UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 10-Q

(Mark One)
☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended June 30, 2015.
OR
☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from ________ to ________.

COMMISSION FILE NUMBER 0-14703

NBT BANCORP INC.
(Exact Name of Registrant as Specified in its Charter)

DELAWARE	**16-1268674**
(State of Incorporation)	(I.R.S. Employer Identification No.)

52 SOUTH BROAD STREET, NORWICH, NEW YORK 13815
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: **(607) 337-2265**

None
(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 ☒ No ☐

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

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

Large accelerated filer ☒	Accelerated filer ☐	Non-accelerated filer ☐	Smaller reporting company ☐

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

As of July 31, 2015, there were 43,726,211 shares outstanding of the Registrant's common stock, $0.01 par value per share.

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Item 1 – FINANCIAL STATEMENTS

NBT Bancorp Inc. and Subsidiaries
Consolidated Balance Sheets (unaudited)

(In thousands, except share and per share data)	June 30 2015	December 31 2014
Assets		
Cash and due from banks	$ 127,676	$ 139,635
Short-term interest bearing accounts	6,535	7,001
Securities available for sale, at fair value	1,129,249	1,013,171
Securities held to maturity (fair value $454,255 and $454,994, respectively)	454,312	454,361
Trading securities	8,468	7,793
Federal Reserve and Federal Home Loan Bank stock	38,659	32,626
Loans	5,770,888	5,595,271
Less allowance for loan losses	64,959	66,359
Net loans	5,705,929	5,528,912
Premises and equipment, net	87,652	89,258
Goodwill	263,634	263,634
Intangible assets, net	17,897	20,317
Bank owned life insurance	115,241	114,251
Other assets	117,233	126,967
Total assets	$ 8,072,485	$ 7,797,926
Liabilities		
Demand (noninterest bearing)	$ 1,840,012	$ 1,838,622
Savings, NOW, and money market	3,583,313	3,417,160
Time	948,154	1,043,823
Total deposits	6,371,479	6,299,605
Short-term borrowings	511,992	316,802
Long-term debt	130,705	130,945
Junior subordinated debt	101,196	101,196
Other liabilities	81,142	85,197
Total liabilities	7,196,514	6,933,745
Stockholders' equity		
Preferred stock, $0.01 par value. Authorized 2,500,000 shares at June 30, 2015 and December 31, 2014	-	-
Common stock, $0.01 par value. Authorized 100,000,000 shares at June 30, 2015 and December 31, 2014; issued 49,651,494 at June 30, 2015 and December 31, 2014	497	497
Additional paid-in-capital	575,612	576,504
Retained earnings	442,446	423,956
Accumulated other comprehensive loss	(16,223)	(17,027)
Common stock in treasury, at cost, 5,966,065 and 5,755,040 shares at June 30, 2015 and December 31, 2014, respectively	(126,361)	(119,749)
Total stockholders' equity	875,971	864,181
Total liabilities and stockholders' equity	$ 8,072,485	$ 7,797,926

See accompanying notes to unaudited interim consolidated financial statements.

NBT Bancorp Inc. and Subsidiaries	Three months ended June 30,		Six months ended June 30,	
Consolidated Statements of Income (unaudited)	**2015**	2014	**2015**	2014
(In thousands, except per share data)				
Interest, fee, and dividend income				
Interest and fees on loans	**$ 59,873**	$ 60,559	**$ 119,391**	$ 120,574
Securities available for sale	**5,144**	6,612	**10,089**	13,369
Securities held to maturity	**2,315**	783	**4,598**	1,551
Other	**395**	502	**875**	1,039
Total interest, fee, and dividend income	**67,727**	68,456	**134,953**	136,533
Interest expense				
Deposits	**3,517**	3,000	**7,090**	6,284
Short-term borrowings	**144**	209	**265**	440
Long-term debt	**836**	2,135	**1,662**	4,642
Junior subordinated debt	**545**	538	**1,085**	1,076
Total interest expense	**5,042**	5,882	**10,102**	12,442
Net interest income	**62,685**	62,574	**124,851**	124,091
Provision for loan losses	**3,898**	4,166	**7,540**	7,762
Net interest income after provision for loan losses	**58,787**	58,408	**117,311**	116,329
Noninterest income				
Insurance and other financial services revenue	**5,836**	5,594	**12,210**	12,331
Service charges on deposit accounts	**4,285**	4,397	**8,357**	8,766
ATM and debit card fees	**4,679**	4,357	**8,927**	8,429
Retirement plan administration fees	**3,566**	2,977	**6,762**	5,895
Trust	**5,196**	4,953	**9,646**	9,399
Bank owned life insurance	**928**	978	**2,487**	2,360
Net securities gains	**26**	14	**40**	21
Gain on the sale of equity investment	**-**	19,401	**-**	19,401
Other	**3,699**	3,356	**6,320**	5,702
Total noninterest income	**28,215**	46,027	**54,749**	72,304
Noninterest expense				
Salaries and employee benefits	**30,831**	31,142	**61,013**	60,676
Occupancy	**5,412**	5,435	**11,478**	11,661
Data processing and communications	**4,288**	4,015	**8,391**	8,016
Professional fees and outside services	**3,395**	3,752	**6,892**	7,167
Equipment	**3,316**	3,132	**6,565**	6,248
Office supplies and postage	**1,627**	1,803	**3,246**	3,488
FDIC expenses	**1,280**	1,229	**2,478**	2,507
Advertising	**734**	726	**1,453**	1,465
Amortization of intangible assets	**1,187**	1,236	**2,471**	2,546
Loan collection and other real estate owned, net	**22**	801	**894**	1,841
Prepayment penalties on long-term debt	**-**	4,554	**-**	4,554
Other	**5,872**	4,911	**10,785**	10,084
Total noninterest expense	**57,964**	62,736	**115,666**	120,253
Income before income tax expense	**29,038**	41,699	**56,394**	68,380
Income tax expense	**9,757**	14,059	**18,947**	22,731
Net income	**$ 19,281**	$ 27,640	**$ 37,447**	$ 45,649
Earnings per share				
Basic	**$ 0.44**	$ 0.63	**$ 0.85**	$ 1.04
Diluted	**$ 0.43**	$ 0.62	**$ 0.84**	$ 1.03

See accompanying notes to unaudited interim consolidated financial statements

NBT Bancorp Inc. and Subsidiaries
Consolidated Statements of Comprehensive Income (unaudited)
(In thousands)

	Three months ended June 30,		Six months ended June 30,	
	2015	2014	**2015**	2014
Net income	**$ 19,281**	$ 27,640	**$ 37,447**	$ 45,649
Other comprehensive (loss) income, net of tax:				
Unrealized net holding (losses) gains arising during the period (pre-tax amounts of ($5,277), $8,267, $(434) and $16,892)	**(3,223)**	4,992	**(266)**	10,200
Reclassification adjustment for net gains related to securities available for sale included in net income (pre-tax amounts of $26, $14, $40 and $21)	**(16)**	(8)	**(24)**	(13)
Amortization of unrealized net gains and losses related to the reclassification of available for sale investment securities to held to maturity (pre-tax amounts of $307, $-, $614 and $-)	**205**	-	**410**	-
Pension and other benefits:				
Amortization of prior service cost and actuarial gains (pre-tax amounts of $561, $19, $1,122 and $38)	**342**	11	**684**	23
Total other comprehensive (loss) income	**(2,692)**	4,995	**804**	10,210
Comprehensive income	**$ 16,589**	$ 32,635	**$ 38,251**	$ 55,859

See accompanying notes to unaudited interim consolidated financial statements

NBT Bancorp Inc. and Subsidiaries
Consolidated Statements of Stockholders' Equity (unaudited)

(in thousands, except share and per share data)	Common Stock	Additional Paid-in- Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Common Stock in Treasury	Total
Balance at December 31, 2013	**$ 497**	**$ 574,152**	**$ 385,787**	**$ (16,765)**	**$ (127,102)**	**$ 816,569**
Net income	-	-	45,649	-	-	45,649
Cash dividends - $0.42 per share	-	-	(18,425)	-	-	(18,425)
Purchase of 3,288 treasury shares	-	-	-	-	(72)	(72)
Net issuance of 189,036 shares to employee benefit plans and other stock plans, including tax benefit	-	(2,232)	-	-	3,360	1,128
Stock-based compensation	-	2,082	-	-	-	2,082
Other comprehensive income	-	-	-	10,210	-	10,210
Balance at June 30, 2014	**$ 497**	**$ 574,002**	**$ 413,011**	**$ (6,555)**	**$ (123,814)**	**$ 857,141**
Balance at December 31, 2014	**$ 497**	**$ 576,504**	**$ 423,956**	**$ (17,027)**	**$ (119,749)**	**$ 864,181**
Net income	-	-	37,447	-	-	37,447
Cash dividends - $0.43 per share	-	-	(18,957)	-	-	(18,957)
Purchase of 433,351 treasury shares	-	-	-	-	(10,672)	(10,672)
Net issuance of 222,326 shares to employee benefit plans and other stock plans, including tax benefit	-	(3,568)	-	-	4,060	492
Stock-based compensation	-	2,676	-	-	-	2,676
Other comprehensive income	-	-	-	804	-	804
Balance at June 30, 2015	**$ 497**	**$ 575,612**	**$ 442,446**	**$ (16,223)**	**$ (126,361)**	**$ 875,971**

See accompanying notes to unaudited interim consolidated financial statements.

NBT Bancorp Inc. and Subsidiaries
Consolidated Statements of Cash Flows (unaudited)
(In thousands, except per share data)

	Six months ended June 30, 2015	2014
Operating activities		
Net income	**$ 37,447**	$ 45,649
Adjustments to reconcile net income to net cash provided by operating activities		
Provision for loan losses	**7,540**	7,762
Depreciation and amortization of premises and equipment	**4,277**	4,105
Net accretion on securities	**1,157**	1,883
Amortization of intangible assets	**2,471**	2,546
Stock based compensation	**2,676**	2,082
Bank owned life insurance income	**(2,487)**	(2,360)
Purchases of trading securities	**(649)**	(1,485)
Gains on trading securities	**(26)**	(91)
Proceeds from sales of loans held for sale	**24,743**	1,922
Originations and purchases of loans held for sale	**(26,051)**	(3,701)
Net gains on sales of loans held for sale	**(103)**	(3)
Net security gains	**(40)**	(21)
Net gain on sales of other real estate owned	**(1,079)**	(212)
Gain on sale of equity investment	**-**	(19,401)
Prepayment penalties on long-term debt	**-**	4,554
Net decrease in other assets	**11,647**	7,607
Net (decrease) increase in other liabilities	**(6,152)**	(8,421)
Net cash provided by operating activities	**55,371**	42,415
Investing activities		
Securities available for sale:		
Proceeds from maturities, calls, and principal paydowns	**125,278**	119,680
Purchases	**(242,304)**	(116,594)
Securities held to maturity:		
Proceeds from maturities, calls, and principal paydowns	**42,950**	14,835
Purchases	**(41,448)**	(17,363)
Other:		
Net increase in loans	**(185,349)**	(174,358)
Proceeds from FHLB stock redemption	**19,085**	37,179
Purchases of Federal Reserve and FHLB stock	**(25,118)**	(39,408)
Proceeds from settlement of bank owned life insurance	**1,497**	1,319
Purchases of premises and equipment	**(2,671)**	(3,498)
Proceeds from sale of equity investment	**-**	19,639
Proceeds from the sales of other real estate owned	**2,597**	1,919
Net cash used in investing activities	**(305,483)**	(156,650)
Financing activities		
Net increase in deposits	**71,874**	152,364
Net increase in short-term borrowings	**195,190**	78,436
Proceeds from issuance of long-term debt	**-**	120,000
Repayments of long-term debt	**(240)**	(194,785)
Proceeds from the issuance of shares to employee benefit plans and other stock plans	**492**	1,128
Purchase of treasury stock	**(10,672)**	(72)
Cash dividends	**(18,957)**	(18,425)
Net cash provided by financing activities	**237,687**	138,646
Net (decrease) increase in cash and cash equivalents	**(12,425)**	24,411
Cash and cash equivalents at beginning of period	**146,636**	158,926
Cash and cash equivalents at end of period	**$ 134,211**	$ 183,337

Supplemental disclosure of cash flow information	Six months ended June 30,	
Cash paid during the period for:	**2015**	2014
Interest	**$ 10,628**	$ 13,405
Income taxes paid	**9,027**	19,496
Noncash investing activities:		
Loans transferred to other real estate owned	**$ 2,203**	$ 785

See accompanying notes to unaudited interim consolidated financial statements.

NBT BANCORP INC. and Subsidiaries
NOTES TO UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2015

Note 1. Description of Business

NBT Bancorp Inc. (the "Registrant" or the "Company") is a registered financial holding company incorporated in the state of Delaware in 1986, with its principal headquarters located in Norwich, New York. The principal assets of the Registrant consist of all of the outstanding shares of common stock of its subsidiaries, including: NBT Bank, National Association (the "Bank"), NBT Financial Services, Inc. ("NBT Financial"), NBT Holdings, Inc. ("NBT Holdings"), Hathaway Agency, Inc., and CNBF Capital Trust I, NBT Statutory Trust I, NBT Statutory Trust II, Alliance Financial Capital Trust I, and Alliance Financial Capital Trust II (collectively, the "Trusts"). The Company's principal sources of revenue are the management fees and dividends it receives from the Bank, NBT Financial and NBT Holdings.

The Company's business, primarily conducted through the Bank but also through its other subsidiaries, consists of providing commercial banking and financial services to customers in its market area, which includes central and upstate New York, northeastern Pennsylvania, northwestern Vermont, western Massachusetts, southern New Hampshire, and southern Maine. The Company has been, and intends to continue to be, a community-oriented financial institution offering a variety of financial services. The Company's business philosophy is to operate as a community bank with local decision-making, principally in non-metropolitan markets, providing a broad array of banking and financial services to retail, commercial, and municipal customers.

Note 2. Basis of Presentation

The accompanying unaudited interim consolidated financial statements include the accounts of the Registrant and its wholly owned subsidiaries, the Bank, NBT Financial, NBT Holdings, and Hathaway Agency, Inc. Collectively, the Registrant and its subsidiaries are referred to herein as "the Company." The interim data includes all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of the results for the interim periods in accordance with generally accepted accounting principles ("GAAP"). These consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in our 2014 Annual Report on Form 10-K. The results of operations for the interim periods are not necessarily indicative of the results that may be expected for the full year or any other interim period. All intercompany transactions have been eliminated in consolidation. Amounts in the prior period financial statements are reclassified whenever necessary to conform to current period presentation. The Company has evaluated subsequent events for potential recognition and/or disclosure and there were none identified.

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Note 3. Securities

The amortized cost, estimated fair value, and unrealized gains and losses of securities available for sale are as follows:

(In thousands)	Amortized cost	Unrealized gains	Unrealized losses	Estimated fair value
June 30, 2015				
U.S. Treasury	**$ 10,005**	**$ 9**	**$ -**	**$ 10,014**
Federal Agency	**397,197**	**759**	**(1,033)**	**396,923**
State & municipal	**29,881**	**505**	**(26)**	**30,360**
Mortgage-backed:				
Government-sponsored enterprises	**333,292**	**5,914**	**(439)**	**338,767**
U.S. government agency securities	**15,325**	**796**	**(59)**	**16,062**
Collateralized mortgage obligations:				
Government-sponsored enterprises	**285,733**	**1,966**	**(535)**	**287,164**
U.S. government agency securities	**33,965**	**428**	**(34)**	**34,359**
Other securities	**12,872**	**2,870**	**(142)**	**15,600**
Total securities available for sale	**$ 1,118,270**	**$ 13,247**	**$ (2,268)**	**$ 1,129,249**
December 31, 2014				
U.S. Treasury	$ 23,041	$ 70	$ -	$ 23,111
Federal Agency	332,193	327	(2,606)	329,914
State & municipal	37,035	587	(52)	37,570
Mortgage-backed:				
Government-sponsored enterprises	339,190	7,597	(224)	346,563
U.S. government agency securities	17,367	863	(66)	18,164
Collateralized mortgage obligations:				
Government-sponsored enterprises	199,837	1,828	(234)	201,431
U.S. government agency securities	40,237	497	(36)	40,698
Other securities	12,818	3,054	(152)	15,720
Total securities available for sale	$ 1,001,718	$ 14,823	$ (3,370)	$ 1,013,171

Other securities primarily represent marketable equity securities.

Securities with amortized costs totaling $1.4 billion at June 30, 2015 and $1.4 billion at December 31, 2014 were pledged to secure public deposits and for other purposes required or permitted by law. At June 30, 2015 and December 31, 2014, securities with an amortized cost of $172.2 million and $208.8 million, respectively, were pledged as collateral for securities sold under repurchase agreements.

