Section 1: 10-Q (10-Q)

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

FORM 10-Q

[X] Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

For the quarterly period ended: March 31, 2018
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: 1-34242

DNB Financial Corporation

(Exact name of registrant as specified in its charter)

Pennsylvania	**23-2222567**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

4 Brandywine Avenue - Downingtown, PA 19335
(Address of principal executive offices and Zip Code)

(610) 269-1040
(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days

Yes ☒ 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 for such shorter period that the registrant was required to submit and post such files).

Yes ☒ No ☐

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

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer (Do not check if a smaller reporting company)	☐	Smaller reporting company	☐
Emerging growth company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

Yes ☐ No ☒

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

Common Stock ($1.00 Par Value) (Class)	**4,296,514** (Shares Outstanding as of May 8, 2018)

DNB FINANCIAL CORPORATION AND SUBSIDIARY

INDEX

PART I – FINANCIAL INFORMATION
ITEM 1 – FINANCIAL STATEMENTS

DNB Financial Corporation and Subsidiary
Consolidated Statements of Financial Condition (Unaudited)

(Dollars in thousands, except share and per share data)	March 31, 2018	December 31, 2017
Assets		
Cash and due from banks	**$ 14,078**	$ 10,917
Cash and cash equivalents	**14,078**	10,917
Available-for-sale investment securities at fair value (amortized cost of $111,675 and $113,555)	**108,889**	111,783
Held-to-maturity investment securities (fair value of $61,004 and $62,420)	**62,219**	62,390
Total investment securities	**171,108**	174,173
Loans held for sale	**646**	651
Loans	**864,345**	845,897
Allowance for credit losses	**(6,145)**	(5,843)
Net loans	**858,200**	840,054
Restricted stock	**7,363**	7,641
Office property and equipment, net	**8,366**	8,649
Accrued interest receivable	**3,982**	3,822
Other real estate owned & other repossessed property	**4,993**	5,012
Bank owned life insurance (BOLI)	**9,366**	9,314
Core deposit intangible	**411**	435
Goodwill	**15,525**	15,525
Net deferred taxes	**2,979**	2,980
Other assets	**3,013**	2,742
Total assets	**$ 1,100,030**	$ 1,081,915
Liabilities and Stockholders' Equity		
Liabilities		
Non-interest-bearing deposits	**$ 172,044**	$ 176,815
Interest-bearing deposits:		
NOW	**207,538**	199,310
Money market	**253,757**	221,726
Savings	**81,635**	81,050
Time	**115,214**	140,490
Brokered deposits	**61,598**	41,812
Total deposits	**891,786**	861,203
Federal Home Loan Bank of Pittsburgh (FHLBP) advances	**67,993**	79,013
Repurchase agreements	**10,717**	12,023
Junior subordinated debentures	**9,279**	9,279
Subordinated debt	**9,750**	9,750
Other borrowings	**351**	2,738
Total borrowings	**98,090**	112,803
Accrued interest payable	**494**	554
Other liabilities	**5,990**	5,413
Total liabilities	**996,360**	979,973
Stockholders' Equity		
Common stock, $1.00 par value;		
20,000,000 shares authorized; 4,364,801 and 4,362,939 issued, respectively; 4,292,689 and 4,286,117 outstanding, respectively	**4,383**	4,379
Treasury stock, at cost; 72,112 and 76,822 shares, respectively	**(1,345)**	(1,429)
Surplus	**69,238**	69,110
Retained earnings	**35,056**	32,272
Accumulated other comprehensive loss	**(3,662)**	(2,390)
Total stockholders' equity	**103,670**	101,942
Total liabilities and stockholders' equity	**$ 1,100,030**	$ 1,081,915

See accompanying notes to unaudited consolidated financial statements.

DNB Financial Corporation and Subsidiary
Consolidated Statements of Income (Unaudited)

(Dollars in thousands, except share and per share data)	Three Months Ended March 31, 2018	2017
Interest Income:		
Interest and fees on loans	**$ 9,882**	$ 9,521
Interest and dividends on investment securities:		
Taxable	**793**	697
Exempt from federal taxes	**217**	242
Interest on cash and cash equivalents	**21**	34
Total interest and dividend income	**10,913**	10,494
Interest Expense:		
Interest on NOW, money market and savings	**830**	484
Interest on time deposits	**325**	301
Interest on brokered deposits	**199**	92
Interest on FHLB advances	**301**	169
Interest on repurchase agreements	**6**	6
Interest on junior subordinated debentures	**105**	92
Interest on subordinated debt	**104**	104
Interest on other borrowings	**16**	14
Total interest expense	**1,886**	1,262
Net interest income	**9,027**	9,232
Provision for credit losses	**375**	325
Net interest income after provision for credit losses	**8,652**	8,907
Non-interest Income:		
Service charges	**313**	363
Wealth management	**435**	374
Mortgage banking	**61**	36
Increase in cash surrender value of BOLI	**52**	55
Gains from insurance proceeds	**-**	80
Other fees	**412**	398
Total non-interest income	**1,273**	1,306
Non-interest Expense:		
Salaries and employee benefits	**3,772**	3,641
Furniture and equipment	**489**	496
Occupancy	**697**	719
Professional and consulting	**403**	393
Advertising and marketing	**182**	166
Printing and supplies	**53**	50
FDIC insurance	**118**	195
PA shares tax	**242**	225
Telecommunications	**81**	90
Postage	**41**	35
Gain on sale or write down of OREO, net	**-**	(1)
Due diligence and merger expense	**-**	51
Other expenses	**652**	685
Total non-interest expense	**6,730**	6,745
Income before income tax expense	**3,195**	3,468
Income tax expense	**582**	1,027
Net income	**$ 2,613**	$ 2,441
Earnings per common share:		
Basic	**$ 0.61**	$ 0.57
Diluted	**$ 0.61**	$ 0.57
Cash dividends per common share	**$ 0.07**	$ 0.07
Weighted average common shares outstanding:		
Basic	**4,290,971**	4,246,593
Diluted	**4,308,847**	4,274,209

See accompanying notes to unaudited consolidated financial statements.

Consolidated Statements of Comprehensive Income (Loss) (Unaudited)

(Dollars in thousands)	Three Months Ended March 31, 2018	2017
Net income	**$ 2,613**	$ 2,441
Other Comprehensive (Loss) Income:		
Unrealized holding gains arising during the period		
Before tax amount	**(1,014)**	151
Tax effect	**213**	(51)
	(801)	100
Accretion of discount on AFS to HTM reclassification		
Before tax amount[1]	**-**	1
Tax effect[2]	**-**	(1)
	-	-
Total other comprehensive (loss) income	**(801)**	100
Total comprehensive income	**$ 1,812**	$ 2,541

[1] Amounts are included in "Interest and dividends on investment securities" in the consolidated statements of income.

