	254,340
Consumer:							
Home equity	—	44,117	66	101	—	—	44,284
Indirect automobile	—	6,338	—	16	—	—	6,354
Other	—	2,116	—	—	—	—	2,116
Total consumer loans	—	52,571	66	117	—	—	52,754
Total loans	$137,578	$866,062	$21,955	$27,133	$—	$—	$1,052,728

Troubled Debt Restructurings

A modified loan is considered a TDR when two conditions are met: 1) the borrower is experiencing documented financial difficulty and 2) concessions are made by the Company that would not otherwise be considered for a borrower with similar risk characteristics. The most common types of modifications include below market interest rate reductions, deferrals of principal and maturity extensions. Modified terms are dependent upon the financial position and needs of the individual borrower. If the modification agreement is violated, the loan is handled by the Company's Collections Department for resolution, which may result in foreclosure. The Company's determination of whether a loan modification is a TDR considers the individual facts and circumstances surrounding each modification.

The Company's nonaccrual policy is followed for TDRs. If the loan was current prior to modification, nonaccrual status would not be required. If the loan was on nonaccrual prior to modification or if the payment amount significantly increases, the loan will remain on nonaccrual for a period of at least six months. Loans qualify for return to accrual status once the borrower has demonstrated the willingness and the ability to perform in accordance with the restructured terms of the loan agreement for a period of not less than six consecutive months.

All TDRs are initially reported as impaired. Impaired classification may be removed after a year following the restructure if the borrower demonstrates compliance with the modified terms and the restructuring agreement specifies an interest rate equal to that which would be provided to a borrower with similar risk characteristics at the time of restructuring.

Table of Contents
SI FINANCIAL GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2014 AND 2013 AND DECEMBER 31, 2013

The following table provides information on loans modified as TDRs during the three and six months ended June 30, 2014 and 2013.

	Three Months Ended June 30,					
	2014			2013		
	Number of Loans	Recorded Investment	Allowance for Loan Losses (End of Period)	Number of Loans	Recorded Investment	Allowance for Loan Losses (End of Period)
	(Dollars in Thousands)					
Residential - 1 to 4 family	1	$102	$—	—	$—	$—
Multi-family and commercial	1	259	—	—	—	—
Commercial business - other	2	319	1	—	—	—
Total	4	$680	$1	—	$—	$—

	Six Months Ended June 30,					
	2014			2013		
	Number of Loans	Recorded Investment	Allowance for Loan Losses (End of Period)	Number of Loans	Recorded Investment	Allowance for Loan Losses (End of Period)
	(Dollars in Thousands)					
Residential - 1 to 4 family	1	$102	$—	1	$408	$—
Multi-family and commercial	2	1,427	—	—	—	—
Commercial business - other	2	319	1	—	—	—
Total	5	$1,848	$1	1	$408	$—

During the modification process, there were no loan charge-offs or principal reductions for the loans included in the above tables.

The following table provides the recorded investment, by type of modification, during the three and six months ended June 30, 2014 and 2013 for modified loans identified as TDRs.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(In Thousands)			
Interest rate adjustments	$388	$—	$388	$—
Combination of rate and payment (1)	292	—	292	408
Combination of rate and maturity (1)	—	—	1,168	—
Total	$680	$—	$1,848	$408

(1) Terms include combination of interest rate adjustments and extensions of maturity.

There were no TDRs in payment default (defined as 90 days or more past due) within twelve months of restructure for the three and six months ended June 30, 2014 and 2013.

25

Loans Acquired with Deteriorated Credit Quality

The following is a summary of loans acquired with evidence of credit deterioration from Newport as of June 30, 2014 and December 31, 2013.

	Contractual Required Payments Receivable	Cash Expected To Be Collected	Non-Accretable Discount	Accretable Yield	Loans Receivable
	(In Thousands)				
Balance at December 31, 2013	$7,776	$6,549	$ 1,227	$—	$6,549
Collections	(174)	(143)	(31)	—	(143)
Dispositions	(1,722)	(1,367)	(355)	—	(1,367)
Balance at June 30, 2014	$5,880	$5,039	$ 841	$—	$5,039

NOTE 5. PREMISES AND EQUIPMENT

Premises and equipment at June 30, 2014 and December 31, 2013 are summarized as follows:

	June 30, 2014	December 31, 2013
	(In Thousands)	
Land	$4,746	$4,311
Buildings	11,778	11,497
Leasehold improvements	10,770	10,762
Furniture and equipment	12,908	12,549
Construction in process	106	45
	40,308	39,164
Accumulated depreciation and amortization	(19,337)	(18,074)
Premises and equipment, net	$20,971	$21,090

At June 30, 2014 and December 31, 2013, construction in process related to design and site costs associated with a new branch location. At June 30, 2014, the Company had an outstanding commitment related to the construction costs for a new branch location totaling $1.2 million.

NOTE 6. OTHER COMPREHENSIVE INCOME

Accounting principles generally require that recognized revenue, expenses, gains and losses be included in net income (loss). Although certain changes in assets and liabilities are reported as a separate component of shareholders' equity on the balance sheet, such items, along with net income (loss) are components of comprehensive income (loss).

Table of Contents
SI FINANCIAL GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2014 AND 2013 AND DECEMBER 31, 2013

The components of other comprehensive income and related tax effects are as follows:

	Six Months Ended June 30, 2014		
	Before Tax Amount	Tax Effects	Net of Tax Amount
Securities:	(In Thousands)		
Unrealized holding gains on available for sale securities	$1,406	$(478)	$928
Reclassification adjustment for gains recognized in net income	(64)	22	(42)
Unrealized holding gains on available for sale securities, net of taxes	1,342	(456)	886
Derivative instrument:			
Change in fair value of effective cash flow hedging derivative	70	(24)	46
Other comprehensive income	$1,412	$(480)	$932

The components of accumulated other comprehensive income (loss) included in shareholders' equity are as follows:

	June 30, 2014		
	Before Tax Amount	Tax Effects	Net of Tax Amount
	(In Thousands)		
Net unrealized gains on available for sale securities	$369	$(125)	$244
Net unrealized loss on effective cash flow hedging derivative	(242)	82	(160)
Accumulated other comprehensive income	$127	$(43)	$84

	December 31, 2013		
	Before Tax Amount	Tax Effects	Net of Tax Amount
	(In Thousands)		
Net unrealized losses on available for sale securities	$(973)	$331	$(642)
Net unrealized loss on effective cash flow hedging derivative	(312)	106	(206)
Accumulated other comprehensive loss	$(1,285)	$437	$(848)

NOTE 7. REGULATORY CAPITAL

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

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios (set forth in the table below) of total and Tier I capital (as defined in the regulations) to risk-weighted assets (as defined) and of Tier I capital (as defined) to total assets (as defined). As of June 30, 2014 and December 31, 2013, the Bank met the conditions to be classified as "well capitalized" under the regulatory framework for prompt corrective action. There are no conditions or events since then that management believes have changed the Bank's regulatory category. As a savings and loan holding company regulated by the Federal Reserve Board (the "FRB"), the Company is not currently subject to any separate regulatory capital requirements. The Dodd-Frank Act, however, requires the FRB to promulgate consolidated capital requirements for depository institution holding companies that are no less stringent, quantitatively in terms of components of capital, than those applicable to institutions themselves. There is a five-year transition period before the capital requirements will apply to savings and loan holding companies.

The Bank's actual capital amounts and ratios as of June 30, 2014 and December 31, 2013 were as follows:

	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
June 30, 2014	Amount	Ratio	Amount	Ratio	Amount	Ratio
	(Dollars in Thousands)					
Tier I Capital Ratio	$121,355	9.16 %	$52,984	4.00 %	$66,230	5.00 %
Tier I Risk-based Capital Ratio	121,355	14.87	32,643	4.00	48,965	6.00
Total Risk-based Capital Ratio	129,386	15.85	65,285	8.00	81,606	10.00
Tangible Equity Ratio	121,355	9.16	19,869	1.50	N/A	N/A

	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
December 31, 2013	Amount	Ratio	Amount	Ratio	Amount	Ratio
	(Dollars in Thousands)					
Tier I Capital Ratio	$117,477	8.94 %	$52,550	4.00 %	$65,688	5.00 %
Tier I Risk-based Capital Ratio	117,477	14.71	31,936	4.00	47,905	6.00
Total Risk-based Capital Ratio	124,964	15.65	63,873	8.00	79,841	10.00
Tangible Equity Ratio	117,477	8.94	19,706	1.50	N/A	N/A

NOTE 8. FAIR VALUE OF ASSETS AND LIABILITIES

Fair Value Hierarchy
The Company groups its assets and liabilities in three levels based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. Transfers between levels are recognized at the end of a reporting period, if applicable.