The amortized cost, estimated fair value, and unrealized gains and losses of securities held to maturity are as follows:

(In thousands)	Amortized cost	Unrealized gains	Unrealized losses	Estimated fair value
June 30, 2015				
Mortgage-backed:				
Government-sponsored enterprises	**$ 10,049**	**$ -**	**$ (142)**	**$ 9,907**
U.S. government agency securities	**695**	**118**	**-**	**813**
Collateralized mortgage obligations:				
Government-sponsored enterprises	**295,510**	**1,769**	**(1,826)**	**295,453**
State & municipal	**148,058**	**466**	**(442)**	**148,082**
Total securities held to maturity	**$ 454,312**	**$ 2,353**	**$ (2,410)**	**$ 454,255**
December 31, 2014				
Mortgage-backed:				
Government-sponsored enterprises	$ 755	$ 113	$ -	$ 868
Collateralized mortgage obligations:				
Government-sponsored enterprises	317,628	1,934	(1,965)	317,597
State & municipal	135,978	674	(123)	136,529
Total securities held to maturity	$ 454,361	$ 2,721	$ (2,088)	$ 454,994

The following table sets forth information with regard to investment securities with unrealized losses for the periods presented:

Security Type:	Less than 12 months Fair Value	Less than 12 months Unrealized losses	Less than 12 months Number of Positions	12 months or longer Fair Value	12 months or longer Unrealized losses	12 months or longer Number of Positions	Total Fair Value	Total Unrealized losses	Total Number of Positions
June 30, 2015									
Investment securities available for sale:									
Federal agency	$ 146,403	$ (765)	13	$ 29,732	$ (268)	3	$ 176,135	$ (1,033)	16
State & municipal	6,184	(26)	14	-	-	-	6,184	(26)	14
Mortgage-backed	57,745	(439)	28	4,571	(59)	17	62,316	(498)	45
Collateralized mortgage obligations	87,849	(531)	9	5,452	(38)	4	93,301	(569)	13
Other securities	-	-	-	3,211	(142)	2	3,211	(142)	2
Total securities with unrealized losses	$ 298,181	$ (1,761)	64	$ 42,966	$ (507)	26	$ 341,147	$ (2,268)	90
June 30, 2015									
Investment securities held to maturity:									
Mortgage-backed	$ 9,907	$ (142)	1	$ -	$ -	-	$ 9,907	$ (142)	1
Collateralized mortgage obligations	76,008	(306)	8	44,136	(1,520)	4	120,144	(1,826)	12
State & municipal	43,095	(442)	89	-	-	-	43,095	(442)	89
Total securities with unrealized losses	$ 129,010	$ (890)	98	$ 44,136	$ (1,520)	4	$ 173,146	$ (2,410)	102
December 31, 2014									
Investment securities available for sale:									
Federal agency	$ 66,528	$ (226)	8	$ 198,151	$ (2,380)	16	$ 264,679	$ (2,606)	24
State & municipal	8,818	(42)	33	1,321	(10)	5	10,139	(52)	38
Mortgage-backed	10,400	(36)	10	35,565	(254)	31	45,965	(290)	41
Collateralized mortgage obligations	57,682	(196)	8	6,598	(74)	4	64,280	(270)	12
Other securities	-	-	-	3,201	(152)	2	3,201	(152)	2
Total securities with unrealized losses	$ 143,428	$ (500)	59	$ 244,836	$ (2,870)	58	$ 388,264	$ (3,370)	117
December 31, 2014									
Investment securities held to maturity:									
Collateralized mortgage obligations	$ 26,052	$ (49)	2	$ 46,415	$ (1,916)	4	$ 72,467	$ (1,965)	6
State & municipal	43,514	(116)	110	1,619	(7)	6	45,133	(123)	116
Total securities with unrealized losses	$ 69,566	$ (165)	112	$ 48,034	$ (1,923)	10	$ 117,600	$ (2,088)	122

Management has the intent to hold the securities classified as held to maturity until they mature, at which time it is believed the Company will receive full value for the securities. Furthermore, as of June 30, 2015, management also had the intent to hold, and will not be required to sell, the securities classified as available for sale for a period of time sufficient for a recovery of cost, which may be until maturity. The unrealized losses are due to increases in market interest rates over the yields available at the time the underlying securities were purchased. When necessary, the Company has performed a discounted cash flow analysis to determine whether or not it will receive the contractual principal and interest on certain securities. The fair value is expected to recover as the bonds approach their maturity date or repricing date or if market yields for such investments decline. As of June 30, 2015, management believes the impairments detailed in the table above are temporary and no other-than-temporary impairment losses have been realized in the Company's consolidated statements of income.

The following tables set forth information with regard to contractual maturities of debt securities at June 30, 2015:

(In thousands)	**Amortized cost**	**Estimated fair value**
Debt securities classified as available for sale		
Within one year	$ 13,981	$ 14,032
From one to five years	412,442	413,423
From five to ten years	150,200	152,606
After ten years	528,775	533,588
	$ 1,105,398	$ 1,113,649
Debt securities classified as held to maturity		
Within one year	$ 24,317	$ 24,328
From one to five years	15,730	15,811
From five to ten years	99,778	99,818
After ten years	314,487	314,298
	$ 454,312	$ 454,255

Maturities of mortgage-backed and collateralized mortgage obligations are stated based on their estimated average lives. Actual maturities may differ from estimated average lives or contractual maturities because, in certain cases, borrowers have the right to call or prepay obligations with or without call or prepayment penalties.

Except for U.S. Government securities, there were no holdings, when taken in the aggregate, of any single issuer that exceeded 10% of consolidated stockholders' equity at June 30, 2015.

Note 4. Allowance for Loan Losses and Credit Quality of Loans

Allowance for Loan Losses

The allowance for loan losses is maintained at a level estimated by management to provide adequately for probable incurred losses inherent in the current loan portfolio. The adequacy of the allowance for loan losses is continuously monitored. It is assessed for adequacy using a methodology designed to ensure the level of the allowance reasonably reflects the loan portfolio's risk profile. It is evaluated to ensure that it is sufficient to absorb all reasonably estimable credit losses inherent in the current loan portfolio.

To develop and document a systematic methodology for determining the allowance for loan losses, the Company has divided the loan portfolio into three segments, each with different risk characteristics and methodologies for assessing risk. Those segments are further segregated between our loans accounted for under the amortized cost method (referred to as "originated" loans) and loans acquired in a business combination (referred to as "acquired" loans). Each portfolio segment is broken down into class segments where appropriate. Class segments contain unique measurement attributes, risk characteristics and methods for monitoring and assessing risk that are necessary to develop the allowance for loan losses. Unique characteristics such as borrower type, loan type, collateral type, and risk characteristics define each class segment. The following table illustrates the portfolio and class segments for the Company's loan portfolio:

Portfolio	Class
Commercial Loans	Commercial
	Commercial Real Estate
	Agricultural
	Agricultural Real Estate
	Business Banking
Consumer Loans	Indirect
	Home Equity
	Direct
Residential Real Estate Mortgages	

Commercial Loans

The Company offers a variety of commercial loan products including commercial (non-real estate), commercial real estate, agricultural, agricultural real estate, and business banking loans. The Company's underwriting analysis for commercial loans typically includes credit verification, independent appraisals, a review of the borrower's financial condition, and a detailed analysis of the borrower's underlying cash flows.

Commercial (non-Real Estate) – The Company offers a variety of loan options to meet the specific needs of our commercial customers including term loans, time notes and lines of credit. Such loans are made available to businesses for working capital needs such as inventory and receivables, business expansion and equipment purchases. Generally, a collateral lien is placed on equipment or other assets owned by the borrower. These loans carry a higher risk than commercial real estate loans due to the nature of the underlying collateral, which can be business assets such as equipment and accounts receivable. To reduce the risk, management also attempts to secure real estate as collateral and obtain personal guarantees of the borrowers.

***Commercial Real Estate* –** The Company offers commercial real estate loans to finance real estate purchases, refinancings, expansions and improvements to commercial properties. Commercial real estate loans are made to finance the purchases of real estate, generally with completed structures. These commercial real estate loans are secured by first liens on the real estate, which may include apartments, commercial structures, housing businesses, healthcare facilities, and other non owner-occupied facilities. These loans are typically less risky than commercial loans, since they are secured by real estate and buildings, and are generally originated in amounts of no more than 80% of the appraised value of the property.

Agricultural – The Company offers a variety of agricultural loans to meet the needs of our agricultural customers including term loans, time notes, and lines of credit. These loans are made to purchase livestock, purchase and modernize equipment, and finance seasonal crop expenses. Generally, a collateral lien is placed on the livestock, equipment, produce inventories, and/or receivables owned by the borrower. These loans may carry a higher risk than commercial and agricultural real estate loans due to the industry price volatility, and in some cases, the perishable nature of the underlying collateral. To reduce these risks, management may attempt to secure these loans with additional real estate collateral, obtain personal guarantees of the borrowers, or obtain government loan guarantees to provide further support.

Agricultural Real Estate – The Company offers real estate loans to our agricultural customers to finance farm related real estate purchases, refinancings, expansions, and improvements to agricultural properties such as barns, production facilities, and land. The agricultural real estate loans are secured by first liens on the farm real estate. Because they are secured by land and buildings, these loans may be less risky than agricultural loans. These loans are typically originated in amounts of no more than 75% of the appraised value of the property. Government loan guarantees may be obtained to provide further support.

Business Banking - The Company offers a variety of loan options to meet the specific needs of our business banking customers including term loans, business banking mortgages and lines of credit. Such loans are generally less than $0.5 million and are made available to businesses for working capital such as inventory and receivables, business expansion, equipment purchases, and agricultural needs. Generally, a collateral lien is placed on equipment or other assets owned by the borrower such as inventory and/or receivables. These loans carry a higher risk than commercial loans due to the smaller size of the borrower and lower levels of capital. To reduce the risk, the Company obtains personal guarantees of the owners for a majority of the loans.

Consumer Loans

The Company offers a variety of consumer loan products including indirect, home equity, and direct loans.

***Indirect* –** The Company maintains relationships with many dealers primarily in the communities that we serve. Through these relationships, the Company primarily finances the purchases of automobiles and recreational vehicles (such as campers, boats, etc.) indirectly through dealer relationships. Approximately 75% of the indirect relationships represent automobile financing. Most of these loans carry a fixed rate of interest with principal repayment terms typically ranging from three to six years, based upon the nature of the collateral and the size of the loan. The majority of indirect consumer loans are underwritten on a secured basis using the underlying collateral being financed.

Home Equity – The Company offers home equity lines of credit to consumers to finance home improvements, debt consolidation, education and other uses. Consumers are able to borrow up to 85% of the equity in their homes. The Company originates home equity lines of credit and second mortgage loans (loans secured by a second junior lien position on one-to-four-family residential real estate). These loans carry a higher risk than first mortgage residential loans as they are typically in a second position with respect to collateral. Risk is reduced through underwriting criteria, which include credit verification, appraisals, a review of the borrower's financial condition, and personal cash flows. A security interest, with title insurance when necessary, is taken in the underlying real estate.

Direct **–** The Company offers a variety of consumer installment loans to finance vehicle purchases, mobile home purchases and personal expenditures. Most of these loans carry a fixed rate of interest with principal repayment terms typically ranging from one to ten years, based upon the nature of the collateral and the size of the loan. The majority of consumer loans are underwritten on a secured basis using the underlying collateral being financed or a customer's deposit account. In addition to installment loans, the Company also offers personal lines of credit and overdraft protection. A minimal amount of loans are unsecured, which carry a higher risk of loss.

Residential Real Estate Mortgages

Residential real estate loans consist primarily of loans secured by first or second deeds of trust on primary residences. We originate adjustable-rate and fixed-rate, one-to-four-family residential real estate loans for the construction, purchase or refinancing of a residential mortgage. These loans are collateralized by owner-occupied properties located in the Company's market area. Loans on one-to-four-family residential real estate are generally originated in amounts of no more than 85% of the purchase price or appraised value (whichever is lower), or have private mortgage insurance. The Company's underwriting analysis for residential mortgage loans typically includes credit verification, independent appraisals, and a review of the borrower's financial condition. Mortgage title insurance and hazard insurance are normally required. Construction loans have a unique risk, because they are secured by an incomplete dwelling. This risk is reduced through periodic site inspections, including one at each loan draw period.

For purposes of evaluating the adequacy of the allowance, the Company considers a number of significant factors that affect the collectability of the portfolio. For individually analyzed loans, these include estimates of loss exposure, which reflect the facts and circumstances that affect the likelihood of repayment of such loans as of the evaluation date. For homogeneous pools of loans, estimates of the Company's exposure to credit loss reflect a current assessment of a number of factors, which could affect collectability. These factors include: past loss experience; size, trend, composition, and nature of loans; changes in lending policies and procedures, including underwriting standards and collection, charge-offs and recoveries; trends experienced in nonperforming and delinquent loans; current economic conditions in the Company's market; portfolio concentrations that may affect loss experienced across one or more components of the portfolio; the effect of external factors such as competition, legal and regulatory requirements; and the experience, ability, and depth of lending management and staff. In addition, various regulatory agencies, as an integral component of their examination process, periodically review the Company's allowance for loan losses. Such agencies may require the Company to make loan grade changes as well as recognize additions to the allowance based on their examinations.

After a thorough consideration of the factors discussed above, any required additions or reductions to the allowance for loan losses are made periodically by charges or credits to the provision for loan losses. These charges or credits are necessary to maintain the allowance at a level which management believes is reasonably reflective of overall inherent risk of probable loss in the portfolio. While management uses available information to recognize losses on loans, additions and reductions of the allowance may fluctuate from one reporting period to another. These fluctuations are reflective of changes in risk associated with portfolio content and/or changes in management's assessment of any or all of the determining factors discussed above.

The following tables illustrate the changes in the allowance for loan losses by our portfolio segments for the three and six months ended June 30, 2015 and 2014:

Three months ended June 30,	**Commercial Loans**	**Consumer Loans**	**Residential Real Estate Mortgages**	**Unallocated**	**Total**
Balance as of March 31, 2015	$ 31,278	$ 26,156	$ 7,698	$ 227	$ 65,359
Charge-offs	(584)	(4,275)	(509)	-	(5,368)
Recoveries	280	697	93	-	1,070
Provision	(2,648)	5,736	999	(189)	3,898
Ending Balance as of June 30, 2015	$ 28,326	$ 28,314	$ 8,281	$ 38	$ 64,959
Balance as of March 31, 2014	$ 34,437	$ 28,436	$ 6,225	$ 336	$ 69,434
Charge-offs	(1,427)	(3,648)	(165)	-	(5,240)
Recoveries	314	714	146	-	1,174
Provision	1,799	2,471	(1)	(103)	4,166
Ending Balance as of June 30, 2014	$ 35,123	$ 27,973	$ 6,205	$ 233	$ 69,534

Six months ended June 30,	**Commercial Loans**	**Consumer Loans**	**Residential Real Estate Mortgages**	**Unallocated**	**Total**
Balance as of December 31, 2014	$ 32,433	$ 26,720	$ 7,130	$ 76	$ 66,359
Charge-offs	(1,382)	(8,653)	(1,013)	-	(11,048)
Recoveries	514	1,445	149	-	2,108
Provision	(3,239)	8,802	2,015	(38)	7,540
Ending Balance as of June 30, 2015	$ 28,326	$ 28,314	$ 8,281	$ 38	$ 64,959
Balance as of December 31, 2013	$ 35,090	$ 27,694	$ 6,520	$ 130	$ 69,434
Charge-offs	(1,906)	(7,680)	(484)	-	(10,070)
Recoveries	713	1,455	240	-	2,408
Provision	1,226	6,504	(71)	103	7,762
Ending Balance as of June 30, 2014	$ 35,123	$ 27,973	$ 6,205	$ 233	$ 69,534

As of June 30, 2015, included in the above tables, there was $1.9 million in the allowance for loan losses related to acquired commercial loans. There was $1.5 in the allowance for loan loasses as of June 30, 2014 related to acquired loans. Net charge-offs related to acquired loans totaled approximately $0.1 million and $0.1 million during the three months ended June 30, 2015 and 2014, respectively, and approximately $0.7 million and $0.2 million during the six months ended June 30, 2015 and 2014, respectively, and are included in the table above.

The following tables illustrate the allowance for loan losses and the recorded investment by portfolio segments as of June 30, 2015 and December 31, 2014:

Allowance for Loan Losses and Recorded Investment in Loans
(in thousands)

	Commercial Loans	Consumer Loans	Residential Real Estate Mortgages	Unallocated	Total
As of June 30, 2015					
Allowance for loan losses	$ 28,326	$ 28,314	$ 8,281	$ 38	$ 64,959
Allowance for loans individually evaluated for impairment	2,885	-	-		2,885
Allowance for loans collectively evaluated for impairment	$ 25,441	$ 28,314	$ 8,281	$ 38	$ 62,074
Ending balance of loans	$ 2,565,590	$ 2,051,540	$ 1,153,758		$ 5,770,888
Ending balance of originated loans individually evaluated for impairment	12,506	6,967	5,021		24,494
Ending balance of acquired loans individually evaluated for impairment	9,719	-	-		9,719
Ending balance of acquired loans collectively evaluated for impairment	309,699	120,316	251,751		681,766
Ending balance of originated loans collectively evaluated for impairment	$ 2,233,666	$ 1,924,257	$ 896,986		$ 5,054,909
As of December 31, 2014					
Allowance for loan losses	$ 32,433	$ 26,720	$ 7,130	$ 76	$ 66,359
Allowance for loans individually evaluated for impairment	1,100	-	-		1,100
Allowance for loans collectively evaluated for impairment	$ 31,333	$ 26,720	$ 7,130	$ 76	$ 65,259
Ending balance of loans	$ 2,473,702	$ 2,005,980	$ 1,115,589		$ 5,595,271
Ending balance of originated loans individually evaluated for impairment	11,079	5,498	3,544		20,121
Ending balance of acquired loans individually evaluated for impairment	5,675	-	-		5,675
Ending balance of acquired loans collectively evaluated for impairment	327,656	147,256	266,747		741,659
Ending balance of originated loans collectively evaluated for impairment	$ 2,129,292	$ 1,853,226	$ 845,298		$ 4,827,816

Credit Quality of Loans

Loans are placed on nonaccrual status when timely collection of principal and interest in accordance with contractual terms is doubtful. This generally occurs when principal or interest payments become ninety days delinquent, unless the loan is well secured and in the process of collection, or sooner when management concludes or circumstances indicate that borrowers may be unable to meet contractual principal or interest payments. When a loan is transferred to a nonaccrual status, all interest previously accrued in the current period but not collected is reversed against interest income in that period. Interest accrued in a prior period and not collected is charged-off against the allowance for loan losses. The Company's nonaccrual policies are the same for all classes of financing receivable.

If ultimate repayment of a nonaccrual loan is expected, any payments received are applied in accordance with contractual terms. If ultimate repayment of principal is not expected, any payment received on a nonaccrual loan is applied to principal until ultimate repayment becomes expected. Nonaccrual loans are returned to accrual status when they become current as to principal and interest and demonstrate a period of performance under the contractual terms and, in the opinion of management, are fully collectible as to principal and interest. For loans in all portfolios, the principal amount is charged off in full or in part as soon as management determines, based on available facts, that the collection of principal in full is improbable. For commercial loans, management considers specific facts and circumstances relative to individual credits in making such a determination. For consumer and residential loan classes, management uses specific guidance and thresholds from the Federal Financial Institutions Examination Council's Uniform Retail Credit Classification and Account Management Policy.

