WSFS FINANCIAL CORP
Form 10-Q
November 12, 2013
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2013

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 0-16668

WSFS FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	**22-2866913**
(State or other jurisdiction of Incorporation or organization)	**(I.R.S. Employer Identification Number)**
WSFS Bank Center, 500 Delaware Avenue, Wilmington, Delaware	**19801**
(Address of principal executive offices)	**(Zip Code)**

(302) 792-6000

Registrant s telephone number, including area code:

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

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

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

Large accelerated filer ¨	Accelerated filer x
Non-accelerated filer ¨ (Do not check if smaller reporting company)	Smaller reporting company ¨

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

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of November 1, 2013

Common Stock, par value $.01 per share	**8,850,368**
(Title of Class)	**(Shares Outstanding)**

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WSFS FINANCIAL CORPORATION

CONSOLIDATED STATEMENTS OF OPERATIONS

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	**2013**	2012
	(Unaudited)			
	(In Thousands, Except Per Share Data)			
Interest income:				
Interest and fees on loans	**$ 32,708**	$ 32,003	**$ 96,268**	$ 98,185
Interest on mortgage-backed securities	**3,527**	4,344	**10,726**	14,953
Interest on reverse mortgages	**248**	35	**462**	(41)
Interest and dividends on investment securities	**546**	123	**999**	376
Other interest income	**87**	9	**134**	27
	37,116	36,514	**108,589**	113,500
Interest expense:				
Interest on deposits	**1,673**	3,237	**5,513**	10,652
Interest on Federal Home Loan Bank advances	**482**	1,403	**1,376**	4,985
Interest on federal funds purchased and securities sold under agreements to repurchase	**244**	253	**738**	765
Interest on trust preferred borrowings	**339**	369	**1,005**	1,114
Interest on senior debt	**943**	353	**2,830**	353
Interest on other borrowings	**29**	6	**85**	130
	3,710	5,621	**11,547**	17,999
Net interest income	**33,406**	30,893	**97,042**	95,501
Provision for loan losses	**1,969**	3,751	**5,880**	28,379
Net interest income after provision for loan losses	**31,437**	27,142	**91,162**	67,122
Noninterest income:				
Credit/debit card and ATM income	**6,374**	5,738	**18,231**	17,031
Deposit service charges	**4,407**	4,360	**12,637**	12,673
Investment management and fiduciary revenue	**3,836**	3,258	**11,623**	9,716
Reverse mortgage consolidation gain	**3,801**		**3,801**	
Mortgage banking activities, net	**907**	914	**2,837**	1,882
Loan fee income	**419**	706	**1,401**	1,803
Security gains, net	**306**	2,451	**2,856**	17,797
Bank owned life insurance income	**74**	1,126	**162**	1,447
Other income	**2,618**	1,195	**6,807**	3,149
	22,742	19,748	**60,355**	65,498
Noninterest expenses:				
Salaries, benefits and other compensation	**17,648**	16,942	**53,086**	49,840
Occupancy expense	**3,385**	3,235	**10,169**	9,697
Equipment expense	**2,044**	1,701	**5,990**	5,403
Data processing and operations expenses	**1,548**	1,402	**4,291**	4,190
FDIC expenses	**959**	1,384	**3,067**	4,262
Professional fees	**866**	671	**2,712**	2,917

Marketing expense	**643**	379	**1,768**	1,976
Loan workout and OREO expenses	**492**	2,115	**1,432**	4,902
Other operating expense	**5,224**	4,324	**15,816**	12,972
	32,809	32,153	**98,331**	96,159
Income before taxes	**21,370**	14,737	**53,186**	36,461
Income tax provision	**7,210**	4,758	**18,378**	12,708
Net income	**14,160**	9,979	**34,808**	23,753
Dividends on preferred stock and accretion of discount	**332**	693	**1,633**	2,077
Net income allocable to common stockholders	**$ 13,828**	$ 9,286	**$ 33,175**	$ 21,676
Earnings per share:				
Basic	**$ 1.57**	$ 1.07	**$ 3.77**	$ 2.49
Diluted	**$ 1.54**	$ 1.06	**$ 3.72**	$ 2.47

The accompanying notes are an integral part of these Consolidated Financial Statements.

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WSFS FINANCIAL CORPORATION

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	**2013**	2012
	(Unaudited) (In Thousands)		(Unaudited) (In Thousands)	
Net Income	**$ 14,160**	$ 9,979	**$ 34,808**	$ 23,753
Other comprehensive (loss) income:				
Unrealized (losses) gains on securities available-for-sale	**(4,901)**	15,341	**(43,781)**	27,605
Tax benefit (expense)	**1,795**	(5,783)	**16,532**	(10,440)
Net of tax amount	**(3,106)**	9,558	**(27,249)**	17,165
Reclassification adjustment for gains included in net income	**(306)**	(2,451)	**(2,856)**	(17,797)
Tax expense	**116**	931	**1,085**	6,763
Net of tax amount	**(190)**	(1,520)	(1,771)	(11,034)
Total other comprehensive (loss) income	**(3,296)**	8,038	**(29,020)**	6,131
Total comprehensive income	**$ 10,864**	$ 18,017	**$ 5,788**	$ 29,884

The accompanying notes are an integral part of these Consolidated Financial Statements.

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WSFS FINANCIAL CORPORATION

CONSOLIDATED STATEMENTS OF CONDITION

	September 30, 2013	December 31, 2012
	(Unaudited)	
	(In Thousands, Except Per Share Data)	
Assets		
Cash and due from banks	**$ 96,021**	$ 93,629
Cash in non-owned ATMs	**406,227**	406,627
Interest-bearing deposits in other banks	**197**	631
Total cash and cash equivalents	**502,445**	500,887
Investment securities, available-for-sale	**806,926**	907,955
Investment securities, trading		12,590
Loans held-for-sale	**12,608**	12,758
Loans, net of allowance for loan losses of $41,431 at September 30, 2013 and $43,922 at December 31, 2012	**2,829,992**	2,723,916
Reverse mortgage loans	**40,095**	(457)
Bank-owned life insurance	**63,077**	62,915
Stock in Federal Home Loan Bank of Pittsburgh, at cost	**33,876**	31,165
Assets acquired through foreclosure	**7,163**	4,622
Accrued interest receivable	**9,833**	9,652
Premises and equipment	**36,001**	38,257
Goodwill	**32,395**	28,146
Intangible assets	**7,146**	5,174
Other assets	**61,099**	37,568
Total assets	**$ 4,442,656**	$ 4,375,148
Liabilities and Stockholders Equity		
Liabilities:		
Deposits:		
Noninterest-bearing demand	**$ 609,115**	$ 631,026
Interest-bearing demand	**669,173**	538,195
Money market	**780,753**	933,901
Savings	**378,397**	389,977
Time	**256,397**	316,986
Jumbo certificates of deposit customer	**251,764**	294,237
Total customer deposits	**2,945,599**	3,104,322
Brokered deposits	**175,599**	170,641
Total deposits	**3,121,198**	3,274,963
Federal funds purchased and securities sold under agreements to repurchase	**114,000**	110,000
Federal Home Loan Bank advances	**600,435**	376,310
Trust preferred borrowings	**67,011**	67,011
Senior debt	**55,000**	55,000
Other borrowed funds	**38,169**	28,945
Bonds payable	**26,340**	
Accrued interest payable	**3,254**	1,099
Other liabilities	**43,298**	40,766

Total liabilities	**4,068,705**	3,954,094
Stockholders Equity:		
Serial preferred stock $0.01 par value, 7,500,000 shares authorized; issued 0 at September 30, 2013 and 52,625 issued at December 31, 2012	**$**	$ 1
Common stock $0.01 par value, 20,000,000 shares authorized; issued 18,425,025 at September 30, 2013 and 18,354,055 at December 31, 2012	**184**	184
Capital in excess of par value	**175,176**	222,978
Accumulated other comprehensive (loss) / income	**(16,077)**	12,943
Retained earnings	**462,948**	433,228
Treasury stock at cost, 9,580,569 shares at September 30, 2013 and December 31, 2012	**(248,280)**	(248,280)
Total stockholders equity	**373,951**	421,054
Total liabilities and stockholders equity	**$ 4,442,656**	$ 4,375,148

The accompanying notes are an integral part of these Consolidated Financial Statements.

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WSFS FINANCIAL CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Nine months ended September 30, 2013	2012
	(Unaudited)	
	(In Thousands)	
Operating activities:		
Net Income	**$ 34,808**	$ 23,753
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	**5,880**	28,379
Depreciation of premises and equipment	**4,329**	3,803
Amortization, net	**8,575**	8,123
(Increase) decrease in accrued interest receivable	**(181)**	1,451
(Decrease) increase in other assets	**(6,126)**	8,726
Origination of loans held-for-sale	**(178,819)**	(137,298)
Proceeds from sales of loans held-for-sale	**191,831**	142,535
Gain on mortgage banking activities, net	**(2,837)**	(1,882)
Gain on mark-to-market adjustment on trading securities	**125**	
Security gains, net	**(2,981)**	(17,797)
Reverse mortgage consolidation gain	**(3,801)**	
Stock-based compensation expense	**2,294**	1,600
Excess tax benefits from share-based payment arrangements	**(266)**	(99)
Increase in accrued interest payable	**2,155**	4,425
Decrease in other liabilities	**(9,488)**	(3,432)
Loss on sale of assets acquired through foreclosure and valuation adjustments, net	**203**	2,891
Increase in value of bank-owned life insurance	**(162)**	(1,447)
Decrease in capitalized interest, net	**(802)**	(478)
Net cash provided by operating activities	**$ 44,737**	$ 63,253
Investing activities:		
Maturities of investment securities	**510**	5,039
Sale of investment securities available for sale	**239,383**	616,254
Purchase of investment securities available-for-sale	**(255,277)**	(751,363)
Repayments of investment securities available-for-sale	**64,369**	101,729
Disbursements for reverse mortgages	**(40)**	(94)
Proceeds from loan disposition		31,307
Net increase in loans	**(121,589)**	(38,190)
Cash received in consolidation of reverse mortgage securitization trust	**5,833**	
Payment of bank-owned life insurance		2,021
Acquisition of Array/Arrow, net of cash acquired	**(4,189)**	
Net (increase) decrease in stock of Federal Home Loan Bank of Pittsburgh	**(2,711)**	5,585
Sales of assets acquired through foreclosure, net	**4,682**	11,789
Investment in premises and equipment, net	**(1,948)**	(5,747)
Net cash (used for) provided by investing activities	**$ (70,977)**	$ (21,670)
Financing activities:		
Net (decrease) increase in demand and saving deposits	**(46,072)**	101,059
Decrease in time deposits	**(103,062)**	(58,991)

Increase (decrease) in brokered deposits	**4,958**	(25,717)
Receipts from FHLB advances	**29,071,254**	27,299,083
Repayments of FHLB advances	**(28,847,129)**	(27,444,895)
Receipts from federal funds purchased and securities sold under agreement to repurchase	**15,682,425**	14,135,000
Repayments of federal funds purchased and securities sold under agreement to repurchase	**(15,678,425)**	(14,085,000)
Repayment of unsecured debt		(30,000)
Issuance of Senior Debt		52,691
Dividends paid	**(6,017)**	(5,115)
Issuance of common stock and exercise of common stock options	**2,223**	1,086
Repurchase of common stock warrants		(1,800)
Redemption of preferred stock	**(52,623)**	
Excess tax benefits from share-based payment arrangements	**266**	99
Net cash provided by (used for) financing activities	**$ 27,798**	$ (62,500)
Increase (decrease) in cash and cash equivalents	**1,558**	(20,917)
Cash and cash equivalents at beginning of period	**500,887**	468,017
Cash and cash equivalents at end of period	**$ 502,445**	$ 447,100
Supplemental Disclosure of Cash Flow Information:		
Cash paid for interest during the period	**$ 9,392**	$ 13,574
Cash paid for income taxes, net	**15,822**	8,379
Loans transferred to assets acquired through foreclosure	**7,427**	9,290
Net change in other comprehensive income	**(29,021)**	6,131
Fair value of assets acquired	**12,817**	
Fair value of liabilities assumed	**10,127**	
Fair value of assets consolidated	**41,397**	
Fair value of liabilities consolidated	**26,339**	

The accompanying notes are an integral part of these Consolidated Financial Statements.

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WSFS FINANCIAL CORPORATION

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2013

(UNAUDITED)

1. BASIS OF PRESENTATION

Our Consolidated Financial Statements include the accounts of WSFS Financial Corporation (the Company , our Company , we , our or us), Wilmington Savings Fund Society, FSB (WSFS Bank or the Bank) and Montchanin Capital Management, Inc. (Montchanin). We also have one unconsolidated affiliate, WSFS Capital Trust III (the Trust). WSFS Bank has two fully-owned subsidiaries, WSFS Investment Group, Inc. (WIG) and Monarch Entity Services LLC (Monarch) and Montchanin has one wholly owned subsidiary, Cypress Capital Management, LLC (Cypress). In addition to the subsidiaries listed above, we also have one consolidated variable interest entity, SASCO 2002-RM1 (SASCO), which is a reverse mortgage securitization trust.

Founded in 1832, the Bank is one of the ten oldest banks continuously operating under the same name in the United States. We provide residential and commercial real estate, commercial and consumer lending services, as well as retail deposit and cash management services. In addition, we offer a variety of wealth management and trust services to personal and corporate customers through our Wealth Management division. Lending activities are funded primarily with customer deposits and borrowings. The Federal Deposit Insurance Corporation (FDIC) insures our customers deposits to their legal maximums. We serve our customers primarily from our 51 offices located in Delaware (41), Pennsylvania (8), Virginia (1) and Nevada (1) and through our website at www.wsfsbank.com. Information on our website is not incorporated by reference into this quarterly report.

Amounts subject to significant estimates are items such as the allowance for loan losses and reserves for lending related commitments, goodwill, intangible assets, post-retirement benefit obligations, the fair value of financial instruments, investment in reverse mortgage, income taxes and other-than-temporary impairments (OTTI). Among other effects, changes to such estimates could result in future impairments of investment securities, goodwill and intangible assets and establishment of allowances for loan losses and lending related commitments as well as increased post-retirement benefits expense.

Our accounting and reporting policies conform with U.S. generally accepted accounting principles and prevailing practices within the banking industry for interim financial information and Rule 10-01 of the Securities and Exchange Commission (SEC) Regulation S-X. Rule 10-01 of Regulation S-X does not require us to include all information and notes for complete financial statements and prevailing practices within the banking industry. Operating results for the three and nine month periods ended September 30, 2013 are not necessarily indicative of the results that may be expected for any future quarters or for the year ending December 31, 2013. For further information, refer to the consolidated financial statements and the accompanying notes included in our Annual Report on Form 10-K for the year ended December 31, 2012 as filed with the SEC.

Whenever necessary, reclassifications have been made to prior period Consolidated Financial Statements to conform to the current period s presentation. All significant intercompany transactions were eliminated in consolidation.