Level 1: Valuation is based on quoted prices in active markets for identical assets or liabilities. Level 1 assets and liabilities generally include debt and equity securities that are traded in an active exchange market. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

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

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

Determination of Fair Value
The Company uses fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. The fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is best determined based upon quoted market prices. However, in many instances, there are no quoted market prices for the Company's various financial instruments. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the instrument.

The following methods and assumptions were used by the Company in estimating fair value measurement and disclosures of its financial instruments:

- Cash and cash equivalents. The carrying amounts of cash and cash equivalents approximate the fair values based on the short-term nature of the assets.

- Securities available for sale. Included in the available for sale category are both debt and equity securities. The securities measured at fair value in Level 1 are based on quoted market prices in an active exchange market. Securities measured at fair value in Level 2 are based on pricing models that consider standard input factors such as observable market data, benchmark yields, interest rate volatilities, broker/dealer quotes, credit spreads and new issue data. The Company utilizes a nationally-recognized, third-party pricing service to estimate fair value measurements for the majority of its portfolio. The pricing service evaluates each asset class based on relevant market information considering observable data, but these prices do not represent binding quotes. The fair value prices on all investments are reviewed for reasonableness by management. Securities measured at fair value in Level 3 include a collateralized debt obligation that is backed by trust preferred securities issued by banks, thrifts and insurance companies. Management determined that an orderly and active market for these securities and similar securities did not exist based on a significant reduction in trading volume and widening spreads relative to historical levels. The Company estimates future cash flows discounted using a rate management believes is representative of current market conditions. Factors in determining the discount rate include the current level of deferrals and/or defaults, changes in credit rating and the financial condition of the debtors within the underlying securities, broker quotes for securities with similar structure and credit risk, interest rate movements and pricing for new issuances.

- Federal Home Loan Bank stock. The carrying value of Federal Home Loan Bank ("FHLB") stock approximates fair value based on the redemption provisions of the FHLB.

- Loans held for sale. The fair value of loans held for sale is estimated using quoted market prices.

- Loans receivable. For variable rate loans that reprice frequently and have no significant change in credit risk, fair values are based on carrying values. The fair value of fixed-rate loans are estimated by discounting the future cash flows using the rates at the end of the period in which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities.

- Accrued interest receivable. The carrying amount of accrued interest approximates fair value.

- Deposits. The fair value of demand deposits, negotiable orders of withdrawal, regular savings, certain money market deposits and mortgagors' and investors' escrow accounts is the amount payable on demand at the reporting date. The fair value of certificates of deposit and other time deposits is estimated using a discounted cash flow calculation that applies interest rates currently being offered for deposits of similar remaining maturities to a schedule of aggregated expected maturities on such deposits.

- Federal Home Loan Bank advances. The fair value of the advances is estimated using a discounted cash flow calculation that applies current FHLB interest rates for advances of similar maturity to a schedule of maturities of such advances.

- Junior subordinated debt owed to unconsolidated trust. Rates currently available for debt with similar terms and remaining maturities are used to estimate fair value of existing debt.

- Interest rate swap agreements. The fair values of the Company's interest rate swaps are obtained from a third-party pricing service and are determined using a discounted cash flow analysis on the expected cash flows of the derivative. The pricing analysis is based on observable inputs for the contractual term of the derivative, including the period to maturity and interest rate curves.

- Forward loan sale commitments and derivative loan commitments. Forward loan sale commitments and derivative loan commitments are based on the fair values of the underlying mortgage loans, including the servicing rights for derivative loan commitments, and the probability of such commitments being exercised. Significant management judgment and estimation is required in determining these fair value measurements.

- Off-balance sheet instruments. Fair values for off-balance sheet lending commitments are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standings.

Assets and Liabilities Measured at Fair Value on a Recurring Basis
The following tables present assets and liabilities measured at fair value on a recurring basis as of June 30, 2014 and December 31, 2013. The Company had no significant transfers into or out of Levels 1, 2 or 3 during the three and six months ended June 30, 2014.

	June 30, 2014			
	Level 1	Level 2	Level 3	Total
	(In Thousands)			
Assets:				
U.S. Government and agency obligations	$18,037	$42,337	$—	$60,374
Government-sponsored enterprises	—	24,601	—	24,601
Mortgage-backed securities	—	74,022	—	74,022
Corporate debt securities	—	1,481	—	1,481
Collateralized debt obligation	—	—	1,184	1,184
Obligations of state and political subdivisions	—	4,192	—	4,192
Tax-exempt securities	—	6,635	—	6,635
Forward loan sale commitments and derivative loan commitments	—	—	67	67

Total assets	$18,037	$153,268	$1,251	$172,556
Liabilities:				
Interest rate swap agreements	$—	$425	$—	$425
Total liabilities	$—	$425	$—	$425

30

Table of Contents
SI FINANCIAL GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2014 AND 2013 AND DECEMBER 31, 2013

	December 31, 2013			
	Level 1	Level 2	Level 3	Total
	(In Thousands)			
Assets:				
U.S. Government and agency obligations	$8,975	$45,570	$—	$54,545
Government-sponsored enterprises	—	26,292	—	26,292
Mortgage-backed securities	—	76,671	—	76,671
Corporate debt securities	—	3,798	—	3,798
Collateralized debt obligation	—	—	1,191	1,191
Obligations of state and political subdivisions	—	4,123	—	4,123
Tax-exempt securities	—	3,575	—	3,575
Foreign government securities	—	25	—	25
Forward loan sale commitments and derivative loan commitments	—	—	22	22
Total assets	$8,975	$160,054	$1,213	$170,242
Liabilities:				
Interest rate swap agreements	$—	$486	$—	$486
Total liabilities	$—	$486	$—	$486

The following table shows a reconciliation of the beginning and ending balances for Level 3 assets:

	Collateralized Debt Obligations	Derivative Loan and Forward Loan Sale Commitments, Net
	(In Thousands)	
Balance at December 31, 2013	$1,191	$22
Total realized and unrealized gains included in net income	—	45
Total unrealized losses included in other comprehensive income	(7)	—
Balance at June 30, 2014	$1,184	$67

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis
The Company may also be required, from time to time, to measure certain other financial assets on a nonrecurring basis in accordance with generally accepted accounting principles. These adjustments to fair value usually result from the application of lower-of-cost-or-market accounting or write-downs of individual assets. The following table summarizes the fair value hierarchy used to determine each adjustment and the carrying value of the related individual assets at June 30, 2014 and December 31, 2013. There were no liabilities measured at fair value on a nonrecurring basis at June 30, 2014 and December 31, 2013.

	At June 30, 2014			At December 31, 2013		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
	(In Thousands)					
Impaired loans	$—	$—	$1,029	$—	$—	$1,384

Other real estate owned	—	—	1,664	—	—	2,429
Total assets	$—	$—	$2,693	$—	$—	$3,813

The following table summarizes losses resulting from fair value adjustments for assets measured at fair value on a nonrecurring basis.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(In Thousands)			
Impaired loans	$212	$74	$268	$331
Other real estate owned	—	20	15	32
Total losses	$212	$94	$283	$363

The Company measures the impairment of loans that are collateral dependent based on the fair value of the collateral (Level 3). The fair value of collateral used by the Company represents the amount expected to be received from the sale of the property, net of selling costs, as determined by an independent, licensed or certified appraiser using observable market data. This data includes information such as selling price of similar properties, expected future cash flows or earnings of the subject property based on current market expectations, and relevant legal, physical and economic factors. The appraised values of collateral are adjusted as necessary by management based on observable inputs for specific properties. Losses applicable to write-downs of impaired loans are based on the appraised market value of the underlying collateral, assuming foreclosure of these loans is imminent.

The amount of other real estate owned represents the carrying value of the collateral based on the appraised value of the underlying collateral less estimated selling costs. The loss on foreclosed assets represents adjustments in the valuation recorded during the time period indicated and not for losses incurred on sales.

Summary of Fair Values of Financial Instruments
The estimated fair values, and related carrying or notional amounts, of the Company’s financial instruments are presented in the following table. Certain financial instruments and all nonfinancial instruments are exempt from disclosure requirements. Accordingly, the aggregate fair value amounts presented do not represent the underlying value of the Company.

Management uses its best judgment in estimating the fair value of the Company's financial instruments; however, there are inherent weaknesses in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented herein are not necessarily indicative of the amounts the Company could have realized in a sales transaction at June 30, 2014 and December 31, 2013. The estimated fair value amounts at June 30, 2014 and December 31, 2013 have been measured as of each respective date, and have not been re-evaluated or updated for purposes of the consolidated financial statements subsequent to those respective dates. As such, the estimated fair values of these financial instruments subsequent to the respective reporting dates may be different than the amounts reported at each period-end. The information presented should not be interpreted as an estimate of the fair value of the entire Company since a fair value calculation is only required for a limited portion of the Company's assets. Due to the wide range of valuation techniques and the degree of subjectivity used in making the estimate, comparisons between the Company's disclosures and those of other banks may not be meaningful.