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The following tables set forth information with regard to past due and nonperforming loans by loan class as of June 30, 2015 and December 31, 2014:

Age Analysis of Past Due Financing Receivables
As of June 30, 2015
(in thousands)

	31-60 Days Past Due Accruing	61-90 Days Past Due Accruing	Greater Than 90 Days Past Due Accruing	Total Past Due Accruing	Non-Accrual	Current	Recorded Total Loans
ORIGINATED							
Commercial Loans							
Commercial	$ 268	$ 7	$ -	$ 275	$ 22	$ 629,818	$ 630,115
Commercial Real Estate	1,274	28	-	1,302	6,825	1,148,828	1,156,955
Agricultural	3	67	-	70	1,041	31,704	32,815
Agricultural Real Estate	18	-	-	18	326	26,380	26,724
Business Banking	1,478	77	-	1,555	5,701	392,307	399,563
	3,041	179	-	3,220	13,915	2,229,037	2,246,172
Consumer Loans							
Indirect	14,212	3,035	1,250	18,497	1,553	1,378,754	1,398,804
Home Equity	4,941	1,172	328	6,441	5,226	466,301	477,968
Direct	348	111	106	565	59	53,828	54,452
	19,501	4,318	1,684	25,503	6,838	1,898,883	1,931,224
Residential Real Estate Mortgages	2,869	962	174	4,005	7,586	890,416	902,007
	$ 25,411	$ 5,459	$ 1,858	$ 32,728	$ 28,339	$ 5,018,336	$ 5,079,403
ACQUIRED							
Commercial Loans							
Commercial	$ -	$ -	$ -	$ -	$ 2,509	$ 75,153	$ 77,662
Commercial Real Estate	-	-	-	-	7,204	182,634	189,838
Business Banking	181	5	-	186	452	51,280	51,918
	181	5	-	186	10,165	309,067	319,418
Consumer Loans							
Indirect	242	32	-	274	125	43,418	43,817
Home Equity	130	61	67	258	555	71,457	72,270
Direct	21	34	8	63	36	4,130	4,229
	393	127	75	595	716	119,005	120,316
Residential Real Estate Mortgages	1,009	406	61	1,476	3,066	247,209	251,751
	$ 1,583	$ 538	$ 136	$ 2,257	$ 13,947	$ 675,281	$ 691,485
Total Loans	$ 26,994	$ 5,997	$ 1,994	$ 34,985	$ 42,286	$ 5,693,617	$ 5,770,888

Age Analysis of Past Due Financing Receivables
As of December 31, 2014
(in thousands)

	31-60 Days Past Due Accruing	61-90 Days Past Due Accruing	Greater Than 90 Days Past Due Accruing	Total Past Due Accruing	Non-Accrual	Current	Recorded Total Loans
ORIGINATED							
Commercial Loans							
Commercial	$ -	$ 735	$ -	$ 735	$ 1,012	$ 613,400	$ 615,147
Commercial Real Estate	192	-	-	192	4,127	1,064,549	1,068,868
Agricultural	-	-	-	-	817	32,130	32,947
Agricultural Real Estate	19	-	-	19	565	24,390	24,974
Business Banking	799	235	84	1,118	6,910	390,407	398,435
	1,010	970	84	2,064	13,431	2,124,876	2,140,371
Consumer Loans							
Indirect	16,434	3,154	1,991	21,579	1,964	1,286,507	1,310,050
Home Equity	4,591	1,428	821	6,840	6,596	479,444	492,880
Direct	560	157	52	769	84	54,941	55,794
	21,585	4,739	2,864	29,188	8,644	1,820,892	1,858,724
Residential Real Estate Mortgages	2,901	96	1,256	4,253	8,770	835,819	848,842
	$ 25,496	$ 5,805	$ 4,204	$ 35,505	$ 30,845	$ 4,781,587	$ 4,847,937
ACQUIRED							
Commercial Loans							
Commercial	$ -	$ -	$ -	$ -	$ 3,009	$ 72,255	$ 75,264
Commercial Real Estate	-	-	-	-	2,666	197,222	199,888
Business Banking	5	15	-	20	665	57,494	58,179
	5	15	-	20	6,340	326,971	333,331
Consumer Loans							
Indirect	518	5	54	577	106	64,540	65,223
Home Equity	190	60	5	255	557	75,904	76,716
Direct	31	-	7	38	33	5,246	5,317
	739	65	66	870	696	145,690	147,256
Residential Real Estate Mortgages	1,162	265	671	2,098	3,193	261,456	266,747
	$ 1,906	$ 345	$ 737	$ 2,988	$ 10,229	$ 734,117	$ 747,334
Total Loans	$ 27,402	$ 6,150	$ 4,941	$ 38,493	$ 41,074	$ 5,515,704	$ 5,595,271

There were no material commitments to extend further credit to borrowers with nonperforming loans.

Impaired Loans

The methodology used to establish the allowance for loan losses on impaired loans incorporates specific allocations on loans analyzed individually. Classified and nonperforming loans with outstanding balances of $0.5 million or more and all troubled debt restructured loans ("TDRs") are evaluated for impairment through the Company's quarterly status review process. In determining that we will be unable to collect all principal and interest payments due in accordance with the contractual terms of the loan agreements, we consider factors such as payment history and changes in the financial condition of individual borrowers, local economic conditions, historical loss experience and the conditions of the various markets in which the collateral may be liquidated. For loans that are impaired as defined by accounting standards, impairment is measured by one of three methods: 1) the fair value of collateral less cost to sell, 2) present value of expected future cash flows discounted at the loan's original effective interest rate or 3) the loan's observable market price. All impaired loans are reviewed on a quarterly basis for changes in the level of impairment. Any change to the previously recognized impairment loss is recognized as a change to the allowance account and recorded in the consolidated statement of income as a component of the provision for loan losses.

The following table provides information on loans specifically evaluated for impairment as of June 30, 2015 and December 31, 2014:

	June 30, 2015			December 31, 2014		
(in thousands)	Recorded Investment Balance (Book)	Unpaid Principal Balance (Legal)	Related Allowance	Recorded Investment Balance (Book)	Unpaid Principal Balance (Legal)	Related Allowance
ORIGINATED						
With no related allowance recorded:						
Commercial Loans						
Commercial	$ 1,815	$ 1,967		$ 1,748	$ 1,901	
Commercial Real Estate	4,205	4,216		4,505	4,520	
Agricultural	19	25		20	26	
Agricultural Real Estate	628	754		1,147	1,441	
Business Banking	1,009	1,040		896	1,301	
Total Commercial Loans	7,676	8,002		8,316	9,189	
Consumer Loans						
Indirect	15	24		-	-	
Home Equity	6,952	7,713		5,498	6,033	
Direct	-	-		-	-	
Total Consumer Loans	6,967	7,737		5,498	6,033	
Residential Real Estate Mortgages	5,021	5,533		3,544	3,959	
Total	19,664	21,272		17,358	19,181	
With an allowance recorded:						
Commercial Loans						
Commercial Real Estate	$ 4,830	$ 6,687	$ 1,035	$ 2,763	$ 4,611	$ 600
ACQUIRED						
With no related allowance recorded:						
Commercial Loans						
Commercial Real Estate	5,890	7,098		2,666	3,830	
With an allowance recorded:						
Commercial Loans						
Commercial	2,508	4,668	1,000	3,009	4,668	500
Commercial Real Estate	1,321	1,329	850	-	-	-
Total Commercial Loans	3,829	5,997	1,850	3,009	4,668	500
Total:	$ 34,213	$ 41,054	$ 2,885	$ 25,796	$ 32,290	$ 1,100

The following tables summarize the average recorded investments on impaired loans specifically evaluated for impairment and the interest income recognized for the three months ended June 30, 2015 and 2014:

	For the three months ended			
	June 30, 2015		June 30, 2014	
(in thousands)	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
ORIGINATED				
Commercial Loans				
Commercial	$ 1,768	$ 61	$ 2,013	$ -
Commercial Real Estate	9,060	41	10,062	42
Agricultural	19	-	123	-
Agricultural Real Estate	630	12	1,412	12
Business Banking	975	2	548	11
Consumer Loans				
Indirect	16	-	-	-
Home Equity	6,692	92	5,289	60
Direct	1	-	-	-
Residential Real Estate Mortgage	4,636	33	2,803	26
Total Originated	$ 23,797	$ 241	$ 22,250	$ 151
ACQUIRED				
Commercial Loans				
Commercial	2,602	-	6,315	-
Commercial Real Estate	7,205	-	3,462	-
Total Acquired	$ 9,807	$ -	$ 9,777	$ -
Total Loans	$ 33,604	$ 241	$ 32,027	$ 151

	For the six months ended			
	June 30, 2015		June 30, 2014	
(in thousands)	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
ORIGINATED				
Commercial Loans				
Commercial	$ 1,742	$ 86	$ 2,025	$ -
Commercial Real Estate	9,091	82	10,739	84
Agricultural	19	1	124	1
Agricultural Real Estate	633	23	1,418	23
Business Banking	932	6	429	23
Consumer Loans				
Indirect	11	-	-	-
Home Equity	6,560	164	4,959	103
Direct	1	-	-	-
Residential Real Estate Mortgage	4,476	63	2,778	50
Total Originated	$ 23,465	$ 425	$ 22,472	$ 284
ACQUIRED				
Commercial Loans				
Commercial	2,722	-	6,375	-
Commercial Real Estate	7,176	-	3,493	-
Total Acquired	$ 9,898	$ -	$ 9,868	$ -
Total Loans	$ 33,363	$ 425	$ 32,340	$ 284

Credit Quality Indicators

The Company has developed an internal loan grading system to evaluate and quantify the Company's loan portfolio with respect to quality and risk. The system focuses on, among other things, financial strength of borrowers, experience and depth of borrower's management, primary and secondary sources of repayment, payment history, nature of the business, and outlook on particular industries. The internal grading system enables the Company to monitor the quality of the entire loan portfolio on a consistent basis and provide management with an early warning system, enabling recognition and response to problem loans and potential problem loans.

Commercial Grading System

For commercial and agricultural loans, the Company uses a grading system that relies on quantifiable and measurable characteristics when available. This would include comparison of financial strength to available industry averages, comparison of transaction factors (loan terms and conditions) to loan policy, and comparison of credit history to stated repayment terms and industry averages. Some grading factors are necessarily more subjective such as economic and industry factors, regulatory environment, and management. Classified commercial loans consist of loans graded substandard and below. The grading system for commercial and agricultural loans is as follows:

- **Doubtful**
  A doubtful loan has a high probability of total or substantial loss, but because of specific pending events that may strengthen the asset, its classification as a loss is deferred. Doubtful borrowers are usually in default, lack adequate liquidity or capital, and lack the resources necessary to remain an operating entity. Pending events can include mergers, acquisitions, liquidations, capital injections, the perfection of liens on additional collateral, the valuation of collateral, and refinancing. Generally, pending events should be resolved within a relatively short period and the ratings will be adjusted based on the new information. Nonaccrual treatment is required for doubtful assets because of the high probability of loss.

- **Substandard**
  Substandard loans have a high probability of payment default, or they have other well-defined weaknesses. They require more intensive supervision by bank management. Substandard loans are generally characterized by current or expected unprofitable operations, inadequate debt service coverage, inadequate liquidity, or marginal capitalization. Repayment may depend on collateral or other credit risk mitigants. For some Substandard loans, the likelihood of full collection of interest and principal may be in doubt and those loans should be placed on nonaccrual. Although Substandard assets in the aggregate will have a distinct potential for loss, an individual asset's loss potential does not have to be distinct for the asset to be rated Substandard.

- **Special Mention**
  Special Mention loans have potential weaknesses that may, if not checked or corrected, weaken the asset or inadequately protect the Company's position at some future date. These loans pose elevated risk, but their weakness does not yet justify a Substandard classification. Borrowers may be experiencing adverse operating trends (declining revenues or margins) or may be struggling with an ill-proportioned balance sheet (e.g., increasing inventory without an increase in sales, high leverage, tight liquidity). Adverse economic or market conditions, such as interest rate increases or the entry of a new competitor, may also support a Special Mention rating. Although a Special Mention loan has a higher probability of default than a pass asset, its default is not imminent.

- **Pass**
  Loans graded as Pass encompass all loans not graded as Doubtful, Substandard, or Special Mention. Pass loans are in compliance with loan covenants, and payments are generally made as agreed. Pass loans range from superior quality to fair quality.

Business Banking Grading System

Business banking loans are graded as either Classified or Non-classified:

- **Classified**

  Classified loans are inadequately protected by the current worth and paying capacity of the obligor or, if applicable, the collateral pledged. These loans have a well-defined weakness, or weaknesses, that jeopardize the liquidation of the debt, or in some cases make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable. They are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected. Classified loans have a high probability of payment default, or a high probability of total or substantial loss. These loans require more intensive supervision by management and are generally characterized by current or expected unprofitable operations, inadequate debt service coverage, inadequate liquidity, or marginal capitalization. Repayment may depend on collateral or other credit risk mitigants. When the likelihood of full collection of interest and principal may be in doubt; classified loans are considered to have a nonaccrual status. In some cases, Classified loans are considered uncollectible and of such little value that their continuance as assets is not warranted.

- **Non-classified**

  Loans graded as Non-classified encompass all loans not graded as Classified. Non-classified loans are in compliance with loan covenants, and payments are generally made as agreed and it is expected that such timely payments of principal and interest will continue.

Consumer and Residential Mortgage Grading System

Consumer and Residential Mortgage loans are graded as either Performing or Nonperforming. Nonperforming loans are loans that are 1) over 90 days past due and interest is still accruing, 2) on nonaccrual status or 3) restructured. All loans not meeting any of these three criteria are considered Performing.

The following tables illustrate the Company's credit quality by loan class as of June 30, 2015 and December 31, 2014:

Credit Quality Indicators
As of June 30, 2015

ORIGINATED

Commercial Credit Exposure By Internally Assigned Grade:	Commercial	Commercial Real Estate	Agricultural	Agricultural Real Estate	Total
Pass	$ 579,259	$ 1,100,065	$ 31,935	$ 25,462	$ 1,736,721
Special Mention	11,834	26,706	49	37	38,626
Substandard	39,022	30,184	823	1,225	71,254
Doubtful	-	-	8	-	8
Total	$ 630,115	$ 1,156,955	$ 32,815	$ 26,724	$ 1,846,609

Business Banking Credit Exposure By Internally Assigned Grade:	Business Banking	Total
Non-classified	$ 383,016	$ 383,016
Classified	16,547	16,547
Total	$ 399,563	$ 399,563

Consumer Credit Exposure By Payment Activity:	Indirect	Home Equity	Direct	Total
Performing	$ 1,396,001	$ 472,414	$ 54,287	$ 1,922,702
Nonperforming	2,803	5,554	165	8,522
Total	$ 1,398,804	$ 477,968	$ 54,452	$ 1,931,224

Residential Mortgage Credit Exposure By Payment Activity:	Residential Mortgage	Total
Performing	$ 894,247	$ 894,247
Nonperforming	7,760	7,760
Total	$ 902,007	$ 902,007

Credit Quality Indicators
As of June 30, 2015

ACQUIRED

Commercial Credit Exposure By Internally Assigned Grade:	**Commercial**	**Commercial Real Estate**	**Total**
Pass	$ 72,110	$ 170,931	$ 243,041
Special Mention	908	6,081	6,989
Substandard	4,644	12,826	17,470
Total	$ 77,662	$ 189,838	$ 267,500

Business Banking Credit Exposure By Internally Assigned Grade:	**Business Banking**	**Total**
Non-classified	$ 47,546	$ 47,546
Classified	4,372	4,372
Total	$ 51,918	$ 51,918

Consumer Credit Exposure By Payment Activity:	**Indirect**	**Home Equity**	**Direct**	**Total**
Performing	$ 43,692	$ 71,648	$ 4,185	$ 119,525
Nonperforming	125	622	44	791
Total	$ 43,817	$ 72,270	$ 4,229	$ 120,316

Residential Mortgage Credit Exposure By Payment Activity:	**Residential Mortgage**	**Total**
Performing	$ 248,624	$ 248,624
Nonperforming	3,127	3,127
Total	$ 251,751	$ 251,751

Credit Quality Indicators
As of December 31, 2014

ORIGINATED

Commercial Credit Exposure By Internally Assigned Grade:	Commercial	Commercial Real Estate	Agricultural	Agricultural Real Estate	Total
Pass	$ 570,884	$ 1,023,856	$ 30,481	$ 23,443	$ 1,648,664
Special Mention	6,022	17,341	275	42	23,680
Substandard	38,241	27,671	2,183	1,489	69,584
Doubtful	-	-	8	-	8
Total	$ 615,147	$ 1,068,868	$ 32,947	$ 24,974	$ 1,741,936

Business Banking Credit Exposure By Internally Assigned Grade:	Business Banking	Total
Non-classified	$ 379,445	$ 379,445
Classified	18,990	18,990
Total	$ 398,435	$ 398,435

Consumer Credit Exposure By Payment Activity:	Indirect	Home Equity	Direct	Total
Performing	$ 1,306,095	$ 485,463	$ 55,658	$ 1,847,216
Nonperforming	3,955	7,417	136	11,508
Total	$ 1,310,050	$ 492,880	$ 55,794	$ 1,858,724

Residential Mortgage Credit Exposure By Payment Activity:	Residential Mortgage	Total
Performing	$ 838,816	$ 838,816
Nonperforming	10,026	10,026
Total	$ 848,842	$ 848,842

Credit Quality Indicators
As of December 31, 2014

ACQUIRED

Commercial Credit Exposure By Internally Assigned Grade:	**Commercial**	**Commercial Real Estate**		**Total**
Pass	$ 63,630	$ 186,036		$ 249,666
Special Mention	2,840	2,646		5,486
Substandard	8,794	11,206		20,000
Total	$ 75,264	$ 199,888		$ 275,152

Business Banking Credit Exposure By Internally Assigned Grade:	**Business Banking**			**Total**
Non-classified	$ 53,264			$ 53,264
Classified	4,915			4,915
Total	$ 58,179			$ 58,179

Consumer Credit Exposure By Payment Activity:	**Indirect**	**Home Equity**	**Direct**	**Total**
Performing	$ 65,063	$ 76,154	$ 5,277	$ 146,494
Nonperforming	160	562	40	762
Total	$ 65,223	$ 76,716	$ 5,317	$ 147,256

Residential Mortgage Credit Exposure By Payment Activity:	**Residential Mortgage**			**Total**
Performing	$ 262,883			$ 262,883
Nonperforming	3,864			3,864
Total	$ 266,747			$ 266,747

Troubled Debt Restructured Loans

The Company's loan portfolio includes certain loans that have been modified where economic concessions have been granted to borrowers who have experienced or are expected to experience financial difficulties. These concessions typically result from the Company's loss mitigation activities and could include reductions in the interest rate, payment extensions, forgiveness of principal, forbearance or other actions. Certain TDRs are classified as nonperforming at the time of restructure and may only be returned to performing status after considering the borrower's sustained repayment performance for a reasonable period, generally six months. Substantially all of these modifications included one or a combination of the following: an extension of the maturity date at a stated rate of interest lower than the current market rate for new debt with similar risk; temporary reduction in the interest rate; or change in principal.