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2. EARNINGS PER SHARE

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

	For the three months ended September 30,		For the nine months ended September 30,	
	2013	2012	**2013**	2012
	(In Thousands, Except Per Share Data)			
Numerator:				
Net income allocable to common stockholders	**$ 13,828**	$ 9,286	**$ 33,175**	$ 21,676
Denominator:				
Denominator for basic earnings per share weighted average shares	**8,828**	8,712	**8,804**	8,702
Effect of dilutive employee stock options and warrants	**148**	83	**106**	77
Denominator for diluted earnings per share adjusted weighted average shares and assumed exercise	**8,976**	8,795	**8,910**	8,779
Earnings per share:				
Basic:				
Net income allocable to common stockholders	**$ 1.57**	$ 1.07	**$ 3.77**	$ 2.49
Diluted:				
Net income allocable to common stockholders	**$ 1.54**	$ 1.06	**$ 3.72**	$ 2.47
Outstanding common stock equivalents having no dilutive effect	**402**	338	**557**	361

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3. INVESTMENT SECURITIES

The following tables detail the amortized cost and the estimated fair value of our investment securities available-for-sale and trading securities:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
		(In Thousands)		
Available-for-sale securities:				
September 30, 2013:				
State and political subdivisions	**$ 87,987**	**$ 224**	**$ (4,879)**	**$ 83,332**
U.S. Government and government sponsored enterprises (GSE)	**41,670**	**131**	**(3)**	**41,798**
Federal National Mortgage Association (FNMA) Mortgage-Backed Securities (MBS)	**379,721**	**518**	**(11,990)**	**368,249**
Collateralized Mortgage Obligation (CMO) (1)	**112,887**	**169**	**(4,585)**	**108,471**
Federal Home Loan Mortgage Corporation (FHLMC) MBS	**109,482**	**38**	**(3,397)**	**106,123**
Government National Mortgage Association (GNMA) MBS	**100,349**	**1,134**	**(2,530)**	**98,953**
	$ 832,096	**$ 2,214**	**$ (27,384)**	**$ 806,926**
December 31, 2012				
State and political subdivisions	3,120	89		3,209
GSE	46,726	266	(2)	46,990
FNMA	396,910	9,588	(243)	406,255
CMO (1)	251,848	7,849	(301)	259,396
FHLMC	58,596	1,171	(117)	59,650
GNMA	129,288	3,221	(54)	132,455
	$ 886,488	$ 22,184	$ (717)	$ 907,955
Trading securities				
September 30, 2013:				
CMO	**$**	**$**	**$**	**$**
December 31, 2012				
CMO	$ 12,590	$	$	$ 12,590

(1) Includes agency CMO securities classified as available-for-sale

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The scheduled maturities of investment securities available-for-sale at September 30, 2013 and December 31, 2012 were as follows:

	Available-for-Sale	
	Amortized Cost	Fair Value
	(In Thousands)	
September 30, 2013		
Within one year	**$ 22,860**	**$ 22,932**
After one year but within five years	**32,661**	**32,465**
After five years but within ten years	**312,070**	**298,900**
After ten years	**464,505**	**452,629**
	$ 832,096	**$ 806,926**
December 31, 2012		
Within one year	$ 19,001	$ 19,115
After one year but within five years	28,855	29,034
After five years but within ten years	321,103	329,580
After ten years	517,529	530,226
	$ 886,488	$ 907,955

The portfolio of available-for-sale MBS includes 134 securities all of which are GSE securities with an amortized cost of $702.4 million. All securities were AAA-rated at the time of purchase. All securities were re-evaluated for OTTI at September 30, 2013. The result of this evaluation showed no OTTI for the third quarter of 2013. The weighted average duration of MBS was 5.8 years at September 30, 2013.

MBS have expected maturities that differ from their contractual maturities. These differences arise because borrowers may have the right to call or prepay obligations with or without a prepayment penalty.

At September 30, 2013, investment securities with market values aggregating $513.0 million were pledged as collateral for retail customer repurchase agreements, municipal deposits, and other obligations. From time to time, investment securities are also pledged as collateral for FHLB borrowings. There were no FHLB pledged investment securities at September 30, 2013.

During the first nine months of 2013, we sold $239.9 million of investment securities categorized as available-for-sale for net gains of $3.0 million. In the first nine months of 2012, proceeds from the sale of investment securities available-for-sale were $616.3 million and resulted in net gains of $17.7 million. The cost basis of all investment securities sales is based on the specific identification method.

As of September 30, 2013, our investment securities portfolio had remaining unamortized premiums of $25.1 million and $90,000 of unaccreted discounts.

At September 30, 2013, we owned investment securities totaling $678.9 million in which the amortized cost basis exceeded fair value. Total unrealized losses on those securities were $27.4 million at September 30, 2013. The temporary impairment is the result of changes in market interest rates subsequent to the purchase of the securities. Our investment portfolio is reviewed each quarter for indications of impairment. This review includes analyzing the length of time and the extent to which the fair value has been lower than the cost, the financial condition and near-term prospects of the issuer, including any specific events which may influence the operations of the issuer and our intent and ability to hold the investment for a period of time sufficient to allow for any anticipated recovery in the market. We evaluate our intent and ability to hold securities based upon our investment strategy for the particular type of security and our cash flow needs, liquidity position, capital adequacy and interest rate risk position. In addition, we do not have the intent to sell, nor is it more likely-than-not we will be required to sell these securities before we are able to recover the amortized cost basis.

During the first nine months of 2013, we purchased $77.7 million of municipal bonds. The purpose was to improve return, diversify our investment portfolio and reduce our effective tax rate.

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For these investment securities with unrealized losses, the table below shows our gross unrealized losses and fair value by investment category and length of time that individual securities were in a continuous unrealized loss position at September 30, 2013.

	Less than 12 months		12 months or longer		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
			(In Thousands)			
Available-for-sale						
State and political subdivisions	**$ 59,470**	**$ 4,879**	**$**	**$**	**$ 59,470**	**$ 4,879**
U.S Government and agencies			**2,003**	**3**	**2,003**	**3**
FNMA	**331,949**	**11,840**	**4,060**	**150**	**336,009**	**11,990**
CMO	**99,464**	**4,584**	**1,339**	**1**	**100,803**	**4,585**
FHLMC	**105,539**	**3,397**			**105,539**	**3,397**
GNMA	**75,096**	**2,530**			**75,096**	**2,530**
Total temporarily impaired investments	**$ 671,518**	**$ 27,230**	**$ 7,402**	**$ 154**	**$ 678,920**	**$ 27,384**

The table below shows our investment securities gross unrealized losses and fair value by investment category and length of time that individual securities were in a continuous unrealized loss position at December 31, 2012.

	Less than 12 months		12 months or longer		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
			(In Thousands)			
Available-for-sale						
State and political subdivisions	$	$	$	$	$	$
U.S Government and agencies	2,008	2			2,008	2
FNMA	43,696	243			43,696	243
CMO	40,358	268	1,364	33	41,722	301
FHLMC	13,884	117			13,884	117
GNMA	10,029	54			10,029	54
Total temporarily impaired investments	$ 109,975	$ 684	$ 1,364	$ 33	$ 111,339	$ 717

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4. ALLOWANCE FOR LOAN LOSSES AND CREDIT QUALITY INFORMATION

Allowance for Loan Losses

We maintain an allowance for loan losses and charge losses to this allowance when such losses are realized. We established our allowance for loan losses in accordance with guidance provided in the SEC s Staff Accounting Bulletin 102 (SAB 102). The determination of the allowance for loan losses requires significant judgment reflecting our best estimate of impairment related to specifically identified impaired loans as well as probable loan losses in the remaining loan portfolio. Our evaluation is based upon a continuing review of these portfolios. The following are included in our allowance for loan losses:

- Specific reserves for impaired loans
- Allowances for pools of homogenous loans based on historical loss experience
- Adjustments for qualitative and environmental factors
- Allowance for model estimation and complexity risk

Specific reserves are established for impaired loans where we have identified significant conditions or circumstances related to specific credits that indicate losses are probable. Unless loans are well-secured and collection is imminent, all loans that are 90 days past due are deemed impaired. Reserves for impaired loans are generally charged-off within 90 days of impairment recognition. Estimated losses are based on collateral values, estimates of future cash flows, or market valuations.

Allowances for pooled homogeneous loans, that are not deemed impaired, are based on historical loss experience. Estimated losses for pooled portfolios are determined differently for commercial loan pools and retail loan pools. Commercial loans are pooled into the following segments: Business Loans (Commercial and Industrial Loans), Commercial Real Estate Owner-Occupied, Commercial Real Estate Investor, and Construction Loans. Each pool is further segmented by internally assessed risk ratings. Loan losses for commercial loans are estimated by determining the probability of default and expected loss severity upon default. Probability of default is calculated based on the historical rate of migration to impaired status during the last fourteen quarters. This was an increase of one quarter over the previous period s analysis. This adjustment provides a more representative period and accurate estimation of the allowance at the current point in this credit cycle. Loss severity is calculated as the actual loan losses (net of recoveries) on impaired loans in the respective pool during the same time frame. Retail loans are pooled into the following segments: residential mortgage loans, home equity secured loans, and all other consumer loans. Pooled reserves for retail loans are calculated based solely on the previous three year average loss rate.

Qualitative and environmental adjustment factors are taken into consideration when determining the above reserve estimates or core reserves. These adjustment factors are based upon our evaluation of various current internal and external conditions including:

- Assessment of current underwriting policies, staff, and portfolio mix
- Internal trends of delinquency, nonaccrual and criticized loans by segment
- Assessment of risk rating accuracy, control and regulatory assessments/environment
- General economic conditions locally and nationally

- Market trends impacting collateral values

- Competitive environment as it could impact loan structure and underwriting

The above factors are based on their relative standing compared to the period which historic losses are used in core reserve estimates and current directional trends. Each individual qualitative and environmental factor in our model can add or subtract to core reserves.

The final component of our allowance for loan losses is a reserve for model estimation and complexity risk. The calculation of reserves is generally quantitative; however, qualitative estimates of valuations and risk assessment are necessary. We increased our calculated reserves by 2% to account for model estimation and complexity risk as of September 30, 2013 and December 31, 2012.

Our loan officers and risk managers meet at least quarterly to discuss and review the conditions and risks associated with individual problem loans. In addition, various regulatory agencies and loan review consultants periodically review our loan ratings and allowance for loan losses.

The following tables provide the activity of our allowance for loan losses and loan balances for three and nine months ended September 30, 2013 and 2012:

	Commercial	Owner - Occupied Commercial	Commercial Mortgages	Construction	Residential	Consumer	Complexity Risk (1)	Total
				(in thousands)				
Three months ended September 30, 2013								
Allowance for loan losses								
Beginning balance	$ 12,967	$ 8,049	$ 6,345	$ 3,952	$ 3,230	$ 6,137	$ 814	$ 41,494
Charge-offs	(1,172)	(31)	(103)	(4)	(290)	(1,343)		(2,943)
Recoveries	273	55	333	21	10	219		911
Provision (credit)	594	(23)	345	(380)	364	1,071	(2)	1,969
Ending balance	$ 12,662	$ 8,050	$ 6,920	$ 3,589	$ 3,314	$ 6,084	$ 812	$ 41,431
Nine months ended September 30, 2013								
Allowance for loan losses								
Beginning balance	$ 13,663	$ 6,108	$ 8,079	$ 6,456	$ 3,124	$ 5,631	$ 861	$ 43,922
Charge-offs	(2,311)	(68)	(1,824)	(1,344)	(985)	(4,153)		$ (10,685)
Recoveries	900	100	442	106	51	715		$ 2,314
Provision (credit)	410	1,910	223	(1,629)	1,124	3,891	(49)	$ 5,880
Ending balance	$ 12,662	$ 8,050	$ 6,920	$ 3,589	$ 3,314	$ 6,084	$ 812	$ 41,431
Period-end allowance allocated to:								
Loans individually evaluated for impairment	$ 2,004	$ 945	$ 1,995	$	$ 995	$ 12	$	$ 5,951
Loans collectively evaluated for impairment	10,658	7,105	4,925	3,589	2,319	6,072	812	35,480
Ending balance	$ 12,662	$ 8,050	$ 6,920	$ 3,589	$ 3,314	$ 6,084	$ 812	$ 41,431
Period-end loan balances evaluated for:								
Loans individually evaluated for impairment	$ 5,833	$ 12,568	$ 8,894	$ 274	$ 17,360	$ 4,400	$	$ 49,329(2)
Loans collectively evaluated for impairment	748,106	777,297	704,895	102,347	211,595	283,645		$ 2,827,885
Ending balance	$ 753,939	$ 789,865	$ 713,789	$ 102,621	$ 228,955	$ 288,045	$	$ 2,877,214

(1) Represents the portion of the allowance for loan losses established to account for the inherent complexity and uncertainty of estimates.
(2) The difference between this amount and nonaccruing loans at September 30, 2013 represents accruing troubled debt restructured loans.

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The following table provides the activity of the allowance for loan losses and loan balances for the three and nine months ended September 30, 2012:

	Commercial	Owner Occupied Commercial	Commercial Mortgages	Construction	Residential	Consumer	Complexity Risk (1)	Total
				(In Thousands)				
Three months ended September 30, 2012								
Allowance for loan losses								
Beginning balance	$ 9,891	$ 4,091	$ 9,618	$ 5,307	$ 6,265	$ 10,341	$ 916	$ 46,429
Charge-offs	(1,281)	(926)	(709)	(676)	(705)	(2,573)		(6,870)
Recoveries	455	184	18	1,314	113	204		2,288
Provision	(127)	(4)	(2,281)	(810)	2,690	4,300	(17)	3,751
Ending balance	$ 8,938	$ 3,345	$ 6,646	$ 5,135	$ 8,363	$ 12,272	$ 899	$ 45,598
Nine months ended September 30, 2012								
Allowance for loan losses								
Beginning balance	$ 15,067	$ 9,235	$ 7,556	$ 4,074	$ 6,544	$ 10,604	$	$ 53,080
Charge-offs	(11,316)	(3,614)	(5,600)	(10,680)	(3,344)	(5,494)		(40,048)
Recoveries	1,305	190	382	1,642	171	497		4,187
Provision	3,882	(2,466)	4,308	10,099	4,992	6,665	899	28,379
Ending balance	$ 8,938	$ 3,345	$ 6,646	$ 5,135	$ 8,363	$ 12,272	$ 899	$ 45,598
Period-end allowance allocated to:								
Loans individually evaluated for impairment	$ 1,244	$ 222	$ 90	$ 94	$ 1,199	$ 24	$	$ 2,873
Loans collectively evaluated for impairment	7,694	3,123	6,556	5,041	7,164	12,248	899	42,725
Ending balance	$ 8,938	$ 3,345	$ 6,646	$ 5,135	$ 8,363	$ 12,272	$ 899	$ 45,598
Period-end loan balances evaluated for:								
Loans individually evaluated for impairment	$ 3,579	$ 13,324	$ 5,875	$ 2,620	$ 18,072	$ 6,694	$	$ 50,164(2)
Loans collectively evaluated for impairment	694,626	737,670	598,681	111,557	232,270	276,791		2,651,595
Ending balance	$ 698,205	$ 750,994	$ 604,556	$ 114,177	$ 250,342	$ 283,485	$	$ 2,701,759

(1) Represents the portion of the allowance for loan losses established to account for the inherent complexity and uncertainty of estimates.
(2) The difference between this amount and nonaccruing loans at September 30, 2012, represents accruing troubled debt restructured loans.