Table of Contents
SI FINANCIAL GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2014 AND 2013 AND DECEMBER 31, 2013

As of June 30, 2014 and December 31, 2013, the recorded carrying amounts and estimated fair values of the Company's financial instruments are as follows:

	June 30, 2014				
	Carrying Amount	Level 1	Level 2	Level 3	Total
Financial Assets:	(In Thousands)				
Cash and cash equivalents	$48,413	$48,413	$—	$—	$48,413
Available for sale securities	172,489	18,037	153,268	1,184	172,489
Loans held for sale	560	—	—	569	569
Loans receivable, net	1,038,182	—	—	1,041,899	1,041,899
Federal Home Loan Bank stock	11,949	—	—	11,949	11,949
Accrued interest receivable	3,897	—	—	3,897	3,897
Financial Liabilities:					
Deposits	1,006,221	—	—	1,009,390	1,009,390
Mortgagors' and investors' escrow accounts	3,301	—	—	3,301	3,301
Federal Home Loan Bank advances	158,541	—	160,407	—	160,407
Junior subordinated debt owed to unconsolidated trust	8,248	—	6,064	—	6,064
On-balance Sheet Derivative Financial Instruments:					
Assets:					
Derivative loan commitments	56	—	—	56	56
Forward loan sale commitments	11	—	—	11	11
Liabilities:					
Interest rate swap agreements	425	—	425	—	425

	December 31, 2013				
	Carrying Amount	Level 1	Level 2	Level 3	Total
Financial Assets:	(In Thousands)				
Cash and cash equivalents	$27,321	$27,321	$—	$—	$27,321
Available for sale securities	170,220	8,975	160,054	1,191	170,220
Loans held for sale	1,764	—	—	1,766	1,766
Loans receivable, net	1,047,410	—	—	1,050,834	1,050,834
Federal Home Loan Bank stock	13,109	—	—	13,109	13,109
Accrued interest receivable	4,021	—	—	4,021	4,021
Financial Liabilities:					
Deposits	984,749	—	—	987,705	987,705
Mortgagors' and investors' escrow accounts	3,214	—	—	3,214	3,214
Federal Home Loan Bank advances	176,272	—	178,448	—	178,448
Junior subordinated debt owed to unconsolidated trust	8,248	—	6,337	—	6,337
On-balance Sheet Derivative Financial Instruments:					
Assets:					

Derivative loan commitments	14	—	—	14	14
Forward loan sale commitments	8	—	—	8	8
Liabilities:					
Interest rate swap agreements	486	—	486	—	486

NOTE 9. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

Derivative Financial Instruments

The Company has stand-alone derivative financial instruments in the form of interest rate swap agreements, which derive their value from underlying interest rates. These transactions involve both credit and market risk. The notional amounts are amounts on which calculations, payments and the value of the derivatives are based. Notional amounts do not represent direct credit exposures. Direct credit exposure is limited to the net difference between the calculated amounts to be received and paid, if any. Such difference, which represents the fair value of the derivative instruments, is reflected on the Company's balance sheets as other assets and other liabilities. The Company is exposed to credit-related losses in the event of nonperformance by the counterparties to these agreements. The Company controls the credit risk of its financial contracts through credit approvals, limits and monitoring procedures and does not expect any counterparties to fail their obligations.

Derivative instruments are generally either negotiated over-the-counter contracts or standardized contracts executed on a recognized exchange. Negotiated over-the-counter derivative contracts are generally entered into between two counterparties that negotiate specific agreement terms, including the underlying instrument, amount, exercise prices and maturity.

Derivative Instruments Designated As Hedging Instruments

The Company uses long-term variable rate debt as a source of funds for use in the Company's lending and investment activities and other general business purposes. These debt obligations expose the Company to variability in interest payments due to changes in interest rates. If interest rates increase, interest expense increases. Conversely, if interest rates decrease, interest expense decreases. Management believes it is prudent to limit the variability of a portion of its interest payments and, therefore, hedges its variable-rate interest payments on its junior subordinated debentures. To meet this objective, management entered into an interest rate swap agreement, characterized as a cash flow hedge, whereby the Company receives variable interest rate payments determined by three-month LIBOR in exchange for making payments at a fixed interest rate.

At June 30, 2014 and December 31, 2013, information pertaining to the outstanding interest rate swap agreement used to hedge variable rate debt is as follows:

	June 30, 2014		December 31, 2013	
	(Dollars in Thousands)			
Notional amount	$8,000		$8,000	
Weighted average fixed pay rate	2.44	%	2.44	%
Weighted average variable receive rate	0.23	%	0.24	%
Weighted average maturity in years	1.5		2.0	
Unrealized loss relating to interest rate swap	$242		$312	

At June 30, 2014 and December 31, 2013, the unrealized loss related to the above mentioned interest rate swap was recorded as a derivative liability. Changes in the fair value of an interest rate swap designated as a hedging instrument of the variability of cash flows associated with long-term debt are reported in other comprehensive income. These amounts are subsequently reclassified into interest expense as a yield adjustment in the same period in which the related interest on the long-term debt affects earnings.

Risk management results for the periods ended June 30, 2014 and December 31, 2013 related to the balance sheet hedging of long-term debt indicate that the hedge was 100% effective and that there was no component of the derivative instrument's loss which was excluded from the assessment of hedge effectiveness.

The Company’s derivative contract contains a provision establishing a collateral requirement (subject to minimum collateral posting thresholds) based on the Company’s external credit rating. If the Company’s junior subordinated debt rating was to fall below the level generally recognized as investment grade, the counterparty to such derivative contract could require additional collateral on the derivative transaction in a net liability position (after considering the effect of bilateral netting arrangements and posted collateral). The Company had previously posted collateral of $400,000 in the normal course of business for a derivative instrument, with a credit-related contingent feature, that was in a net liability position at June 30, 2014 and December 31, 2013.

Derivative Instruments Not Designated As Hedging Instruments
Certain derivative instruments do not meet the requirements to be accounted for as hedging instruments. These undesignated derivative instruments are recognized on the consolidated balance sheets at fair value, with changes in fair value recorded in noninterest income.

Interest Rate Swap Agreement - In 2012, the Company entered into an interest rate swap agreement that does not meet the hedge accounting requirements of FASB's "Derivatives and Hedging" standard, to manage the Company's exposure to interest rate movements and other identified risks. At June 30, 2014 and December 31, 2013, information pertaining to the Company's interest rate swap agreement not designated as a hedge is as follows:

	June 30, 2014		December 31, 2013	
	(Dollars in Thousands)			
Notional amount	$15,000		$15,000	
Weighted average fixed pay rate	1.26	%	1.26	%
Weighted average variable receive rate	0.23	%	0.25	%
Weighted average maturity in years	2.5		3.0	
Unrealized loss relating to interest rate swap	$183		$174	

The Company reported a loss in fair value on the interest rate swap not designated as a hedge of $26,000 and $9,000 in noninterest income for the three and six months ended June 30, 2014, respectively.

Derivative Loan Commitments - Mortgage loan commitments are referred to as derivative loan commitments if the loan that will result from exercise of the commitment will be held for sale upon funding. The Company enters into commitments to fund residential mortgage loans at specified times in the future, with the intention that these loans will subsequently be sold in the secondary market. A mortgage loan commitment binds the Company to lend funds to a potential borrower at a specified interest rate and within a specified period of time, generally up to 60 days after inception of the rate lock.

Outstanding derivative loan commitments expose the Company to the risk that the price of the loans arising from exercise of the loan commitment might decline from inception of the rate lock to funding of the loan due to increases in mortgage interest rates. If interest rates increase, the values of these loan commitments decrease. Conversely, if interest rates decrease, the value of these loan commitments increase. The notional amount of undesignated mortgage loan commitments was $5.9 million at June 30, 2014. At June 30, 2014, the fair value of such commitments was a net asset of $56,000.

Forward Loan Sale Commitments - To protect against the price risk inherent in derivative loan commitments, the Company utilizes “mandatory delivery” forward loan sale commitments to mitigate the risk of potential decreases in the value of loans that would result from the exercise of the derivative loan commitments.

Table of Contents
SI FINANCIAL GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2014 AND 2013 AND DECEMBER 31, 2013

With a “mandatory delivery” contract, the Company commits to deliver a certain principal amount of mortgage loans to an investor at a specified price on or before a specified date. If the Company fails to deliver the amount of mortgages necessary to fulfill the commitment by the specified date, it is obligated to pay a “pair-off” fee, based on then-current market prices, to the investor to compensate the investor for the shortfall.

The Company expects that these forward loan sale commitments will experience changes in fair value opposite to the change in fair value of derivative loan commitments. The notional amount of undesiginated forward loan sale commitments was $2.7 million at June 30, 2014. At June 30, 2014, the fair value of such commitments was a net asset of $11,000.