[2] Amounts are included in "Income tax expense" in the consolidated statements of income.

See accompanying notes to unaudited consolidated financial statements.

DNB Financial Corporation and Subsidiary
Consolidated Statements of Changes in Stockholders' Equity (Unaudited)

(Dollars in thousands)	Common Stock	Treasury Stock	Surplus	Retained Earnings	Accumulated Other Comprehensive Loss	Total
Balance at January 1, 2018	$ 4,379	$ (1,429)	$ 69,110	$ 32,272	$ (2,390)	$ 101,942
Net income for three months ended March 31, 2018	-	-	-	2,613	-	2,613
Other comprehensive loss	-	-	-	-	(801)	(801)
Restricted stock compensation expense (896 shares vested)	4	-	92	-	-	96
Exercise of stock options (966 shares)	1	-	(1)	-	-	-
Taxes on exercise of stock options	(1)	-	(36)	-	-	(37)
Cash dividends - common ($0.07 per share)	-	-	-	(300)	-	(300)
Sale of treasury shares to 401(k) (3,230 shares)	-	58	50	-	-	108
Sale of treasury shares to deferred comp. plan (1,480 shares)	-	26	23	-	-	49
Adoption impact - ASU 2018-02	-	-	-	471	(471)	-
Balance at March 31, 2018	**$ 4,383**	**$ (1,345)**	**$ 69,238**	**$ 35,056**	**$ (3,662)**	**$ 103,670**

(Dollars in thousands)	Common Stock	Treasury Stock	Surplus	Retained Earnings	Accumulated Other Comprehensive Loss	Total
Balance at January 1, 2017	$ 4,351	$ (1,730)	$ 68,973	$ 25,520	$ (2,274)	$ 94,840
Net income for three months ended March 31, 2017	-	-	-	2,441	-	2,441
Other comprehensive income	-	-	-	-	100	100
Restricted stock compensation expense	4	-	103	-	-	107
Exercise of stock options (6,623 shares)	7	-	(7)	-	-	-
Taxes on exercise of stock options	-	-	(135)	-	-	(135)
Tax benefit for stock option exercises	-	-	110	-	-	110
Cash dividends - common ($0.07 per share)	-	-	-	(297)	-	(297)
Sale of treasury shares to 401(k) (2,960 shares)	-	54	31	-	-	85
Sale of treasury shares to deferred comp. plan (1,303 shares)	-	23	14	-	-	37
Balance at March 31, 2017	$ 4,362	$ (1,653)	$ 69,089	$ 27,664	$ (2,174)	$ 97,288

See accompanying notes to unaudited consolidated financial statements.

Consolidated Statements of Cash Flows (Unaudited)

(Dollars in thousands)	Three Months Ended March 31, 2018	2017
Cash Flows From Operating Activities:		
Net income	**$ 2,613**	$ 2,441
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, amortization and accretion	**384**	427
Provision for credit losses	**375**	325
Stock based compensation	**96**	107
Net loss on sale or write down of OREO and other repossessed property	**-**	(1)
Gain on insurance proceeds	**-**	(80)
Earnings from investment in BOLI	**(52)**	(55)
Deferred tax expense	**214**	301
Proceeds from sales of mortgage loans	**3,408**	1,175
Mortgage loans originated for sale	**(3,342)**	(1,339)
Gain on sale of mortgage loans	**(61)**	(36)
Increase in accrued interest receivable	**(160)**	(23)
Increase in other assets	**(271)**	(465)
Decrease in accrued interest payable	**(60)**	(43)
Increase in other liabilities	**577**	1,055
Net Cash Provided by Operating Activities	**3,721**	3,789
Cash Flows From Investing Activities:		
Activity in available-for-sale securities:		
Maturities, repayments and calls	**1,803**	4,921
Activity in held-to-maturity securities:		
Maturities, repayments and calls	**199**	312
Purchases	**-**	(1,407)
Net decrease (increase) in restricted stock	**278**	(19)
Net increase in loans	**(18,535)**	(1,268)
Death benefit proceeds	**-**	308
Purchases of property and equipment	**(28)**	(252)
Expenses capitalized in OREO	**-**	(14)
Proceeds from sale of OREO and other repossessed property	**33**	1
Net Cash (Used in) Provided by Investing Activities	**(16,250)**	2,582
Cash Flows From Financing Activities:		
Net increase in deposits	**30,583**	20,581
Repayment of FHLBP advances	**(71,020)**	(12,208)
Funding of FHLBP advances	**60,000**	7,848
Net decrease in repurchase agreements	**(1,306)**	(415)
Repayment of other borrowings	**(2,387)**	(12)
Dividends paid	**(300)**	(297)
Payment of employee taxes on stock option exercise and share award vest	**(37)**	(135)
Tax benefit for restricted stock vesting	**-**	110
Sale of treasury stock	**157**	122
Net Cash Provided by Financing Activities	**15,690**	15,594
Net Change in Cash and Cash Equivalents	**3,161**	21,965
Cash and Cash Equivalents at Beginning of Period	**10,917**	22,103
Cash and Cash Equivalents at End of Period	**$ 14,078**	$ 44,068
Supplemental Disclosure of Cash Flow Information:		
Cash paid during the period for:		
Interest	**$ 1,946**	$ 1,305
Income taxes	**-**	225
Supplemental Disclosure of Non-cash Flow Information:		
Transfers from loans to real estate owned and other repossessed property	**14**	2,219

See accompanying notes to unaudited consolidated financial statements.

NOTE 1: BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements of DNB Financial Corporation (referred to herein as the "Corporation" or "DNB") and its subsidiary, DNB First, National Association (the "Bank") have been prepared in accordance with the instructions for Form 10-Q and therefore do not include certain information or footnotes necessary for the presentation of financial condition, statement of operations and statement of cash flows required by generally accepted accounting principles. However, in the opinion of management, the consolidated financial statements reflect all adjustments (which consist of normal recurring adjustments) necessary for a fair presentation of the results for the unaudited periods. Prior amounts not affecting net income are reclassified when necessary to conform to current period classifications. The results of operations for the three months ended March 31, 2018 are not necessarily indicative of the results which may be expected for the entire year. The consolidated financial statements should be read in conjunction with the Annual Report and report on Form 10-K for the year ended December 31, 2017.