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Nonaccrual and Past Due Loans

The following tables show our nonaccrual and past due loans at the dates indicated:

September 30, 2013 (In Thousands)	30 59 Days Past Due and Still Accruing	60 89 Days Past Due and Still Accruing	Greater Than 90 Days Past Due and Still Accruing	Total Past Due And Still Accruing	Accruing Current Balances	Nonaccrual Loans	Total Loans
Commercial	$ 13,212	$	$	$ 13,212	$ 735,077	$ 5,650	$ 753,939
Owner-Occupied commercial	6,474			6,474	770,823	12,568	789,865
Commercial mortgages	22			22	705,077	8,690	713,789
Construction					102,347	274	102,621
Residential	3,672	1,073	658	5,403	215,113	8,439	228,955
Consumer	1,138	468		1,606	283,890	2,549	288,045
Total	$ 24,518	$ 1,541	$ 658	$ 26,717	$ 2,812,327	$ 38,170	$ 2,877,214
% of Total Loans	0.85%	0.06%	0.02%	0.93%	97.74%	1.33%	100%

December 31, 2012 (In Thousands)	30 59 Days Past Due and Still Accruing	60 89 Days Past Due and Still Accruing	Greater Than 90 Days Past Due and Still Accruing	Total Past Due And Still Accruing	Accruing Current Balances	Nonaccrual Loans	Total Loans
Commercial	$ 1,214	$	$	$ 1,214	$ 698,416	$ 4,861	$ 704,491
Owner-Occupied commercial	1,264			1,264	755,316	14,001	770,581
Commercial mortgages					618,731	12,634	631,365
Construction	269	70		339	131,489	1,547	133,375
Residential	5,383	606	786	6,775	226,863	9,989	243,627
Consumer	971	526		1,497	282,776	4,728	289,001
Total	$ 9,101	$ 1,202	$ 786	$ 11,089	$ 2,713,591	$ 47,760	$ 2,772,440
% of Total Loans	0.33%	0.04%	0.03%	0.40%	97.88%	1.72%	100%

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Impaired Loans

The following tables provide an analysis of our impaired loans at September 30, 2013 and December 31, 2012:

September 30, 2013 (In Thousands)	**Ending Loan Balances**	**Loans with No Specific Reserve (1)**	**Loans with Specific Reserve**	**Related Specific Reserve**	**Contractual Principal Balances**	**Average Loan Balances**
Commercial	**$ 5,833**	**$ 2,288**	**$ 3,545**	**$ 2,004**	**$ 13,728**	**$ 5,062**
Owner-Occupied commercial	**12,568**	**5,723**	**6,845**	**945**	**14,911**	**13,167**
Commercial mortgages	**8,894**	**2,896**	**5,998**	**1,995**	**19,494**	**9,887**
Construction	**274**	**274**			**16,012**	**1,261**
Residential	**17,360**	**9,680**	**7,680**	**995**	**19,726**	**18,091**
Consumer	**4,400**	**4,272**	**128**	**12**	**5,091**	**5,712**
Total	**$ 49,329**	**$ 25,133**	**$ 24,196**	**$ 5,951**	**$ 88,962**	**$ 53,180**

December 31, 2012 (In Thousands)	Ending Loan Balances	Loans with No Specific Reserve (1)	Loans with Specific Reserve	Related Specific Reserve	Contractual Principal Balances	Average Loan Balances
Commercial	$ 4,861	$ 1,598	$ 3,263	$ 2,100	$ 12,060	$ 4,993
Owner-Occupied commercial	14,001	13,827	174	1	18,658	16,856
Commercial mortgages	12,634	5,422	7,212	1,887	22,192	10,233
Construction	1,547	1,172	375	28	17,711	11,239
Residential	18,483	11,053	7,430	919	20,771	16,917
Consumer	6,329	5,635	694	16	7,265	4,514
Total	$ 57,855	$ 38,707	$ 19,148	$ 4,951	$ 98,657	$ 64,752

(1) Reflects loan balances at their remaining book balance.

Interest income of $234,000 and $706,000 was recognized on impaired loans during the three and nine months ended September 30, 2013, respectively.

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Credit Quality Indicators

Below is a description of each of our risk ratings for all commercial loans:

Pass. These borrowers presently show no current or potential problems and their loans are considered fully collectible.

Special Mention. Borrowers have potential weaknesses that deserve management s close attention. Borrowers in this category may be experiencing adverse operating trends, for example, declining revenues or margins, high leverage, tight liquidity, or increasing inventory without increasing sales. These adverse trends can have a potential negative effect on the borrower s repayment capacity. These assets are not adversely classified and do not expose the Bank to significant risk that would warrant a more severe rating. Borrowers in this category may also be experiencing significant management problems, pending litigation, or other structural credit weaknesses.

Substandard. Borrowers have well-defined weaknesses that require extensive oversight by management. Borrowers in this category may exhibit one or more of the following: inadequate debt service coverage, unprofitable operations, insufficient liquidity, high leverage, and weak or inadequate capitalization. Relationships in this category are not adequately protected by the sound financial worth and paying capacity of the obligor or the collateral pledged on the loan, if any. The distinct possibility exists that the Bank will sustain some loss if the deficiencies are not corrected.

Doubtful. Borrowers have well-defined weaknesses inherent in the Substandard category with the added characteristic that the possibility of loss is extremely high. Current circumstances in the credit relationship make collection or liquidation in full highly questionable. A doubtful asset has some pending event that may strengthen the asset that defers the loss classification. Such impending events include: perfecting liens on additional collateral, obtaining collateral valuations, an acquisition or liquidation preceding, proposed merger, or refinancing plan.

Loss. Borrowers are uncollectible or of such negligible value that continuance as a bankable asset is not supportable. This classification does not mean that the asset has absolutely no recovery or salvage value, but rather that it is not practical to defer writing off this asset even though partial recovery may be recognized sometime in the future.

Residential and Consumer Loans

The residential and consumer loan portfolios are monitored on an ongoing basis using delinquency information and loan type as credit quality indicators. These credit quality indicators are assessed in the aggregate in these relatively homogeneous portfolios. Loans that are greater than 90 days past due are generally considered nonperforming and placed in nonaccrual status.

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The following tables provide an analysis of problem loans, by credit risk profile using internally assigned risk ratings, as of September 30, 2013 and December 31, 2012

	Commercial		**Owner-Occupied Commercial**		**Commercial Mortgages**		**Construction**		**Total Commercial**			
									September 30, 2013		December 31, 2012	
	Sept. 30 2013	Dec. 31 2012	**Sept. 30 2013**	Dec. 31 2012	**Sept. 30 2013**	Dec. 31 2012	**Sept. 30 2013**	Dec. 31 2012	Amount	%	Amount	%
Risk Rating:												
Special mention	**$ 17,148**	$ 14,611	**$ 15,433**	$ 27,398	**$ 9,239**	$ 29,267	**$ 1,567**	$ 2,453	**$ 43,387**		$ 73,729	
Substandard:												
Accrual	**58,944**	63,074	**38,792**	44,899	**6,156**	6,222	**2,907**	5,755	**106,930**		119,950	
Nonaccrual	**2,105**	1,598	**5,723**	13,827	**2,896**	5,422	**274**	1,172	**10,902**		22,019	
Doubtful / Nonaccrual	**3,545**	3,263	**6,845**	174	**5,998**	7,212		375	**16,280**		11,024	
Total Special Mention, Substandard and Doubtful	**81,742**	82,546	**66,793**	86,298	**24,289**	48,123	**4,748**	9,755	**177,499**	8%	226,722	10%
Pass	**672,197**	621,945	**723,072**	684,283	**689,500**	583,242	**97,873**	123,620	**2,182,715**	**92%**	2,013,090	90
Total Commercial Loans	**$ 753,939**	$ 704,491	**$ 789,865**	$ 770,581	**$ 713,789**	$ 631,365	**$ 102,621**	$ 133,375	**$ 2,360,214**	**100%**	$ 2,239,812	100%

Consumer credit exposure credit risk profile based on payment activity (dollars in thousands):

	Residential		**Consumer**		**Total Residential and Consumer**			
	Sept. 30 2013	Dec. 31 2012	**Sept. 30 2013**	Dec. 31 2012	**September 30, 2013**		December 31, 2012	
					Amount	Percent	Amount	Percent
Nonperforming (1)	**$ 17,360**	$ 18,483	**$ 4,401**	$ 6,329	**$ 21,761**	**4%**	$ 24,812	5%
Performing	**211,595**	225,144	**283,644**	282,672	**495,239**	**96%**	507,816	95
Total	**$ 228,955**	$ 243,627	**$ 288,045**	$ 289,001	**$ 517,000**	**100%**	$ 532,628	100%

(1) Includes $10.8 million as of September 30, 2013 and 10.1 million as of December 31, 2012 of troubled debt restructured mortgages and home equity installment loans that are performing in accordance with modified terms and are accruing interest.

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Troubled Debt Restructurings (TDR)

The balance of TDRs at September 30, 2013 and December 31, 2012 was $26.6 million and $22.0 million, respectively. The balance at September 30, 2013 included approximately $15.5 million in nonaccrual status and $11.1 million in accrual status compared to $11.9 million in nonaccrual status and $10.1 million in accrual status at December 31, 2012. Approximately $1.0 million and $936,000 in related reserves have been established for these loans at September 30, 2013 and December 31, 2012, respectively.

During the nine months ended September 30, 2013, the terms of 21 loans were modified in TDRs, 5 of which were commercial loans that had already been placed on nonaccrual. The remaining loans represented residential and consumer loans. Our concessions on restructured loans consisted mainly of forbearance agreements, reduction in interest rates or extensions of maturities. Principal balances are generally not forgiven by us when a loan is modified as a TDR. Nonaccruing restructured loans remain in nonaccrual status until there has been a period of sustained repayment performance, typically six months.

The following table presents loans identified as TDRs during the three and nine months ended September 30, 2013 and 2012:

(In Thousands)	**Three Months Ended September 30, 2013**	Three Months Ended September 30, 2012	**Nine Months Ended September 30, 2013**	Nine Months Ended September 30, 2012
Commercial	**$ 6,800**	$ 710	**$ 6,824**	$ 9,986
Commercial mortgages	**108**		**1,169**	
Construction				378
Residential	**207**	2,779	**806**	4,170
Consumer	**256**	2,165	**973**	2,312
Total	**$ 7,371**	$ 5,654	**$ 9,772**	$ 16,846

The TDRs described in the table above increased our allowance for loan losses by $37,000 through allocation of a related reserve, and resulted in charge-offs of $363,000 during the nine months ended September 30, 2013, compared to increased reserves of $357,000 and charge-offs of $8.1 million for the same period of 2012.

There was one residential TDR in the amount of $130,000 which defaulted (defined as past due 90 days) during the three and nine months ended September 30, 2013, that was restructured within the last twelve months prior to September 30, 2013.

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5. REVERSE MORTGAGE LOANS AND RELATED ASSETS AND LIABILITIES

Reverse mortgage loans are contracts in which a homeowner borrows against the equity in his/her home and receives cash in one lump sum payment, a line of credit, fixed monthly payments for either a specific term or for as long as the homeowner lives in the home, or a combination of these options. Since reverse mortgages are nonrecourse obligations, the loan repayments are generally limited to the sale proceeds of the borrower s residence and the mortgage balance consists of cash advanced, interest compounded over the life of the loan and some may include a premium which represents a portion of the shared appreciation in the home s value, if any, or a percentage of the value of the residence.

In 1993, we acquired a pool of reverse mortgages from the FDIC and another lender. In 1994, we purchased Providential Home Income Plan, Inc., a California-based reverse mortgage lender. In November 2002, substantially the entire WSFS reverse mortgage portfolio was sold. In addition to cash payment for the loans, we received $10 million in BBB rated mortgage-backed securities (Class B) which we classified as trading and an option to acquire up to 49.9% of the Class O certificates issued in connection with mortgage-backed securities by SASCO 2002 RM-1 (SASCO). These mortgage-backed securities were part of a larger issuance of securities backed, in part, by the sold reverse mortgages. Subsequently we negotiated to purchase 100% of the SASCO Class O certificates for $2.5 million. This transaction closed in July, 2011.

During the third quarter of 2013, we obtained the right to execute a clean-up call on the underlying collateral. This event triggered us to consolidate the assets and liabilities of the securitization trust, SASCO on our balance sheet in accordance with ASC 810, *Consolidation*. As a result, we consolidated $40.5 million of reverse mortgage loans, $5.8 million of cash, $885,000 of MBS and $38.8 million of debt all at fair value. Our existing investment in reverse mortgages was combined with the consolidated reverse mortgage loans for a total of $40.1 million at September 30, 2013. The average loan-to-value for these loans is approximately 45%, the average age of the borrowers is 92 years old and there is, in the view of management, significant overcollateralization in the portfolio.

The value of the reverse mortgages is calculated by a third party model that uses the income approach as described in ASC 820-10-35-32. The model is a present value cash flow model, consistent with ASC 820-10-55-5 which describes the components of a present value measurement. The model incorporates the projected cash flows of the notes (including payouts and collections) and then discounts these cash flows using a rate that is commensurate with the risk adjusted rate. The inputs to the model reflect our expectations of what other market participants would use in pricing this asset in a current transaction and therefore is consistent with ASC 820 that requires an exit price methodology for determining fair value.

To value these securities as of September 30, 2013 we used a proprietary model and actual cash flow information to estimate future cash flows. There are three main drivers of cash flows: 1) Prepayments; 2) House Price Appreciation (HPA) forecasts and 3) Interest Rates.

1) Prepayments one year look-back comparing the actual cash flows to the forecasted cash flows based on the assumptions used. The base case prepayment represents the average payoff rates for proprietary reverse mortgages by borrower age, using approximately ten years of historical data. We have used 50% of the base case forecasted cash flows to reflect recent prepayment activity.

2) House Price Appreciation Consistent with other reverse mortgage analyses from various market sources, we forecast a 2% decline in housing prices in the next year and a 2% recovery in the following year. We believe this forecast continues to be appropriate given the nature of reverse mortgage collateral and historical under-performance to the broad housing market.

3) Interest Rates As of September 30, 2013 the forward rates on one month LIBOR are consistent with the assumptions used for future interest rates (one month LIBOR ramping up to 3% over ten years).

The net present value of the projected cash flow depends on the discount rate used. We use a discount rate of 18.7% in valuing expected net cash flows. If the discount rate was decreased by 1%, the net present value would increase by $890,000. If the discount rate was increased by 1%, the net present value would decrease by $850,000.

The fair values listed above are estimates that are subject to adjustments. However, while they are not expected to be materially different than those shown, any material adjustments to the estimates will be reflected, retroactively, as of the date of the transaction.

6. TAXES ON INCOME

We account for income taxes in accordance with FASB ASC 740, *Income Taxes* (ASC 740) (Formerly SFAS No. 109, *Accounting for Income Taxes* and FASB Interpretation No. 48, *Accounting for Uncertainty In Income Taxes, an Interpretation of FASB Statement 109*). ASC 740 requires the recording of deferred income taxes that reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. We exercise significant judgment in the evaluation of the amount and timing of the recognition of the resulting tax assets and liabilities. The judgments and estimates required for the evaluation are updated based upon changes in business factors and the tax laws. If actual results differ from the assumptions and other considerations used in estimating the amount and timing of tax recognized, there can be no assurance that additional expenses will not be required in future periods.

As a result of the consolidation for accounting purposes of the SASCO reverse mortgage securitization trust during the third quarter of 2013, a deferred tax asset (DTA) of approximately $6.7 million was recorded. However, because SASCO is not consolidated for income tax purposes, a full valuation allowance was also recorded on this DTA due to the uncertainty of its realization, as realization is dependent on future taxable income, which is anticipated upon consolidation for income tax purposes. We are taking steps to unwind the SASCO tax structure which will permit tax consolidation, at which point the uncertainty surrounding the realization of the DTA will be eliminated. Accordingly, if and when we complete this restructuring, we expect to remove the $6.7 million valuation allowance which will result in an income tax benefit through earnings.

ASC 740 prescribes a minimum probability threshold that a tax position must meet before a financial statement benefit is recognized. We recognize, when applicable, interest and penalties related to unrecognized tax benefits in the provision for income taxes in the financial statements. Assessment of uncertain tax positions under ASC 740 requires careful consideration of the technical merits of a position based on our analysis of tax regulations and interpretations.

There were no unrecognized tax benefits as of December 31, 2012. We record interest and penalties on potential income tax deficiencies as income tax expense. Our federal and state tax returns for the 2009 through 2012 tax years are subject to examination as of September 30, 2013. During the current quarter, the audit of our 2010 federal tax return was completed by the Internal Revenue Service. We recorded a $200,000 tax benefit as a result of settling this audit. No state income tax return examinations are currently in process.

7. SEGMENT INFORMATION

In accordance with FASB ASC 280, *Segment Reporting* (ASC 280) (Formerly SFAS No. 131, *Disclosures About Segments of an Enterprise and Related Information)* we discuss our business in three segments. There is one segment for each of WSFS Bank, Cash Connect, (the ATM division of WSFS Bank), and Trust and Wealth Management.

The WSFS Bank segment provides financial products to commercial and retail customers through its 51 offices located in Delaware (41), Pennsylvania (8) and Virginia (1) and Nevada (1). Retail and Commercial Banking, Commercial Real Estate Lending and other banking business units are operating departments of WSFS. These departments share the same regulator, the same market, many of the same customers and provide similar products and services through the general infrastructure of the Bank. Because of these and other reasons, these departments are not considered discrete segments and are appropriately aggregated within the WSFS Bank segment in accordance with ASC 280.

Cash Connect provides turnkey ATM services through strategic partnerships with several of the largest networks, manufacturers and service providers in the ATM industry. The balance sheet category Cash in non-owned ATMs includes cash from which fee income is earned through bailment arrangements with customers of Cash Connect.