When the Company modifies a loan, management evaluates any possible impairment based on the present value of the expected future cash flows, discounted at the contractual interest rate of the original loan agreement, except when the sole (remaining) source of repayment for the loan is the operation or liquidation of the collateral. In these cases, management uses the current fair value of the collateral, less selling costs, instead of discounted cash flows. If management determines that the value of the modified loan is less than the recorded investment in the loan (net of previous charge-offs, deferred loan fees or costs and unamortized premium or discount), impairment is recognized through an allowance estimate or a charge-off to the allowance.

The following tables illustrate the recorded investment and number of modifications for modified loans, including the recorded investment in the loans prior to a modification and the recorded investment in the loans after restructuring for the three and six months ended June 30, 2015 and 2014:

	Three months ended June 30, 2015		
	Number of contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Commercial			
Commercial	1	$ 1,165	$ 1,165
Small Business	1	190	176
Total Commercial	2	1,355	1,341
Consumer			
Home Equity	12	1,071	1,128
Total Consumer	12	1,071	1,128
Residential Real Estate	6	370	770
Total Troubled Debt Restructurings	20	$ 2,796	$ 3,239

	Three months ended June 30, 2014		
	Number of contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Commercial			
Small Business	2	$ 570	$ 570
Total Commercial	2	570	570
Consumer			
Indirect	2	69	69
Home Equity	6	503	503
Direct	15	1,213	1,213
Total Consumer	23	1,785	1,785
Residential Real Estate	3	432	432
Total Troubled Debt Restructurings	28	$ 2,787	$ 2,787

	Six months ended June 30, 2015		
	Number of contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Commercial			
Commercial	1	$ 1,165	$ 1,165
Small Business	1	190	176
Total Commercial	2	1,355	1,341
Consumer			
Home Equity	27	2,112	2,132
Direct	4	106	104
Total Consumer	31	2,218	2,236
Residential Real Estate	15	1,072	1,522
Total Troubled Debt Restructurings	48	$ 4,645	$ 5,099

	Six months ended June 30, 2014		
	Number of contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Commercial			
Small Business	2	$ 570	$ 570
Total Commercial	2	570	570
Consumer			
Indirect	2	69	39
Home Equity	8	561	561
Direct	35	2,518	2,518
Total Consumer	45	3,148	3,118
Residential Real Estate	16	1,841	1,841
Total Troubled Debt Restructurings	63	$ 5,559	$ 5,529

The following table illustrates the recorded investment and number of modifications for TDRs within the three and six months ended June 30, 2015 and 2014 where a concession has been made and subsequently defaulted during the period:

	Three months ended June 30, 2015		Three months ended June 30, 2014	
	Number of contracts	Recorded Investment	Number of contracts	Recorded Investment
Consumer				
Home Equity	-	$ -	2	$ 300
Direct	-	-	1	43
Total Consumer	-	-	3	343
Total Troubled Debt Restructurings	-	$ -	3	$ 343

	Six months ended June 30, 2015		Six months ended June 30, 2014	
	Number of contracts	Recorded Investment	Number of contracts	Recorded Investment
Consumer				
Home Equity	4	$ 233	2	$ 300
Direct	-	-	5	235
Total Consumer	4	233	7	535
Residential Real Estate	-	-	1	70
Total Troubled Debt Restructurings	4	$ 233	8	$ 605

Note 5. Defined Benefit Postretirement Plans

The Company has a qualified, noncontributory, defined benefit pension plan ("the Plan") covering substantially all of its employees at June 30, 2015. Benefits paid from the plan are based on age, years of service, compensation and social security benefits, and are determined in accordance with defined formulas. The Company's policy is to fund the pension plan in accordance with Employee Retirement Income Security Act of 1974 ("ERISA") standards. Assets of the plan are invested in publicly traded stocks and bonds. The Company is not required to make contributions to the Plan in 2015, and did not do so during the six months ended June 30, 2015.

Market conditions can result in an unusually high degree of volatility and increase the risks and short term liquidity associated with certain investments held by the Plan which could impact the value of these investments.

In addition to the Plan, the Company also provides supplemental employee retirement plans to certain current and former executives. These supplemental employee retirement plans and the Plan are collectively referred to herein as "Pension Benefits."

Also, the Company provides certain health care benefits for retired employees. Benefits are accrued over the employees' active service period. Only employees that were employed by the Company on or before January 1, 2000 are eligible to receive postretirement health care benefits. These postretirement benefits are referred to herein as "Other Benefits." The components of expense for Pension Benefits and Other Benefits are set forth below (in thousands):

Components of net periodic (benefit) cost:	Pension Benefits Three months ended June 30, 2015	Pension Benefits Three months ended June 30, 2014	Other Benefits Three months ended June 30, 2015	Other Benefits Three months ended June 30, 2014
Service cost	$ 655	$ 587	$ 4	$ 4
Interest cost	998	1,040	91	90
Expected return on plan assets	(2,150)	(2,175)	-	-
Net amortization	546	25	15	(6)
Total cost (benefit)	$ 49	$ (523)	$ 110	$ 88

Components of net periodic (benefit) cost:	Pension Benefits Six months ended June 30, 2015	Pension Benefits Six months ended June 30, 2014	Other Benefits Six months ended June 30, 2015	Other Benefits Six months ended June 30, 2014
Service cost	$ 1,310	$ 1,174	$ 8	$ 8
Interest cost	1,996	2,080	182	180
Expected return on plan assets	(4,300)	(4,350)	-	-
Net amortization	1,092	50	30	(12)
Total cost (benefit)	$ 98	$ (1,046)	$ 220	$ 176

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Note 6. Earnings Per Share

Basic earnings per share is computed by dividing income available to common shareholders by the weighted average number of common shares outstanding for the period, excluding shares issuable upon the exercise of certain contracts to issue common stock, such as in-the-money stock options. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the entity (such as the Company's dilutive stock options and restricted stock units).

The following is a reconciliation of basic and diluted earnings per share for the periods presented in the consolidated statements of income.

Three months ended June 30,	**2015**	**2014**
(in thousands, except per share data)		
Basic EPS:		
Weighted average common shares outstanding	44,007	43,865
Net income	19,281	27,640
Basic EPS	$ 0.44	$ 0.63
Diluted EPS:		
Weighted average common shares outstanding	44,007	43,865
Dilutive effect of common stock options and restricted stock	523	498
Weighted average common shares and common share equivalents	44,530	44,363
Net income	19,281	27,640
Diluted EPS	$ 0.43	$ 0.62

Six months ended June 30,	**2015**	**2014**
(in thousands, except per share data)		
Basic EPS:		
Weighted average common shares outstanding	44,079	43,829
Net income	37,447	45,649
Basic EPS	$ 0.85	$ 1.04
Diluted EPS:		
Weighted average common shares outstanding	44,079	43,829
Dilutive effect of common stock options and restricted stock	510	500
Weighted average common shares and common share equivalents	44,589	44,329
Net income	37,447	45,649
Diluted EPS	$ 0.84	$ 1.03

There were 339,109 stock options for the quarter ended June 30, 2015 and 503,058 stock options for the quarter ended June 30, 2014 that were not considered in the calculation of diluted earnings per share since the stock options' exercise price was greater than the average market price during these periods.

There were 340,034 stock options for the six months ended June 30, 2015 and 500,541 stock options for the six months ended June 30, 2014 that were not considered in the calculation of diluted earnings per share since the stock options' exercise price was greater than the average market price during these periods.

Note 7. Reclassification Adjustments Out of Other Comprehensive Income (Loss)

The following table summarizes the reclassification adjustments out of accumulated other comprehensive income (loss) (in thousands):

Detail About Accumulated Other Comprehensive Income (Loss) Components	Amount reclassified from accumulated other comprehensive income (loss)		Affected line item in the consolidated statement of comprehensive income (loss)
	Three months ended		
	June 30, 2015	June 30, 2014	
Securities:			
Gains on available for sale securities	**$ (26)**	$ (14)	Net securities (gains) losses
Amortization of unrealized gains and losses related to securities transfer	**307**	-	Interest income
Tax (benefit) expense	**(92)**	6	Income tax expense
Net of tax	**$ 189**	$ (8)	
Pension and other benefits:			
Amortization of net gains	**$ 567**	$ 74	Salaries and employee benefits
Amortization of prior service costs	**(6)**	(55)	Salaries and employee benefits
Tax benefit	**(219)**	(8)	Income tax expense
Net of tax	**$ 342**	$ 11	
Total reclassifications during the period, net of tax	**$ 531**	$ 3	

Detail About Accumulated Other Comprehensive Income (Loss) Components	Amount reclassified from accumulated other comprehensive income (loss)		Affected line item in the consolidated statement of comprehensive income (loss)
	Six months ended		
	June 30, 2015	June 30, 2014	
Securities:			
Gains on available for sale securities	**$ (40)**	(21)	Net securities gains
Amortization of unrealized gains and losses related to securities transfer	**614**	-	Interest income
Tax (benefit) expense	**(188)**	8	Income tax expense
Net of tax	**$ 386**	$ (13)	
Pension and other benefits:			
Amortization of net gains	**$ 1,133**	$ 148	Salaries and employee benefits
Amortization of prior service costs	**(11)**	(110)	Salaries and employee benefits
Tax benefit	**(438)**	(15)	Income tax expense
Net of tax	**$ 684**	$ 23	
Total reclassifications during the period, net of tax	**$ 1,070**	$ 10	

Note 8. Fair Value Measurements and Fair Value of Financial Instruments

U.S. GAAP states that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. Fair value measurements are not adjusted for transaction costs. A fair value hierarchy exists within U.S. GAAP that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 - Quoted prices for similar assets or liabilities in active markets, quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability;

Level 3 - Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).

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

The types of instruments valued based on quoted market prices in active markets include most U.S. government and agency securities, many other sovereign government obligations, liquid mortgage products, active listed equities and most money market securities. Such instruments are generally classified within level 1 or level 2 of the fair value hierarchy. The Company does not adjust the quoted prices for such instruments.

The types of instruments valued based on quoted prices in markets that are not active, broker or dealer quotations, or alternative pricing sources with reasonable levels of price transparency include most investment-grade and high-yield corporate bonds, less liquid mortgage products, less liquid agency securities, less liquid listed equities, state, municipal and provincial obligations, and certain physical commodities. Such instruments are generally classified within level 2 of the fair value hierarchy.

Level 3 is for positions that are not traded in active markets or are subject to transfer restrictions. Valuations are adjusted to reflect illiquidity and/or non-transferability, and such adjustments are generally based on available market evidence. In the absence of such evidence, management's best estimate will be used. Management's best estimate relies on both internal and external support on certain Level 3 investments. Management only changes level 3 inputs and assumptions when corroborated by evidence such as transactions in similar instruments, completed or pending third-party transactions in the underlying investment or comparable entities, subsequent rounds of financing, recapitalizations and other transactions across the capital structure, offerings in the equity or debt markets, and changes in financial ratios or cash flows.

For the six month period ending June 30, 2015, the Company has made no transfers of assets between Level 1 and Level 2, and has had no Level 3 activity.

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The following tables set forth the Company's financial assets and liabilities measured on a recurring basis that were accounted for at fair value. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement (in thousands):

June 30, 2015:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of June 30, 2015
Assets:				
Securities Available for Sale:				
U.S. Treasury	$ 10,014	$ -	$ -	$ 10,014
Federal Agency	-	396,923	-	396,923
State & municipal	-	30,360	-	30,360
Mortgage-backed	-	354,829	-	354,829
Collateralized mortgage obligations	-	321,523	-	321,523
Other securities	7,740	7,860	-	15,600
Total Securities Available for Sale	$ 17,754	$ 1,111,495	$ -	$ 1,129,249
Trading Securities	8,468	-	-	8,468
Interest Rate Swaps	-	4,703	-	4,703
Total	$ 26,222	$ 1,116,198	$ -	$ 1,142,420
Liabilities:				
Interest Rate Swaps	$ -	$ 4,703	$ -	$ 4,703
Total	$ -	$ 4,703	$ -	$ 4,703

December 31, 2014:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balanceas of December 31, 2014
Assets:				
Securities Available for Sale:				
U.S. Treasury	$ 23,111	$ -	$ -	$ 23,111
Federal Agency	-	329,914	-	329,914
State & municipal	-	37,570	-	37,570
Mortgage-backed	-	364,727	-	364,727
Collateralized mortgage obligations	-	242,129	-	242,129
Other securities	7,612	8,108	-	15,720
Total Securities Available for Sale	$ 30,723	$ 982,448	$ -	$ 1,013,171
Trading Securities	7,793	-	-	7,793
Interest Rate Swaps	-	4,707	-	4,707
Total	$ 38,516	$ 987,155	$ -	$ 1,025,671
Liabilities:				
Interest Rate Swaps	$ -	$ 4,707	$ -	$ 4,707
Total	$ -	$ 4,707	$ -	$ 4,707

Certain common equity securities are reported at fair value utilizing Level 1 inputs (exchange quoted prices). The majority of the other investment securities are reported at fair value utilizing Level 2 inputs. The prices for these instruments are obtained through an independent pricing service or dealer market participants with whom the Company has historically transacted both purchases and sales of investment securities. Prices obtained from these sources include prices derived from market quotations and matrix pricing. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the bond's terms and conditions, among other things. Management reviews the methodologies used in pricing the securities by its third party providers.

U.S. GAAP requires disclosure of assets and liabilities measured and recorded at fair value on a nonrecurring basis such as goodwill, loans held for sale, other real estate owned, collateral-dependent impaired loans, mortgage servicing rights, and held-to-maturity securities. The only nonrecurring fair value measurements recorded during the six month period ended June 30, 2015 were related to impaired loans and other real estate owned, which were immaterial. For the six month periods ending June 30, 2015 and June 30, 2014, the Company had $8.7 million and $9.0 million, respectively, of loans recorded at fair value resulting in specific allowance reserves of $2.9 million and $2.1 million, respectively. The Company uses the fair value of underlying collateral, less costs to sell, to estimate the specific reserves for collateral dependent impaired loans. The appraisals may be adjusted by management for qualitative factors such as economic conditions and estimated liquidation expenses ranging from 10% to 35%. Based on the valuation techniques used, the fair value measurements for collateral dependent impaired loans are classified as Level 3.

The following table sets forth information with regard to estimated fair values of financial instruments at June 30, 2015 and December 31, 2014. This table excludes financial instruments for which the carrying amount approximates fair value. Financial instruments for which the fair value approximates carrying value include cash and cash equivalents, securities available for sale, trading securities, accrued interest receivable, non-maturity deposits, short-term borrowings, accrued interest payable, and interest rate swaps.

		June 30, 2015		December 31, 2014	
(In thousands)	**Fair Value Hierarchy**	**Carrying amount**	**Estimated fair value**	Carrying amount	Estimated fair value
Financial assets					
Securities held to maturity	2	**$ 454,312**	**$ 454,255**	$ 454,361	$ 454,994
Net loans	3	**5,705,929**	**5,728,903**	5,528,912	5,584,777
Financial liabilities					
Time deposits	2	**$ 948,154**	**$ 942,611**	$ 1,043,823	$ 1,038,877
Long-term debt	2	**130,705**	**132,559**	130,945	132,562
Junior subordinated debt	2	**101,196**	**95,977**	101,196	103,770

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Company's entire holdings of a particular financial instrument. Because no market exists for a significant portion of the Company's financial instruments, fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Fair value estimates are based on existing on and off balance sheet financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments. For example, the Company has a substantial trust and investment management operation that contributes net fee income annually. The trust and investment management operation is not considered a financial instrument, and its value has not been incorporated into the fair value estimates. Other significant assets and liabilities include the benefits resulting from the low-cost funding of deposit liabilities as compared to the cost of borrowing funds in the market, and premises and equipment. In addition, the tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in the estimate of fair value.

Securities Held to Maturity
The fair value of the Company's investment securities held to maturity is primarily measured using information from a third party pricing service. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the bond's terms and conditions, among other things.

Net Loans
The fair value of the Company's loans was estimated by discounting the expected future cash flows using the current interest rates at which similar loans would be made for the same remaining maturities. Loans were first segregated by type, and then further segmented into fixed and variable rate and loan quality categories. Expected future cash flows were projected based on contractual cash flows, adjusted for estimated prepayments.

Time Deposits
The fair value of time deposits was estimated using a discounted cash flow approach that applies prevailing market interest rates for similar maturity instruments. The fair values of the Company's time deposit liabilities do not take into consideration the value of the Company's long-term relationships with depositors, which may have significant value.

Long-Term Debt
The fair value of long-term debt was estimated using a discounted cash flow approach that applies prevailing market interest rates for similar maturity instruments.

Junior Subordinated Debt
The fair value of junior subordinated debt has been estimated using a discounted cash flow analysis that applies prevailing market interest rates for similar maturity instruments.

Note 9. Commitments and Contingencies

The Company is a party to financial instruments in the normal course of business to meet the financing needs of its customers and to reduce its own exposure to fluctuating interest rates. These financial instruments include commitments to extend credit, unused lines of credit, and standby letters of credit. Exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to make loans and standby letters of credit is represented by the contractual amount of those instruments. The Company uses the same credit origination guidelines, portfolio maintenance and management procedures as other credit and off-balance sheet products. Commitments to extend credit and unused lines of credit totaled $1.3 billion at June 30, 2015 and $1.2 billion at December 31, 2014. Since commitments to extend credit and unused lines of credit may expire without being fully drawn upon, this amount does not necessarily represent future cash commitments. Collateral obtained upon exercise of the commitment is determined using management's credit evaluation of the borrower and may include accounts receivable, inventory, property, land and other items.

The Company guarantees the obligations or performance of customers by issuing standby letters of credit to third parties. These standby letters of credit are frequently issued in support of third party debt, such as corporate debt issuances, industrial revenue bonds and municipal securities. The credit risk involved in issuing standby letters of credit is essentially the same as the credit risk involved in extending loan facilities to customers, and they are subject to the same credit origination guidelines, portfolio maintenance and management procedures as other credit and off-balance sheet products. Typically, these instruments have terms of five years or less and expire unused; therefore, the total amounts do not necessarily represent future cash commitments. Standby letters of credit totaled $32.1 million at June 30, 2015 and $35.2 million at December 31, 2014. As of June 30, 2015, the fair value of standby letters of credit was not significant to the Company's consolidated financial statements.