***Subsequent Events*--** Management has evaluated events and transactions occurring subsequent to March 31, 2018 for items that should potentially be recognized or disclosed in these Consolidated Financial Statements. The evaluation was conducted through the date these financial statements were issued.

Recent Accounting Pronouncements-

Accounting Developments Affecting DNB

In May 2014, the FASB issued ASU No. 2014-09, ‘‘Revenue from Contracts with Customers (Topic 606).’’ The updated standard is a new comprehensive revenue recognition model that requires revenue to be recognized in a manner that depicts the transfer of goods or services to a customer at an amount that reflects the consideration expected to be received in exchange for those goods or services. In August 2015, the FASB issued ASU 2015-14 which deferred the effective date of ASU 2014-09 by one year. During 2016 and 2017, the FASB issued ASU Nos. 2016-10, 2016-12, 2016-20, and 2017-13 that provided additional guidance related to the identification of performance obligations within a contract, assessing collectability, contract costs, and other technical corrections and improvements.

DNB adopted the new standards discussed above effective January 1, 2018 using the modified retrospective approach. A significant majority of DNB’s revenues are explicitly excluded from the scope of the new guidance including interest, dividend income, BOLI, gain/loss on sale of loans and investments on the Consolidated Statements of Income. The adoption of ASU 2014-09 did not require a cumulative adjustment to the opening balance of retained earnings as of January 1, 2018 and is not expected to have a material impact on DNB’s Consolidated Statements of Financial Condition, Comprehensive Income, Stockholders’ Equity or Cash Flows for the year ended December 31, 2018. Non-interest income components in the scope of Topic 606 continue to be recognized when DNB’s performance obligations are complete or at the time of sale after a customer’s transaction posts in the account. Disclosures required for DNB’s revenue streams in the scope of ASU 2014-09 are included in ***Non-Interest Income*** in the following table.

Non-interest Income Non-interest income includes revenue from contracts with customers in the scope of ASU 2014-09 as follows:

	Three Months Ended March 31,	
(Dollars in thousands)	**2018**	**2017**
Non-interest Income:		
Service charges:		
Non-sufficient funds (NSF) charges	**$ 159**	$ 188
Business analysis charges	**41**	42
Cycle charges	**23**	25
Lockbox fees	**44**	47
Stop payment fees	**4**	5
Wire transfer fees	**21**	21
Other service charges	**21**	35
Total service charges	**313**	363
Wealth management:		
DNB Investments & Insurance	**89**	102
DNB First Investment Management & Trust	**346**	272
Total wealth management	**435**	374
Other fee income:		
Cardholder interchange fees	**245**	231
Safe deposit box	**24**	25
Check printing	**23**	21
Merchant card processing	**48**	41
ATM surcharges for non-DNB customers	**17**	18
Other fee income	**14**	22
Total other fee income	**371**	358
Total Revenue from contracts with customers	**1,119**	1,095
Total Revenue not within the scope of ASC 606	**154**	211
Total non-interest income	**$ 1,273**	$ 1,306

Service charges on deposit accounts are recorded monthly when DNB's performance obligations are complete. Deposit balances are disclosed in the Consolidated Statement of Condition. For transaction-based service charges such as non-sufficient funds (NSF) charges, wire transfer fees, stop payment fees, ATM fees, and other transaction-based fees, revenue is recognized at the time of sale after the transaction posts in the customer's account.

Wealth management revenue includes non-deposit products and services offered under the names "DNB Investment & Insurance" and "DNB First Investment Management & Trust".

Through a third-party marketing agreement with Cetera Investment Services, LLC ("Cetera"), DNB Investment & Insurance offers a complete line of investment and insurance products. DNB's performance obligation as an agent is to arrange for the sale of products by Cetera. Monthly, DNB recognizes cmmission fees in the amounts to which it is entitled in accordance with the terms of the marketing agreement for products sold. Shortly after a product is sold, policy is issued, the carrier remits the commission payment to the Company, and the Company recognizes the revenue.

DNB First Investment Management & Trust offers a full line of investment and fiduciary services. DNB's performance obligation is to manage investments, estates and trusts. Investment management and trust income is primarily comprised of fees earned from the management and administration of trusts, estate and other customer assets. The Company's performance obligation is generally satisfied over time and the resulting fees are recognized monthly, based upon the month-end market value of the assets under management and the applicable fee rate. Payment is generally received a few days after month end through a direct charge to customers' accounts. While managing estates and trusts, DNB contracts with a third-party tax preparation service. For tax preparation services, DNB's obligation as an agent is to arrange for the performance of services by the third party. As tax services are rendered, DNB records revenue monthly, net of the cost of the services.

Cardholder interchange fees consist of revenue DNB is entitled per agreements with third party debit and credit card providers. DNB's performance obligation as an agent is to arrange for cardholder services with its customers in accordance with fees and terms offered by the third-party service providers. Based on cardholder transactions reported by third party service providers, DNB recognizes fees for the amount it is contractually entitled.

DNB also contracts with third party providers for check printing, merchant card services, and ATM services. DNB’s performance obligation as an agent is to arrange for the services with its customers in accordance with fees and terms offered by the third-party service providers. Monthly, DNB recognizes fees for the amount it is contractually entitled.

DNB adopted ASU 2015-16, Business Combinations (Topic 805), in 2016: Simplifying the Accounting for Measurement Period Adjustments on a prospective basis. This amendment eliminates the requirement to account for adjustments to provisional amounts recognized in a business combination retrospectively. Instead, the acquirer will recognize the adjustments to provisional amounts during the period in which the adjustments are determined, including the effect on earnings of any amounts the acquirer would have recorded in previous periods if the accounting had been completed at the acquisition date. DNB evaluated the impact of this guidance and it does not have a material impact to the consolidated financial statements.

In January 2016, the FASB issued ASU No. 2016-01, *Financial Instruments – Overall (Subtopic 825-10) – Recognition and Measurement of Financial Assets and Financial Liabilities*. The guidance addresses certain aspects of recognition, measurement, presentation and disclosure of financial instruments. In particular, the guidance revises an entity’s accounting related to (1) the classification and measurement of investments in equity securities and (2) the presentation of certain fair value changes for financial liabilities measured at fair value. The guidance also amends certain disclosure requirements associated with fair value of financial instruments. For public business entities, the guidance is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Entities should apply the amendments by means of a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. As of March 31, 2018, DNB did not hold any equity investments (excluding restricted investments in bank stocks). DNB does not expect to make significant purchases of equity investments; therefore, the adoption of this ASU is not expected to be material to DNB's consolidated financial statements. Adoption of the standard on January 1, 2018 also resulted in the use of an exit price rather than an entrance price to determine the fair value of loans not measured at fair value on a non-recurring basis in the consolidated balance sheets.