The Wealth Management division provides a broad array of fiduciary, investment management, credit and deposit products to clients through four businesses. WSFS Investment Group, Inc. provides insurance and brokerage products primarily to our retail banking clients. Cypress Capital Management, LLC is a registered investment advisor with over $609 million in assets under management. Cypress primary market segment is high net worth individuals, offering a balanced investment style focused on preservation of capital and current income. Christiana Trust, with $8.1 billion in assets under administration, provides fiduciary and investment services to personal trust clients, and trustee, agency, custodial and commercial domicile services to corporate and institutional clients. WSFS Private Banking serves high net worth clients by delivering credit and deposit products and partnering with Cypress, Christiana and WSFS Investment Group to deliver investment management and fiduciary products and services.

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An operating segment is a component of an enterprise that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the enterprise s chief operating decision makers to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available. We evaluate performance based on pretax ordinary income relative to resources used, and allocate resources based on these results. The accounting policies applicable to our segments are those that apply to our preparation of the accompanying Consolidated Financial Statements. Segment information for the three and nine months ended September 30, 2013 and 2012 follows:

For the three months ended September 30, 2013

Statement of Operations	WSFS Bank	Cash Connect	Trust & Wealth Management	Total
		(In Thousands)		
External customer revenues:				
Interest income	$ 35,171	$	$ 1,945	$ 37,116
Noninterest income	12,449	6,360	3,933	22,742
Total external customer revenues	47,620	6,360	5,878	59,858
Inter-segment revenues:				
Interest income	906		1,477	2,383
Noninterest income	1,689	222	28	1,939
Total inter-segment revenues	2,595	222	1,505	4,322
Total revenue	50,215	6,582	7,383	64,180
External customer expenses:				
Interest expense	3,587		123	3,710
Noninterest expenses	26,510	3,470	2,829	32,809
Provision for loan loss	2,263		(294)	1,969
Total external customer expenses	32,360	3,470	2,658	38,488
Inter-segment expenses				
Interest expense	1,477	400	506	2,383
Noninterest expenses	250	561	1,128	1,939
Total inter-segment expenses	1,727	961	1,634	4,322
Total expenses	34,087	4,431	4,292	42,810
Income before taxes	$ 16,128	$ 2,151	$ 3,091	$ 21,370
Provision for income taxes				7,210
Consolidated net income				$ 14,160
Capital expenditures	$ 460	$ 131	$	$ 591
As of September 30, 2013				
Statement of Condition				
Cash and cash equivalents	$ 76,785	$ 422,544	$ 3,116	$ 502,445
Other segment assets	3,756,277	1,995	181,939	3,940,211

Total segment assets	**$ 3,833,062**	**$ 424,539**	**$ 185,055**	**$ 4,442,656**

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For the three months ended September 30, 2012

Statement of Operations	WSFS Bank	Cash Connect	Trust & Wealth Management	Total
		(In Thousands)		
External customer revenues:				
Interest income	$ 34,475	$	$ 2,039	$ 36,514
Noninterest income	11,686	4,707	3,355	19,748
Total external customer revenues	46,161	4,707	5,394	56,262
Inter-segment revenues:				
Interest income	944		1,358	2,302
Noninterest income	2,122	148	24	2,294
Total inter-segment revenues	3,066	148	1,382	4,596
Total revenue	49,227	4,855	6,776	60,858
External customer expenses:				
Interest expense	5,377		244	5,621
Noninterest expenses	27,300	2,113	2,740	32,153
Provision for loan loss	2,997		754	3,751
Total external customer expenses	35,674	2,113	3,738	41,525
Inter-segment expenses				
Interest expense	1,358	338	606	2,302
Noninterest expenses	172	586	1,536	2,294
Total inter-segment expenses	1,530	924	2,142	4,596
Total expenses	37,204	3,037	5,880	46,121
Income (loss) before taxes	$ 12,023	$ 1,818	$ 896	$ 14,737
Provision for income taxes				4,758
Consolidated net income				$ 9,979
Capital expenditures	$ 1,289	$ 311	$ 3	$ 1,603
As of December 31, 2012				
Statement of Condition				
Cash and cash equivalents	$ 68,419	$ 430,382	$ 2,086	$ 500,887
Other segment assets	3,683,073	1,605	189,583	3,874,261
Total segment assets	$ 3,751,492	$ 431,987	$ 191,669	$ 4,375,148

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For the nine months ended September 30, 2013

Statement of Operations	WSFS Bank	Cash Connect	Trust & Wealth Management	Total
		(In Thousands)		
External customer revenues:				
Interest income	$ 102,732	$	$ 5,857	$ 108,589
Noninterest income	31,009	17,412	11,934	60,355
Total external customer revenues	133,741	17,412	17,791	168,944
Inter-segment revenues:				
Interest income	2,723		4,276	6,999
Noninterest income	5,040	645	82	5,767
Total inter-segment revenues	7,763	645	4,358	12,766
Total revenue	141,504	18,057	22,149	181,710
External customer expenses:				
Interest expense	11,120		427	11,547
Noninterest expenses	79,671	9,629	9,031	98,331
Provision for loan loss	6,044		(164)	5,880
Total external customer expenses	96,835	9,629	9,294	115,758
Inter-segment expenses				
Interest expense	4,276	1,176	1,547	6,999
Noninterest expenses	727	1,649	3,391	5,767
Total inter-segment expenses	5,003	2,825	4,938	12,766
Total expenses	101,838	12,454	14,232	128,524
Income (loss) before taxes	$ 39,666	$ 5,603	$ 7,917	$ 53,186
Provision for income taxes				18,378
Consolidated net income				$ 34,808
Capital expenditures	$ 1,505	$ 591	$	$ 2,096

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For the nine months ended September 30, 2012

Statement of Operations	WSFS Bank	Cash Connect	Trust & Wealth Management	Total
		(In Thousands)		
External customer revenues:				
Interest income	$ 107,199	$	$ 6,301	$ 113,500
Noninterest income	42,238	13,254	10,006	65,498
Total external customer revenues	149,437	13,254	16,307	178,998
Inter-segment revenues:				
Interest income	3,099		4,344	7,443
Noninterest income	6,368	568	79	7,015
Total inter-segment revenues	9,467	568	4,423	14,458
Total revenue	158,904	13,822	20,730	193,456
External customer expenses:				
Interest expense	17,330		669	17,999
Noninterest expenses	81,267	6,628	8,264	96,159
Provision for loan loss	26,786		1,593	28,379
Total external customer expenses	125,383	6,628	10,526	142,537
Inter-segment expenses				
Interest expense	4,344	1,008	2,091	7,443
Noninterest expenses	647	1,711	4,657	7,015
Total inter-segment expenses	4,991	2,719	6,748	14,458
Total expenses	130,374	9,347	17,274	156,995
Income (loss) before taxes	$ 28,530	$ 4,475	$ 3,456	$ 36,461
Provision for income taxes				12,708
Consolidated net income				$ 23,753
Capital expenditures	$ 5,406	$ 321	$ 20	$ 5,747

8. FAIR VALUE DISCLOSURES OF FINANCIAL ASSETS AND LIABILITIES

FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES

ASC 820-10, *Fair Value Measurements and Disclosure*, defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC 820-10 establishes a fair value hierarchy that prioritizes the use of inputs used in valuation methodologies into the following three levels:

Level 1: Inputs to the valuation methodology are quoted prices, unadjusted, for identical assets or liabilities in active markets. A quoted price in an active market provides the most reliable evidence of fair value and shall be used to measure fair value whenever available.

Level 2: Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; inputs to the valuation methodology include quoted prices for identical or similar assets or liabilities in markets that are not active; or inputs to the valuation methodology that are derived principally from or can be corroborated by observable market data by correlation or other means.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement. Level 3 assets and liabilities include financial instruments whose value is determined using discounted cash flow methodologies, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

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

The table below presents the balances of assets measured at fair value as of September 30, 2013 (there were no material liabilities measured at fair value):

Description	Quoted Prices in Active Markets for Identical Asset (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
		(in Thousands)		
Assets Measured at Fair Value on a Recurring Basis				
Available-for-sale securities:				
Collateralized mortgage obligations	$	$ 108,470	$	$ 108,470
FNMA		368,249		368,249
FHLMC		106,123		106,123
GNMA		98,954		98,954
U.S. Government and agencies		41,798		41,798
State and political subdivisions		83,332		83,332
Total assets measured at fair value on a recurring basis	**$**	**$ 806,926**	**$**	**$ 806,926**
Liabilities Measured at Fair Value on a nonrecurring Basis				
Bonds payable	$	$ 26,340	$	$ 26,340
Assets Measured at Fair Value on a Nonrecurring Basis				
Other real estate owned	$	$	$ 7,163	$ 7,163
Reverse mortgage loans			40,095	40,095
Impaired loans (collateral dependent)			43,379	43,379
Total assets measured at fair value on a nonrecurring basis	**$**	**$**	**$ 90,637**	**$ 90,637**

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The table below presents the balances of assets measured at fair value as of December 31, 2012 (there are no material liabilities measured at fair value):

Description	Quoted Prices in Active Markets for Identical Asset (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
			(in Thousands)	
Assets Measured at Fair Value on a Recurring Basis				
Available-for-sale securities:				
Collateralized mortgage obligations	$	$ 252,300	$ 7,096	$ 259,396
FNMA		406,255		406,255
FHLMC		59,650		59,650
GNMA		132,455		132,455
U.S. Government and agencies		46,990		46,990
State and political subdivisions		3,209		3,209
Reverse mortgage loans			(457)	(457)
Trading Securities			12,590	12,590
Total assets measured at fair value on a recurring basis	**$**	**$ 900,859**	**$ 19,229**	**$ 920,088**
Assets Measured at Fair Value on a Nonrecurring Basis				
Other real estate owned	$	$	$ 4,622	$ 4,622
Impaired loans			52,904	52,904
Total assets measured at fair value on a nonrecurring basis	**$**	**$**	**$ 57,526**	**$ 57,526**

Fair value is based upon quoted market prices, where available. If such quoted market prices are not available, fair value is based upon internally developed models or obtained from third parties that primarily use, as inputs, observable market-based parameters. Valuation adjustments may be made to ensure that financial instruments are recorded at fair value. These adjustments may include unobservable parameters. Our valuation methodologies may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. While we believe our valuation methodologies are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

Available-for-sale securities. As of September 30, 2013, securities classified as available-for-sale were reported at fair value using both Level 2 and Level 3 inputs. Included in the Level 2 total were approximately $41.8 million in Federal Agency debentures, $681.8 million in Federal Agency MBS, and $83.3 million in municipal bonds. Agency and MBS securities were predominately AAA-rated. We believe that this Level 2 designation is appropriate for these securities under FASB ASC 820-10 as, with almost all fixed income securities, none are exchange traded, and all are priced by correlation to observable market data. For these securities we obtain fair value measurements from an independent pricing service. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, U.S. government and agency yield curves, live trading levels, trade execution data, market consensus prepayment speeds, credit information, and the security s terms and conditions, among other factors. Included in the Level 3 total at December 31, 2012, was a small equity tranche of a reverse mortgage security purchased on July 15, 2011. This security was Level 3 because there was no active market for this security and no observable inputs that reflected quoted prices for identical assets in active markets (Level 1) or inputs other than quoted prices that were observable for the asset through corroboration with observable market data (Level 2). In order to establish the fair value for a Level 3 asset a mark-to-model was developed using the income approach described in FASB ASC 820-10-35-32 and was similar to the methodology used to value our trading securities described below. As of September 30, 2013, we consolidated the assets and liabilities of the securitization trust which resulted in these securities are being eliminated in consolidation. For additional information regarding these transactions, see Note 5, Reverse Mortgages and Related Assets and the discussion of reverse mortgages in this section.

Trading securities. The amount included in the trading securities category at December 31, 2012 represented the fair value of a BBB-rated tranche of a reverse mortgage security. There was never an active market for these securities. As such, we classified these trading securities as Level 3 under FASB ASC 820-10. As prescribed by FASB ASC 820-10 management used various observable and unobservable inputs to develop a range of likely fair value prices where this security would be exchanged in an orderly transaction between market participants at the measurement date. The unobservable inputs reflected management s assumptions about the assumptions that market participants would use in pricing this asset. Included in these inputs were the median of a selection of other BBB-rated securities as well as quoted market prices from higher rated tranches of this asset class. The unobservable inputs consisted of prepayments, house price appreciation and interest rates. Management completed a sensitivity analysis at December 31, 2012 which showed any increase or decrease in these inputs would not have had a significant impact on the fair value of these assets. As a result, the value assigned to this security was determined primarily through a discounted cash flow analysis. All of these assumptions required a significant degree of management judgment. As of September 30, 2013, we consolidated the assets and liabilities of the securitization trust which resulted in these securities being completely eliminated in consolidation. For additional information regarding these transactions, see Note 5, Reverse Mortgages and Related Assets and the discussion of reverse mortgages in this section.

Reverse Mortgages. Reverse mortgage loans are valued using a present value cash flow model that incorporates the projected cash flows of the notes (including payouts and collections) and then discounts these cash flows using a rate that is commensurate with the risk adjusted rate. The inputs to the model reflect our expectations of what other market participants would use in pricing these assets in a current transaction. Due to the significant amount of management judgment and the unobservable input calculations, these reverse mortgages have been classified as Level 3. For additional information regarding these transactions, see Note 5, Reverse Mortgages and Related Assets and the discussion of reverse mortgages in this section.

The changes in Level 3 assets measured at fair value on a recurring basis are summarized as follows:

(In Thousands)	Trading Securities	Reverse Mortgages	Available-for-sale Securities	Total
Balance at December 31, 2011	$ 12,432	$ (646)	$ 3,936	$ 15,722
Total net income for the period included in net income	33	12		45
Purchases, sales, issuances, and settlements, net		177		177
Mark-to-market adjustment	125		3,160	3,285
Balance at December 31, 2012	$ 12,590	$ (457)	$ 7,096	$ 19,229
Mark-to-market adjustment	(125)			(125)
Reverse mortgage securitization trust consolidation	(12,465)	457	(7,096)	(19,104)
Balance at September 30, 2013	$	$	$	$

Other real estate owned. Other real estate owned consists of loan collateral which has been repossessed through foreclosure or other measures. Initially, foreclosed assets are recorded as held for sale at the lower of the loan balance or fair value of the collateral less estimated selling costs. Subsequent to foreclosure, valuations are updated periodically and the assets may be marked down further, reflecting a new cost basis. The fair value of our real estate owned was estimated using Level 3 inputs based on appraisals obtained from third parties.

Impaired loans. We evaluate and value impaired loans at the time the loan is identified as impaired, and the fair values of such loans are estimated using Level 3 inputs in the fair value hierarchy. Each loan s collateral has a unique appraisal and management s discount of the value is based on the factors unique to each impaired loan. The significant unobservable input in determining the fair value is management s subjective discount on appraisals of the collateral securing the loan, which range from 10% - 50%. Collateral may consist of real estate and/or business assets including equipment, inventory and/or accounts receivable and the value of these assets is determined based on the appraisals by qualified licensed appraisers hired by us. Appraised and reported values may be discounted based on management s historical knowledge, changes in market conditions from the time of valuation, estimated costs to sell, and/or management s expertise and knowledge of the client and the client s business.

Impaired loans, which are measured for impairment using the fair value of the collateral for collateral dependent loans, had a net amount of $43.4 million and $52.9 million at September 30, 2013 and December 31, 2012, respectively. The valuation allowance on impaired loans was $6.0 million as of September 30, 2013and $5.0 million as of December 31, 2012.

FAIR VALUE OF FINANCIAL INSTRUMENTS

The reported fair values of financial instruments are based on a variety of factors. In certain cases, fair values represent quoted market prices for identical or comparable instruments. In other cases, fair values have been estimated based on assumptions regarding the amount and timing of estimated future cash flows that are discounted to reflect current market rates and varying degrees of risk. Accordingly, the fair values may not represent actual values of the financial instruments that could have been realized as of period-end or that will be realized in the future.

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

Cash and Short-Term Investments: For cash and short-term investments, including due from banks, federal funds sold, securities purchased under agreements to resell and interest-bearing deposits with other banks, the carrying amount is a reasonable estimate of fair value.