The Company has also entered into commercial letter of credit agreements on behalf of its customers. Under these agreements, the Company, on the request of its customer, opens the letter of credit and makes a commitment to honor draws made under the agreement, whereby the beneficiary is normally the provider of goods and/or services and the Company essentially replaces the customer as the payee. The credit risk involved in issuing commercial letters of credit is essentially the same as the credit risk involved in extending loan facilities to customers, and they are subject to the same credit origination guidelines, portfolio maintenance and management procedures as other credit and off-balance sheet products. Typically, these agreements vary in terms and the total amounts do not necessarily represent future cash commitments. Commercial letters of credit totaled $5.6 million at June 30, 2015 and $22.5 million at December 31, 2014. As of June 30, 2015, the fair value of commercial letters of credit was not significant to the Company's consolidated financial statements.

NBT BANCORP INC. AND SUBSIDIARIES
Item 2 -- MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The purpose of this discussion and analysis is to provide a concise description of the financial condition and results of operations of NBT Bancorp Inc. and its wholly owned consolidated subsidiaries, NBT Bank, N.A. (the "Bank"), NBT Financial Services, Inc. ("NBT Financial"), and NBT Holdings, Inc. ("NBT Holdings") (collectively referred to herein as the "Company"). This discussion will focus on results of operations, financial condition, capital resources and asset/liability management. Reference should be made to the Company's consolidated financial statements and footnotes thereto included in this Form 10-Q as well as to the Company's Annual Report on Form 10-K for the year ended December 31, 2014 for an understanding of the following discussion and analysis. Operating results for the six-month period ending June 30, 2015 are not necessarily indicative of the results of the full year ending December 31, 2015 or any future period.

Forward-looking Statements
Certain statements in this filing and future filings by the Company with the SEC, in the Company's press releases or other public or shareholder communications, or in oral statements made with the approval of an authorized executive officer, contain forward-looking statements, as defined in the Private Securities Litigation Reform Act. These statements may be identified by the use of phrases such as "anticipate," "believe," "expect," "forecasts," "projects," "will," "can," "would," "should," "could," "may," or other similar terms. There are a number of factors, many of which are beyond the Company's control that could cause actual results to differ materially from those contemplated by the forward looking statements. Factors that may cause actual results to differ materially from those contemplated by such forward-looking statements include, among others, the following possibilities: (1) local, regional, national and international economic conditions and the impact they may have on the Company and its customers and the Company's assessment of that impact; (2) changes in the level of non-performing assets and charge-offs; (3) changes in estimates of future reserve requirements based upon the periodic review thereof under relevant regulatory and accounting requirements; (4) the effects of and changes in trade and monetary and fiscal policies and laws, including the interest rate policies of the Federal Reserve Board; (5) inflation, interest rate, securities market and monetary fluctuations; (6) political instability; (7) acts of war or terrorism; (8) the timely development and acceptance of new products and services and perceived overall value of these products and services by users; (9) changes in consumer spending, borrowings and savings habits; (10) changes in the financial performance and/or condition of the Company's borrowers; (11) technological changes; (12) acquisitions and integration of acquired businesses; (13) the ability to increase market share and control expenses; (14) changes in the competitive environment among financial holding companies; (15) the effect of changes in laws and regulations (including laws and regulations concerning taxes, banking, securities and insurance) with which the Company and its subsidiaries must comply including those under the Dodd-Frank Act; (16) the effect of changes in accounting policies and practices, as may be adopted by the regulatory agencies, as well as the Public Company Accounting Oversight Board, the Financial Accounting Standards Board and other accounting standard setters; (17) changes in the Company's organization, compensation and benefit plans; (18) the costs and effects of legal and regulatory developments including the resolution of legal proceedings or regulatory or other governmental inquiries and the results of regulatory examinations or reviews; (19) greater than expected costs or difficulties related to the integration of new products and lines of business; and (20) the Company's success at managing the risks involved in the foregoing items.

The Company cautions readers not to place undue reliance on any forward-looking statements, which speak only as of the date made, and advises readers that various factors, including those described above and other factors discussed in the Company's annual and quarterly reports previously filed with the SEC, could affect the Company's financial performance and could cause the Company's actual results or circumstances for future periods to differ materially from those anticipated or projected.

Unless required by law, the Company does not undertake, and specifically disclaims any obligations to publicly release any revisions to any forward-looking statements to reflect the occurrence of anticipated or unanticipated events or circumstances after the date of such statements.

Non-GAAP Measures

This Quarterly Report on Form 10-Q contains financial information determined by methods other than in accordance with accounting principles generally accepted in the United States of America (GAAP). These measures adjust GAAP measures to exclude the effects of sales of securities and certain non-recurring and merger-related expenses. Where non-GAAP disclosures are used in this Quarterly Report on Form 10-Q, the comparable GAAP measure, as well as a reconciliation to the comparable GAAP measure, is provided in the accompanying tables. Management believes that these non-GAAP measures provide useful information that is important to an understanding of the operating results of the Company's core business due to the non-recurring nature of the excluded items. Non-GAAP measures should not be considered substitutes for financial measures determined in accordance with GAAP and investors should consider the Company's performance and financial condition as reported under GAAP and all other relevant information when assessing the performance or financial condition of the Company.

Critical Accounting Policies

The Company has identified policies as being critical because they require management to make particularly difficult, subjective and/or complex judgments about matters that are inherently uncertain and because of the likelihood that materially different amounts would be reported under different conditions or using different assumptions. These policies relate to the allowance for loan losses, pension accounting, other-than-temporary impairment, provision for income taxes, acquired loans and intangible assets.

Management of the Company considers the accounting policy relating to the allowance for loan losses to be a critical accounting policy given the uncertainty in evaluating the level of the allowance required to cover credit losses inherent in the loan portfolio and the material effect that such judgments can have on the results of operations. While management's current evaluation of the allowance for loan losses indicates that the allowance is adequate, under adversely different conditions or assumptions, the allowance may need to be increased. For example, if historical loan loss experience significantly worsened or if current economic conditions significantly deteriorated, additional provision for loan losses would be required to increase the allowance. In addition, the assumptions and estimates used in the internal reviews of the Company's nonperforming loans and potential problem loans have a significant impact on the overall analysis of the adequacy of the allowance for loan losses. While management has concluded that the current evaluation of collateral values is reasonable under the circumstances, if collateral values were significantly lower, the Company's allowance for loan loss policy would also require additional provision for loan losses.

Management is required to make various assumptions in valuing the Company's pension assets and liabilities. These assumptions include the expected rate of return on plan assets, the discount rate, and the rate of increase in future compensation levels. Changes to these assumptions could impact earnings in future periods. The Company takes into account the plan asset mix, funding obligations, and expert opinions in determining the various rates used to estimate pension expense. The Company also considers market interest rates and discounted cash flows in setting the appropriate discount rate. In addition, the Company reviews expected inflationary and merit increases to compensation in determining the rate of increase in future compensation levels.

Management of the Company considers the accounting policy relating to other-than-temporary impairment to be a critical accounting policy. Management systematically evaluates certain assets for other-than-temporary declines in fair value, primarily investment securities. Management considers historical values and current market conditions as a part of the assessment. The amount of the total other-than-temporary impairment related to the credit loss is recognized in earnings and the amount of the total other-than-temporary impairment related to other factors is generally recognized in other comprehensive income, net of applicable taxes.

The Company is subject to examinations from various taxing authorities. Such examinations may result in challenges to the tax return treatment applied by the Company to specific transactions. Management believes that the assumptions and judgments used to record tax-related assets or liabilities have been appropriate. Should tax laws change or the taxing authorities determine that management's assumptions were inappropriate, an adjustment may be required which could have a material adverse effect on the Company's results of operations.

Another critical accounting policy is the policy for acquired loans. Acquired loans are initially recorded at their acquisition date fair values. The carryover of allowance for loan losses is prohibited as any credit losses in the loans are included in the determination of the fair value of the loans at the acquisition date. Fair values for acquired loans are based on a discounted cash flow methodology that involves assumptions and judgments as to credit risk, prepayment risk, liquidity risk, default rates, loss severity, payment speeds, collateral values and discount rate. Subsequent to the acquisition of acquired impaired loans, applicable accounting guidance requires the continued estimation of expected cash flows to be received. This estimation involves the use of key assumptions and estimates, similar to those used in the initial estimate of fair value. Changes in expected cash flows could result in the recognition of impairment through provision for credit losses. Subsequent to the purchase date, the methods utilized to estimate the required allowance for loan losses for the non-impaired acquired loans is similar to originated loans.

As a result of acquisitions, the Company has acquired goodwill and identifiable intangible assets. Goodwill represents the cost of acquired companies in excess of the fair value of net assets at the acquisition date. Goodwill is evaluated at least annually or when business conditions suggest that an impairment may have occurred. Goodwill will be reduced to its carrying value through a charge to earnings if impairment exists. Core deposits and other identifiable intangible assets are amortized to expense over their estimated useful lives. The determination of whether or not impairment exists is based upon discounted cash flow modeling techniques that require management to make estimates regarding the amount and timing of expected future cash flows. It also requires them to select a discount rate that reflects the current return requirements of the market in relation to present risk-free interest rates, required equity market premiums and Company-specific risk indicators, all of which are susceptible to change based on changes in economic conditions and other factors. Future events or changes in the estimates used to determine the carrying value of goodwill and identifiable intangible assets could have a material impact on the Company's results of operations.

The Company's policies on the allowance for loan losses, pension accounting, other-than-temporary impairment of investments, acquired loans, provision for income taxes and intangible assets are disclosed in Note 1 to the consolidated financial statements presented in our 2014 Annual Report on Form 10-K. All accounting policies are important, and as such, the Company encourages the reader to review each of the policies included in Note 1 to obtain a better understanding of how the Company's financial performance is reported.

Overview

Significant factors management reviews to evaluate the Company's operating results and financial condition include, but are not limited to: net income and earnings per share, return on average assets, equity and tangible common equity, net interest margin, noninterest income, operating expenses, certain core results, asset quality indicators, loan and deposit growth, capital management, liquidity and interest rate sensitivity, enhancements to customer products and services, technology advancements, market share and peer comparisons. The following information should be considered in connection with the Company's results for the first six months of 2015:

- Net income for the second quarter of 2015 was $19.3 million, down from $27.6 million from the second quarter of 2014 due primarily to non-core items recorded in 2014. Excluding items considered non-core to our operations, core net income for the second quarter of 2015 was $19.6 million as compared to $19.1 million for the same period in 2014.

- Net income for the first six months of 2015 was $37.4 million, down from $45.6 million from the first half of 2014 due primarily to non-core items recorded in 2014. Excluding items considered non-core to our operations, core net income for the first six months of 2015 was $37.7 million as compared to $37.5 million for the same period in 2014.

- Organic loan growth (annualized) for the second quarter of 2015 was 10.5% and 6.3% for the first six months of 2015.

- The Company continues to experience net interest margin compression as net interest margin decreased from 3.60% for the second quarter of 2014 to 3.51% for the second quarter of 2015. Net interest margin decreased from 3.62% for the first six months of 2014 to 3.55% for the first six months of 2015.

- Continued positive trends in asset quality indicators:
    - Nonperforming loans to total loans improved to 0.77% at June 30, 2015 from 0.85% at March 31, 2015 and 0.96% at June 30, 2014.
    - Net charge-offs to average loans improved to 0.30% for the second quarter of 2015 from 0.34% for the first quarter of 2015 and 0.41% for the 2014 full year.

The following table depicts several annualized measurements of performance using core and GAAP net income that management reviews in analyzing the Company's performance. Returns on average assets and average equity measure how effectively an entity utilizes its total resources and capital, respectively.

(Dollars in thousands)	For the three months ended June 30, 2015	For the three months ended June 30, 2014	For the six months ended June 30, 2015	For the six months ended June 30, 2014
Reconciliation of Non-GAAP Financial Measures:				
Reported net income (GAAP)	$ 19,281	$ 27,640	$ 37,447	$ 45,649
Adj: Gain on sale of securities, net (net of tax)	(17)	(9)	(26)	(14)
Adj: Other adjustments (net of tax) (1)	324	(315)	324	115
Adj: Gain on sale of Springstone (net of tax and related incentive compensation)	-	(11,168)	-	(11,168)
Adj: Prepayment penalties related to debt restructuring (net of tax)	-	2,925	-	2,925
Total Adjustments	307	(8,567)	298	(8,142)
Core net income	$ 19,588	$ 19,073	$ 37,745	$ 37,507
Profitability:				
Core Diluted Earnings per Share	$ 0.44	$ 0.43	$ 0.85	$ 0.85
Diluted Earnings per Share	$ 0.43	$ 0.62	$ 0.84	$ 1.03
Core Return on Average Assets (2)	0.99%	0.99%	0.97%	0.98%
Return on Average Assets (2)	0.97%	1.43%	0.96%	1.20%
Core Return on Average Equity (2)	8.95%	9.06%	8.70%	9.04%
Return on Average Equity (2)	8.81%	13.12%	8.63%	11.00%
Core Return on Average Tangible Common Equity (2)(3)	13.67%	14.27%	13.38%	14.38%
Return on Average Tangible Common Equity (2)(3)	13.47%	20.43%	13.28%	17.37%

(1) Primarily net gain on settlement of litigation and reorganization expenses for 2014 and reorganization expenses in 2015.
(2) Annualized
(3) Excludes amortization of intangible assets (net of tax) from net income and average tangible common equity is calculated as follows:

	For the three months ended June 30, 2015	For the three months ended June 30, 2014	For the six months ended June 30, 2015	For the six months ended June 30, 2014
Average stockholders' equity	$ 878,164	$ 844,707	$ 874,639	$ 836,692
Less: average goodwill and other intangibles	282,272	287,366	282,887	288,685
Average tangible common equity	$ 595,892	$ 557,341	$ 591,752	$ 548,007

Results of Operations

Core net income for the three months ended June 30, 2015 was $19.6 million, up from $19.1 million from the same period last year. Core earnings per diluted share for the three months ended June 30, 2015 was $0.44, up from $0.43 for the second quarter of 2014. Reported net income for the three months ended June 30, 2015 was $19.3 million, down from $27.6 million for the second quarter of 2014. Reported net income for the second quarter of 2014 included an $11.2 million net gain (after taxes and related incentive compensation) on the sale of our ownership interest in Springstone LLC ("Springstone"), partially offset by $2.9 million in prepayment penalties, net of tax, related to our long-term debt restructuring strategy. Reported diluted earnings per share for the three months ended June 30, 2015 was $0.43, as compared with $0.62 per share for the second quarter of 2014.

Core net income for the six months ended June 30, 2015 was $37.7 million, up from $37.5 million for the same period last year. Core earnings per diluted share for the six months ended June 30, 2015 was $0.85, equivalent to the same period last year. Reported net income for the six months ended June 30, 2015 was $37.4 million, down from $45.6 million for the same period last year. Reported net income for the six months ended June 30, 2014 included the aforementioned gain on the sale of ownership interest in Springstone, partially offset by the aforementioned prepayment penalties related to our long-term debt restructuring strategy. Reported diluted earnings per share for the six months ended June 30, 2015 was $0.84, as compared with $1.03 for the same period in 2014.

The second quarter and first half reported results for 2015 and 2014 contained items which the Company considers non-core, such as the aforementioned gain on the sale of an equity investment and long-term debt restructuring prepayment penalties in 2014, and other items not considered core to our operations in both years.

Net Interest Income

Net interest income is the difference between interest income on earning assets, primarily loans and securities, and interest expense on interest bearing liabilities, primarily deposits and borrowings. Net interest income is affected by the interest rate spread, the difference between the yield on earning assets and cost of interest bearing liabilities, as well as the volumes of such assets and liabilities. Net interest income is one of the key determining factors in a financial institution's performance as it is the principal source of earnings.

Net interest income was $62.7 million for the second quarter of 2015, up $0.1 million from the second quarter of 2014. FTE net interest margin was 3.51% for the three months ended June 30, 2015, down from 3.60% for the second quarter of 2014. Average interest earning assets were up $188.6 million, or 2.7%, from the same period in 2014. The increase from the prior year was driven primarily by organic loan production. Annualized organic loan growth of 10.5% during the second quarter of 2015 was driven by growth in most portfolios. Yields on earning assets decreased by 15 basis points ("bps") from 3.94% during the second quarter of 2014 to 3.79% for the second quarter of 2015, which was partially offset by the growth in earning assets during the second quarter of 2015. The yield compression was driven by a 18 bp decrease in loan yields from the second quarter of 2014 to the second quarter of 2015. Average interest bearing liabilities decreased $31.9 million, or 0.6%, from the second quarter of 2014 to the second quarter of 2015, which was driven by a $160.0 million decrease in average long-term borrowings due to the debt restructuring strategy completed during the third quarter of 2014. The rates paid on interest bearing liabilities decreased 6 bp from the second quarter of 2014 to the second quarter of 2015, driven by a decrease in the rates paid on long-term debt. The decrease on the rate paid on interest bearing liabilities partially offset the aforementioned rate compression on earning assets.

Net interest income was $124.9 million for the six months ended June 30, 2015, up $0.8 million from the same period in 2014. FTE net interest margin was 3.55% for the six months ended June 30, 2015, down from 3.62% for the six months ended June 30, 2014. Average interest earning assets were up $159.6 million, or 2.3%, for the six months ended June 30, 2015 as compared to the same period in 2014. This increase from last year was driven primarily by 6.3% annualized organic loan growth during the first six months of 2015. Yields on earning assets decreased from 3.98% during the first six months of 2014 to 3.84% for the first six months of 2015, and offset the growth in earning assets resulting in a 1.2% decrease in interest income for the six months ended June 30, 2015 as compared to the same period in 2014. The yield compression was driven by an 18 bp decrease in loan yields from the first six months of 2014 to the first six months of 2015. Average interest bearing liabilities decreased $57.4 million, or 1.1%, from the six months ended June 30, 2014 to the six months ended June 30, 2015, which was driven by a $168.9 million decrease in average long-term borrowings due to aforementioned debt restructuring strategy completed during the third quarter of 2014. In addition, average short-term borrowings decreased $107.0 million for the six months ended June 30, 2015 as compared to the same period last year. These decreases were partially offset by a $218.5 million, or 5.0%, increase in interest bearing deposits for the first six months of 2015 as compared to the same period in 2014. This deposit growth was driven by increases in money market deposit accounts as well as savings deposits in the first six months of 2015. The rates paid on interest bearing liabilities decreased by 9 bps for the six months ended June 30, 2015 as compared to the same period in 2014. This decrease resulted primarily from the aforementioned debt restructuring and partially offset the rate compression on earning assets.