Interest Rate Risk Management - Derivative Instruments
The following table presents the fair values of derivative instruments as well as their classification on the consolidated balance sheets at June 30, 2014 and December 31, 2013.

		June 30, 2014		December 31, 2013	
	Balance Sheet Location	Notional Amount	Estimated Fair Value	Notional Amount	Estimated Fair Value
		(In Thousands)			
Derivative designated as hedging instrument:					
Interest rate swap	Other Liabilities	$8,000	$(242)	$8,000	$(312)
Derivatives not designated as hedging instruments:					
Interest rate swap	Other Liabilities	15,000	(183)	15,000	(174)
Derivative loan commitments	Other Assets	5,918	56	3,129	14
Forward loan sale commitments	Other Assets	2,680	11	3,581	8

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

Management's discussion and analysis of financial condition and results of operations is intended to assist in understanding changes in the Company's financial condition as of June 30, 2014 and December 31, 2013 and the results of operations for the three and six months ended June 30, 2014 and 2013. The information contained in this section should be read in conjunction with the consolidated financial statements and notes thereto appearing in Part I, Item 1 of this document as well as with management's discussion and analysis of financial condition and results of operations and consolidated financial statements included in the Company's 2013 Annual Report on Form 10-K.

This report may contain certain "forward-looking statements" within the meaning of the federal securities laws, which are made in good faith pursuant to the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are generally preceded by terms such as "expects," "believes," "anticipates," "intends," "estimates "projects" and similar expressions. These statements are not historical facts; rather, they are statements based on management's current expectations regarding our business strategies, intended results and future performance.

Management's ability to predict results or the effect of future plans or strategies is inherently uncertain. Factors that 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, national and regional economic conditions, legislative and regulatory changes, monetary and fiscal policies of the United States government, including policies of the United States Treasury and the Federal Reserve Board, the quality and composition of the loan and investment portfolios, demand for loan products, deposit flows, competition, difficulties in integrating Newport Federal Savings Bank or failing to achieve the expected cost savings or revenue synergies, demand for financial services in the Company's market area, changes in real estate market values in the Company's market area and changes in relevant accounting principles and guidelines. Additional factors that may affect the Company's results are discussed in the Company's Annual Report on Form 10-K and in other reports filed with the Securities and Exchange Commission. These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. Except as required by applicable law or regulation, the Company does not undertake, and specifically disclaims any obligation, to release publicly the result of any revisions that may be made to any forward-looking statements to reflect events or circumstances after the date of the statements or to reflect the occurrence of anticipated or unanticipated events.

Critical Accounting Policies

The Company considers accounting policies involving significant judgments and assumptions by management that have, or could have, a material impact on the carrying value of certain assets or on income to be critical accounting policies. The Company considers the determination of allowance for loan losses, other-than-temporary impairment of securities, deferred income taxes and the impairment of long-lived assets to be its critical accounting policies. Additional information about the Company's accounting policies is included in the notes to the Company's consolidated financial statements contained in Part I, Item 1 of this document and in the Company's 2013 Annual Report on Form 10-K.

Impact of New Accounting Standards

Refer to Note 1 of the consolidated financial statements in this report for a discussion of recent accounting pronouncements.

Comparison of Financial Condition at June 30, 2014 and December 31, 2013

Assets:
Summary. Assets increased $7.8 million, or 0.6%, to $1.35 billion at June 30, 2014 principally due to increases of $21.1 million in cash and cash equivalents and a $2.3 million increase in available for sale securities, offset by decreases of $9.2 million in net loans receivable, $2.5 million in other assets, $1.2 million in FHLB stock and $1.2 million in loans held for sale.

Loans Receivable, Net. Contributing to the decrease of $9.2 million in net loans receivable were reductions in residential mortgage loan originations and principal repayments of SBA and USDA guaranteed loans, offset by increases in time share and condominium association loans and home equity loans. Changes in the loan portfolio consisted of the following:

- Residential Real Estate. Residential mortgage loans comprised 41.7% of the total loan portfolio at June 30, 2014. The residential mortgage portfolio decreased $14.4 million, or 3.2%, partly due to the sale of $9.7 million of fixed-rate residential mortgage loans. Residential mortgage loan originations decreased $19.8 million during the first half of 2014 over the comparable period in 2013, as a result of rising interest rates and reduced activity in the housing market.

- Multi-family and Commercial Real Estate. Multi-family and commercial real estate loans represented 27.4% of total loans at June 30, 2014 and increased $522,000, or 0.2%, during the first half of 2014. Loan originations for multi-family and commercial real estate loans were $22.3 million, representing an increase of $20.6 million during the first half of 2014 compared to the same period in 2013.

- Construction. Construction loans, which include both residential and commercial construction loans, increased $2.1 million for the first half of 2014.

- Commercial Business. Commercial business loans represented 24.4% of total loans at June 30, 2014. Commercial business loans increased $328,000, or 0.1% for the first half of 2014, primarily due to an increase of $13.1 million and $1.6 million in time share and condominium association loans, respectively, offset by decreases of $13.3 million and $1.2 million in SBA and USDA guaranteed loans and other commercial business loans, respectively. Commercial business loan originations decreased $26.0 million as compared to the same period in 2013. At June 30, 2014, unfunded lines of credit related to time share lending totaled $36.1 million as a result of an experienced lender dedicated to identifying new opportunities for growth within the time share industry.

- Consumer. Consumer loans represented 5.3% of the Company's total loan portfolio at June 30, 2014. Consumer loans increased $2.8 million during the first half of 2014. Home equity loans increased $4.3 million, offset by decreases in indirect automobile loans and other consumer loans of $1.4 million and $143,000, respectively. Loan originations for consumer loans totaled $15.9 million, representing an increase of $9.4 million, for the first half of 2014 over the comparable period in 2013 as a result of a home equity line of credit promotion.

The allowance for loan losses totaled $7.4 million at June 30, 2014 compared to $6.9 million at December 31, 2013. The ratio of the allowance for loan losses to total loans increased from 0.66% at December 31, 2013 to 0.71% at June 30, 2014 due to a shift in the portfolio mix as a result of an increase in time share loans, offset by a decline in outstanding SBA and USDA guaranteed loans.

The following table provides information with respect to nonperforming assets and TDRs as of the dates indicated.

	June 30 2014	December 31, 2013
Nonaccrual loans:	(Dollars in Thousands)	
Real estate loans:		
Residential - 1 to 4 family	$3,594	$3,560
Multi-family and commercial	1,032	2,979
Total real estate loans	4,626	6,539
Commercial business loans - Other	769	385
Consumer loans:		
Home equity	44	53
Indirect automobile	—	16
Other	40	—
Total nonaccrual loans	5,479	6,993
Accruing loans past due 90 days or more	—	—
Total nonperforming loans [1]	5,479	6,993
Other real estate owned, net [2]	1,664	2,429
Total nonperforming assets	7,143	9,422
Accruing troubled debt restructurings	3,340	2,192
Total nonperforming assets and troubled debt restructurings	$10,483	$11,614
Allowance for loan losses as a percent of nonperforming loans	135.88 %	98.90 %
Total nonperforming loans to total loans	0.52 %	0.66 %
Total nonperforming loans to total assets	0.40 %	0.52 %
Total nonperforming assets and troubled debt restructurings to total assets	0.77 %	0.86 %

(1) Includes nonperforming TDRs totaling $976,000 and $319,000 at June 30, 2014 and December 31, 2013, respectively.
(2) Other real estate owned balances are shown net of related write-downs.

The decrease in nonperforming assets was due to a decrease in nonaccrual loans and other real estate owned. Nonperforming multi-family and commercial real estate loans decreased $1.9 million while residential mortgage loans increased $34,000 during the first half of 2014.

Other real estate owned decreased $765,000 from December 31, 2013 to June 30, 2014, primarily as a result of the sale of six residential properties with a carrying value of $808,000 and write-downs of $47,000. At June 30, 2014, other real estate owned included four commercial properties and three residential properties.

Over the past few years, the Company has sought to restructure nonperforming loans rather than pursue foreclosure or liquidation, believing this approach achieves the best economic outcome for the Company in view of the current economic environment. Modified payment terms for TDRs generally involve deferred principal payments, interest rate concessions, a combination of deferred principal payments and interest rate concessions or a combination of maturity extensions and interest rate concessions. TDRs increased to $4.3 million at June 30, 2014, compared to $2.5 million at December 31, 2013, resulting from the addition of four commercial loans with a recorded investment of $1.7 million and one residential loan with a recorded investment of $102,000. Of the TDRs, $3.3 million and $2.2 million were performing in accordance with their restructured terms at June 30, 2014 and December 31, 2013, respectively. The Company anticipates that these borrowers will repay all contractual principal and interest in accordance with the terms of their restructured loan agreements.