Investments and Mortgage-Backed Securities: Since quoted market prices are not available, fair value is estimated using quoted prices for similar securities, which we obtain from a third party vendor. We utilize one of the largest providers of securities pricing to the industry and management periodically assesses the inputs used by this vendor to price the various types of securities owned by us to validate the vendor s methodology. The fair value of our investment in reverse mortgages is based on the net present value of estimated cash flows, which have been updated to reflect recent external appraisals of the underlying collateral. For additional discussion of our mortgage-backed securities-trading or our internally developed models, see Fair Value of Financial Assets in Note 7 to the Consolidated Financial Statements.

Loans held-for-sale: Loans held-for-sale are carried at the lower of cost or market of the aggregate, or in some cases, individual loans.

Loans: Fair values are estimated for portfolios of loans with similar financial characteristics. Loans are segregated by type: commercial, commercial mortgages, construction, residential mortgages and consumer. For loans that reprice frequently, the book value approximates fair value. The fair values of other types of loans are estimated by discounting expected cash flows using the current rates at which similar loans would be made to borrowers with comparable credit ratings and for similar remaining maturities. The fair value of nonperforming loans is based on recent external appraisals of the underlying collateral. Estimated cash flows, discounted using a rate commensurate with current rates and the risk associated with the estimated cash flows, are utilized if appraisals are not available. This technique does not contemplate an exit price.

Reverse Mortgages. Reverse mortgage loans are valued using a present value cash flow model that incorporates the projected cash flows of the notes (including payouts and collections) and then discounts these cash flows using a rate that is commensurate with the risk adjusted rate. The inputs to the model reflect our expectations of what other market participants would use in pricing these assets in a current transaction. Due to the significant amount of management judgment and the unobservable inputs in the calculations, these reverse mortgages have been classified as Level 3. For additional information regarding these transactions, see Note 5, Reverse Mortgages and Related Assets and the discussion of reverse mortgages in this section.

Bank-Owned Life Insurance: The estimated fair value approximates the book value for this investment.

Demand Deposits, Savings Deposits and Time Deposits: The fair value of demand deposits and savings deposits is determined by projecting future cash flows using an estimated economic life based on account characteristics. The resulting cash flow is discounted using rates available on alternative funding sources. The fair value of time deposits is estimated using the rate and maturity characteristics of the deposits to estimate their cash flow. The cash flow is discounted at rates for similar term wholesale funding.

Borrowed Funds: Rates currently available to us for debt with similar terms and remaining maturities are used to estimate fair value of existing debt.

Stock in the Federal Home Loan Bank of Pittsburgh: The fair value of FHLB stock is assumed to be essentially equal to its cost basis, since the stock is non-marketable but redeemable at its par value.

Bonds Payable: The fair value of bonds payable approximates the carrying value as the interest rates are based on market interest rates.

Off-Balance Sheet Instruments: The fair value of off-balance sheet instruments, including commitments to extend credit and standby letters of credit, approximates the recorded net deferred fee amounts, which are not significant. Because commitments to extend credit and letters of credit are generally not assignable by either us or the borrower, they only have value to us and the borrower.

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The book value and estimated fair value of our financial instruments are as follows:

(In Thousands)	Fair Value Measurement	September 30, 2013 Book Value	September 30, 2013 Fair Value	December 31, 2012 Book Value	December 31, 2012 Fair Value
Financial assets:					
Cash and cash equivalents	Level 1	**$ 502,445**	**$ 502,445**	$ 500,887	$ 500,887
Investment securities	See previous table	**806,926**	**806,926**	920,088	920,088
Loans held for sale	Level 3	**12,608**	**12,608**	12,758	12,758
Loans, net	Level 3	**2,829,992**	**2,818,832**	2,723,916	2,746,001
Reverse mortgage loans	Level 3	**40,095**	**40,095**	(457)	(457)
Stock in Federal Home Loan Bank of Pittsburgh	Level 2	**33,876**	**33,876**	31,165	31,165
Accrued interest receivable	Level 2	**9,833**	**9,833**	9,652	9,652
Financial liabilities:					
Deposits	Level 2	**3,121,198**	**2,912,952**	3,274,963	3,174,907
Borrowed funds	Level 2	**874,615**	**874,534**	637,266	638,375
Bonds Payable	Level 2	**26,340**	**26,340**		
Standby letters of credit	Level 3	**135**	**135**	224	224
Accrued interest payable	Level 2	**3,254**	**3,254**	1,099	1,099

9. INDEMNIFICATIONS AND GUARANTEES

Secondary Market Loan Sales. Given the current interest rate environment and current customer preference for long-term fixed rate mortgages, coupled with our desire not to hold these assets in our portfolio, we generally sell newly originated fixed rate conventional, 15 to 30 year loans in the secondary market to GSEs such as FHLMC or to wholesale lenders. Loans held-for-sale are carried at the lower cost or market value of the aggregate, or in some cases, individual loans. Gains and losses on sales of loans are recognized at the time of the sale. We sometimes retain the servicing rights on residential mortgage loans sold which results in monthly service fee income. Otherwise, we sell loans with servicing released on a nonrecourse basis. Rate-locked loan commitments we intend to sell in the secondary market are accounted for as derivatives under the guidance promulgated in FASB ASC Topic 815, *Derivatives and Hedging*.

We generally do not sell loans with recourse except to the extent arising from standard loan sale contract provisions covering violations of representations and warranties and, under certain circumstances first payment defaults by borrowers. These are customary repurchase provisions in the secondary market for conforming mortgage loan sales. These indemnifications may require our repurchase of the loans. Repurchases and losses are rare, and no provision is made for the losses at the time of sale. There were no such repurchases for the three and nine months ended September 30, 2013.

Swap Guarantees. We entered into agreements with three unrelated financial institutions whereby those financial institutions entered into interest rate derivative contracts (interest rate swap transactions) with customers referred to them by us. By the terms of the agreements, those financial institutions have recourse to us for any exposure created under each swap transaction in the event the customer defaults on the swap agreement and the agreement is in a paying position to the third-party financial institution. This is a customary arrangement that allows smaller financial institutions like us to provide access to interest rate swap transactions for our customers without creating the swap ourselves. These swap guarantees are accounted for as credit derivatives under FASB ASC Topic 815, *Derivatives and Hedging*.

At September 30, 2013 there were 104 variable-rate swap transactions between third party financial institutions and our customers, compared to 95 at December 31, 2012. The initial notional amount aggregated approximately $416.8 million at September 30, 2013 compared to $381.7 million at December 31, 2012. At September 30, 2013 maturities ranged from approximately six months to 11 years. The aggregate market value of these swaps to customers was a liability of $24.2 million at September 30, 2013 and $35.5 million at December 31, 2012.

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10. ASSOCIATE (EMPLOYEE) BENEFIT PLANS

Postretirement Benefits

We share certain costs of providing health and life insurance benefits to retired Associates (and their eligible dependents). Substantially all Associates may become eligible for these benefits if they reach normal retirement age while working for us.

We account for our obligations under the provisions of FASB ASC 715, *Compensation Retirement Benefits* (ASC 715). ASC 715 requires the costs of these benefits be recognized over an Associate s active working career. Disclosures are in accordance with ASC 715.

The following disclosures of the net periodic benefit cost components of postretirement benefits were measured at January 1, 2013 and 2012:

	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	**2013**	2012
(In Thousands)				
Service cost	**$ 86**	$ 72	**$ 258**	$ 216
Interest cost	**44**	44	**132**	131
Amortization of transition obligation		15		45
Net loss recognition	**20**	17	**60**	51
Net periodic benefit cost	**$ 150**	$ 148	**$ 450**	$ 443

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11. CHANGE IN ACCUMULATED OTHER COMPREHENSIVE INCOME

Accumulated other comprehensive income includes unrealized gains and losses on available-for-sale investments, unrealized gains and losses on interest-only strips, and unrecognized prior service costs on BOLI. Changes to other accumulated other comprehensive income are presented net of tax effect as a component of equity. Reclassification out of accumulated other comprehensive is recorded on the statement of operations either as a gain or loss.

Changes to accumulated other comprehensive income by component are shown net of taxes in the following tables for the period indicated:

(in thousands)	Net unrealized gains on investment securities available-for-sale	Net unrealized losses on defined benefit pension plan	Total
Balance, June 30, 2013	**$ (12,309)**	**$ (472)**	**$ (12,781)**
Other comprehensive loss before reclassifications	**(3,106)**		**(3,106)**
Less: Amounts reclassified from accumulated other comprehensive loss	**(190)**		**(190)**
Net current-period other comprehensive loss	**(3,296)**		**(3,296)**
Balance, September 30, 2013	**$ (15,605)**	**$ (472)**	**$ (16,077)**
Balance, June 30, 2012	$ 9,767	$ (472)	$ 9,295
Other comprehensive income before reclassifications	9,558		9,558
Less: Amounts reclassified from accumulated other comprehensive loss	(1,520)		(1,520)
Net current-period other comprehensive loss	8,038		8,038
Balance, September 30, 2012	$ 17,805	$ (472)	$ 17,333

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(in thousands)	Net unrealized gains on investment securities available-for-sale	Net unrealized losses on defined benefit pension plan	Total
Balance, December 31, 2012	$ 13,415	$ (472)	$ 12,943
Other comprehensive loss before reclassifications	(27,249)		(27,249)
Less: Amounts reclassified from accumulated other comprehensive loss	(1,771)		(1,771)
Net current-period other comprehensive loss	(29,020)		(29,020)
Balance, September 30, 2013	**$ (15,605)**	**$ (472)**	**$ (16,077)**
Balance, December 31, 2011	$ 11,674	$ (472)	$ 11,202
Other comprehensive income before reclassifications	17,165		17,165
Less: Amounts reclassified from accumulated other comprehensive loss	(11,034)		(11,034)
Net current-period other comprehensive income	6,131		6,131
Balance, September 30, 2012	**$ 17,805**	**$ (472)**	**$ 17,333**

The statement of operations impacted by components of other comprehensive income are presented in the table below.

	Three Months Ended September 30,		Affected line item in Statements of Operations
(in thousands)	2013	2012	
Securities available-for-sale:			
Realized gains on securities transactions	**$ 306**	$ 2,451	Securities gains, net
Income taxes	**(116)**	(931)	Income tax provision
Net of tax	**$ 190**	$ 1,520	

	Nine Months Ended September 30,		Affected line item in Statements of Operations
	2013	2012	
Securities available-for-sale:			
Realized gains on securities transactions	**$ 2,856**	$ 17,797	Securities gains, net
Income taxes	**(1,085)**	(6,763)	Income tax provision
Net of tax	**$ 1,771**	$ 11,034	

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12. GOODWILL AND INTANGIBLES

Our goodwill and other intangible assets are accounted for in accordance with the accounting guidance in FASB ASC Topic 350 *Intangibles Goodwill and Other.*

At December 31, 2012, we completed the Step One test of the analysis to determine potential goodwill impairment of the WSFS Bank and Trust and Wealth Management reporting units. The valuation incorporated a market-based analysis and indicated the fair values of our WSFS Bank and Trust and Wealth Management reporting units were above their carrying amounts. Therefore, in accordance with FASB ASC 350-20-35-6, the Step Two analysis was not required at that time. During the nine months ended September 30, 2013 we determined there were no events or other indicators of impairment as it relates to goodwill or other intangibles.

FASB ASC 350, also requires that an acquired intangible asset be separately recognized if the benefit of the intangible asset is obtained through contractual or other legal rights, or if the asset can be sold, transferred, licensed, rented or exchanged, regardless of the acquirer s intent to do so.

During the third quarter of 2013, we completed the purchase of Array and Arrow. As a result of this transaction, we have recognized intangible assets of $2.4 million and goodwill of $4.2 million. The intangibles are mainly the result of the fair value of customer relationships and covenants not-to-compete. The fair values listed above are estimates and are subject to adjustment. However, while they are not expected to be materially different than those shown, any material adjustments to the estimates will be reflected, retroactively, as of the date of the transaction.

The following table summarizes other intangible assets:

	Gross Intangible Assets	Accumulated Amortization (In Thousands)	Net Intangible Assets
September 30, 2013			
Core deposits	**$ 4,370**	**$ (2,458)**	**$ 1,912**
Other	**7,104**	**(1,870)**	**5,234**
Total other intangible assets	**$ 11,474**	**$ (4,328)**	**$ 7,146**
December 31, 2012			
Core deposits	$ 4,370	$ (2,020)	$ 2,350
Other	4,464	(1,640)	2,824
Total other intangible assets	$ 8,834	$ (3,660)	$ 5,174

Core deposits are amortized over their expected lives using the present value of the benefit of the core deposits and straight-line methods of amortization. During the nine months ended September 30, 2013, we recognized amortization expense on other intangible assets of $612,000.

The following presents the estimated amortization expense of intangibles:

(In Thousands)	Amortization of Intangibles
Remaining in 2013	$ 370
2014	1,171
2015	1,139
2016	882
2017	735
Thereafter	2,849

Total	$	7,146

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13. BUSINESS COMBINATIONS

Array Financial Group, Inc. and Arrow Land Transfer Company Acquisition

On July 31, 2013, WSFS Bank successfully completed the purchase of Array Financial Group, Inc. (Array), a Delaware Valley mortgage banking company, specializing in a variety of residential mortgage and refinancing solutions, and Arrow Land Transfer Company (Arrow), an abstract and title company that is a related entity to Array. All Array and Arrow employees are now WSFS Associates.

These companies were acquired through an asset purchase transaction for the purchase price of $8.1 million (including a $1.4 million payment for the working capital of the two companies), $4.0 million of which will be earned through a five-year earn out based on achieved earnings contribution targets, the fair value is $2.8 million at September 30, 2013. Operating results of Array and Arrow are included in the consolidated financial statements since the date of acquisition.

The transaction was accounted for as a business combination using the acquisition method of accounting and, accordingly, assets acquired, liabilities assumed and consideration paid were recorded at their estimated fair values as of the acquisition date. The excess of consideration paid over the fair value of net assets acquired was recorded as goodwill, which will not be amortizable for book purposes, however will be deductible for tax purposes. We allocated the total balance of goodwill to our WSFS Bank segment. We also recognized $2.4 million in intangible assets which will be amortized over 7 years utilizing the straight-line method.

In connection with the acquisition, the following table summarizes the combined fair value of the assets and liabilities acquired:

Consideration Paid:	
Cash paid at closing	$ 5,374
Fair value of contingent consideration	2,750
Value of consideration	8,124
Assets acquired:	
(In Thousands)	
Cash	1,185
Accounts receivable	220
Fixed assets	148
Loans-Held-For-Sale	10,096
Intangible assets	2,353
Total assets	14,002
Liabilities assumed:	
Warehouse line of credit	10,067
Accounts payable	60
Total Liabilities	10,127
Net assets acquired	3,875
Goodwill resulting from acquisition of Array and Arrow	$ 4,249

The fair values listed above are estimates and are subject to adjustment. However, while they are not expected to be materially different than those shown, any material adjustments to the estimates will be reflected retroactively, as of the date of the transaction.

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14. LEGAL PROCEEDINGS

In July 2011, we were served with a complaint, filed in U.S. Bankruptcy Court for the Eastern District of Pennsylvania, by a bankruptcy trustee relating to a former WSFS Bank customer. The complaint challenges the Bank s actions relating to the repayment of an outstanding loan and also seeks to avoid and recover the pre-bankruptcy repayment of that loan, approximately $5.0 million. The matter has been captioned Goldstein v. Wilmington Savings Fund Society, FSB (In re: Universal Marketing, Inc.), Chapter 7, Case No. 09-15404 (ELF), Adv. Pro. No. 11-00512. We believe we acted appropriately and we are vigorously defending ourselves against the complaint.

In July 2013, a complaint was filed against WSFS Bank and certain executives alleging that the Bank acted improperly in issuing, amending and/or collecting approximately $18.0 million in outstanding loans. The matter has been captioned Bennett v. Wilmington Savings Fund Society, FSB, Case No. 2013-08738, in the Court of Common Pleas, Montgomery County, Pennsylvania. This complaint was filed in the context of suits filed by WSFS Bank to obtain repayment and other damages relating to these same loans. We have entered into a settlement agreement to resolve these actions.