In February 2016, the FASB issued Accounting Standards Update No. 2016-02, Leases. The new standard establishes a right-of-use (ROU) model that requires a lessee to record a ROU asset and a lease liability on the balance sheet for all leases with terms longer than 12 months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the income statement. The new standard is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. A modified retrospective transition approach is required for lessees for capital and operating leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements, with certain practical expedients available. DNB has determined that upon the adoption of ASU 2016-02 we will be required to recognize a right-of-use asset and a corresponding liability based on the then present value of such obligation. DNB is preparing an inventory of its leases and evaluating the impact of this ASU on these leases. Upon adoption of the guidance, DNB expects to report increased assets and increased liabilities as a result of recognizing right-of-use assets and lease liabilities on its consolidated statement of condition. DNB is currently evaluating the extent of the impact that the adoption of this ASU will have on our consolidated financial statements.

In March 2016, the FASB issued ASU 2016-09, "*Improvements to Employee Share-Based Payment Accounting*." This ASU simplifies several aspects of the accounting for employee share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. For public business entities, this ASU is effective for financial statements issued for fiscal years beginning after December 15, 2016, and interim periods therein. Accordingly, effective January of 2017, DNB adopted the pronouncement. During the three month period ended March 31, 2018, DNB had $13,000 of tax benefits for stock option exercises and restricted stock vesting. In accordance with ASU 2016-09, forfeitures are recognized as they occur instead of applying an estimated forfeiture rate to each grant. For purposes of the determination of stock-based compensation expense for the three month period ended March 31, 2018, we recognized actual forfeitures of 250 shares of restricted stock awards that were granted to officers and other employees.

In June 2016, the FASB issued ASU No. 2016-13, "Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments," (ASU 2016-13), which addresses concerns regarding the perceived delay in recognition of credit losses under the existing incurred loss model. The amendment introduces a new, single model for recognizing credit losses on all financial instruments presented on cost basis. Under the new model, entities must estimate current expected credit losses by considering all available relevant information, including historical and current information, as well as reasonable and supportable forecasts of future events. The update also requires additional qualitative and quantitative information to allow users to better understand the credit risk within the portfolio and the methodologies for determining allowance. ASU 2016-13 is effective for DNB on January 1, 2020 and must be applied using the modified retrospective approach with limited exceptions. Early adoption is permitted. Although early adoption is permitted for fiscal years beginning after December 15, 2018, DNB does not plan to early adopt. DNB has established a CECL Implementation Team to assess the impact of this ASU on its consolidated financial position, results of operations, and cash flows. DNB has been preserving certain historical loan information from its core processing system in anticipation of adopting the standard and will be evaluating control and process framework, data, model, and resource requirements and areas where modifications will be required. The team continues to assess the impact of the standard; however, DNB expects adopting this ASU will result in an increase in its allowance for credit losses. The amount of the increase in the allowance for credit losses upon adoption will be dependent upon the characteristics of the portfolio at the adoption date, as well as macroeconomic conditions and forecasts at that date. A cumulative effect adjustment will be made to retained earnings for the impact of the standard at the beginning of the period the standard is adopted.

In August 2016, the FASB issued ASU No. 2016-15, Statement of Cash Flows (Topic 230). The amendments in this update provide guidance for eight specific cash flow classification issues for which current guidance is unclear or does not exist, thereby reducing diversity in practice. For public companies, the update is effective for annual periods beginning after December 15, 2017. Accordingly, effective January 1, 2018, DNB adopted the pronouncement and it did not have a material impact to DNB's consolidated financial statements.

In January 2017, the FASB issued ASU No. 2017-01, Business Combinations (Topic 805), Clarifying the Definition of a Business. The new guidance narrows the existing definition of a business and provides a framework for evaluating whether a transaction should be accounted for as an acquisition (or disposal) of assets or a business. The guidance requires an entity to evaluate if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or a group of similar identifiable assets; if so, the set of transferred assets and activities (collectively, the set) is not a business. To be considered a business, the set would need to include an input and a substantive process that together significantly contribute to the ability to create outputs, as defined by the ASU. The guidance is effective for annual reporting periods beginning after December 15, 2017, including interim periods within those annual reporting periods, and should be applied prospectively. Early adoption is permitted. DNB will apply this guidance to applicable transactions after the adoption date.

In January 2017, the Financial Accounting Standards Board ("FASB") issued ASU 2017-04, *Intangibles – Goodwill and Other (Topic 350)*: Simplifying the Test for Goodwill Impairment. The ASU simplifies the subsequent measurement of goodwill by eliminating Step 2 from the goodwill impairment test. Instead, under the amendments, an entity should perform its annual, or interim, goodwill impairment test by comparing the fair value with its carrying amount. Additionally, an entity should consider income tax effects from any tax deductible goodwill on the carrying amount when measuring the goodwill impairment loss, if applicable. The update also eliminated the requirements for zero or negative carrying amount to perform a qualitative assessment and, if it fails that qualitative test, to perform Step 2 of the goodwill impairment test. The amendments are effective for public business entities for its annual or any interim goodwill impairment tests in fiscal years beginning after December 15, 2019. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. DNB will not early adopt this ASU for its annual goodwill impairment test, and conducted a qualitative test (step zero) as of October 1, 2017 and determined that its Goodwill has not been impaired. The adoption of this ASU is not expected to have a material impact on DNB's consolidated financial statements.

In March 2017, the FASB issued ASU No. 2017-07, *"Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost."* Under the new guidance, employers will present the service cost component of the net periodic benefit cost in the same income statement line item (e.g., Salaries and Benefits) as other employee compensation costs arising from services rendered during the period. In addition, only the service cost component will be eligible for capitalization in assets. Employers will present the other components separately (e.g., Other Noninterest Expense) from the line item that includes the service cost. ASU No. 2017-07 is effective for interim and annual reporting periods beginning after December 15, 2017. Early adoption is permitted, however, DNB has decided not to early adopt. Employers will apply the guidance on the presentation of the components of net periodic benefit cost in the income statement retrospectively. ASU No. 2017-07 will not have a material impact on DNB Consolidated Financial Statements because the Pension plan has been frozen to new accruals since December 31, 2003, and thus, generated no service cost in any subsequent year.