Liabilities:
Summary. Liabilities increased $5.0 million, or 0.4%, to $1.20 billion at June 30, 2014 compared to $1.19 billion at December 31, 2013. Deposits increased $21.5 million, or 2.2%, which included increases in certificates of deposit, noninterest-bearing deposits and NOW and money market accounts of $15.6 million, $3.9 million and $1.5 million, respectively. Deposit growth remained strong due to marketing and promotional initiatives and competitively-priced deposit products. Borrowings decreased $17.7 million from $184.5 million at December 31, 2013 to $166.8 million at June 30, 2014, resulting from net repayments of FHLB advances.

Equity:
Summary. Shareholders' equity increased $2.7 million from $152.8 million at December 31, 2013 to $155.6 million at June 30, 2014. The increase in shareholders' equity was attributable to net income of $1.8 million, an increase in unrealized gains on available for sale securities aggregating $866,000 (net of taxes) and the exercise of stock options of $542,000, offset by dividends of $739,000 and common shares repurchased totaling $506,000.

Accumulated Other Comprehensive Income. Accumulated other comprehensive income is comprised of the unrealized gains and losses on available for sale securities and unrealized gains and losses on an interest rate swap designated as a hedge, net of taxes. Net unrealized gains on available for sale securities, net of taxes, increased to $244,000 at June 30, 2014. The net unrealized loss on the interest rate swap, net of taxes, totaled $160,000 at June 30, 2014 compared to a net unrealized loss on the interest rate swap, net of taxes, of $206,000 at December 31, 2013.

Results of Operations for the Three and Six Months Ended June 30, 2014 and 2013

General. The Company's results of operations depend primarily on net interest income, which is the difference between the interest income earned on the Company's interest-earning assets, such as loans and investments, and the interest expense on its interest-bearing liabilities, such as deposits and borrowings. The Company also generates noninterest income such as gains on the sale of securities, fees earned from mortgage banking activities, fees from deposits, trust and investment management services, insurance commissions and other fees. The Company's noninterest expenses primarily consist of employee compensation and benefits, occupancy, computer services, furniture and equipment, outside professional services, electronic banking fees, marketing and other 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, governmental policies and actions of regulatory agencies.

Summary. The Company reported net income of $914,000 for the three months ended June 30, 2014, representing an increase of $974,000, compared to a net loss of $60,000 for the three months ended June 30, 2013. The Company reported net income of $1.8 million for the six months ended June 30, 2014, representing an increase of $2.0 million, compared to a net loss of $137,000 for the six months ended June 30, 2013. The acquisition of Newport in September 2013 contributed to the higher net income for the three and six months ended June 30, 2014, as a result of increases in net interest income and noninterest income. Lower net income for the three and six months ended June 30, 2013 was the result of costs totaling $209,000 and $893,000 (pre-tax), respectively, associated with the acquisition of Newport. Excluding the aforementioned costs, the Company would have reported net income of $151,000 and $653,000 for the three and six months ended June 30, 2013, respectively.

Interest and Dividend Income. Total interest and dividend income increased $3.4 million, or 40.7%, to $11.7 million for the quarter ended June 30, 2014, compared to the same period in 2013. The increase in interest and dividend income was due to an increase in the average balance of loans, offset by lower yields on loans and net amortization of $102,000 related to fair value adjustments of loans and securities resulting from the Newport acquisition versus the same period in 2013. The average yield earned on interest-earning assets increased 2 basis points to 3.70%, despite the 20 basis points decline in the yield on loans to 4.08%. Average interest-earning assets increased $363.5 million to

$1.27 billion during the second quarter of 2014, due to an increase in the average balance of loans of $375.3 million and other interest earning assets of $5.1 million, offset by a decrease in the average balance of securities of $16.9 million compared to the same quarter in 2013.

Total interest and dividend income increased $6.9 million, or 40.9%, to $23.8 million for the six months ended June 30, 2014, compared to the same period in 2013. The increase in interest and dividend income was due to an increase in the average balance of loans and an increase of 4 basis points in the average yield earned on interest-earning assets, offset by net amortization of $16,000 related to fair value adjustments of loans and securities resulting from the Newport acquisition versus the same period in 2013. The average yield earned on interest-earning assets increased to 3.79%, despite the 19 basis point decline in the yield on loans to 4.17%. Average interest-earning assets increased $360.1 million to $1.27 billion during the first six months of 2014, due to an increase in the average balance of loans of $369.9 million and other interest earning assets of $2.5 million, offset by a decrease in the average balance of securities of $12.3 million compared to the same period in 2013.

Interest Expense. For the quarter ended June 30, 2014, interest expense decreased $3,000, or 0.1%, resulting from lower rates paid on deposits and borrowings and the net amortization of $485,000 related to fair value adjustments of deposits and borrowings resulting from the Newport acquisition, offset by a higher average balance of deposits and FHLB advances. Average interest-bearing deposits increased $247.0 million to $870.9 million and the average rate paid decreased 20 basis points to 0.63%. Increases in the average balance of NOW and money market deposits, certificates of deposit and savings accounts totaled $145.7 million, $95.4 million and $5.7 million, respectively. The average balance of FHLB advances increased $70.9 million while the average rate declined 152 basis points to 1.56%.

For the six months ended June 30, 2014, interest expense decreased $129,000, or 3.0%, to $4.2 million compared to $4.3 million for the comparable period in 2013 resulting from lower rates paid on deposits and borrowings and the net amortization of $972,000 related to fair value adjustments of deposits and borrowings resulting from the Newport acquisition, offset by a higher average balance of deposits and FHLB advances. Average interest-bearing deposits increased $242.6 million to $865.3 million and the average rate paid decreased 23 basis points to 0.62%. Increases in the average balance of NOW and money market deposits, certificates of deposit and savings accounts totaled $148.9 million, $87.8 million and $5.8 million, respectively. The average balance of FHLB advances increased $75.6 million while the average rate declined 159 basis points to 1.56%.

Average Balance Sheet. The following sets forth information regarding average balances of assets and liabilities as well as the total dollar amounts of interest income from average interest-earning assets and interest expense on average interest-bearing liabilities, resulting yields and rates paid, interest rate spread, net interest margin and the ratio of average interest-earning assets to average interest-bearing liabilities for the periods indicated.

	At or For the Three Months Ended June 30,							
	2014				2013			
	Average Balance	Interest & Dividends	Average Yield/ Rate		Average Balance	Interest & Dividends	Average Yield/ Rate	
	(Dollars in Thousands)							
Interest-earning assets:								
Loans [1] [2]	$1,049,105	$10,667	4.08	%	$673,787	$7,194	4.28	%
Securities [3]	186,705	1,021	2.19		203,653	1,104	2.17	
Other interest-earning assets	32,495	15	0.19		27,394	11	0.16	
Total interest-earning assets	1,268,305	11,703	3.70		904,834	8,309	3.68	
Noninterest-earning assets	91,244				45,524			
Total assets	$1,359,549				$950,358			
Interest-bearing liabilities:								
Deposits:								
Business checking	$183	—	—		$54	—	—	
NOW and money market	457,070	148	0.13		311,395	106	0.14	
Savings [4]	48,072	21	0.18		42,343	18	0.17	
Certificates of deposit [5]	365,542	1,190	1.31		270,093	1,160	1.72	
Total interest-bearing deposits	870,867	1,359	0.63		623,885	1,284	0.83	
Federal Home Loan Bank advances	164,077	637	1.56		93,168	716	3.08	
Subordinated debt	8,248	84	4.08		8,248	83	4.04	
Total interest-bearing liabilities	1,043,192	2,080	0.80		725,301	2,083	1.15	
Noninterest-bearing liabilities	160,215				98,831			
Total liabilities	1,203,407				824,132			
Total shareholders' equity	156,142				126,226			
Total liabilities and shareholders' equity	$1,359,549				$950,358			
Net interest-earning assets	$225,113				$179,533			
Tax equivalent net interest income [3]		9,623				6,226		
Tax equivalent interest rate spread [6]			2.90	%			2.53	%
Tax equivalent net interest margin as a percentage of interest-earning assets [7]			3.04	%			2.76	%
Average of interest-earning assets to average interest-bearing liabilities			121.58	%			124.75	%
Less tax equivalent adjustment [3]		(20	)			(7	)	

Net interest income	$9,603	$6,219

(1) Amount is net of deferred loan origination fees and costs. Average balances include nonaccrual loans and loans held for sale and excludes the allowance for loan losses.
(2) Loan fees are included in interest income and are immaterial.
(3) Municipal securities income and net interest income are presented on a tax equivalent basis using a tax rate of 34%. The tax equivalent adjustment is deducted from tax equivalent net interest income to agree to the amounts reported in the statements of operations.
(4) Includes mortgagors' and investors' escrow accounts.
(5) Includes brokered deposits.
(6) Tax equivalent net interest rate spread represents the difference between the weighted average yield on interest-earning assets and the weighted average cost of interest-bearing liabilities.
(7) Tax equivalent net interest margin represents tax equivalent net interest income divided by average interest-earning assets.