Based upon available information we believe the estimate of the aggregate range of reasonably possible losses for all of these legal proceedings was from approximately $250,000 to approximately $5.0 million at September 30, 2013.

Except as noted above, there are no other significant pending legal proceedings involving us other than those arising out of routine operations. We do not anticipate that the ultimate liability, if any, arising out of such other proceedings will have a material effect on the Consolidated Financial Statements.

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ITEM 2. MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
GENERAL

We are a thrift holding company headquartered in Wilmington, Delaware. Substantially all of our assets are held by our subsidiary, Wilmington Savings Fund Society, FSB, or WSFS Bank, one of the ten oldest banks continuously operating under the same name in the United States. As a federal savings bank, which was formerly chartered as a state mutual savings bank, we enjoy broad fiduciary powers. A fixture in the community, WSFS Bank has been in operation for more than 181 years. In addition to its focus on stellar customer service, WSFS Bank has continued to fuel growth and remain a leader in our community. We are a relationship-focused, locally-managed, community banking institution that has grown to become the largest thrift holding company in the State of Delaware, one of the top commercial lenders in the state and the third largest bank in terms of Delaware deposits. We state our mission simply: We Stand for Service. Our strategy of Engaged Associates delivering Stellar Service growing Customer Advocates and value for our Owners focuses on exceeding customer expectations, delivering stellar service and building customer advocacy through highly-trained, relationship-oriented, friendly, knowledgeable and empowered Associates.

Our core banking business is commercial lending funded by customer-generated deposits. We have built a $2.4 billion commercial loan portfolio by recruiting the best seasoned commercial lenders in our markets and offering a high level of service and flexibility typically associated with a community bank. We fund this business primarily with deposits generated through commercial relationships and retail deposits. We service our customers primarily from our 51 offices located in Delaware (41), Pennsylvania (8), Virginia (1) and Nevada (1) and through our website at www.wsfsbank.com. We also offer a broad variety of consumer loan products, retail securities and insurance brokerage through our retail branches.

In July 2013 we added two new divisions to WSFS Bank with the purchase Array Financial Group, Inc., a mortgage banking company, and a related entity, Arrow Land Transfer Company, an abstract and title company.

Our Cash Connect division is a premier provider of ATM Vault Cash and related services in the United States. Cash Connect manages more than $488 million in vault cash in nearly 15,000 ATMs nationwide and also provides online reporting and ATM cash management, predictive cash ordering, armored carrier management, ATM processing and equipment sales. Cash Connect also operates over 450 ATMs for WSFS Bank, which has, by far, the largest branded ATM network in Delaware.

As a leading provider of ATM Vault Cash to the U.S. ATM industry, Cash Connect is exposed to substantial operational risk, including theft of cash from ATMs, armored vehicles, or armored carrier terminals, as well as general risk of accounting errors or fraud. This risk is managed through a series of financial controls, automated tracking and settlement systems, contracts, and other risk mitigation strategies, including both loss prevention and loss recovery strategies. Throughout its 12-year history, Cash Connect periodically has been exposed to theft through theft from armored courier companies and consistently has been able to recover losses through its risk management strategies.

The Wealth Management division provides a broad array of fiduciary, investment management, credit and deposit products to clients through four businesses. WSFS Investment Group, Inc. provides insurance and brokerage products primarily to our retail banking clients. Cypress Capital Management, LLC is a registered investment advisor with over $600 million in assets under management. Cypress primary market segment is high net worth individuals, offering a balanced investment style focused on preservation of capital and current income. Christiana Trust, with $8.1 billion in assets under administration, provides fiduciary and investment services to personal trust clients, and trustee, agency, custodial and commercial domicile services to corporate and institutional clients. WSFS Private Banking serves high net worth clients by delivering credit and deposit products and partnering with Cypress, Christiana and WSFS Investment Group to deliver investment management and fiduciary products and services.

We have two consolidated subsidiaries, WSFS Bank and Montchanin Capital Management, Inc, or Montchanin. We also have one unconsolidated affiliate, WSFS Capital Trust III, or the Trust. WSFS Bank has two wholly-owned subsidiaries, WSFS Investment Group, Inc. and Monarch Entity Services LLC, or Monarch. Montchanin has one wholly-owned subsidiary, Cypress. In addition to the subsidiaries listed above, we also have one consolidated variable interest entity (VIE), SASCO 2002-RM1 (SASCO), which is a reverse mortgage securitization trust.

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains estimates, predictions, opinions, projections and other forward-looking statements as that phrase is defined in the Private Securities Litigation Reform Act of 1995. Such statements include, without limitation, references to our financial goals, management s plans and objectives for future operations, financial and business trends, business prospects, and management s outlook or expectations for earnings, revenues, expenses, capital levels, liquidity levels, asset quality or other future financial or business performance, strategies or expectations. Such forward-looking statements are based on various assumptions (some of which may be beyond our control) and are subject to risks and uncertainties (which change over time) and other factors which could cause actual results to differ materially from those currently anticipated. Such risks and uncertainties include, but are not limited to, those related to the economic environment, particularly in the market areas in which we operate, including an increase in unemployment levels; our level of nonperforming assets; the volatility of the financial and securities markets, including changes with respect to the market value of financial assets; changes in market interest rates which may increase funding costs and reduce earning asset yields thus reducing margin; increases in benchmark rates would also increase debt service requirements for customers whose terms include a variable interest rate, which may negatively impact the ability of borrowers to pay as contractually obligated; changes in government regulation affecting financial institutions, including the Dodd-Frank Wall Street Reform and Consumer Protection Act and the rules and regulations being issued in accordance with this statute and potential expenses and elevated capital levels associated therewith; possible additional loan losses and impairment of the collectability of loans; possible changes in trade, monetary and fiscal policies, laws and regulations and other activities of governments, agencies, and similar organizations, may have an adverse effect on business; possible rules and regulations issued by the Consumer Financial Protection Bureau or other regulators which might adversely impact our business model or products and services; possible stresses in the real estate markets, including possible continued deterioration in property values that affect the collateral value underlying our real estate loans; our ability to expand into new markets, develop competitive new products and services in a timely manner, and to maintain profit margins in the face of competitive pressures; possible changes in consumer and business spending and saving habits could affect our ability to increase assets and to attract deposits; our ability to effectively manage credit risk, interest rate risk, market risk, operational risk, legal risk, liquidity risk, reputational risk, and regulatory and compliance risk; the effects of increased competition from both banks and non-banks; the effects of geopolitical instability and risks such as terrorist attacks; the effects of weather and natural disasters such as floods, droughts, wind, tornados and hurricanes, and the effects of man-made disasters; possible changes in the speed of loan prepayments by our customers and loan origination or sales volumes; possible acceleration of prepayments of mortgage-backed securities (MBS) due to low interest rates, and the related acceleration of premium amortization on prepayments on MBS due to low interest rates; and the costs associated with resolving any problem loans, litigation and other risks and uncertainties. Such risks and uncertainties are discussed herein, including under the heading Risk Factors, and in our Form 10-K for the year ended December 31, 2012 and other documents filed by us with the Securities and Exchange Commission (SEC) from time to time. Forward looking statements are as of the date they are made, and we do not undertake to update any forward-looking statement, whether written or oral, that may be made from time to time by or on behalf of us.

CRITICAL ACCOUNTING POLICIES

The discussion and analysis of the financial condition and results of operations are based on the Consolidated Financial Statements, which are prepared in conformity with GAAP. The preparation of these Consolidated Financial Statements requires us to make estimates and assumptions affecting the reported amounts of assets, liabilities, revenue and expenses. We regularly evaluate these estimates and assumptions including those related to the allowance for loan losses, deferred taxes, fair value measurements, goodwill and other intangible assets. We base our estimates on historical experience and various other factors and assumptions that are believed to be reasonable under the circumstances. These form the basis for making judgments on the carrying value of assets and liabilities that are not readily apparent from other sources. Although our current estimates contemplate current economic conditions and how we expect them to change in the future, for the remainder of 2013, it is reasonably possible that actual conditions may be worse than anticipated in those estimates, which could materially affect our results of operations and financial condition. Actual results may differ from these estimates under different assumptions or conditions.

The following are critical accounting policies that involve more significant judgments and estimates. See further discussion of these critical accounting policies in our Annual Report on Form 10-K for the year ended December 31, 2012.

Allowance for Loan Losses

We maintain an allowance for loan losses and charge losses to this allowance for loan losses when realized. We consider the determination of our allowance for loan losses to be critical because it requires significant judgment reflecting our best estimate of impairment related to specifically evaluated impaired loans as well as the inherent risk of loss for those in the remaining loan portfolio. Our evaluation is based upon a continuing review of the portfolio, with consideration given to evaluations resulting from examinations performed by regulatory authorities.

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Deferred Taxes

We account for income taxes in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 740, *Income Taxes* (ASC 740), which requires the recording of deferred income taxes that reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. We consider our accounting policies on deferred taxes to be critical because we regularly assess the need for valuation allowances on deferred income tax assets that may result from, among other things, limitations imposed by Internal Revenue Code and uncertainties, including the timing of settlement and realization of these differences. See Note 6, Taxes on Income to our Consolidated Financial Statements, for additional information on deferred taxes and related valuation allowance.

Fair Value Measurements

We adopted FASB ASC 820-10 *Fair Value Measurements and Disclosures* (ASC 820), which defines fair value, establishes a framework for measuring fair value under GAAP, and expands disclosures about fair value measurements. We consider our accounting policies related to fair value measurements to be critical because they are important to the portrayal of our financial condition and results, and they require our subjective and complex judgment as a result of the need to make estimates about the effects of matters that are inherently uncertain. See Note 8, Fair Value Disclosures of Financial Assets to our Consolidated Financial Statements.

Goodwill and Other Intangible Assets

Intangible assets resulting from acquisitions under the purchase method of accounting consist of goodwill and other intangible assets. Goodwill is not amortized and is subject to at least annual assessments for impairment by applying a fair value based test. We review goodwill annually and again at any quarter-end if a triggering event occurs during the quarter that may affect goodwill. This review evaluates potential impairment by determining if our fair value has fallen below carrying value.

Other intangible assets consist mainly of core deposits, covenants not to compete and customer relationships obtained through acquisitions and are amortized over their estimated lives using the present value of the benefit of the core deposits and straight-line methods of amortization. Core deposit intangibles are evaluated for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable.

FINANCIAL CONDITION, CAPITAL RESOURCES AND LIQUIDITY

Financial Condition

Our total assets increased $67.5 million or 2% to $4.4 billion during the nine months ended September 30, 2013. Included in this increase was a $106.1 million, or 4%, increase in net loans, and a $40.5 million increase in reverse mortgages resulting from the consolidation of a reverse mortgage securitization trust during the nine months ended September 30, 2013. See Note 5, Reverse Mortgage Loans and Related Assets and Liabilities to our Consolidated Financial Statements for more information. Partially offsetting these increases was a $113.6 million decrease in investment securities.

Total liabilities increased $114.6 million during the nine months ended September 30, 2013 to $4.1 billion. This increase was primarily the result of increased Federal Home Loan Bank advances of $224.1 million, or 60%. In addition, bonds payable increased by $26.3 million due to the consolidation of the reverse mortgage securitization trust during the third quarter of 2013. Partially offsetting these increases was a $153.8 million decrease in total deposits, mainly due to the expected decline in time and temporary trust deposits during the period, and a $9.2 million decrease in other borrowed funds.

Capital Resources

Stockholders equity decreased $47.1 million between December 31, 2012 and September 30, 2013. This decrease was mainly due to the $52.6 million redemption of preferred stock (formerly TARP), a $29.0 million decrease in the value of our available-for-sale securities portfolio and the payment of dividends on our common stock and preferred stock of $4.9 million during the nine months ended September 30, 2013. Partially offsetting this decrease was net income of $34.8 million during the nine months ended September 30, 2013. Tangible common equity (a non-GAAP financial measure) increased $5.7 million from $335.3 million at December 31, 2012 to $341.0 million at September 30, 2013.

Tangible common book value per share of common stock (a non-GAAP financial measure) was $38.55 at September 30, 2013, an increase of $0.34, or less than 1%, from $38.21 reported at December 31, 2012. Book value per share of common stock was $42.27 at September 30, 2013, a decrease of $5.72 from $47.99 reported at December 31, 2012.

Below is a table comparing WSFS Bank s consolidated capital position to the minimum regulatory requirements as of September 30, 2013:

	Consolidated Bank Capital		For Capital Adequacy Purposes		To be Well-Capitalized Under Prompt Corrective Action Provisions	
(Dollars in thousands)	Amount	% of Assets	Amount	% of Assets	Amount	% of Assets
Total Capital (to Risk-Weighted Assets)	$ 486,298	14.30 %	$ 272,149	8.00 %	$ 340,187	10.00 %
Core Capital (to Adjusted Total Assets)	443,839	10.17	174,525	4.00	218,156	5.00
Tangible Capital (to Tangible Assets)	443,839	10.17	65,447	1.50	N/A	N/A
Tier 1 Capital (to Risk-Weighted Assets)	443,839	13.05	136,075	4.00	204,112	6.00

Under guidelines issued by banking regulators, savings institutions such as WSFS Bank must maintain tangible capital equal to 1.5% of adjusted total assets, core capital equal to 4.0% of adjusted total assets, Tier 1 capital equal to 4.0% of risk weighted assets and total or risk-based capita (a combination of core and supplementary capital) equal to 8.0% of risk-weighted assets. Failure to meet minimum capital requirements can initiate certain mandatory actions and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on our bank s financial statements.

At September 30, 2013, WSFS Bank was in compliance with regulatory capital requirements and was considered a well-capitalized institution. WSFS Bank s core capital ratio of 10.17%, Tier 1 capital ratio of 13.05% and total risk based capital ratio of 14.30%, all remain substantially in excess of well-capitalized regulatory benchmarks, the highest regulatory capital rating. In addition, and not included in Bank capital, the holding company held $17.9 million in cash to support potential dividends, acquisitions, strategic growth plans.

Liquidity

We manage our liquidity and funding needs through our Treasury function and our Asset/Liability Committee. We have a policy that separately addresses liquidity, and management monitors our adherence to policy limits. Also, liquidity risk management is a primary area of examination by the banking regulators.

We have ready access to several sources to fund growth and meet its liquidity needs. Among these are: net income, retail deposit programs, loan repayments, borrowing from the FHLB, repurchase agreements, access to the Federal Discount Window, and access to the brokered deposit market as well as other wholesale funding avenues. In addition, we have a large portfolio of high-quality, liquid investments, primarily short-duration MBS and government sponsored enterprises (GSE) notes that provide a near-continuous source of cash flow to meet current cash needs, or can be sold to meet larger discrete needs for cash. We believe these sources are sufficient to maintain required and prudent levels of liquidity.

During the nine months ended September 30, 2013, cash and cash equivalents increased $1.6 million to $502.4 million. This increase was primarily a result of the following: $64.4 million from the repayments of MBS available-for-sale; $47.4 million increase in cash provided by operations; and $4.0 million increase in cash due to the increase in securities sold under agreement to repurchase. Offsetting these increases in cash were: $224.1 million from the net repayments of FHLB Advances; $149.1 million decrease in demand, savings and time deposits; $121.4 million increase in net loans; and $52.6 million from repurchase of preferred stock.

NONPERFORMING ASSETS

The following table shows our nonperforming assets and past due loans at the dates indicated. Nonperforming assets include nonaccruing loans, nonperforming real estate, assets acquired through foreclosure and restructured mortgage and home equity consumer debt. Nonaccruing loans are those on which the accrual of interest has ceased. Loans are placed on nonaccrual status immediately if, in the opinion of management, collection is doubtful, or when principal or interest is past due 90 days or more and the value of the collateral is insufficient to cover principal and interest. Interest accrued but not collected at the date a loan is placed on nonaccrual status is reversed and charged against interest income. In addition, the amortization of net deferred loan fees is suspended when a loan is placed on nonaccrual status. Subsequent cash receipts are applied either to the outstanding principal balance or recorded as interest income, depending on management s assessment of the ultimate collectability of principal and interest. Past due loans are loans contractually past due 90 days or more as to principal or interest payments but which remain on accrual status because they are considered well secured and in the process of collection.