In March of 2017, the FASB issued ASU No. 2017-08, "Receivables-Nonrefundable Fees and Other Costs (Subtopic 310-20): Premium Amortization on Purchased Callable Debt Securities" ("ASU 2017-08"). This guidance shortens the amortization period for premiums on certain callable debt securities to the earliest call date (with an explicit, non-contingent call feature that is callable at a fixed price and on a preset dates), rather than contractual maturity date as currently required under GAAP. The ASU does not impact instruments without preset call dates such as mortgage-backed securities. For instruments with contingent call features, once the contingency is resolved and the security is callable at a fixed price and preset date, the security is within the scope of the ASU. ASU 2017-08 is effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years, and early adoption is permitted. Accordingly, effective January of 2017, DNB early adopted the pronouncement. The adoption of the ASU did not have a material impact to the consolidated financial statements.

In May 2017, the FASB issued ASU No. 2017-09, Compensation-Stock Compensation (Topic 718): Scope of Modification Accounting*;* ("ASU 2017-09"). ASU 2017-09 provides clarity by offering guidance on the scope of modification accounting for share-based payment awards and gives direction on which changes to the terms or conditions of these awards require an entity to apply modification accounting. Under the new guidance, modification accounting is required only if the fair value, the vesting conditions, or the classification of the award (as equity or liability) changes as a result of the change in terms or conditions. The guidance is effective prospectively for all companies for annual periods beginning on or after December 15, 2017. Early adoption is permitted. DNB adopted the ASU on January 1, 2018 and the effects are immaterial.

In February 2018, the FASB issued ASU No. 2018-02, Income Statement-Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income; ("ASU 2018-02"). This ASU allows a reclassification from accumulated other comprehensive income ("AOCI") to retained earnings for certain income tax effects stranded in AOCI as a result of the Tax Act. Consequently, the reclassification eliminates the stranded tax effects resulting from the Tax Act and is intended to improve the usefulness of information reported to financial statement users. However, because the ASU only relates to the reclassification of the income tax effects of the Tax Act, the underlying guidance that requires the effect of a change in tax laws or rates to be included in income from continuing operations is not affected. The amendments in this update are effective for all entities for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. DNB adopted this ASU on January 1, 2018. The amount of this reclassification is $471,000.

NOTE 2: INVESTMENT SECURITIES

The amortized cost and fair values of investment securities, as of the dates indicated, are summarized as follows:

	March 31, 2018			
(Dollars in thousands)	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
Held To Maturity				
US Government agency obligations	**$ 8,549**	**$ 100**	**$ -**	**$ 8,649**
Government Sponsored Entities (GSE) mortgage-backed securities	**467**	**1**	**-**	**468**
Corporate bonds	**13,944**	**159**	**(37)**	**14,066**
Collateralized mortgage obligations GSE	**1,372**	**-**	**(45)**	**1,327**
State and municipal taxable	**362**	**-**	**(12)**	**350**
State and municipal tax-exempt	**37,525**	**12**	**(1,393)**	**36,144**
Total	**$ 62,219**	**$ 272**	**$ (1,487)**	**$ 61,004**
Available For Sale				
US Government agency obligations	**$ 53,285**	**$ -**	**$ (622)**	**$ 52,663**
GSE mortgage-backed securities	**31,791**	**-**	**(1,204)**	**30,587**
Collateralized mortgage obligations GSE	**11,653**	**-**	**(550)**	**11,103**
Corporate bonds	**12,958**	**11**	**(258)**	**12,711**
State and municipal tax-exempt	**1,988**	**-**	**(163)**	**1,825**
Total	**$ 111,675**	**$ 11**	**$ (2,797)**	**$ 108,889**

	December 31, 2017			
(Dollars in thousands)	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
Held To Maturity				
US Government agency obligations	$ 8,483	$ 163	$ -	$ 8,646
Government Sponsored Entities (GSE) mortgage-backed securities	496	9	-	505
Corporate bonds	14,047	243	(2)	14,288
Collateralized mortgage obligations GSE	1,471	-	(29)	1,442
State and municipal taxable	363	-	(8)	355
State and municipal tax-exempt	37,530	59	(405)	37,184
Total	$ 62,390	$ 474	$ (444)	$ 62,420
Available For Sale				
US Government agency obligations	$ 53,279	$ -	$ (386)	$ 52,893
GSE mortgage-backed securities	33,203	-	(715)	32,488
Collateralized mortgage obligations GSE	12,101	-	(447)	11,654
Corporate bonds	12,981	12	(173)	12,820
State and municipal tax-exempt	1,991	-	(63)	1,928
Total	$ 113,555	$ 12	$ (1,784)	$ 111,783

Included in unrealized losses are market losses on securities that have been in a continuous unrealized loss position for twelve months or more and those securities that have been in a continuous unrealized loss position for less than twelve months. The following table details the aggregate unrealized losses and aggregate fair value of the underlying securities whose fair values are below their amortized cost at March 31, 2018 and December 31, 2017.

(Dollars in thousands)	March 31, 2018 Total Fair Value	Total Unrealized Loss	Fair Value Impaired Less Than 12 Months	Unrealized Loss Less Than 12 Months	Fair Value Impaired More Than 12 Months	Unrealized Loss More Than 12 Months
Held To Maturity						
Corporate bonds	**$ 5,257**	**$ (37)**	**$ 5,257**	**$ (37)**	**$ -**	**$ -**
Collateralized mortgage obligations GSE	**1,327**	**(45)**	**568**	**(13)**	**759**	**(32)**
State and municipal taxable	**350**	**(12)**	**350**	**(12)**	**-**	**-**
State and municipal tax-exempt	**28,058**	**(1,393)**	**15,261**	**(390)**	**12,797**	**(1,003)**
Total	**$ 34,992**	**$ (1,487)**	**$ 21,436**	**$ (452)**	**$ 13,556**	**$ (1,035)**
Available For Sale						
US Government agency obligations	**$ 52,663**	**$ (622)**	**$ 17,534**	**$ (331)**	**$ 35,129**	**$ (291)**
GSE mortgage-backed securities	**30,587**	**(1,204)**	**8,518**	**(262)**	**22,069**	**(942)**
Collateralized mortgage obligations GSE	**11,103**	**(550)**	**2,065**	**(74)**	**9,038**	**(476)**
Corporate bonds	**11,653**	**(258)**	**5,500**	**(109)**	**6,153**	**(149)**
State and municipal tax-exempt	**1,825**	**(163)**	**285**	**(2)**	**1,540**	**(161)**
Total	**$ 107,831**	**$ (2,797)**	**$ 33,902**	**$ (778)**	**$ 73,929**	**$ (2,019)**