Average Balances and Net Interest Income

The following tables include the condensed consolidated average balance sheet, an analysis of interest income/expense and average yield/rate for each major category of earning assets and interest bearing liabilities on a taxable equivalent basis. Interest income for tax-exempt securities and loans has been adjusted to a taxable-equivalent basis using the statutory Federal income tax rate of 35%.

Three Months ended	June 30, 2015			June 30, 2014		
(dollars in thousands)	Average Balance	Interest	Yield/ Rates	Average Balance	Interest	Yield/ Rates
ASSETS						
Short-term interest bearing accounts	$ 9,854	$ 9	0.36%	$ 3,915	$ 7	0.76%
Securities available for sale (1)	1,067,619	5,265	1.98%	1,376,314	7,027	2.05%
Securities held to maturity (1)	452,948	2,813	2.49%	121,042	1,037	3.43%
Investment in FRB and FHLB Banks	31,564	386	4.90%	42,965	496	4.63%
Loans (2)	5,688,159	60,067	4.24%	5,517,315	60,770	4.42%
Total interest earning assets	7,250,144	$ 68,540	3.79%	7,061,551	$ 69,337	3.94%
Other assets	685,523			680,059		
Total assets	$ 7,935,667			$ 7,741,610		
LIABILITIES AND STOCKHOLDERS' EQUITY						
Money market deposit accounts	$ 1,598,898	$ 817	0.20%	$ 1,441,284	$ 539	0.15%
NOW deposit accounts	974,504	126	0.05%	960,698	132	0.06%
Savings deposits	1,080,954	162	0.06%	1,040,528	186	0.07%
Time deposits	968,714	2,412	1.00%	971,595	2,143	0.88%
Total interest bearing deposits	$ 4,623,070	$ 3,517	0.31%	$ 4,414,105	$ 3,000	0.27%
Short-term borrowings	302,693	144	0.19%	383,480	209	0.22%
Junior subordinated debt	101,196	545	2.16%	101,196	538	2.13%
Long-term debt	130,743	836	2.56%	290,791	2,135	2.95%
Total interest bearing liabilities	$ 5,157,702	$ 5,042	0.39%	$ 5,189,572	$ 5,882	0.45%
Demand deposits	1,815,705			1,620,488		
Other liabilities	84,096			86,843		
Stockholders' equity	878,164			844,707		
Total liabilities and stockholders' equity	$ 7,935,667			$ 7,741,610		
Net interest income (FTE)		63,498			63,455	
Interest rate spread			3.40%			3.49%
Net interest margin			3.51%			3.60%
Taxable equivalent adjustment		813			881	
Net interest income		$ 62,685			$ 62,574	

(1) Securities are shown at average amortized cost
(2) For purposes of these computations, nonaccrual loans are included in the average loan balances outstanding

Six Months ended

(dollars in thousands)	June 30, 2015 Average Balance	Interest	Yield/ Rates	June 30, 2014 Average Balance	Interest	Yield/ Rates
ASSETS						
Short-term interest bearing accounts	$ 9,507	$ 16	0.33%	$ 3,328	$ 14	0.87%
Securities available for sale (1)	1,043,385	10,349	2.00%	1,379,014	14,212	2.08%
Securities held to maturity (1)	453,947	5,580	2.48%	118,840	2,048	3.48%
Investment in FRB and FHLB Banks	31,250	859	5.54%	43,279	1,028	4.79%
Loans (2)	5,637,829	119,770	4.28%	5,471,879	121,002	4.46%
Total interest earning assets	7,175,918	$ 136,574	3.84%	7,016,340	$ 138,304	3.98%
Other assets	690,777			679,654		
Total assets	$ 7,866,695			$ 7,695,994		
LIABILITIES AND STOCKHOLDERS' EQUITY						
Money market deposit accounts	$ 1,571,843	$ 1,603	0.21%	$ 1,426,446	$ 1,066	0.15%
NOW deposit accounts	973,390	249	0.05%	946,691	256	0.05%
Savings deposits	1,060,606	324	0.06%	1,020,391	369	0.07%
Time deposits	991,681	4,914	1.00%	985,510	4,593	0.94%
Total interest bearing deposits	$ 4,597,520	$ 7,090	0.31%	$ 4,379,038	$ 6,284	0.29%
Short-term borrowings	284,160	265	0.19%	391,173	440	0.23%
Junior subordinated debt	101,196	1,085	2.16%	101,196	1,076	2.14%
Long-term debt	130,811	1,662	2.56%	299,726	4,642	3.12%
Total interest bearing liabilities	$ 5,113,687	$ 10,102	0.40%	$ 5,171,133	$ 12,442	0.49%
Demand deposits	1,793,328			1,605,261		
Other liabilities	85,041			82,908		
Stockholders' equity	874,639			836,692		
Total liabilities and stockholders' equity	$ 7,866,695			$ 7,695,994		
Net interest income (FTE)		126,472			125,862	
Interest rate spread			3.44%			3.49%
Net interest margin			3.55%			3.62%
Taxable equivalent adjustment		1,621			1,771	
Net interest income		$ 124,851			$ 124,091	

(1) Securities are shown at average amortized cost

(2) For purposes of these computations, nonaccrual loans are included in the average loan balances outstanding

The following table presents changes in interest income and interest expense attributable to changes in volume (change in average balance multiplied by prior year rate), changes in rate (change in rate multiplied by prior year volume), and the net change in net interest income. The net change attributable to the combined impact of volume and rate has been allocated to each in proportion to the absolute dollar amounts of change.

Three months ended June 30,

	Increase (Decrease) 2015 over 2014		
(in thousands)	Volume	Rate	Total
Short-term interest bearing accounts	$ 7	$ (5)	$ 2
Securities available for sale	(1,529)	(233)	(1,762)
Securities held to maturity	2,133	(357)	1,776
Investment in FRB and FHLB Banks	(138)	28	(110)
Loans	1,848	(2,551)	(703)
Total interest income	2,321	(3,118)	(797)
Money market deposit accounts	64	214	278
NOW deposit accounts	2	(8)	(6)
Savings deposits	7	(31)	(24)
Time deposits	(6)	275	269
Short-term borrowings	(41)	(24)	(65)
Trust preferred debentures	-	7	7
Long-term debt	(1,052)	(247)	(1,299)
Total interest expense	(1,026)	186	(840)
Change in FTE net interest income	$ 3,347	$ (3,304)	$ 43

Six months ended June 30,

	Increase (Decrease) 2015 over 2014		
(in thousands)	Volume	Rate	Total
Short-term interest bearing accounts	$ 14	$ (12)	$ 2
Securities available for sale	(3,346)	(517)	(3,863)
Securities held to maturity	4,272	(740)	3,532
Investment in FRB and FHLB Banks	(314)	145	(169)
Loans	3,607	(4,839)	(1,232)
Total interest income	4,233	(5,963)	(1,730)
Money market deposit accounts	117	420	537
NOW deposit accounts	7	(14)	(7)
Savings deposits	14	(59)	(45)
Time deposits	29	292	321
Short-term borrowings	(108)	(67)	(175)
Trust preferred debentures	-	9	9
Long-term debt	(2,260)	(720)	(2,980)
Total interest expense	(2,201)	(139)	(2,340)
Change in FTE net interest income	$ 6,434	$ (5,824)	$ 610

Noninterest Income

Noninterest income is a significant source of revenue for the Company and an important factor in the Company's results of operations. The following table sets forth information by category of noninterest income for the periods indicated:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	**2015**	2014
(in thousands)				
Insurance and other financial services revenue	**$ 5,836**	$ 5,594	**$ 12,210**	$ 12,331
Service charges on deposit accounts	**4,285**	4,397	**8,357**	8,766
ATM and debit card fees	**4,679**	4,357	**8,927**	8,429
Retirement plan administration fees	**3,566**	2,977	**6,762**	5,895
Trust	**5,196**	4,953	**9,646**	9,399
Bank owned life insurance	**928**	978	**2,487**	2,360
Net securities gains	**26**	14	**40**	21
Gain on sale of equity investment	-	19,401	-	19,401
Other	**3,699**	3,356	**6,320**	5,702
Total noninterest income	**$ 28,215**	$ 46,027	**$ 54,749**	$ 72,304

Noninterest income for the three months ended June 30, 2015 was $28.2 million, up $1.6 million, or 6.0%, from the second quarter of 2014 when adjusted for the sale of Springstone. The increase from the prior year was driven primarily by increases in ATM and debit card fees, retirement plan administration fees, and other noninterest income. ATM and debit card fees were up $0.3 million, or 7.4%, for the second quarter of 2015 as compared to the same period of 2014 due primarily to increases in debit card transactions and number of accounts. Retirement plan administration fees were up $0.6 million, or 19.8%, for the second quarter of 2015 as compared to the second quarter of 2015 due primarily to new business generation. Other noninterest income was up $0.3 million, or 10.2%, for the second quarter of 2015 as compared to the second quarter of 2014 due primarily to an acquired loan charge-off recovery during the second quarter of 2015.

Noninterest income for the six months ended June 30, 2015 was $54.7 million, up $1.8 million, or 3.5% from the same period last year when adjusted for the sale of Springstone. The increase from the prior year was driven primarily by increases in retirement plan administration fees, ATM and debit card fees, and other noninterest income. Retirement plan administration fees were up $0.9 million, or 14.7%, for the first half of 2015 as compared to the same period in 2014 due primarily to new business generation. ATM and debit card fees were up $0.5 million, or 5.9%, for the first half of 2015 as compared to the same period last year due primarily to an increase in debit card activity. Other noninterest income was up $0.6 million, or 10.8%, for the first half of 2015 as compared to the first half of 2014 due primarily to the aforementioned acquired loan charge-off recovery.

Noninterest Expense

Noninterest expenses are also an important factor in the Company's results of operations. The following table sets forth the major components of noninterest expense for the periods indicated:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	**2015**	2014
(in thousands)				
Salaries and employee benefits	**$ 30,831**	$ 31,142	$ 61,013	$ 60,676
Occupancy	**5,412**	5,435	11,478	11,661
Data processing and communications	**4,288**	4,015	8,391	8,016
Professional fees and outside services	**3,395**	3,752	6,892	7,167
Equipment	**3,316**	3,132	6,565	6,248
Office supplies and postage	**1,627**	1,803	3,246	3,488
FDIC expenses	**1,280**	1,229	2,478	2,507
Advertising	**734**	726	1,453	1,465
Amortization of intangible assets	**1,187**	1,236	2,471	2,546
Loan collection and other real estate owned	**22**	801	894	1,841
Prepayment penalties on long term debt	**-**	4,554	-	4,554
Other	**5,872**	4,911	10,785	10,084
Total noninterest expense	**$ 57,964**	$ 62,736	$ 115,666	$ 120,253

Noninterest expense for the three months ended June 30, 2015 was $58.0 million, down $0.2 million from the second quarter of 2014, after adjusting for the $4.6 million in prepayment penalties incurred as a result of the aforementioned debt restructuring in 2014. The decrease from 2014 was due primarily to decreases in loan collection and other real estate owned expenses and professional fees and outside services. Loan collection and other real estate owned expenses decreased $0.8 million from the second quarter of 2014 to the second quarter of 2015 due to gains on sales of real estate recorded in the second quarter of 2015, which offset expenses during the period. Professional fees and outside service expenses decreased $0.4 million, or 9.5%, from the second quarter of 2014 to the second quarter of 2015 due to a decrease in consulting fees incurred in 2015. These decreases were offset by a $1.0 million increase in other operating expenses for the second quarter of 2015 as compared to the same period in 2014, driven by branch reorganization expenses incurred in the second quarter of 2015.

Noninterest expense for the six months ended June 30, 2015 was $115.7 million, down $4.6 million or 3.8% from the same period in 2014, due primarily to the $4.6 million in prepayment penalties incurred in the second quarter of 2014. Excluding this non-core prepayment penalty, noninterest expense was flat for the first six months of 2015 as compared to the same period last year. Loan collection and other real estate owned expenses decreased $0.9 million in the first six months of 2015 as compared to the same period in 2014 due to gains on sales of real estate recorded in the second quarter of 2015, which offset expenses during the period. This decrease was offset by a $0.7 million increase in other operating expenses for the first six months of 2015 as compared to the same period in 2014, driven by the aforementioned branch reorganization expenses incurred in the second quarter of 2015.

Income Taxes

Income tax expense for the three month period ended June 30, 2015 was $9.8 million, down $4.3 million from the second quarter of 2014, which included the impact of the aforementioned non-core items. The decrease from the second quarter of 2014 was due primarily to a lower level of taxable income for the second quarter of 2015. The effective tax rate was 33.6% for the second quarter of 2015 and 33.7% for the second quarter of 2014.

Income tax expense for the six month period ended June 30, 2015 was $18.9 million, down $3.8 million from the six month period ended June 30, 2014. The decrease from 2014 was due to a lower level of taxable income in 2015 primarily due to the non-core items recorded in 2014. The effective tax rate was 33.6% for the first six months of 2015 as compared to 33.2% for the first six months of 2014.

ANALYSIS OF FINANCIAL CONDITION

Securities

Total securities increased $116.7 million, or 7.9%, from December 31, 2014 to June 30, 2015 due to reinvestment of cash flows during the first half of 2015. The securities portfolio represents 19.7% of total assets as of June 30, 2015 as compared to 18.9% as of December 31, 2014.

The following table details the composition of securities available for sale, securities held to maturity and regulatory investments for the periods indicated:

	June 30, 2015	December 31, 2014
Mortgage-backed securities:		
With maturities 15 years or less	22%	24%
With maturities greater than 15 years	1%	1%
Collateral mortgage obligations	39%	38%
Municipal securities	11%	12%
US agency notes	26%	24%
Other	1%	1%
Total	100%	100%

The Company's mortgage backed securities, U.S. agency notes, and collateralized mortgage obligations are all "prime/conforming" and are guaranteed by Fannie Mae, Freddie Mac, Federal Home Loan Bank, Federal Farm Credit Banks, or Ginnie Mae ("GNMA"). GNMA securities are considered equivalent to U.S. Treasury securities, as they are backed by the full faith and credit of the U.S. government. Currently, there are no subprime mortgages in our investment portfolio. Refer to Note 3. Securities of the Notes to Unaudited Interim Consolidated Financial Statements for information related to other than temporary impairment considerations.

Loans

A summary of loans, net of deferred fees and origination costs, by category for the periods indicated follows:

	June 30, 2015	December 31, 2014
Residential real estate mortgages	$ 1,154,416	$ 1,115,715
Commercial	1,147,586	1,144,761
Commercial real estate mortgages	1,423,489	1,334,984
Consumer	1,495,160	1,430,216
Home equity	550,237	569,595
Total loans and leases	$ 5,770,888	$ 5,595,271

Total loans increased by $175.6 million, or 3.1%, at June 30, 2015 from December 31, 2014, or 6.3% annualized during the six months ended June 30, 2015. Loan growth was attributable to growth in most loan portfolios. Loans represent approximately 71.5% of assets as of June 30, 2015, as compared to 71.8% as of December 31, 2014.

Allowance for Loan Losses, Provision for Loan Losses, and Nonperforming Assets

The allowance for loan losses is maintained at a level estimated by management to provide adequately for probable incurred losses inherent in the current loan portfolio. The adequacy of the allowance for loan losses is continuously monitored using a methodology designed to ensure that the level of the allowance reasonably reflects the loan portfolio's risk profile. It is evaluated to ensure that it is sufficient to absorb all reasonably estimable incurred credit losses inherent in the current loan portfolio.

Management considers the accounting policy relating to the allowance for loan losses to be a critical accounting policy given the degree of judgment exercised in evaluating the level of the allowance required to cover credit losses in the portfolio and the material effect that such judgments can have on the consolidated results of operations.

For purposes of evaluating the adequacy of the allowance, the Company considers a number of significant factors that affect the collectability of the portfolio. For individually analyzed loans, these factors include estimates of loss exposure, which reflect the facts and circumstances that affect the likelihood of repayment of such loans as of the evaluation date. For loans evaluated on a portfolio basis, estimates of the Company's exposure to credit loss reflect a thorough current assessment of a number of factors, which affect collectability. These factors include: past loss experience; the size, trend, composition, and nature of the loans; changes in lending policies and procedures, including underwriting standards and collection, charge-off and recovery practices; trends experienced in nonperforming and delinquent loans; current economic conditions in the Company's market; portfolio concentrations that may affect loss experienced across one or more components of the portfolio; the effect of external factors such as competition, legal and regulatory requirements; and the experience, ability, and depth of lending management and staff. In addition, various regulatory agencies, as an integral component of their examination process, periodically review the Company's allowance for loan losses. Such agencies may require the Company to recognize additions to the allowance based on their judgment about information available to them at the time of their examination, which may not be currently available to management.

After a thorough consideration and validation of the factors discussed above, required additions or reductions to the allowance for loan losses are made periodically by charges or credits to the provision for loan losses. These charges are necessary to maintain the allowance at a level which management believes is reasonably reflective of the overall inherent risk of probable loss in the portfolio. While management uses available information to recognize losses on loans, additions or reductions to the allowance may fluctuate from one reporting period to another. These fluctuations are reflective of changes in risk associated with portfolio content and/or changes in management's assessment of any or all of the determining factors discussed above. Management considers the allowance for loan losses to be adequate based on evaluation and analysis of the loan portfolio.

The following table reflects changes to the allowance for loan losses for the periods presented. The allowance is increased by provisions for losses charged to operations and is reduced by net charge-offs. Charge-offs are made when the ability to collect loan principal within a reasonable time becomes unlikely. Any recoveries of previously charged-off loans are credited directly to the allowance for loan losses.