	At or For the Six Months Ended June 30,							
	2014				2013			
	Average Balance	Interest & Dividends	Average Yield/ Rate		Average Balance	Interest & Dividends	Average Yield/ Rate	
	(Dollars in Thousands)							
Interest-earning assets:								
Loans (1) (2)	$1,051,137	$21,754	4.17	%	$681,201	$14,717	4.36	%
Securities (3)	186,296	2,006	2.17		198,572	2,126	2.16	
Other interest-earning assets	28,721	28	0.20		26,247	21	0.16	
Total interest-earning assets	1,266,154	23,788	3.79		906,020	16,864	3.75	
Noninterest-earning assets	92,099				45,373			
Total assets	$1,358,253				$951,393			
Interest-bearing liabilities:								
Deposits:								
Business checking	$143	—	—		$56	—	—	
NOW and money market	456,893	298	0.13		307,994	222	0.15	
Savings (4)	47,112	41	0.18		41,293	37	0.18	
Certificates of deposit (5)	361,106	2,339	1.31		273,281	2,377	1.75	
Total interest-bearing deposits	865,254	2,678	0.62		622,624	2,636	0.85	
Federal Home Loan Bank advances	170,965	1,319	1.56		95,373	1,491	3.15	
Subordinated debt	8,248	167	4.08		8,248	166	4.06	
Total interest-bearing liabilities	1,044,467	4,164	0.80		726,245	4,293	1.19	
Noninterest-bearing liabilities	158,187				98,834			
Total liabilities	1,202,654				825,079			
Total shareholders' equity	155,599				126,314			
Total liabilities and shareholders' equity	$1,358,253				$951,393			
Net interest-earning assets	$221,687				$179,775			
Tax equivalent net interest income (3)		19,624				12,571		
Tax equivalent interest rate spread (6)			2.99	%			2.56	%
Tax equivalent net interest margin as a percentage of interest-earning assets (7)			3.13	%			2.80	%
Average of interest-earning assets to average interest-bearing liabilities			121.22	%			124.75	%
Less tax equivalent adjustment (3)		(34)				(7)		

Net interest income	$19,590	$12,564

[1] Amount is net of deferred loan origination fees and costs. Average balances include nonaccrual loans and loans held for sale and excludes the allowance for loan losses.
[2] Loan fees are included in interest income and are immaterial.
[3] Municipal securities income and net interest income are presented on a tax equivalent basis using a tax rate of 34%. The tax equivalent adjustment is deducted from tax equivalent net interest income to agree to the amounts reported in the statements of operations.
[4] Includes mortgagors' and investors' escrow accounts.
[5] Includes brokered deposits.
[6] Tax equivalent net interest rate spread represents the difference between the weighted average yield on interest-earning assets and the weighted average cost of interest-bearing liabilities.
[7] Tax equivalent net interest margin represents tax equivalent net interest income divided by average interest-earning assets.

The following table sets forth the extent to which changes in interest rates and changes in volume of interest-earning assets and interest-bearing liabilities have on the Company's interest income and interest expense for the periods presented. The rate column shows the effects attributable to changes in rate (changes in rate multiplied by prior volume). The volume column shows the effects attributable to changes in volume (changes in volume multiplied by prior rate). The net column represents the sum of the rate and volume columns. For purposes of this table, changes attributable to both changes in rate and volume that cannot be segregated have been allocated proportionately based on the changes due to rate and the changes due to volume.

	Three Months Ended June 30, 2014 and 2013 Increase (Decrease) Due To			Six Months Ended June 30, 2014 and 2013 Increase (Decrease) Due To		
	Rate	Volume	Net	Rate	Volume	Net
	(In Thousands)					
Interest-earning assets:						
Interest and dividend income:						
Loans [1][2]	$(358)	$3,831	$3,473	$(643)	$7,680	$7,037
Securities [3]	8	(91)	(83)	10	(130)	(120)
Other interest-earning assets	2	2	4	5	2	7
Total interest-earning assets	(348)	3,742	3,394	(628)	7,552	6,924
Interest-bearing liabilities:						
Interest expense:						
Deposits [4]	(324)	399	75	(717)	759	42
Federal Home Loan Bank advances	(460)	381	(79)	(988)	816	(172)
Subordinated debt	1	—	1	1	—	1
Total interest-bearing liabilities	(783)	780	(3)	(1,704)	1,575	(129)
Change in net interest income	$435	$2,962	$3,397	$1,076	$5,977	$7,053

(1) Amount is net of deferred loan origination fees and costs. Average balances include nonaccrual loans and loans held for sale.
(2) Loan fees are included in interest income and are immaterial.
(3) Municipal securities income and net interest income are presented on a tax equivalent basis using a tax rate of 34%. The tax equivalent adjustment is deducted from tax equivalent net interest income to agree to the amount reported in the statements of operations.
(4) Includes mortgagors' and investors' escrow accounts and brokered deposits.

Provision for Loan Losses. The provision for loan losses increased $360,000 and $655,000 for the three and six months ended June 30, 2014, respectively, compared to the same periods in 2013, primarily due to a shift in the portfolio mix as a result of increases in time share and condominium association loans, offset by decreases in SBA and USDA guaranteed loans, nonperforming loans and loan charge-offs. At June 30, 2014, nonperforming loans totaled $5.5 million, compared to $9.0 million at June 30, 2013, resulting from decreases in nonperforming multi-family and commercial mortgage loans and residential mortgage loans of $2.2 million and $1.5 million, respectively. Net loan charge-offs were $222,000 and $316,000 for the three and six months months ended June 30, 2014, respectively, consisting primarily of residential and commercial mortgage loan charge-offs, compared to net loan charge-offs of $376,000 and $570,000 for the three and six months ended June 30, 2013, respectively.

Noninterest Income. The following table shows the components of noninterest income and the dollar and percentage changes for the periods presented.

	Three Months Ended June 30,		Change		Six Months Ended June 30,		Change	
	2014	2013	Dollars	Percent	2014	2013	Dollars	Percent
	(Dollars in Thousands)							
Net impairment losses	$—	$(8)	$8	(100.0)%	$—	$(8)	$8	(100.0)%
Service fees	1,785	1,233	552	44.8	3,503	2,449	1,054	43.0
Wealth management fees	310	287	23	8.0	633	544	89	16.4
Increase in cash surrender value of bank-owned life insurance	144	68	76	111.8	286	136	150	110.3
Net gain on sales of securities	29	—	29	N/A	64	3	61	2,033.3
Mortgage banking	155	271	(116)	(42.8)	315	850	(535)	(62.9)
Net gain (loss) on fair value of derivatives	(26)	126	(152)	(120.6)	(9)	173	(182)	(105.2)
Other	65	95	(30)	(31.6)	442	365	77	21.1
Total noninterest income	$2,462	$2,072	$390	18.8 %	$5,234	$4,512	$722	16.0 %

An increase in service fees contributed to higher noninterest income during 2014, offset by a decline in mortgage banking fees and a reduction in the fair value of certain derivative instruments. Service fees increased $552,000 and $1.1 million for the three and six months ended June 30, 2014, respectively, compared to the same periods in the prior year, as a result of additional deposit accounts from the Newport acquisition and an increase in fees associated with higher electronic banking usage. The decline in mortgage banking fees during 2014 was the result of a lower volume of residential mortgage loan sales of $9.7 million during the first half of 2014 compared to $30.4 million during the first half of 2013. This was due to a lower level of residential mortgage originations due to the higher interest rate environment. Other noninterest income for the first half of 2014 included the reimbursement of $250,000 in legal fees and other foreclosure expenses incurred in a prior period on two commercial loans and an investment gain of $137,000 from one of the Bank's small business investment company ("SBIC") limited partnerships, offset by an impairment charge of $175,000, which was recorded during the second quarter, to write-off the remaining carrying value in one of the Bank's small business investment company limited partnerships. Other noninterest income for the first half of 2013 included a gain of $201,000 on the sale of $3.0 million in loans held for investment, offset by an impairment charge of $81,000 to reduce the carrying value of one of the Bank's SBICs.

Noninterest Expenses. The following table shows the components of noninterest expenses and the dollar and percentage changes for the periods presented.