	September 30, 2013	December 31, 2012
	(In Thousands)	
Nonaccruing loans:		
Commercial	**$ 5,650**	$ 4,861
Owner-occupied commercial	**12,568**	14,001
Consumer	**2,549**	4,728
Commercial mortgage	**8,690**	12,634
Residential mortgage	**8,439**	9,989
Construction	**274**	1,547
Total nonaccruing loans	**38,170**	47,760
Assets acquired through foreclosure	**7,163**	4,622
Troubled debt restructuring (accruing)	**11,161**	10,093
Total nonperforming assets	**$ 56,494**	$ 62,475
Past due loans (1):		
Residential mortgages	**658**	786
Total past due loans	**$ 658**	$ 786
Ratios:		
Allowance for loan losses to total loans (2)	**1.44 %**	1.58 %
Nonperforming assets to total assets	**1.27**	1.43
Nonaccruing loans to total loans (2)	**1.33**	1.73
Loan loss allowance to nonaccruing loans	**108.54**	91.96
Loan loss allowance to total nonperforming assets	**73.34**	70.30

(1) Past due loans are accruing loans which are contractually past due 90 days or more as to principal or interest. These loans are well secured and in the process of collection.

(2) Total loans exclude loans held for sale.

Nonperforming assets decreased $6.0 million between December 31, 2012 and September 30, 2013. As a result, non-performing assets as a percentage of total assets decreased from 1.43% at December 31, 2012 to 1.27% at September 30, 2013. Nonperforming loans improved from 1.73% of total loans at December 31, 2012 to 1.33% at September 30, 2013 as new migration continued to be outpaced by charge-offs, pay downs and assets being moved to Other Real Estate Owned (OREO). OREO increased by net $2.5 million to $7.2 million from $4.6 million at December 31, 2012.

As of September 30, 2013 we had $106.9 million of loans which, although performing at that date, required increased supervision and review. They may, depending on the economic environment and other factors, become nonperforming assets in future periods. The amount of such loans at December 31, 2012 was $120.0 million. The majority of these loans are secured by commercial real estate, with others being secured by residential real estate, inventory and receivables.

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The following table summarizes the changes in nonperforming assets during the period indicated:

	For the nine months ended September 30, 2013	For the year ended December 31, 2012
	(In Thousands)	
Beginning balance	**$ 62,475**	$ 91,675
Additions	**21,594**	73,170
Collections	**(16,290)**	(46,514)
Collections from loan dispositions		(14,305)
Transfers to accrual	**(1,055)**	(552)
Charge-offs / write-downs, net	**(10,230)**	(40,999)
Ending balance	**$ 56,494**	$ 62,475

The timely identification of problem loans is a key element in our strategy to manage our loan portfolio. Timely identification enables us to take appropriate action and, accordingly, minimize losses. An asset review system established to monitor the asset quality of our loans and investments in real estate portfolios facilitates the identification of problem assets. In general, this system utilizes guidelines established by federal regulation.

INTEREST RATE SENSITIVITY

The matching of maturities or repricing periods of interest rate-sensitive assets and liabilities to promote a favorable interest rate spread and mitigate exposure to fluctuations in interest rates is our primary tool for achieving our asset/liability management strategies. We regularly review our interest rate sensitivity and adjust the sensitivity within acceptable tolerance ranges established by the Board of Directors. At September 30, 2013, interest-earning liabilities exceeded interest-bearing assets that mature or reprice within one year (interest-sensitive gap) by $69.8 million. Our interest-sensitive liabilities as a percentage of interest-sensitive assets within the one-year window decreased from 98.09% at December 31, 2012 to 97.06% at September 30, 2013. Likewise, the one-year interest-sensitive gap as a percentage of total assets changed to -1.57% at September 30, 2013 from -1.02% at December 31, 2012. The low level of sensitivity reflects our continuing efforts to effectively manage interest rate risk.

Market risk is the risk of loss from adverse changes in market prices and rates. Our market risk arises primarily from interest rate risk inherent in our lending, investing, and funding activities. To that end, we actively monitor and manage our interest rate risk exposure. One measure, required to be performed by federal regulation, measures the impact of an immediate change in interest rates in 100 basis point increments on the economic value of equity ratio. The economic value of equity ratio is defined as the economic value of the estimated cash flows from assets and liabilities as a percentage of economic value of cash flows from total assets. The table below shows the estimated impact of immediate changes in interest rates on our net interest margin and economic value of equity ratio at the specified levels at September 30, 2013 and December 31, 2012:

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% Change in Interest Rate (Basis Points)	September 30, 2013 % Change in Net Interest Margin (1)	September 30, 2013 Economic Value of Equity (2)	December 31, 2012 % Change in Net Interest Margin (1)	December 31, 2012 Economic Value of Equity (2)
+300	**3%**	**12.71%**	4%	12.49%
+200	**0%**	**12.80%**	1%	12.62%
+100	**-2%**	**12.66%**	-3%	12.54%
-	**0%**	**12.54%**	0%	12.31%
-100	**-1%**	**11.97%**	1%	11.56%
-200 (3)	**NMF**	**NMF**	NMF	NMF
-300 (3)	**NMF**	**NMF**	NMF	NMF

(1) The percentage difference between net interest margin in a stable interest rate environment and net interest margin as projected under the various rate change environments.
(2) The economic value of equity ratio of the Company in a stable interest rate environment and the economic value of equity ratio as projected under the various rate change environments.
(3) Sensitivity indicated by a decrease of 200 or 300 basis points is not deemed meaningful at September 30, 2013 given the low absolute level of interest rates at that time.

We also engage in other business activities that are sensitive to changes in interest rates. For example, mortgage banking revenues and expenses can fluctuate with changing interest rates. These fluctuations are difficult to model and estimate.

COMPARISON OF THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2013

Results of Operations

We recorded net income of $14.2 million for the quarter ended September 30, 2013, a 42% increase over $10.0 million for the quarter ended September 30, 2012. Income allocable to common stockholders (after preferred stock dividends) was $13.8 million, or $1.54 per diluted share of common stock, for the quarter ended September 30, 2013 (a 45% increase in diluted earnings per share, or EPS). During the third quarter of 2013 we realized $3.8 million in gains related to the consolidation of the 2002 reverse mortgage securitization which more than offset a decrease of $2.6 million in securities gains. Investment management and fiduciary revenue, credit/debit card and ATM fees (largely related to our ATM division), and traditional banking business all increased during the third quarter of 2013 reflecting fundamental momentum in these businesses. Noninterest expenses for the third quarter of 2013 totaled $32.8 million compared to $32.2 million for the third quarter of 2013. The increase of $656,000, or 2%, was mainly due to increased salaries, benefits, and other compensation due to the improved performance, and a change in billing methodology by Cash Connect division, offset by a decrease in loan workout and OREO costs and regulatory expenses. Net interest margin increased $2.5 million due to several initiatives undertaken by us in late 2012 and into 2013.

Net income for the nine months of 2013 was $34.8 million as compared to $23.8 million for the nine months of 2012. Net income allocable to common stockholders was $33.2 million, or $3.72 per diluted share of common stock, compared to net income allocable to common stockholders of $21.7 million, or $2.47 per diluted share of common stock, for the nine months ended September 30, 2012, a 51% increase. Consistent with the quarterly results, the nine months of 2013 were impacted by improvements in investment management and fiduciary revenue and credit/debit card and ATM income and decreases in loan workout and OREO costs and regulatory expenses which also helped partially offset the $15.0 million decrease in security gains.

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Net Interest Income

The following tables provide information concerning the balances, yields and rates on interest-earning assets and interest-bearing liabilities during the periods indicated.

	Three Months Ended September 30, 2013					
	2013			2012		
(Dollars In Thousands)	Average Balance	Interest	Yield/ Rate (1)	Average Balance	Interest	Yield/ Rate (1)
Assets:						
Interest-earning assets:						
Loans (2) (3):						
Commercial real estate loans	**$ 818,361**	**$ 9,877**	**4.83 %**	$ 718,046	$ 8,803	4.90 %
Residential real estate loans (7)	**249,476**	**2,455**	**3.94**	276,681	2,980	4.31
Commercial loans	**1,525,053**	**17,023**	**4.40**	1,435,514	16,848	4.61
Consumer loans	**287,555**	**3,353**	**4.63**	283,704	3,372	4.73
Total loans	**2,880,445**	**32,708**	**4.56**	2,713,945	32,003	4.73
Mortgage-backed securities (4) (6)	**711,659**	**3,527**	**1.98**	829,930	4,344	2.09
Reverse mortgages and Investment securities (4) (5) (6)	**112,237**	**794**	**3.66**	53,392	158	1.27
Other interest-earning assets	**38,054**	**87**	**0.91**	31,187	9	0.11
Total interest-earning assets	**3,742,395**	**37,116**	**4.01**	3,628,454	36,514	4.03
Allowance for loan losses	**(42,315)**			(46,808)		
Cash and due from banks	**80,586**			70,366		
Cash in non-owned ATMs	**424,125**			362,332		
Bank-owned life insurance	**63,030**			63,315		
Other noninterest-earning assets	**131,780**			118,330		
Total assets	**$ 4,399,601**			$ 4,195,989		
Liabilities and Stockholders Equity:						
Interest-bearing liabilities:						
Interest-bearing deposits:						
Interest-bearing demand	**$ 563,409**	**$ 121**	**0.09 %**	$ 404,185	$ 53	0.05 %
Money market	**764,973**	**238**	**0.12**	759,944	431	0.23
Savings	**388,132**	**50**	**0.05**	390,275	83	0.08
Customer time deposits	**512,689**	**1,123**	**0.87**	716,676	2,365	1.31
Total interest-bearing customer deposits	**2,229,203**	**1,532**	**0.27**	2,271,080	2,932	0.51
Brokered certificates of deposit	**174,690**	**141**	**0.32**	283,345	305	0.43
Total interest-bearing deposits	**2,403,893**	**1,673**	**0.28**	2,554,425	3,237	0.50
FHLB of Pittsburgh advances	**651,993**	**482**	**0.29**	389,745	1,403	1.41
Trust preferred borrowings	**67,011**	**339**	**1.98**	67,011	369	2.15
Senior Debt	**55,000**	**943**	**6.86**	20,924	353	6.60
Other borrowed funds (8)	**133,077**	**273**	**0.82**	129,293	259	0.80
Total interest-bearing liabilities	**3,310,974**	**3,710**	**0.45**	3,161,398	5,621	0.71
Noninterest-bearing demand deposits	**669,807**			590,133		
Other noninterest-bearing liabilities	**32,756**			33,757		

Stockholders equity	**386,064**		410,701	
Total liabilities and stockholders equity	**$ 4,399,601**		$ 4,195,989	
Excess of interest-earning assets over interest-bearing liabilities	**$ 431,421**		$ 467,056	
Net interest and dividend income		**$ 33,406**		$ 30,893
Interest rate spread		**3.56 %**		3.32 %
Net interest margin		**3.61 %**		3.41 %

(1) Weighted average yields have been computed on a tax-equivalent basis using a 35% effective tax rate.
(2) Nonperforming loans are included in average balance computations.
(3) Balances are reflected net of unearned income.
(4) Includes securities available-for-sale.
(5) Includes reverse mortgages.
(6) Average Balances and related yield are calculated using the fair value of available-for-sale securities.
(7) Includes residential mortgage loans HFS
(8) Includes bonds payable related to the reverse mortgage securitization trust consolidation

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	Nine Months Ended September 30,					
	2013			2012		
(Dollars In Thousands)	Average Balance	Interest	Yield/ Rate (1)	Average Balance	Interest	Yield/ Rate (1)
Assets:						
Interest-earning assets:						
Loans (2) (3):						
Commercial real estate loans	**$ 791,222**	**$ 28,143**	**4.74 %**	$ 729,599	$ 26,717	4.88 %
Residential real estate loans (8)	**254,154**	**7,631**	**4.00**	276,400	9,211	4.44
Commercial loans	**1,506,616**	**50,467**	**4.45**	1,459,698	51,891	4.73
Consumer loans	**285,772**	**10,027**	**4.69**	285,701	10,244	4.79
Loans held for sale (7)				7,113	122	2.29
Total loans	**2,837,764**	**96,268**	**4.52**	2,758,511	98,185	4.76
Mortgage-backed securities (4) (6)	**744,812**	**10,726**	**1.92**	817,253	14,953	2.44
Reverse mortgages and investment securities (4) (5) (6)	**84,001**	**1,461**	**2.91**	50,152	335	0.99
Other interest-earning assets	**34,924**	**134**	**0.51**	33,208	27	0.11
Total interest-earning assets	**3,701,501**	**108,589**	**3.94**	3,659,124	113,500	4.16
Allowance for loan losses	**(43,417)**			(49,140)		
Cash and due from banks	**78,444**			90,969		
Cash in non-owned ATMs	**421,573**			363,497		
Bank-owned life insurance	**62,978**			63,465		
Other noninterest-earning assets	**122,792**			123,228		
Total assets	**$ 4,343,871**			$ 4,251,143		
Liabilities and Stockholders Equity:						
Interest-bearing liabilities:						
Interest-bearing deposits:						
Interest-bearing demand	**$ 544,125**	**$ 369**	**0.09 %**	$ 395,081	$ 157	0.05 %
Money market	**775,121**	**832**	**0.14**	754,942	1,357	0.24
Savings	**393,544**	**161**	**0.05**	388,894	361	0.12
Customer time deposits	**547,126**	**3,692**	**0.90**	739,073	7,886	1.43
Total interest-bearing customer deposits	**2,259,916**	**5,054**	**0.30**	2,277,990	9,761	0.57
Brokered certificates of deposit	**178,522**	**459**	**0.34**	283,169	891	0.42
Total interest-bearing deposits	**2,438,438**	**5,513**	**0.30**	2,561,159	10,652	0.56
FHLB of Pittsburgh advances	**561,357**	**1,376**	**0.32**	466,266	4,985	1.40
Trust preferred borrowings	**67,011**	**1,005**	**1.98**	67,011	1,114	2.18
Senior Debt	**55,000**	**2,830**	**6.86**	7,026	353	6.60
Other borrowed funds (9)	**141,719**	**823**	**0.77**	136,282	895	0.88
Total interest-bearing liabilities	**3,263,525**	**11,547**	**0.47**	3,237,744	17,999	0.74
Noninterest-bearing demand deposits	**638,289**			574,708		
Other noninterest-bearing liabilities	**30,763**			33,922		
Stockholders equity	**411,294**			404,769		
Total liabilities and stockholders equity	**$ 4,343,871**			$ 4,251,143		
Excess of interest-earning assets over interest-bearing liabilities	**$ 437,976**			$ 421,380		

Net interest income	**$ 97,042**	$ 95,501
Interest rate spread	**3.47 %**	3.42 %
Net interest margin	**3.52 %**	3.49 %

(1) Weighted average yields have been computed on a tax-equivalent basis using a 35% effective tax rate.
(2) Nonperforming loans are included in average balance computations.
(3) Balances are reflected net of unearned income.
(4) Includes securities available-for-sale.
(5) Includes reverse mortgages.
(6) Average Balances and related yield are calculated using fair value of available-for-sale securities.
(7) Represents loans held for sale in conjunction with asset disposition strategies.
(8) Includes residential mortgage loans HFS.
(9) Includes bonds payable related to the reverse mortgage securitization trust consolidation.

The net interest margin for the third quarter of 2013 was 3.61%, a 20 basis point increase compared to 3.41% for the third quarter of 2012. The increase in net interest margin from the third quarter of 2012 included one-time net adjustments totaling $446,000, largely related to prepayment and other fees on two loan relationships that were paid off at the end of the quarter. In addition, the net interest margin increased as a result of securities portfolio yield improvement, prudent deposit and loan pricing and improved balance sheet mix. This included several initiatives undertaken in late 2012 and into 2013, including mortgage-banking securities deleveraging strategy; the prepayment of higher rate Federal Home Loan Bank (FHLB) borrowing; and the intentional reduction in higher-cost CDs.