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Allowance For Loan Losses

	Three months ended			
	June 30, 2015		June 30, 2014	
Balance, beginning of period	**$ 65,359**		$ 69,434	
Recoveries	**1,070**		1,174	
Chargeoffs	**(5,368)**		(5,240)	
Net chargeoffs	**(4,298)**		(4,066)	
Provision for loan losses	**3,898**		4,166	
Balance, end of period	**$ 64,959**		$ 69,534	
Composition of Net Chargeoffs				
Commercial and agricultural	**$ (304)**	**7%**	$ (1,113)	27%
Real estate mortgage	**(416)**	**10%**	(19)	0%
Consumer	**(3,578)**	**83%**	(2,934)	73%
Net chargeoffs	**$ (4,298)**	**100%**	$ (4,066)	100%
Annualized net chargeoffs to average loans	**0.30%**		0.30%	

Allowance For Loan and Lease Losses

	Six months ended			
	June 30, 2015		June 30, 2014	
Balance, beginning of period	**$ 66,359**		$ 69,434	
Recoveries	**2,108**		2,408	
Chargeoffs	**(11,048)**		(10,070)	
Net chargeoffs	**(8,940)**		(7,662)	
Provision for loan losses	**7,540**		7,762	
Balance, end of period	**$ 64,959**		$ 69,534	
Composition of Net Chargeoffs				
Commercial and agricultural	**$ (868)**	**10%**	$ (1,193)	16%
Real estate mortgage	**(864)**	**10%**	(244)	3%
Consumer	**(7,208)**	**80%**	(6,225)	81%
Net chargeoffs	**$ (8,940)**	**100%**	$ (7,662)	100%
Annualized net chargeoffs to average loans	**0.32%**		0.28%	

Net charge-offs were $4.3 million for the three months ended June 30, 2015, up slightly from $4.1 million for the second quarter of 2014. Provision expense was $3.9 million for the three months ended June 30, 2015, as compared with $4.2 million for the second quarter of 2014. Provision expense for the second quarter of 2015 was less than charge-offs due to the continued improvement in asset quality metrics. Annualized net charge-offs to average loans for the second quarter of 2015 was 0.30%, compared with 0.30% for the second quarter of 2014.

Nonperforming loans to total loans was 0.77% at June 30, 2015, down 5 bps from December 31, 2014. Past due loans as a percentage of total loans were 0.61% at June 30, 2015 as compared to 0.69% at December 31, 2014.

The allowance for loan losses totaled $65.0 million at June 30, 2015, compared to $66.4 million at December 31, 2014. The allowance for loan losses as a percentage of loans was 1.13% (1.24% excluding acquired loans with no related allowance recorded) at June 30, 2015, compared to 1.19% (1.36% excluding acquired loans with no related allowance recorded) at December 31, 2014. The decrease in the allowance for loan losses as a percentage of loans from the prior year was due primarily to continued positive trends in asset quality metrics of the originated loan portfolio.

Nonperforming assets consist of nonaccrual loans, loans 90 days or more past due and still accruing, restructured loans, OREO, and nonperforming securities. Loans are generally placed on nonaccrual when principal or interest payments become ninety days past due, unless the loan is well secured and in the process of collection. Loans may also be placed on nonaccrual when circumstances indicate that the borrower may be unable to meet the contractual principal or interest payments. OREO represents property acquired through foreclosure and is valued at the lower of the carrying amount or fair value, less any estimated disposal costs. Nonperforming securities, which include securities which management believes are other-than-temporarily impaired, are carried at their estimated fair value and are not accruing interest.

(Dollars in thousands)	**June 30, 2015**		December 31, 2014	
Nonaccrual loans	**Amount**	**%**	Amount	**%**
Commercial and agricultural loans and real estate	$ 22,368	53%	$ 18,226	45%
Real estate mortgages	8,285	20%	10,867	26%
Consumer	6,545	15%	8,086	20%
Troubled debt restructured loans	5,088	12%	3,895	9%
Total nonaccrual loans	42,286	100%	41,074	100%
Loans 90 days or more past due and still accruing				
Commercial and agricultural loans and real estate	-	0%	84	2%
Real estate mortgages	235	12%	1,927	39%
Consumer	1,759	88%	2,930	59%
Total loans 90 days or more past due and still accruing	1,994	100%	4,941	100%
Total nonperforming loans	44,280		46,015	
Other real estate owned (OREO)	4,649		3,964	
Total nonperforming assets	$ 48,929		$ 49,979	
Total nonperforming loans to total loans and leases	0.77%		0.82%	
Total nonperforming assets to total assets	0.61%		0.64%	
Allowance for loan losses to total nonperforming loans	146.70%		144.21%	

Past due loans as a percentage of total loans was 0.61% at June 30, 2015, down from 0.69% at December 31, 2014. For acquired loans that are not deemed to be impaired at acquisition, credit discounts representing the principal losses expected over the life of the loan are a component of the initial fair value and amortized over the life of the asset.

As a result of the application of this accounting methodology, certain credit-related ratios may not necessarily be directly comparable with periods prior to the acquisition, or comparable with other institutions. The credit metrics most impacted by our acquisition of loans related to the Alliance Financial Corporation ("Alliance") merger were the allowance for loans losses to total loans, and total allowance for loan losses to nonperforming loans. As of June 30, 2015, the allowance for loan losses to total originated loans and the total allowance for loan losses to originated nonperforming loans were 1.24% and 208.99%, respectively. As of December 31, 2014, the allowance for loan losses to total originated loans and the total allowance for loan losses to originated nonperforming loans were 1.36% and 187.88%, respectively.

Loans acquired from Alliance that were not deemed to be impaired at acquisition and were classified as non-accrual and greater than 90 days past due and still accruing prior to acquisition, continued to be classified as non-accrual and 90 days past due and still accruing immediately after the acquisition. Loans acquired from Alliance that were classified as troubled debt restructurings prior to acquisition are no longer classified as such immediately following the acquisition. Acquired credit impaired loans from the Alliance acquisition were not classified non-accrual, even though they may be contractually past due, because we expect to fully collect the recorded investment of such loans.

In addition to nonperforming loans, the Company has also identified approximately $85.6 million in potential problem loans at June 30, 2015 as compared to $93.6 million at December 31, 2014. At June 30, 2015, potential problem loans primarily consisted of commercial real estate and commercial and agricultural loans. Potential problem loans are loans that are currently performing, but known information about possible credit problems of the borrowers causes management to have doubts as to the ability of such borrowers to comply with the present loan repayment terms and which may result in classification of such loans as nonperforming at some time in the future. Potential problem loans are typically defined as loans that are performing but are classified by the Company's loan rating system as "substandard." Management cannot predict the extent to which economic conditions may worsen or other factors which may impact borrowers and the potential problem loans. Accordingly, there can be no assurance that other loans will not become 90 days or more past due, be placed on nonaccrual, become restructured, or require increased allowance coverage and provision for loan losses.

Deposits

Total deposits were $6.4 billion at June 30, 2015, up $71.9 million, or 1.1%, from December 31, 2014. This increase was driven primarily by increases in savings accounts, money market accounts, and interest bearing checking accounts. Total average deposits for the six months ended June 30, 2015 increased $406.5 million, or 6.8%, from the same period in 2014, due primarily to organic deposit growth in 2015.

Borrowed Funds

The Company's borrowed funds consist of short-term borrowings and long-term debt. Short-term borrowings totaled $512.0 million at June 30, 2015 compared to $316.8 million at December 31, 2014. Long-term debt was $130.7 million at June 30, 2015, as compared to $130.9 million at December 31, 2014.

For more information about the Company's borrowing capacity and liquidity position, see "Liquidity Risk" below.

Capital Resources

Stockholders' equity of $876.0 million represented 10.85% of total assets at June 30, 2015, compared with $864.2 million, or 11.08% as of December 31, 2014. The increase in stockholders' equity resulted primarily from net income of $37.4 million for the first six months of 2015, partially offset by dividends paid of $19.0 million and treasury share purchases totaling $10.7 million during the period.

The Company purchased 433,351 shares of its common stock during the six months ended June 30, 2015 at an average price of $24.63 per share under a previously announced plan. As of June 30, 2015, there were 566,649 shares available for repurchase under this plan, which expires on December 31, 2016. On July 27, 2015, the NBT Board of Directors authorized a new repurchase program for NBT to repurchase up to an additional 1,000,000 shares of its outstanding common stock. This plan expires on December 31, 2016.

The Board of Directors considers the Company's earnings position and earnings potential when making dividend decisions. The NBT Board of Directors approved a 2015 third-quarter cash dividend of $0.22 per share at a meeting held on July 27, 2015. The dividend will be paid on September 15, 2015 to shareholders of record as of September 1, 2015. The Company does not have a target dividend pay-out ratio.

As the capital ratios in the following table indicate, the Company remained "well capitalized" at June 30, 2015 under applicable bank regulatory requirements. Capital measurements are well in excess of regulatory minimum guidelines and meet the requirements to be considered well capitalized for all periods presented. To be considered well capitalized, Tier 1 leverage, Common equity tier 1 capital, Tier 1 capital and Total risk-based capital ratios must be 5%, 6.5%, 8% and 10%, respectively.

Capital Measurements	**June 30, 2015**	December 31, 2014
Tier 1 leverage ratio	9.57%	9.39%
Common equity tier 1 capital ratio	10.22%	NA
Tier 1 capital ratio	11.78%	12.32%
Total risk-based capital ratio	12.84%	13.50%
Cash dividends as a percentage of net income	50.62%	49.16%
Per common share:		
Book value	$ 20.05	$ 19.69
Tangible book value (1)	$ 13.61	$ 13.22

(1) Stockholders' equity less goodwill and intangible assets divided by common shares outstanding

In July 2013, the Federal Reserve and OCC published final rules establishing a new comprehensive framework for U.S. banking organizations (the "New Capital Rules"). Effective January 1, 2015, we became subject to the Standardized approach under the New Capital Rules which implemented the Basel Committee's December 2010 capital framework known as "Basel III" for strengthening international capital standards as well as certain provisions of the Dodd-Frank Act. Prior to January 1, 2015, the Company and the Bank were subject to the capital requirements of Basel I. Compared to Basel I, Basel III narrows the definition of regulatory capital and increases the capital requirements and revisions to Tier 1 common (referred to as Common Equity Tier 1 under Basel III), Tier 1 capital and Tier 2 capital are subject to phase-in from 2015 to 2019 and during that period, such capital amounts represent Basel III Transitional capital. In addition, Basel III establishes the Standardized approach for calculating risk weighted assets, replacing the risk weighting asset calculation framework under Basel I.

Liquidity and Interest Rate Sensitivity Management

Market Risk

Interest rate risk is the primary market risk affecting the Company. Other types of market risk, such as foreign currency exchange rate risk and commodity price risk, do not arise in the normal course of the Company's business activities. Interest rate risk is defined as an exposure to a movement in interest rates that could have an adverse effect on the Company's net interest income. Net interest income is susceptible to interest rate risk to the degree that interest bearing liabilities mature or reprice on a different basis than earning assets. When interest bearing liabilities mature or reprice more quickly than earning assets in a given period, a significant increase in market rates of interest could adversely affect net interest income. Similarly, when earning assets mature or reprice more quickly than interest bearing liabilities, falling interest rates could result in a decrease in net interest income.

In an attempt to manage the Company's exposure to changes in interest rates, management monitors the Company's interest rate risk. Management's Asset Liability Committee ("ALCO") meets monthly to review the Company's interest rate risk position and profitability and to recommend strategies for consideration by the Board of Directors. Management also reviews loan and deposit pricing and the Company's securities portfolio, formulates investment and funding strategies, and oversees the timing and implementation of transactions to assure attainment of the Board's objectives in the most effective manner. Notwithstanding the Company's interest rate risk management activities, the potential effect of changing interest rates is an uncertainty that can have an adverse effect on net income.

In adjusting the Company's asset/liability position, the Board and management attempt to manage the Company's interest rate risk while minimizing net interest margin compression. At times, depending on the level of general interest rates, the relationship between long- and short-term interest rates, market conditions and competitive factors, the Board and management may determine to increase the Company's interest rate risk position somewhat in order to increase its net interest margin. The Company's results of operations and net portfolio values remain vulnerable to changes in interest rates and fluctuations in the difference between long- and short-term interest rates. Assuming interest rates remain at or near current historical lows, net interest margin will continue to experience compression. Additional rate reductions on deposits are becoming more difficult as deposit rates are at or near their floors, and with asset yields continuing to reprice at lower rates, this could result in additional margin pressure as well as a decrease in net interest income.

The primary tool utilized by ALCO to manage interest rate risk is a balance sheet/income statement simulation model (interest rate sensitivity analysis). Information such as principal balance, interest rate, maturity date, cash flows, next repricing date (if needed), and current rates is uploaded into the model to create an ending balance sheet. In addition, ALCO makes certain assumptions regarding prepayment speeds for loans and mortgage related investment securities along with any optionality within the deposits and borrowings.

The model is first run under an assumption of a flat rate scenario (i.e. no change in current interest rates) with a static balance sheet over a 12-month period. Two additional models are run with static balance sheets: (1) a gradual increase of 200 bp, and (2) a gradual decrease of 100 bp taking place over a 12-month period. Under these scenarios, assets subject to prepayments are adjusted to account for faster or slower prepayment assumptions. Any investment securities or borrowings that have callable options embedded into them are handled accordingly based on the interest rate scenario. The resulting changes in net interest income are then measured against the flat rate scenario.

In the declining rate scenario, net interest income is projected to decrease when compared to the forecasted net interest income in the flat rate scenario through the simulation period. The decrease in net interest income is a result of earning assets repricing downward at a faster rate than interest bearing liabilities. The inability to effectively lower deposit rates will likely reduce or eliminate the benefit of lower interest rates. In the rising rate scenarios, net interest income is projected to experience a decline from the flat rate scenario. Net interest income is projected to remain at lower levels than in a flat rate scenario through the simulation period primarily due to a lag in assets repricing while funding costs increase. The potential impact on earnings is dependent on the ability to lag deposit repricing. If short-term rates continue to increase, the Company expects competitive pressures will likely lead to core deposit pricing increases, which will likely continue compression of the net interest margin.

Net interest income for the next 12 months in the + 200/- 100 bp scenarios, as described above, is within the internal policy risk limits of not more than a 7.5% change in net interest income. The following table summarizes the percentage change in net interest income in the rising and declining rate scenarios over a 12-month period from the forecasted net interest income in the flat rate scenario using the June 30, 2015 balance sheet position:

Interest Rate Sensitivity Analysis

Change in interest rates (in bp points)	Percent change in net interest income
+200	(3.71%)
-100	(1.58%)

Liquidity Risk

Liquidity involves the ability to meet the cash flow requirements of customers who may be depositors wanting to withdraw funds or borrowers needing assurance that sufficient funds will be available to meet their credit needs. The ALCO is responsible for liquidity management and has developed guidelines which cover all assets and liabilities, as well as off balance sheet items that are potential sources or uses of liquidity. Liquidity policies must also provide the flexibility to implement appropriate strategies and tactical actions. Requirements change as loans grow, deposits and securities mature, and payments on borrowings are made. Liquidity management includes a focus on interest rate sensitivity management with a goal of avoiding widely fluctuating net interest margins through periods of changing economic conditions.

The primary liquidity measurement the Company utilizes is called the Basic Surplus, which captures the adequacy of its access to reliable sources of cash relative to the stability of its funding mix of average liabilities. Basic Surplus is calculated by subtracting short-term liabilities from liquid assets. This approach recognizes the importance of balancing levels of cash flow liquidity from short- and long-term securities with the availability of dependable borrowing sources which can be accessed when necessary. At June 30, 2015, the Company's Basic Surplus measurement was 16.1% of total assets or approximately $1.3 billion as compared to the December 31, 2014 Basic Surplus of 15.4% or $1.2 billion, and was above the Company's minimum of 5% or $404 million set forth in its liquidity policies.

This Basic Surplus approach enables the Company to adequately manage liquidity from both operational and contingency perspectives. By tempering the need for cash flow liquidity with reliable borrowing facilities, the Company is able to operate with a more fully invested and, therefore, higher interest income generating securities portfolio. The makeup and term structure of the securities portfolio is, in part, impacted by the overall interest rate sensitivity of the balance sheet. Investment decisions and deposit pricing strategies are impacted by the liquidity position.

The Company's primary source of funds is the Bank. Certain restrictions exist regarding the ability of the Bank to transfer funds to the Company in the form of cash dividends. The approval of the Office of Comptroller of the Currency (OCC) is required to pay dividends when a bank fails to meet certain minimum regulatory capital standards or when such dividends are in excess of a subsidiary bank's earnings retained in the current year plus retained net profits for the preceding two years (as defined in the regulations). At June 30, 2015, approximately $88.4 million of the total stockholders' equity of the Bank was available for payment of dividends to the Company without approval by the OCC. The Bank's ability to pay dividends is also subject to the Bank being in compliance with regulatory capital requirements. The Bank is currently in compliance with these requirements. Under the General Corporation Law of the State of Delaware, the Company may declare and pay dividends either out of its surplus or, in case there is no surplus, out of its net profits for the fiscal year in which the dividend is declared and/or the preceding fiscal year.

At June 30, 2015 and December 31, 2014, FHLB advances outstanding totaled approximately $473 million and $352 million, respectively. The Bank is a member of the FHLB system and had additional borrowing capacity from the FHLB of approximately $1.0 billion at June 30, 2015 and December 31, 2014. In addition, unpledged securities could have been used to increase borrowing capacity at the FHLB by an additional $588 million at June 30, 2015, or used to collateralize other borrowings, such as repurchase agreements. At June 30, 2015 the Bank also had additional borrowing capacity from unused collateral at the Federal Reserve of $797 million.

Recent Accounting Pronouncements

In April 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2015-03, Interest – Imputation of Interest (Subtopic 835-30). The amendments in ASU 2015-03 are intended to simplify the presentation of debt issuance costs. These amendments require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by the amendments in this ASU. The guidance becomes effective for us on January 1, 2016 and is not expected to have a material impact on our financial statements.

In February 2015, the FASB issued ASU No. 2015-02 —Consolidation (Topic 810), Amendments to the Consolidation Analysis. The update amends existing standards regarding the evaluation of certain legal entities and their consolidation in the financial statements. The amendments modify the evaluation of whether limited partnerships and similar legal entities are variable interest entities or voting interest entities and eliminate the presumption that a general partner should consolidate a limited partnership. The amendments also affect the consolidation analysis of reporting entities that are involved with variable interest entities and provide a scope exception from consolidation guidance for reporting entities with interests in legal entities that are required to comply with or operate in accordance with requirements that are similar to those in Rule 2a-7 of the Investment Company Act of 1940 for registered money market funds. The guidance becomes effective for us on January 1, 2016 and we are evaluating the impact of this guidance on our financial statements.