(Dollars in thousands)	December 31, 2017 Total Fair Value	Total Unrealized Loss	Fair Value Impaired Less Than 12 Months	Unrealized Loss Less Than 12 Months	Fair Value Impaired More Than 12 Months	Unrealized Loss More Than 12 Months
Held To Maturity						
Corporate bonds	$ 498	$ (2)	$ 498	$ (2)	$ -	$ -
Collateralized mortgage obligations GSE	1,442	(29)	620	(5)	822	(24)
State and municipal taxable	355	(8)	355	(8)	-	-
State and municipal tax-exempt	20,240	(405)	6,775	(67)	13,465	(338)
Total	$ 22,535	$ (444)	$ 8,248	$ (82)	$ 14,287	$ (362)
Available For Sale						
US Government agency obligations	$ 52,893	$ (386)	$ 30,894	$ (185)	$ 21,999	$ (201)
GSE mortgage-backed securities	32,488	(715)	9,055	(133)	23,433	(582)
Collateralized mortgage obligations GSE	11,654	(447)	2,132	(56)	9,522	(391)
Corporate bonds	10,759	(173)	4,572	(43)	6,187	(130)
State and municipal tax-exempt	1,928	(63)	288	(2)	1,640	(61)
Total	$ 109,722	$ (1,784)	$ 46,941	$ (419)	$ 62,781	$ (1,365)

As of March 31, 2018, there were nineteen collateralized mortgage obligations GSE, nineteen GSE mortgage-backed securities, eleven U.S. agency obligations, forty-six tax-exempt municipalities, one taxable municipality, and eleven corporate bonds which were in an unrealized loss position. DNB does not intend to sell these securities and management of DNB does not expect to be required to sell any of these securities prior to a recovery of their cost basis. Management has reviewed all of these securities and believes that DNB will collect all principal and interest that is due on debt securities on a timely basis. Management does not believe any individual unrealized loss as of March 31, 2018 represents an other-than-temporary impairment (OTTI). DNB reviews its investment portfolio on a quarterly basis, reviewing each investment for OTTI. The OTTI analysis focuses on condition of the issuers as well as duration and severity of impairment in determining OTTI. As of March 31, 2018, the following securities were reviewed:

Collateralized mortgage obligations GSE There are nineteen impaired securities classified as collateralized mortgage obligations, sixteen of which have been impaired for more than 12 months. The largest unrealized loss of a security in this group is 6.74% of its carrying value. All of these securities were issued and insured by FNMA, FHLMC or GNMA. DNB receives monthly principal and interest payments on all of these securities on a timely basis and none of these agencies have ever defaulted on mortgage-backed principal or interest. DNB anticipates a recovery in the market value as the securities approach their maturity dates or if interest rates decline from March 31, 2018 levels. Management concluded that these securities were not other-than-temporarily impaired at March 31, 2018.

GSE mortgage-backed securities There are nineteen impaired securities classified as GSE mortgage-backed securities, fourteen of which have been impaired for more than 12 months. The largest unrealized loss of a security in this group is 4.69% of its carrying value. These securities were issued and insured by FNMA, FHLMC or GNMA. DNB receives monthly principal and interest payments on these securities on a timely basis and none of these have ever defaulted on mortgage-backed principal or interest. DNB anticipates a recovery in the market value as the securities approach their maturity dates or if interest rates decline from March 31, 2018 levels. Management concluded that these securities were not other-than-temporarily impaired at March 31, 2018.

US Government agency obligations There are eleven impaired securities classified as agencies, six of which have been impaired for more than 12 months. The largest unrealized loss of a security in this group is 4.26% of its carrying value. All of these securities were issued and insured by FHLB, FNMA, or FHLMC. DNB has received timely interest payments on all of these securities and none of these agencies have ever defaulted on their bonds. DNB anticipates a recovery in the market value as the securities approach their maturity dates. Management concluded that these securities were not other-than-temporarily impaired at March 31, 2018.

State and municipal tax-exempt There are forty-six impaired securities in this category, which are comprised of intermediate to long-term municipal bonds, twenty of which have been impaired for more than 12 months. The largest unrealized loss of a security in this group is 10.39% of its carrying value. All of the issues carry a “BBB-” or better underlying credit rating and/or have strong underlying fundamentals; included but not limited to annual financial reports, geographic location, population, and debt ratios. In certain cases, options for calls reduce the effective duration and in turn, future market value fluctuations. All issues are performing and are expected to continue to perform in accordance with their respective contractual terms and conditions. There have not been disruptions of any payments associated with any of these municipal securities. These bonds are investment grade and the value decline is related to the changes in interest rates. Of the forty-six municipal securities, there are seventeen insured school districts, eighteen uninsured school districts, four insured townships, and seven uninsured townships, all of which have strong underlying ratings. Management concluded that these securities were not other-than-temporarily impaired at March 31, 2018.

State and municipal taxable There is one impaired security in this category, which has been impaired for less than 12 months. The unrealized loss of this security is 3.42% of its carrying value. This security is an insured township and carries a “BBB+” underlying credit. It is performing and is expected to continue to perform in accordance with its contractual terms and conditions. There have not been disruptions of any payments associated with this municipal security. Management concluded that this security was not other-than-temporarily impaired at March 31, 2018.

Corporate bonds There are eleven impaired bonds classified as corporate bonds, four of which have been impaired for more than 12 months. The largest unrealized loss of a security in this group is 5.00% of its carrying value. The bonds are investment grade and the value decline is related to the changes in interest rates that occurred since the time of purchase and subsequent changes in spreads affecting the market prices. All of the issues carry a "BBB+" or better underlying credit support and were evaluated on the basis on their underlying fundamentals; included but not limited to annual financial reports, rating agency reports, capital strength and debt ratios. DNB anticipates a recovery in the market value as the securities approach their maturity dates or if interest rates decline from March 31, 2018 levels. Management concluded that these securities were not other-than-temporarily impaired at March 31, 2018.

The amortized cost and fair value of investment securities as of March 31, 2018, by final contractual maturity, are shown below. Actual maturities may differ from contractual maturities because certain securities may be called or prepaid without penalties.

	Held to Maturity		**Available for Sale**	
(Dollars in thousands)	**Amortized Cost**	**Fair Value**	**Amortized Cost**	**Fair Value**
Due in one year or less	$ -	$ -	$ 27,420	$ 27,236
Due after one year through five years	22,480	22,637	33,510	33,034
Due after five years through ten years	27,886	27,251	18,216	17,627
Due after ten years	11,853	11,116	32,529	30,992
Total investment securities	$ 62,219	$ 61,004	$ 111,675	$ 108,889

DNB did not sell any investment securities during the three months ended March 31, 2018 and 2017, and therefore had no realized gains or losses during these respective periods.