	Three Months Ended June 30,		Change		Six Months Ended June 30,		Change	
	2014	2013	Dollars	Percent	2014	2013	Dollars	Percent
	(Dollars in Thousands)							
Salaries and employee benefits	$5,031	$4,121	$910	22.1 %	$10,231	$8,529	$1,702	20.0 %
Occupancy and equipment	1,862	1,304	558	42.8	3,969	2,687	1,282	47.7
Computer and electronic banking services	1,313	971	342	35.2	2,665	1,839	826	44.9
Outside professional services	553	382	171	44.8	1,002	650	352	54.2
Marketing and advertising	312	171	141	82.5	538	301	237	78.7
Supplies	151	106	45	42.5	319	206	113	54.9
FDIC deposit insurance and regulatory assessments	301	230	71	30.9	650	463	187	40.4
Merger expenses	—	209	(209)	(100.0)	—	893	(893)	(100.0)
Core deposit intangible amortization	149	—	149	N/A	313	—	313	N/A
Other real estate operations	62	192	(130)	(67.7)	231	319	(88)	(27.6)
Other	603	523	80	15.3	1,373	903	470	52.0
Total noninterest expenses	$10,337	$8,209	$2,128	25.9 %	$21,291	$16,790	$4,501	26.8 %

Noninterest expenses were higher for 2014 compared to 2013 mainly due to additional operating costs attributable to the six acquired branches from the Newport merger. Increases in salaries and benefits include additional staff and higher benefit costs primarily as a result of the Newport merger. The increase in outside professional services expense was primarily related to contractual payments to former Newport officers under their noncompetition agreements. The core deposit intangible amortization is related to the assumption of deposits as a result of the Newport merger. Higher other noninterest expenses for 2014 included increases of $290,000 in fraudulent debit card transactions and prepayment penalties totaling $75,000 for the early extinguishment of certain higher rate FHLB borrowings. Noninterest expenses for 2013 included merger-related costs, including investment banking fees and legal costs, associated with the Newport merger.

Income Tax Provision. The provision for income taxes increased $312,000 and $635,000 for the three and six months ended June 30, 2014, respectively, compared to the same period in 2013. The effective tax rate for the three months ended June 30, 2014 and 2013 was 30.4% and 322.2%, respectively. The effective tax rate for the first half of 2014 and 2013 was 32.3% and 242.7%, respectively. The higher effective tax rate for 2013 was impacted by certain nondeductible costs associated with the Newport merger.

Liquidity and Capital Resources

Liquidity is the ability to meet current and future financial obligations of a short- and long-term nature. The Bank's primary sources of funds consist of deposit inflows, loan sales and repayments, maturities and sales of securities and FHLB borrowings. While maturities and scheduled amortization of loans and securities are predictable sources of funds, deposit flows, mortgage prepayments and loan and security sales are greatly influenced by general interest rates, economic conditions and competition.

The Bank's most liquid assets are cash and cash equivalents. The levels of these assets depend on the Bank's operating, financing, lending and investing activities during any given period. At June 30, 2014, cash and cash equivalents totaled $48.4 million. Securities classified as available for sale, which provide additional sources of liquidity, totaled $172.5 million at June 30, 2014. In addition, at June 30, 2014, the Bank had the ability to borrow $105.7 million from the FHLB, which includes overnight lines of credit of $10.0 million. On that date, the Bank had FHLB advances outstanding of $158.5 million and no overnight advances outstanding. Additionally, the Bank has the ability to access the Federal Reserve Bank's Discount Window on a collateralized basis and maintains a $7.0

million unsecured line of credit with a financial institution to access federal funds. The Bank believes that its liquid assets combined with the available line from the FHLB provide adequate liquidity to meet its current financial obligations.

The Bank's primary investing activities are the origination, purchase and sale of loans and the purchase and sale of securities. For the six months ended June 30, 2014, the Bank originated $71.4 million of loans and purchased $20.7 million of securities and $25.8 million of loans. For the year ended December 31, 2013, the Bank originated $217.5 million of loans and purchased $54.7 million of securities and $23.0 million of loans.

Financing activities consist primarily of activity in deposit accounts and in borrowed funds. The net increase in total deposits, including mortgagors' and investors' escrow accounts, was $21.6 million, for the six months ended June 30, 2014. Certificates of deposit due within one year of June 30, 2014 totaled $148.9 million, or 14.8% of total deposits. Management believes that the amount of deposits in shorter-term certificates of deposit reflects customers' hesitancy to invest their funds in longer-term certificates of deposit due to the uncertain interest rate environment. To compensate, the Bank has increased the duration of its borrowings with the FHLB. The Bank will be required to seek other sources of funds, including other certificates of deposit and lines of credit, if maturing certificates of deposit are not retained. Depending on market conditions, the Bank may be required to pay higher rates on such deposits or other borrowings than are currently paid on certificates of deposit. Additionally, a shorter duration in the securities portfolio may be necessary to provide liquidity to compensate for any deposit outflows. The Bank believes, however, based on past experience, a significant portion of its certificates of deposit will be retained. The Bank has the ability, if necessary, to adjust the interest rates offered to its customers in an effort to attract and retain deposits.

Deposit flows are affected by the overall level of interest rates, the interest rates and products offered by the Bank and its local competitors and other factors. The Bank generally manages the pricing of its deposits to be competitive and to increase core deposits and commercial banking relationships. Occasionally, the Bank offers promotional rates on certain deposit products to attract deposits.

FHLB advances decreased $17.7 million during the six months ended June 30, 2014 and increased $78.6 million during the year ended December 31, 2013.

The Company repurchased 44,019 shares of the Company's common stock at a cost of $506,000 during the first half of 2014 and 8,336 shares of the Company's common stock at a cost of $98,000 during the year ended December 31, 2013. Additional discussion about the Company's liquidity and capital resources is contained in Item 7 in the Company's 2013 Annual Report on Form 10-K.

SI Financial Group, Inc. is a separate legal entity from the Bank and must provide for its own liquidity. In addition to its operating expenses, SI Financial Group is responsible for paying any dividends declared to its shareholders and making payments on its subordinated debentures. SI Financial Group may continue to repurchase shares of its common stock in the future. SI Financial Group's primary sources of funds are interest and dividends on securities and dividends received from the Bank. The amount of dividends that the Bank may declare and pay to SI Financial Group in any calendar year, without the receipt of prior approval from the Office of the Comptroller of the Currency ("OCC") but with prior notice to the OCC, cannot exceed net income for that year to date plus retained net income (as defined) for the preceding two calendar years. SI Financial Group believes that such restriction will not have an impact on SI Financial Group's ability to meet its ongoing cash obligations. At June 30, 2014, SI Financial Group had cash and cash equivalents of $12.5 million and available for sale securities of $3.0 million.

Payments Due Under Contractual Obligations

Information relating to payments due under contractual obligations is presented in the Company’s Form 10-K for the year ended December 31, 2013. There were no material changes in the Company’s payments due under contractual obligations between December 31, 2013 and June 30, 2014.

Off-Balance Sheet Arrangements

As a financial services provider, we routinely are a party to various financial instruments with off-balance sheet risks, such as commitments to extend credit, standby letters of credit and unused lines of credit. While these contractual obligations represent our future cash requirements, a significant portion of the commitments to extend credit may expire without being drawn upon. The contractual amounts of commitments to extend credit represent the amounts of potential accounting loss should the contract be fully drawn upon, the customer defaults and the value of any existing collateral becomes worthless. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments.

Financial instruments whose contract amounts represent credit risk at June 30, 2014 and December 31, 2013 are as follows:

	June 30, 2014	December 31, 2013
	(In Thousands)	
Commitments to extend credit:		
Commitments to originate loans	$11,582	$8,742
Undisbursed construction loans	10,316	9,193
Undisbursed home equity lines of credit	44,458	41,031
Undisbursed commercial lines of credit	64,148	59,930
Overdraft protection lines	1,229	1,221
Standby letters of credit	81	81
Total commitments	$131,814	$120,198

Future loan commitments at June 30, 2014 and December 31, 2013 included fixed-rate loan commitments of $2.7 million and $6.9 million, respectively, at interest rates ranging from 2.50% to 5.00% and 2.75% to 5.75%, respectively.

The Bank is a limited partner in two SBICs. At June 30, 2014, the Bank’s remaining off-balance sheet commitment for the capital investment in the SBICs was $691,000. The Bank recognized write-downs of $175,000 and $81,000 on its investment in one of the SBICs during the six months ended June 30, 2014 and 2013, respectively.