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*. This new guidance supersedes the revenue recognition requirements in ASC 605, Revenue Recognition, and is based on the principle that revenue is recognized to depict the transfer of goods or services to customers in an amount that reflects consideration to which the entity expects to be entitled in exchange for those goods and services. The ASU also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. In April 2015, the FASB approved deferral of the effective date of this guidance, which is now effective prospectively for the Company for annual and interim periods beginning after December 15, 2017. The Company is currently evaluating the effect the guidance will have on the Company's consolidated financial statements.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Information called for by Item 3 is contained in the Liquidity and Interest Rate Sensitivity Management section of the Management's Discussion and Analysis of Financial Condition and Results of Operations.

Item 4. CONTROLS AND PROCEDURES

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of June 30, 2015, the Company's disclosure controls and procedures were effective.

There were no changes made in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter 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

There are no material legal proceedings, other than ordinary routine litigation incidental to the business, to which the Company or any of its subsidiaries is a party or of which any of their property is subject, except as described in the Company's 2014 Annual Report on Form 10-K.

Item 1A – RISK FACTORS

There are no material changes to the risk factors as previously discussed in Part I, Item 1A of our 2014 Annual Report on Form 10-K.

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

(a) Not applicable

(b) Not applicable

(c) The table below sets forth the information with respect to purchases made by the Company or any "affiliated purchaser" (as defined in Rule 10b-18(a)(3) under the Securities Exchange Act of 1934) of our common stock during the quarter ended June 30, 2015:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans	Maximum Number of Shares That May Yet be Purchased Under The Plans (1)
4/1/15 - 4/30/15	17,642	$ 24.38	17,642	982,358
5/1/15 - 5/31/15	337,167	24.55	337,167	645,191
6/1/15 - 6/30/15	78,542	25.03	78,542	566,649
Total	**433,351**	**$ 24.63**	**433,351**	**566,649**

(1) The Company purchased 433,351 shares of its common stock during the six months ended June 30, 2015 at an average price of $24.63 per share under a previously announced plan. As of June 30, 2015, there were 566,649 shares available for repurchase under this plan, which expires on December 31, 2016. On July 27, 2015, the NBT Board of Directors authorized a new repurchase program for NBT to repurchase up to an additional 1,000,000 shares of its outstanding common stock. This plan expires on December 31, 2016.

Item 3 – DEFAULTS UPON SENIOR SECURITIES

None

Item 4 – MINE SAFETY DISCLOSURES

None

Item 5 – OTHER INFORMATION

None

Item 6 – EXHIBITS

3.1	Restated Certificate of Incorporation of NBT Bancorp Inc. as amended through July 1, 2015.
3.2	Amended and Restated By-laws of NBT Bancorp Inc., effective July 1, 2015 (filed as Exhibit 3.2 to the Registrant's Form 8-K, filed on July 1, 2015 and incorporated herein by reference).
3.3	Certificate of Designation of the Series A Junior Participating Preferred Stock (filed as Exhibit A to Exhibit 4.1 of the Registrant's Form 8-K, filed on November 18, 2004, and incorporated herein by reference).
4.1	Specimen common stock certificate for NBT's common stock (filed as exhibit 4.3 to the Registrant's Amendment No. 1 to Registration Statement on Form S-4 filed on December 27, 2005 and incorporated herein by reference).
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Written Statement of the Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Written Statement of the Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

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, this 10th day of August 2015.

NBT BANCORP INC.

By: /s/ Michael J. Chewens

Michael J. Chewens, CPA
Senior Executive Vice President
Chief Financial Officer

EXHIBIT INDEX

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EXHIBIT 3.1

RESTATED
CERTIFICATE OF INCORPORATION
OF
NBT BANCORP INC.

Pursuant to Section 245 of
the General Corporation Law of the State of Delaware

NBT Bancorp Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "GCL"), in order to restate its Certificate of Incorporation pursuant to Section 245 of the GCL, certifies as follows:

1. The name of the Corporation is NBT Bancorp Inc.

2. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on January 3, 1986, under the current name of the Corporation.

3. The restatement of the Certificate of Incorporation of the Corporation, in the manner set forth in Item 6, was duly approved and adopted by a majority of the directors at a regular meeting of the directors duly held on July 23, 2001.

4. The Restated Certificate of incorporation only restates and integrates and does not further amend the provisions of the Certificate of Incorporation of the Corporation as originally filed and as amended from time to time from its original filing date to the date of the filing of this Restated Certificate of Incorporation; and there is no discrepancy between those provisions and the provisions of this Restated Certificate.

5. This Restated Certificate of Incorporation was duly adopted in accordance with Section 245 of the GCL.

6. The text of the Certificate of Incorporation of the Corporation, as originally filed and as amended from time to time from its original filing date to the date of the filing of this Restated Certificate of Incorporation, is hereby restated in full so as to read in its entirety as follows:

FIRST: The name of the corporation (hereinafter called the Corporation) is NBT BANCORP INC.

SECOND: The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road Suite 400, Wilmington, New Castle County, Delaware, 19808; and the name of the registered agent of the Corporation in the State of Delaware at such address is The Prentice-Hall Corporation System, Inc.

THIRD: The nature of the business and the purpose to be conducted and promoted by the Corporation shall be to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Fifty-Two Million Five Hundred Thousand (52,500,000) shares consisting of Fifty Million (50,000,000) shares of Common Stock, par value $.01 per share and Two Million Five Hundred Thousand (2,500,000) shares of Preferred Stock, par value $.01 per share.

FIFTH: The Board of Directors is authorized, subject to limitations prescribed by law and the provisions of the Article FOURTH, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Delaware, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof.

The authority of the Board with respect to each series shall include, but not to be limited to, determination of the following:

(a) The number of shares constituting that series and the distinctive designation of that series;

(b) The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;

(c) Whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

(d) Whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provisions for adjustment of the conversion rate in such events as the Board of Directors shall determine;

(e) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(f) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;

(g) The right of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series;

(h) Any other relative rights, preferences and limitations of that series.

Dividends on outstanding shares of Preferred Stock shall be paid or declared and set apart for payment, before any dividends shall be paid or declared and set apart for payment on the Common Stock with respect to the same dividend period.

If upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the assets available for distribution to holders of shares of Preferred Stock of all series shall be insufficient to pay such holders the full preferential amount to which they are entitled, then such assets shall be distributed ratably among the shares of all series of Preferred Stock in accordance with the respective preferential amounts (including unpaid cumulative dividends, if any) payable with respect thereto.

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: The name and the mailing address of the incorporator are as follows:

NAME	MAILING ADDRESS
Everett A. Gilmour	52 South Broad Street Norwich, New York 13815

EIGHTH: For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

(a) The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors shall be fixed by, or in the manner provided in, the By-Laws. Directors need not be elected by written ballot, unless so required by the By-Laws of the Corporation.

(b) After the original or other By-Laws of the Corporation have been adopted, amended, or repealed, as the case may be, in accordance with the provisions of Section 109 of the General Corporation Law of the State of Delaware, and after the Corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the By·Laws of the Corporation may be exercised by the Board of Directors of the Corporation.

NINTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the statute) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

TENTH: From time to time, any of the provisions of this Certificate of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, all in the manner now or hereafter prescribed by the laws of the State of Delaware, and all rights and powers at any time conferred upon the stockholders and the directors of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article TENTH. The provisions set forth in Article ELEVENTH may not be repealed or amended in any respect, unless such action is approved by the affirmative vote of the holders of not less than eighty percent (80%) of the outstanding shares of Voting Stock (as defined in Article ELEVENTH) of the Corporation; provided, however, if there is a Major Stockholder as defined in Article ELEVENTH, such eighty percent (80%) vote must include the affirmative vote of at least eighty percent (80%) of the outstanding shares of voting stock held by shareholders other than the Major Stockholder.

ELEVENTH:

(a) The affirmative vote of the holders of not less than eighty percent (80%) of the total voting power of all outstanding shares entitled to vote in the election of any particular Class of Directors (as defined in Section (e) of this Article ELEVENTH) and held by disinterested shareholders (as defined below) shall be required for the approval or authorization of any "Business Combination," as defined and set forth below:

(1) Any merger, consolidation or other business reorganization or combination of the Corporation or any of its subsidiaries with any other corporation that is a Major Stockholder of the Corporation;

(2) Any sale, lease or exchange by the Corporation of all or a substantial part of its assets to or with a Major Stockholder;

(3) Any issue of any stock or other security of the Corporation or any of its subsidiaries for cash, assets or securities of a Major Stockholder;

(4) Any reverse stock split of, or exchange of securities, cash or other properties or assets for any outstanding securities of the Corporation or any of its subsidiaries or liquidation or dissolution of the Corporation or any of its subsidiaries in any such case in which a Major Stockholder receives any securities, cash or other assets whether or not different from those received or retained by any holder of securities of the same class as held by such Major Shareholder.

The affirmative vote required by this Article ELEVENTH shall be in addition to the vote of the holders of any class or series of stock of the Corporation otherwise required by law, by any other Article of this Certificate of Incorporation or as this Certificate of Incorporation may be amended, by any resolution of the Board of Directors providing for the issuance of a class or series of stock, or by any agreement between the Corporation and any national securities exchange.

(b) For the purpose of this Article ELEVENTH:

(1) The term "Major Stockholder" shall mean and include any person, corporation, partnership, or other person or entity which, together with its "Affiliates" and "Associates" (as defined at Rule 12b-2 under the Securities Exchange Act of 1934), "beneficially owns" (as hereinafter defined) in the aggregate five percent (5%) or more of the outstanding shares of Voting Stock, and any Affiliates or Associates of any such person, corporation, partnership, or other person or entity.

(2) The term "Substantial Part" shall mean more than twenty-five percent (25%) of the fair market value of the total consolidated assets of the Corporation in question or more than twenty-five percent (25%) of the aggregate par value of authorized and issued Voting Stock of the Corporation in question, as of the end of its most recent fiscal quarter ending prior to the time the determination is being made.

(3) The term "Voting Stock" shall mean the stock of Corporation entitled to vote in the election of directors.

(4) The term "Beneficial Owner" shall mean any person and certain related parties, directly or indirectly, who own shares or have the right to acquire or vote shares of the company.

(5) The term "Disinterested Shareholder" shall mean any holder of voting securities of the company other then (i) a Major Stockholder if it or any of them has a financial interest in the transaction being voted on (except for a financial interest attributable solely to such person's interest as a stockholder of the company which is identical to the interests of all stockholders of the same class) and (ii) in the context of a transaction described in (a) (4) above, any Major Stockholder (whether or not having a financial interest described in clause (i) of this sentence) if it or any of them has directly or indirectly proposed the transaction, solicited proxies to vote in favor of the transaction, financed any such solicitation of proxies or entered into any contract, arrangement, or understanding with any person for the voting of securities of the company in favor of the transaction.

(c) The provisions of this Article shall not apply to a Business Combination which is approved by sixty-six and two-thirds percent (66-2/3%) of those members of the Board of Directors who were directors prior to the time when the Major Stockholder became a Major Stockholder. The provisions of this Article shall not apply to a Business Combination which (i) does not change any stockholder's percentage ownership in the shares of stock entitled to vote in the election of directors of any successor of the Corporation from the percentage of the shares of Voting Stock owned by such stockholder; (ii) provides for the provisions of this Article without any amendment, change, alteration, or deletion, to apply to any successor to the Corporation; and (iii) does not transfer all or a Substantial Part of the Corporation's assets or Voting Stock other than to a wholly-owned subsidiary of the Corporation.

(d) Nothing contained in the Article shall be construed to relieve a Major Stockholder from any fiduciary obligation imposed by law. In addition, nothing contained in this Article shall prevent any stockholders of the Corporation from objecting to any Business Combination and from demanding any appraisal rights which may be available to such stockholder.

(e) The Board of Directors of the Corporation shall be divided into three classes: Class l, Class 2 and Class 3, which shall be as nearly equal as possible. Each Director shall serve for a term ending on the date of the third Annual Meeting of Shareowners following the Annual Meeting at which such Director was elected; provided, however, that each initial Director in Class 1 shall hold office until the Annual Meeting of Shareowners in 1987; each initial Director in Class 2 shall hold office until the Annual Meeting of Shareowners in 1988; and each initial Director in Class 3 shall hold office until the Annual Meeting of Shareowners in 1989. Such initial Directors for each of the three Classes of Directors shall be as follows: Class 1 -John M. Kolbas and Paul O. Stillman; Class 2- Donald E. Stone, Darryl R. Gregson and Paul R. Enggaard; Class 3 -Everett A. Gilmour, J. K. Weinman and Thomas J. Mirabito. In the event of any increase or decrease in the authorized number of Directors, (1) each Director then serving as such nevertheless continue as a Director of the Class of which he is a member until the expiration of his current term, or his earlier resignation, removal from office or death, and (2) the newly created or eliminated directorships resulting from such increase or decrease shall be appointed by the Board of Directors among the three Classes of Directors so as to maintain such Classes as nearly equal as possible. Notwithstanding any of the foregoing provisions of this Article Eleventh, each Director shall serve until his successor is elected and qualified or until his earlier resignation, removal from office or death.

TWELFTH: A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation of its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, as the same exists or hereafter may be amended, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Delaware General Corporation Law. Any repeal or modification of this paragraph by the stockholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the Corporation has caused this Restated Certificate of Incorporation to be signed on its behalf by its duly authorized officer this twenty-third. day of July, 2001.

NBT BANCORP INC.

By: /s/ Michael J. Chewens
Michael J. Chewens
Chief Financial Officer and Secretary

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
NBT BANCORP INC.

NBT Bancorp Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That at a meeting of the Board of Directors of NBT Bancorp Inc., resolutions were duly adopted setting forth a proposed amendment of the Restated Certificate of Incorporation of NBT Bancorp Inc., declaring such amendment to be advisable and submitting such amendment to the stockholders of NBT Bancorp Inc. for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Restated Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FOURTH" so that, as amended, said Article shall be and read as follows:

"FOURTH: The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is One Hundred and Two Million Five Hundred Thousand (102,500,000) shares consisting of One Hundred Million (100,000,000) shares of Common Stock, par value $.0 l per share and Two Million Five Hundred Thousand (2,500,000) shares of Preferred Stock, par value $.01 per share."

SECOND: That thereafter, pursuant to a resolution of its Board of Directors, a meeting of stockholders of NBT Bancorp Inc. was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, NBT Bancorp Inc. has caused this certificate to be signed this 2nd day of May, 2012.

By: /s/ F. Sheldon Prentice
Name: F. Sheldon Prentice
Title: Corporate Senior Vice President,Counsel and Corporate Secretary

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
NBT BANCORP INC.

NBT Bancorp Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That at a meeting of the Board of Directors of NBT Bancorp Inc., resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation, as amended, of NBT Bancorp Inc., declaring such amendment to be advisable and submitting such amendment to the shareholders of NBT Bancorp Inc. for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing sections (a) and (e) of the Article thereof numbered "ELEVENTH", so that, as amended, said sections shall be and read as follows:

(a) The affirmative vote of the holders of not less than eighty percent (80%) of the total voting power of all outstanding shares entitled to vote in the election of Directors and held by disinterested shareholders (as defined below) shall be required for the approval or authorization of any "Business Combination," as defined and set forth below:

(e) Each Director who is nominated to serve as a director as of the date of the 2015 annual meeting of shareholders shall, if elected, hold office until the 2016 annual meeting of shareholders. Each Director who was serving as a Director as of the 2015 annual meeting of shareholders and who was not nominated at such meeting shall hold office until the expiration of the term for which he or she has been elected and until his or her successor shall be elected and shall qualify, subject, however, to prior resignation, removal from office or death. At each annual meeting of shareholders after the date of the 2015 annual meeting of shareholders, each Director who does not have a continuing term as provided in the foregoing sentence (and each Director for whom a continuing term has expired) shall if nominated and elected hold office until the annual meeting next succeeding his or her election and until his or her successor shall be elected and shall qualify, subject, however, to prior resignation, removal from office or death. In the event of any increase or decrease in the authorized number of Directors, each Director then serving as such shall nevertheless continue as a Director until the expiration of his or her current term and until his or her successor shall be elected and shall qualify, subject, however, to his earlier resignation, removal from office or death. Any Director elected or appointed to fill a newly created directorship resulting from an increase in the authorized number of directors or a vacancy shall hold office until the annual meeting next succeeding his or her election or appointment and until his or her successor shall be elected and shall quality, subject, however, to prior resignation, removal from office or death.

SECOND: That thereafter, pursuant to a resolution of its Board of Directors, a meeting of shareholders of NBT Bancorp Inc. was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, NBT Bancorp Inc. has caused this certificate to be signed this 1st day of July, 2015.

By:	/s/ F. Sheldon Prentice
Name:	F. Sheldon Prentice
Title:	Executive Vice President, General Counsel & Corporate Secretary

EXHIBIT 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Martin A. Dietrich, certify that:

1. I have reviewed this quarterly report on Form 10-Q of NBT Bancorp Inc.

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 10, 2015

By: /s/ Martin A. Dietrich
Martin A. Dietrich
Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Michael J. Chewens, certify that:

1. I have reviewed this quarterly report on Form 10-Q of NBT Bancorp Inc.

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 10, 2015

By: /s/ Michael J. Chewens
Michael J. Chewens
Senior Executive Vice President and
Chief Financial Officer

EXHIBIT 32.1

Written Statement of the Chief Executive Officer Pursuant to Section 906 of the SARBANES-OXLEY ACT OF 2002

The undersigned, the Chief Executive Officer of NBT Bancorp Inc. (the "Company"), hereby certifies that to his knowledge on the date hereof:

(a) the Form 10-Q of the Company for the Quarterly Period Ended June 30, 2015, filed on the date hereof with the Securities and Exchange Commission (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(b) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Martin A. Dietrich
Martin A. Dietrich
Chief Executive Officer
August 10, 2015

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to NBT Bancorp Inc. and will be retained by NBT Bancorp Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

EXHIBIT 32.2

Written Statement of the Chief Financial Officer Pursuant to Section 906 of the SARBANES-OXLEY ACT OF 2002

The undersigned, the Chief Financial Officer of NBT Bancorp Inc. (the "Company"), hereby certifies that to his knowledge on the date hereof:

(a) the Form 10-Q of the Company for the Quarterly Period Ended June 30, 2015, filed on the date hereof with the Securities and Exchange Commission (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(b) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Michael J. Chewens

Michael J. Chewens
Senior Executive Vice President and
Chief Financial Officer
August 10, 2015

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to NBT Bancorp Inc. and will be retained by NBT Bancorp Inc. and furnished to the Securities and Exchange Commission or its staff upon request.