At March 31, 2018 and December 31, 2017, investment securities with a carrying value of approximately $103.8 million and $105.9 million, respectively, were pledged to secure public funds, repurchase agreements and for other purposes as required by law.

NOTE 3: LOANS

The following table sets forth information concerning the composition of total loans outstanding, as of the dates indicated.

(Dollars in thousands)	March 31, 2018	December 31, 2017
Residential mortgage	$ 95,404	$ 93,959
Commercial mortgage	498,506	484,868
Commercial:		
Commercial term	131,144	129,535
Commercial construction	78,863	75,014
Consumer:		
Home equity	55,002	56,844
Other	5,426	5,677
Total loans	$ 864,345	$ 845,897
Less allowance for credit losses	(6,145)	(5,843)
Net loans	$ 858,200	$ 840,054

Information concerning non-accrual loans is shown in the following tables:

			Three Months Ended March 31, 2018		
(Dollars in thousands)	March 31, 2018	December 31, 2017	Interest income that would have been recorded under original terms	Interest income recorded during the period	Net impact on interest income
Non-accrual loans:					
Residential mortgage	$ 2,033	$ 1,915	$ 25	$ -	$ 25
Commercial mortgage	2,088	2,259	30	-	30
Commercial:					
Commercial term	3,015	2,100	44	-	44
Commercial construction	497	514	11	-	11
Consumer:					
Home equity	464	466	5	-	5
Other	311	245	8	-	8
Total non-accrual loans	$ 8,408	$ 7,499	$ 123	$ -	$ 123
Loans 90 days past due and accruing	-	54	-	-	-
Total non-performing loans	$ 8,408	$ 7,553	$ 123	$ -	$ 123

		Three Months Ended March 31, 2017		
(Dollars in thousands)	March 31, 2017	Interest income that would have been recorded under original terms	Interest income recorded during the period	Net impact on interest income
Non-accrual loans:				
Residential mortgage	$ 1,845	$ 21	$ -	$ 21
Commercial mortgage	1,885	41	-	41
Commercial:				
Commercial term	1,986	38	-	38
Commercial construction	1,248	45	-	45
Consumer:				
Home equity	460	6	-	6
Other	254	5	-	5
Total non-accrual loans	$ 7,678	$ 156	$ -	$ 156
Loans 90 days past due and accruing	-	-	-	-
Total non-performing loans	$ 7,678	$ 156	$ -	$ 156

NOTE 4: ALLOWANCE FOR CREDIT LOSSES

The performance and credit quality of the loan portfolio is also monitored by analyzing the age of the loans receivable as determined by the length of time a scheduled payment is past due. The following tables present the classes of the loan portfolio summarized by the past due status as of March 31 2018 and December 31, 2017.

Age Analysis of Past Due Loans Receivable

	March 31, 2018						
(Dollars in thousands)	**30-59 Days Past Due**	**60-89 Days Past Due**	**Greater than 90 Days**	**Total Past Due**	**Current**	**Total Loans Receivable**	**Loans Receivable > 90 Days and Accruing**
Residential mortgage	$ 866	$ -	$ 1,345	$ 2,211	$ 93,193	$ 95,404	$ -
Commercial mortgage (less acquired with credit deterioration)	164	-	1,123	1,287	496,255	498,232	-
Acquired commercial mortgage with credit deterioration	-	-	274	274	690	274	-
Commercial:							
Commercial term	35	432	1,992	2,459	128,685	131,144	-
Commercial construction	-	-	-	-	78,863	78,863	-
Consumer:							
Home equity	561	-	386	947	54,055	55,002	-
Other	45	62	172	279	5,147	5,426	-
Total	**$ 1,671**	**$ 494**	**$ 5,292**	**$ 7,457**	**$ 856,888**	**$ 864,345**	**$ -**

	December 31, 2017						
(Dollars in thousands)	**30-59 Days Past Due**	**60-89 Days Past Due**	**Greater than 90 Days**	**Total Past Due**	**Current**	**Total Loans Receivable**	**Loans Receivable > 90 Days and Accruing**
Residential mortgage (less acquired with credit deterioration)	$ 887	$ 349	$ 1,148	$ 2,384	$ 91,568	$ 93,952	$ -
Acquired residential mortgage with credit deterioration	-	-	7	7	-	7	-
Commercial mortgage (less acquired with credit deterioration)	221	-	1,126	1,347	483,105	484,452	-
Acquired commercial mortgage with credit deterioration	-	-	416	416	-	416	-
Commercial:							
Commercial term	381	13	1,654	2,048	127,487	129,535	-
Commercial construction	514	-	-	514	74,500	75,014	-
Consumer:							
Home equity	15	-	386	401	56,443	56,844	-
Other	13	139	156	308	5,369	5,677	54
Total	$ 2,031	$ 501	$ 4,893	$ 7,425	$ 838,472	$ 845,897	$ 54

DNB had $869,000 of residential mortgage loans in the process of foreclosure and $74,000 of residential mortgage loans in other real estate owned as of March 31, 2018. DNB had $638,000 residential mortgage loans in the process of foreclosure and $149,000 of residential mortgage loans in other real estate owned as of December 31, 2017.

The following tables summarize information in regards to impaired loans by loan portfolio class as of March 31, 2018 and December 31, 2017, and for the three months ended March 31, 2018 and 2017.