For the six months ended June 30, 2014, with the exception of the aforementioned commitments, the Company did not engage in any additional off-balance sheet transactions reasonably likely to have a material effect on the Company’s financial condition, results of operations or cash flows. See Notes 6 and 12 to the consolidated financial statements contained in the Company’s 2013 Annual Report on Form 10-K.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Qualitative Aspects of Market Risk

The primary market risk affecting the financial condition and operating results of the Company is interest rate risk. Interest rate risk is the exposure of current and future earnings and capital arising from movements in interest rates. The Company manages the interest rate sensitivity of its interest-bearing liabilities and interest-earning assets in an effort to minimize the adverse effects of changes in the interest rate environment. To reduce the volatility of its earnings, the Company has sought to improve the match between asset and liability maturities and rates, while maintaining an acceptable interest rate spread. The Company’s strategy for managing interest rate risk generally is to emphasize the origination of adjustable-rate mortgage loans for retention in its loan portfolio. However, the ability to originate adjustable-rate loans depends to a great extent on market interest rates and borrowers’ preferences. As an alternative to adjustable-rate mortgage loans, the Company purchases variable-rate SBA and USDA loans in the secondary market that are fully guaranteed by the U.S. government. These loans have a significantly shorter duration than fixed-rate mortgage loans. Fixed-rate mortgage loans typically have an adverse effect on interest rate sensitivity compared to adjustable-rate loans. Accordingly, the Company has sold more longer-term fixed-rate mortgage loans in the secondary market in recent periods to manage interest rate risk. The Company may offer attractive rates for existing certificates of deposit accounts to extend their maturities. The Company also uses shorter-term investment securities and longer-term borrowings from the FHLB to help manage interest rate risk.

The Company has an Asset/Liability Committee to communicate, coordinate and control all aspects involving asset/liability management. The committee establishes and monitors the volume, maturities, pricing and mix of assets and funding sources with the objective of managing assets and funding sources to provide results that are consistent with liquidity, growth, risk limits and profitability goals.

In July 2010, the Company entered into an interest rate swap agreement with a third-party financial institution with a notional amount of $8.0 million, whereby the counterparty will pay a variable rate equal to three-month LIBOR and the Company will pay a fixed rate of 2.44%. The agreement was effective on December 15, 2010 and terminates on December 15, 2015. This agreement was designated as a cash flow hedge against the trust preferred securities issued by SI Capital Trust II, which effectively converts the variable interest rate on the $8.0 million of trust preferred securities to a fixed rate of 4.14% for the period of December 15, 2010 through December 15, 2015.

In January 2012, the Company entered into an interest rate swap agreement with a third-party financial institution with a notional amount of $15.0 million, whereby the counterparty will pay a variable rate equal to three-month LIBOR and the Company will pay a fixed rate of 1.255%. The agreement was effective on January 11, 2012 and terminates on January 11, 2017. This agreement was not designated as a hedging instrument.

Quantitative Aspects of Market Risk
The Company analyzes its interest rate sensitivity position to manage the risk associated with interest rate movements through the use of interest income simulation. The matching of assets and liabilities may be analyzed by examining the extent to which such assets and liabilities are “interest rate sensitive.” An asset or liability is said to be interest rate sensitive within a specific time period if it will mature or reprice within that time period. The Company’s goal is to manage asset and liability positions to moderate the effect of interest rate fluctuations on net interest income.

Net Interest Income Simulation Analysis
Interest income simulations are completed quarterly and presented to the Asset/Liability Committee. The simulations provide an estimate of the impact of changes in interest rates on net interest income under a range of assumptions. The numerous assumptions used in the simulation process are reviewed by the Asset/Liability Committee on a quarterly basis. Changes to these assumptions can significantly affect the results of the simulation. The simulation incorporates assumptions regarding the potential timing in the repricing of certain assets and liabilities when market rates change and the changes in spreads between different market rates. The simulation analysis incorporates management’s current assessment of the risk that pricing margins will change adversely over time due to competition or other factors. Simulation analysis is only an estimate of the Company’s interest rate risk exposure at a particular point in time. The Company continually reviews the potential effect changes in interest rates could have on the repayment of rate sensitive assets and funding requirements of rate sensitive liabilities.

The table below sets forth an approximation of the Company’s exposure as a percentage of estimated net interest income for the next 12- and 24-month periods using interest income simulation. The simulation uses projected repricing of assets and liabilities at June 30, 2014 on the basis of contractual maturities, anticipated repayments and scheduled rate adjustments. Prepayment rates can have a significant impact on interest income simulation. Because of the large percentage of loans and mortgage-backed securities the Company holds, rising or falling interest rates have a significant impact on the prepayment speeds of the Company’s earning assets that in turn affect the rate sensitivity position. When interest rates rise, prepayments tend to slow. When interest rates fall, prepayments tend to rise. The Company’s asset sensitivity would be reduced if prepayments slow and vice versa.

While the Company believes such assumptions to be reasonable, there can be no assurance that assumed prepayment rates will approximate actual future mortgage-backed security and loan repayment activity.

The following table reflects changes in estimated net interest income for the Company at June 30, 2014.

	Percentage Change in Estimated Net Interest Income Over	
	12 Months	24 Months
100 basis point decrease in rates	(2.10)%	(3.44)%
300 basis point increase in rates	(0.38)	(0.99)
400 basis point increase in rates	(0.46)	(1.45)

As indicated by the results of the above scenarios, net interest income would be adversely affected (within our internal guidelines) in the 12- and 24-month periods if rates decreased 100 basis points or increased 300 or 400 basis points. Net interest income would be only minimally impacted if rates increased 300 and 400 basis points in the 12-month period as a result of the Company's initiative to position the balance sheet for the anticipated increase in market interest rates. The Company’s strategy for mitigating interest rate risk includes the purchase of adjustable-rate investment securities and SBA and USDA loans that will reprice in a rising rate environment, selling longer-term and lower fixed-rate residential mortgage loans in the secondary market, restructuring FHLB advances to current lower market interest rates while extending their duration and utilizing certain derivative instruments such as forward loan sale commitments to manage the risk of loss associated with its mortgage banking activities. Additionally, the interest rate swap agreement used to hedge the interest rate of the Company’s long-term variable-rate debt effectively converts the debt to a fixed-rate of interest, which reflects favorably on net interest income in a rising rate environment.

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) 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 for ensuring 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 (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 officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. No changes in the Company’s internal control over financial reporting occurred during the quarter ended June 30, 2014 that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

The Company is not involved in any pending legal proceedings believed by management to be material to the Company’s financial condition or results of operations. Periodically, there have been various claims and lawsuits against the Bank, such as claims to enforce liens, condemnation proceedings on properties in which the Bank holds a security interest, claims involving the making and servicing of real property loans and other issues incident to the Bank’s business. Management believes that these legal proceedings would not have a material adverse effect on the Company’s financial condition, results of operations or cash flows.

50

Item 1A. Risk Factors.

There are no material changes from the risk factors set forth under Part I, Item 1A. “Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2013, which could materially and adversely affect the Company’s business, financial condition or future results. The risks described in the Company’s Annual Report on Form 10-K are not the only risks that the Company faces. Additional risks and uncertainties not currently known to the Company or that the Company currently deems to be immaterial also may materially adversely affect the Company’s business, financial condition and/or operating results.

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

The Company's repurchases of equity securities for the three months ended June 30, 2014 were as follows:

Period	Total Number of Shares Purchased [1]	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
April 1 - 30, 2014	—	$—	—	60,788
May 1 - 31, 2014	36,225	11.48	36,225	24,563
June 1 - 30, 2014	1,600	11.03	1,600	22,963
Total	37,825	$11.47	37,825	

[1] On May 8, 2012, the Company announced that the Board of Directors had approved a stock repurchase program authorizing the Company to repurchase up to 5%, or 528,815 shares, of its common stock from time to time, depending on market conditions. The repurchase program will continue until it is completed or terminated by the Company's Board of Directors.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

None.

Item 5. Other Information.

None.

Item 6. Exhibits.

3.1	Articles of Incorporation of SI Financial Group, Inc. (1)
3.2	Bylaws of SI Financial Group, Inc. (2)
4	Specimen Stock Certificate of SI Financial Group, Inc. (1)
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer
32	18 U.S.C. Section 1350 Certifications
101	The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014, formatted in eXtensible Business Reporting Language (XBRL): (i) the Condensed Consolidated Balance Sheets, (ii) the Condensed Consolidated Statements of Operations, (iii) the Consolidated Statements of Comprehensive Income (Loss), (iv) the Condensed Statement of Changes in Shareholders' Equity, (v) the Condensed Consolidated Statements of Cash Flows and (vi) related Notes to Consolidated Financial Statements.

(1) Incorporated herein by reference into this document from the Exhibits on the Registration Statement on Form S-1 (File No. 333-169302), and any amendments thereto, filed with the Securities and Exchange Commission on September 10, 2010.
(2) Incorporated herein by reference into this document from the Exhibits to the Company’s Current Report on Form 8-K (File No. 000-54241) filed with the Securities and Exchange Commission on December 19, 2012.

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.

SI FINANCIAL GROUP, INC.

Date: August 6, 2014	/s/ Rheo A. Brouillard Rheo A. Brouillard President and Chief Executive Officer (principal executive officer)
Date: August 6, 2014	/s/ Brian J. Hull Brian J. Hull Executive Vice President, Chief Financial Officer, Treasurer and Chief Operating Officer (principal financial officer)
Date: August 6, 2014	/s/ Lauren L. Murphy Lauren L. Murphy Senior Vice President, Corporate Controller and Principal Accounting Officer (principal accounting officer)