The interest margin for the nine months ended September 30, 2013 was 3.52% compared to the 3.49% for the same period in 2012. Similar to the quarterly discussion above, the margin increased due to one-time net adjustments, securities portfolio yield improvement, prudent deposit and loan pricing and favorable balance sheet mix based on several initiatives we had taken. Partially offsetting these increases were higher interest expenses due to the issuance of $55 million of Senior Notes in August 2012 to provide liquidity and capital flexibility at the holding company level, a decrease in our residential loans due to our strategy of reselling these loans, and a decline in our MBS portfolio.

Provision for Loan Losses

Our provision for loan losses is based on the inherent risk of our loans and considers various factors including collateral values, trends in asset quality, level of delinquent loans and concentrations. In addition, regional economic conditions are also taken into consideration. The provision for loan losses was $2.0 million and $5.9 million, respectively, for the three and nine months ended September 30, 2013, compared to $3.8 and $28.4 for the same period in 2012.

Our allowance for loan losses of $41.4 million at September 30, 2013 decreased $2.5 million from $43.9 million at December 31, 2012. In addition, the ratio of allowance to loan losses to total gross loans was 1.44% at September 30, 2013, compared to 1.58% at December 31, 2012. These decreases reflect that overall credit quality continued to improve over 2012 results:

- Net charge-offs were $8.4 million for the nine months ended September 30, 2013 compared to $44.2 million for the nine months ended September 30, 2012.

- Total problem loans (all criticized, classified, and non-performing loans) improved to 40.5% of Tier 1 Capital plus allowance for loan losses, compared to 52.5% at December 31, 2012 and 59.7% at September 30, 2012.

- Nonperforming loans decreased to $38.2 million as of September 30, 2013 compared to $62.5 million as of December 31, 2012.

- Total loan delinquency increased to 1.84% as of September 30, 2013, compared to 1.62% as of December 31, 2012 as a result of one $19.0 million relationship with a highly seasonal business. This relationship is evaluated monthly for accrual status.

	For the Nine Months Ended September 30,	
	2013	2012
	(Dollars in Thousands)	
Beginning balance	**$ 43,922**	$ 53,080
Provision for loan losses	**5,880**	28,379
Charge-offs:		
Residential real estate	**985**	3,343
Commercial real estate	**1,824**	5,600
Construction	**1,344**	10,680
Commercial	**2,311**	11,920
Owner-occupied commercial	**68**	3,012
Overdrafts	**734**	813
Consumer	**3,419**	4,680
Total charge-offs	**10,685**	40,048
Recoveries:		
Residential real estate	**51**	171
Commercial real estate	**442**	382
Construction	**106**	1,642
Commercial	**900**	1,482
Owner-occupied commercial	**100**	13
Overdrafts	**315**	297
Consumer	**400**	200
Total recoveries	**2,314**	4,187
Net charge-offs	**8,371**	35,861
Ending balance	**$ 41,431**	$ 45,598
Net charge-offs to average gross loans outstanding, net of unearned income (1)	**0.39 %**	1.75 %

(1) Ratios for the nine months ended September 30, 2013 and 2012 annualized.

Noninterest Income

Noninterest income increased $3.0 million during the third quarter of 2013 from the same period a year ago. Excluding securities gains in both periods, the reverse mortgage consolidation gain in 2013, the unanticipated BOLI income in 2012 and the impact from a Cash Connect billing change, noninterest income increased by $1.4 million, or 8% from the same period in 2012. This increase was primarily the result of growth in credit/debit card and fees (largely related to the ATM division), which increased $636,000, or 11%, and investment management and fiduciary revenue, which increased $578,000, or 18%, reflecting continued fundamental momentum in these businesses. The increase in noninterest income also reflected continued growth and success in the traditional banking franchise.

For the nine months ended September 30, 2013 noninterest income decreased $5.1 million to $60.4 million compared to the same period in 2012. Excluding the same items described in the paragraph above, noninterest income increased by $7.0 million. This increase was primarily the result of growth in investment management and fiduciary revenue of $1.9 million and a $1.2 million increase in credit/debit card and ATM fees (largely related to our ATM division) reflecting growth in all business lines. In addition, a billing methodology change related to our Cash Connect division increased noninterest income by $3.1 million in 2013 (which also increased noninterest expenses by a similar amount).

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Noninterest Expense

Noninterest expense for the third quarter of 2013 increased $656,000, or 2% from the same period in 2012. Excluding the impact of a change in the method of billing by Cash Connect ($900,000, net), noninterest expenses decreased by $335,000 below the same period in the prior year. This decrease was mainly due to a $1.6 million reduction in loan workout and OREO costs, which were partially offset by a $706,000 increase in salaries, benefits and other compensation.

For the nine months ended September 30, 2013, noninterest expense increased $2.2 million, or 2% compared to the same period in 2012. Excluding the $2.8 million impact from the billing change at Cash Connect, noninterest expense decreased by $667,000. This was mainly due to a $3.5 million decrease in loan workout and OREO costs and a $1.2 million decrease in regulatory costs. These decreases were partially offset by a $2.5 million increase in salaries, benefits and other compensation costs related to our growth and increased incentives related to our improved performance.

Income Taxes

We and our subsidiaries file a consolidated federal income tax return and separate state income tax returns. Income taxes are accounted for in accordance with ASC 740, which requires the recording of deferred income taxes for tax consequences of temporary differences. We recorded an income tax expense of $7.2 million and $18.4 million during the three and nine months ended September 30, 2013, respectively, compared to an income tax expense of $4.8 million and $12.7 million for the same periods in 2012.

The third quarter of 2013 included the recognition of $200,000 of tax benefits related to the completion of an IRS audit of our 2010 tax return. The third quarter of 2012 included the recognition of tax benefits related to $1.0 million of tax-free income from life insurance proceeds received from our BOLI investment. Our effective tax rate was 33.7% and 34.6% for the three and nine months ended September 30, 2013, respectively, compared to 32.3% and 34.9% during the same periods in 2012. Excluding the IRS audit impact and tax-free BOLI proceeds, our effective tax rates were 34.7% and 34.9% for the three and nine months ended September 30, 2013, respectively, compared to 34.7% and 35.8% during the same periods in 2012.

The effective tax rate reflects the recognition of certain tax benefits in the financial statements including those benefits from tax-exempt interest income, federal low-income housing tax credits, and BOLI income. These tax benefits are offset by the tax effect of stock-based compensation expense related to incentive stock options and a provision for state income tax expense.

We frequently analyze our projections of taxable income and make adjustments to our provision for income taxes accordingly.

RECONCILIATION OF NON-GAAP MEASUREMENT TO GAAP

The following table provides a reconciliation of tangible common book value per share of common stock to book value per share of common stock, the most directly comparable GAAP financial measure. We believe this measure is important to management and investors to better understand and assess changes from period to period in stockholders equity exclusive of changes in intangible assets.

	September 30, 2013	**December 31, 2012**
	(In Thousands)	
Tangible Common Book Value per Share of Common Stock		
End of period balance sheet data:		
Stockholders equity	**$ 373,951**	$ 421,054
Goodwill and other intangible assets	**(32,939)**	(33,320)
Preferred equity, net of discount		(52,474)
Tangible common equity (numerator)	**$ 341,012**	$ 335,260
Shares of common stock outstanding (denominator)	**8,844**	8,773
Book value per share of common stock	**$ 42.28**	$ 47.99

Goodwill and other intangible assets		**(3.72)**		(3.80)
Preferred equity, net of discount				(5.98)
Tangible book value per share of common stock	**$**	**38.56**	$	38.21

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RECENT ACCOUNTING PRONOUNCEMENTS

In December 2011, the FASB issued Accounting Standards Update or ASU No. 2011-11, Disclosures About Offsetting Assets and Liabilities. This project began as an attempt to converge the offsetting requirements under U.S. GAAP and International Financial Reporting Standards (IFRS). However, as the FASB and International Accounting Standards Board were not able to reach a converged solution with regards to offsetting requirements, they each developed convergent disclosure requirements to assist in reconciling differences in the offsetting requirements under U.S. GAAP and IFRS. The new disclosure requirements mandate that entities disclose both gross and net information about instruments and transactions eligible for offset in the statement of financial position as well as instruments and transactions subject to an agreement similar to a master netting arrangement. ASU No. 2011-11 also requires disclosure of collateral received and posted in connection with master netting agreements or similar arrangements. In January 2013, the FASB issued ASU No. 2013-01, Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities. The provisions of ASU No. 2013-01 limit the scope of the new balance sheet offsetting disclosures to the following financial instruments, to the extent they are offset in the financial statements or subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are offset in the statement of financial position: (1) derivative financial instruments; (2) repurchase agreements and reverse repurchase agreements; and (3) securities borrowing and securities lending transactions. We adopted the provisions of ASU No. 2011-11 and ASU No. 2013-01 effective January 1, 2013. The provisions of ASU No. 2011-11 and ASU No. 2013-01 only impacted the disclosure requirements related to the offsetting of assets and liabilities and information about instruments and transactions eligible for offset in the statement of financial position, the adoption of this amendment did not have a material effect on our Consolidated Financial Statements.

In July 2012, the FASB issued ASU No. 2012-02, Intangibles Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment which allows an entity testing an indefinite-lived intangible asset for impairment the option of performing a qualitative assessment before calculating the fair value of the asset. This update also addresses circumstances that a company should consider in interim periods, but does not remove the requirement for testing of indefinite-lived intangible assets for impairment annually and between annual tests if there is a change in events and circumstances. The provisions of ASU No. 2012-02 became effective for the interim reporting period ended March 31, 2013 and did not have a material effect on our Consolidated Financial Statements.

In February 2013, the FASB issued ASU No. 2013-02, Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income, to improve the transparency of reporting these reclassifications. ASU No. 2013-02 does not amend any existing requirements for reporting net income or other comprehensive income in the financial statements. ASU No. 2013-02 requires an entity to disaggregate the total change of each component of other comprehensive income (e.g., unrealized gains or losses on available-for-sale investment securities) and separately present reclassification adjustments and current period other comprehensive income. The provisions of ASU No. 2013-02 also requires that entities present either in a single note or parenthetically on the face of the financial statements, the effect of significant amounts reclassified from each component of accumulated other comprehensive income based on its source (e.g., unrealized gains or losses on available-for-sale investment securities) and the income statement line item affected by the reclassification (e.g., realized gains (losses) on sales of investment securities). If a component is not required to be reclassified to net income in its entirety (e.g., amortization of defined benefit plan items), entities would instead cross reference to the related note to the financial statements for additional information (e.g., pension note). We adopted the provisions of ASU No. 2013-02 prospectively for reporting periods ending after December 15, 2012. The adoption of this amendment did not have a material effect on our Consolidated Financial Statements.

In July 2013, the FASB issued ASU No. 2013-10, Inclusion of the Fed Funds Effective Swap Rate (or Overnight Index Swap Rate) as a Benchmark Interest Rate for Hedge Accounting Purposes These amendments allow the Fed Funds Effective Swap Rate (OIS) to be used as a U.S. benchmark interest rate for hedge accounting purposes, in addition to the current benchmark rates of UST (the rate on direct Treasury obligations of the U.S. government) and LIBOR (the London Interbank Offered Rate on swaps). The amendments were effective on a prospective basis for new or redesignated hedging relationships on July 17, 2013. The adoption of this amendment did not have material effect on our Consolidated Financial Statements.

In July 2013, the FASB issued ASU No. 2013-11, Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists, to clarify the balance sheet presentation of an unrecognized tax benefit when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists. The ASU requires an unrecognized tax benefit, or a portion of an unrecognized tax benefit, to be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, except as follows. To the extent a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date under the tax law of the applicable jurisdiction to settle any additional income taxes that would result from the disallowance of a tax position or the tax law of the applicable jurisdiction does not require the entity to use, and the entity does not intend to use, the deferred tax asset for such purpose, the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets. The ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. The adoption is not expected to have a material effect on our Consolidated Financial Statements.

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RECENT LEGISLATION

In July 2013, the Board of Governors of the Federal Reserve System, FDIC and the OCC approved final rules (the Final Capital Rules) implementing revised capital rules to reflect the requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the Dodd-Frank Act) and the Basel III international capital standards. Among other things, the Final Capital Rules establish a new capital ratio of common equity Tier 1 capital of 4.5% and a common equity Tier 1 capital conservation buffer of 2.5% of risk-weighted assets; increase the minimum ratio of Tier 1 capital ratio from 4% to 6% and include a minimum leverage ratio of 4%; place an emphasis on common equity Tier 1 capital and implement the Dodd-Frank Act phase-out of certain instruments from Tier 1 capital; and change the risk weights assigned to certain instruments. Failure to meet these standards would result in limitations on capital distributions as well as executive bonuses. The Final Capital Rules will be applicable to us on January 1, 2015 with conservation buffers phasing in over the subsequent 5 years.

While it is still too early to fully analyze the impact of all aspects of the new regulatory guidance, we currently have strong capital levels and are significantly above well capitalized levels under the current guidelines.

On July 31, 2013, a Federal District Court judge ruled that the Federal Reserve inflated debit interchange fees when implementing the Durbin amendment of the Dodd-Frank Act in 2011. The judge ruled that the Federal Reserve erred in using criteria outside of the scope Congress intended to determine the fee cap, which the Federal Reserve set at 21 cents per transaction. The judge also ruled that the network options for both signature and PIN transactions were not set appropriately in accordance with the Dodd-Frank Act. The judge has stayed this decision to give the Federal Reserve time to adopt interim standards and has scheduled a conference with the parties on August 14, 2013. If not overturned on appeal, this ruling could significantly affect debit fees for the banking industry and for us. However, these developments are preliminary and the impact on us is not determinable at this time.

The many provisions of the Dodd-Frank Act are so extensive that implementation by regulators is still ongoing. Several of the key regulations included in the original law have been delayed since the law s passing, making an assessment of the Dodd Frank Act s full effect on us not possible at this time.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Incorporated herein by reference from Item 2, of this Quarterly Report on Form 10-Q.

Item 4. Controls and Procedures

(a) **Evaluation of disclosure controls and procedures.** Based on their evaluation of our disclosure controls and procedures (as defined in Rules 13a-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)), our principal executive officer and the principal financial officer have concluded that as of the end of the period covered by this Quarterly Report on Form 10-Q such disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms.

(b) **Changes in internal control over financial reporting.** During the quarter ended September 30, 2013, there was no change in our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Part II. OTHER INFORMATION

Item 1. Legal Proceedings

Incorporated herein by reference to Note 12 Legal Proceedings to the Consolidated Financial Statements

Item 1A. Risk Factors

Our management does not believe there have been any material changes to the risk factors previously disclosed under Item 1A. of the Company s Form 10-K for the year ended December 31, 2012, previously filed with the SEC.

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

The following tables represent information with respect to repurchases preferred stock made by us during the three months ended September 30, 2013.

Preferred

2013	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicity Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
July		$		
August	32,625	1,000.00		
September				
Total (1)	32,625	$ 1,000.00		

(1) The shares repurchased were not part of a publicly announced repurchase plan or program. These shares were owned by preferred stockholders.

Item 3. **Defaults upon Senior Securities**

Not applicable

Item 4. **Mine Safety Disclosures**

Not applicable

Item 5. **Other Information**

Not applicable

Item 6. **Exhibits**

(a) Exhibit 31.1 Certification of CEO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
(b) Exhibit 31.2 Certification of CFO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
(c) Exhibit 32 Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
(d) Exhibit 101.INS XBRL Instance Document
(e) Exhibit 101.SCH XBRL Schema Document
(f) Exhibit 101.CAL XBRL Calculation Linkbase Document
(g) Exhibit 101.LAB XBRL Labels Linkbase Document
(h) Exhibit 101.PRE XBRL Presentation Linkbase Document
(i) Exhibit 101.DEF XBRL Definition Linkbase Document

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SIGNATURES

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

WSFS FINANCIAL CORPORATION

Date: November 12, 2013	/s/ Mark A. Turner Mark A. Turner President and Chief Executive Officer (Principal Executive Officer)
Date: November 12, 2013	/s/ Stephen A. Fowle Stephen A. Fowle Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)