Impaired Loans

	March 31, 2018			December 31, 2017		
(Dollars in thousands)	Recorded Investment	Unpaid Principal Balance	Related Allowance	Recorded Investment	Unpaid Principal Balance	Related Allowance
With no related allowance recorded:						
Residential mortgage	$ 2,296	$ 2,607	$ -	$ 1,908	$ 2,210	$ -
Acquired residential mortgage with credit deterioration	-	-	-	-	-	
Commercial mortgage	2,708	2,953	-	2,809	3,207	-
Acquired commercial mortgage with credit deterioration	786	800	-	936	950	
Commercial:						
Commercial term	2,092	2,605	-	1,743	2,253	-
Commercial construction	497	514	-	514	514	-
Consumer:						
Home equity	608	629	-	612	632	-
Other	210	210	-	117	117	-
Total	**$ 9,197**	**$ 10,318**	**$ -**	$ 8,639	$ 9,883	$ -
With allowance recorded:						
Residential mortgage	-	-	-	-	-	-
Acquired residential mortgage with credit deterioration	-	-	-	7	26	3
Commercial mortgage	83	159	24	19	93	19
Commercial:						
Commercial term	923	939	142	337	343	123
Commercial construction	-	-	-	-	-	-
Consumer:						
Other	101	103	8	128	129	12
Total	**$ 1,107**	**$ 1,201**	**$ 174**	$ 491	$ 591	$ 157
Total:						
Residential mortgage	2,296	2,607	-	1,908	2,210	-
Acquired residential mortgage with credit deterioration	-	-	-	7	26	3
Commercial mortgage	2,791	3,112	24	2,828	3,300	19
Acquired commercial mortgage with credit deterioration	786	800	-	936	950	-
Commercial:						
Commercial term	3,015	3,544	142	2,080	2,596	123
Commercial construction	497	514	-	514	514	-
Consumer:						
Home equity	608	629	-	612	632	-
Other	311	313	8	245	246	12
Total	**$ 10,304**	**$ 11,519**	**$ 174**	$ 9,130	$ 10,474	$ 157

(Dollars in thousands)	Three Months Ended March 31, 2018 Average Recorded Investment	Three Months Ended March 31, 2018 Interest Income Recognized	Three Months Ended March 31, 2017 Average Recorded Investment	Three Months Ended March 31, 2017 Interest Income Recognized
With no related allowance recorded:				
Residential mortgage	$ 2,102	$ 1	$ 1,139	$ -
Acquired residential mortgage with credit deterioration	-	-	11	-
Commercial mortgage	2,759	12	1,836	-
Acquired commercial mortgage with credit deterioration	861	7	1,404	-
Commercial:				
Commercial term	1,918	-	448	-
Commercial construction	505	-	1,022	-
Consumer:				
Home equity	610	2	576	2
Other	164	-	113	-
Total	**$ 8,919**	**$ 22**	$ 6,549	$ 2
With allowance recorded:				
Residential mortgage	-	-	659	-
Acquired residential mortgage with credit deterioration	4		-	-
Commercial mortgage	51	-	-	-
Acquired commercial mortgage with credit deterioration	-		-	-
Commercial:				
Commercial term	630	-	645	-
Commercial construction	-	-	224	-
Consumer:				
Other	114	-	142	-
Total	**$ 799**	**$ -**	$ 1,670	$ -
Total:				
Residential mortgage	2,102	1	1,798	-
Acquired residential mortgage with credit deterioration	4	-	11	-
Commercial mortgage	2,810	12	1,836	-
Acquired commercial mortgage with credit deterioration	861	7	1,404	-
Commercial:				
Commercial term	2,548	-	1,093	-
Commercial construction	505	-	1,246	-
Consumer:				
Home equity	610	2	576	2
Other	278	-	255	-
Total	**$ 9,718**	**$ 22**	$ 8,219	$ 2

The following tables present the classes of the loan portfolio summarized by the aggregate pass rating and the classified ratings of special mention, substandard and doubtful within DNB's internal risk rating system as of March 31, 2018 and December 31, 2017.

Credit Quality Indicators

	March 31, 2018				
(Dollars in thousands)	**Pass**	**Special Mention**	**Substandard**	**Doubtful**	**Total**
Residential mortgage	$ 93,075	$ -	$ 2,329	$ -	$ 95,404
Commercial mortgage	492,144	1,114	5,248	-	498,506
Commercial:					
Commercial term	126,492	577	4,075	-	131,144
Commercial construction	75,620	1,769	1,474	-	78,863
Consumer:					
Home equity	54,247	-	755	-	55,002
Other	5,115	-	311	-	5,426
Total	**$ 846,693**	**$ 3,460**	**$ 14,192**	**$ -**	**$ 864,345**

	December 31, 2017				
(Dollars in thousands)	**Pass**	**Special Mention**	**Substandard**	**Doubtful**	**Total**
Residential mortgage	$ 91,993	$ -	$ 1,966	$ -	$ 93,959
Commercial mortgage	479,308	125	5,435	-	484,868
Commercial:					
Commercial term	125,926	115	3,494	-	129,535
Commercial construction	73,902	-	1,112	-	75,014
Consumer:					
Home equity	56,085	-	759	-	56,844
Other	5,432	-	245	-	5,677
Total	$ 832,646	$ 240	$ 13,011	$ -	$ 845,897

Troubled Debt Restructurings Loans whose terms are modified are classified as troubled debt restructurings ("TDR") if DNB grants such borrowers concessions and it is deemed that those borrowers are experiencing financial difficulty. Concessions granted under a troubled debt restructuring generally involve a temporary reduction in interest rate or an extension of a loan's stated maturity date. Non-accrual troubled debt restructurings are restored to accrual status if principal and interest payments, under the modified terms, are current for six consecutive months after modification. During the three month period ended March 31, 2018 and 2017, DNB did not classify any loans as TDRs. Loans classified as troubled debt restructurings are designated as impaired. The recorded investments in troubled debt restructured loans at March 31, 2018 and December 31, 2017 are as follows:

	March 31, 2018		
(Dollars in thousands)	**Pre-Modification Outstanding Recorded Investment**	**Post-Modification Outstanding Recorded Investment**	**Recorded Investment**
Residential mortgage	**$ 754**	**$ 883**	**$ 681**
Commercial mortgage	**992**	**992**	**977**
Consumer:			
Home equity	**148**	**148**	**144**
Other	**40**	**42**	**39**
Total	**$ 1,934**	**$ 2,065**	**$ 1,841**

	December 31, 2017		
(Dollars in thousands)	**Pre-Modification Outstanding Recorded Investment**	**Post-Modification Outstanding Recorded Investment**	**Recorded Investment**
Residential mortgage	$ 754	$ 883	$ 690
Commercial mortgage	992	992	982
Consumer:			
Home equity	148	148	146
Other	40	42	39
Total	$ 1,934	$ 2,065	$ 1,857

At March 31, 2018, DNB had eight TDRs with recorded investment totaling $1,841,000, five of which, totaling $1,121,000, are accruing loans in compliance with the terms of the modification. The remaining $720,000 represents three loans that were nonaccrual impaired loans and resulted in collateral evaluations. As a result of the evaluations, specific reserves and charge-offs have been taken where appropriate. DNB recognized partial charge-offs totaling $151,000 on two residential loans prior to their restructuring and $2,000 on one consumer installment loan after its restructuring. As of March 31, 2018, there were no defaulted TDRs as all TDRs were current with respect to their associated forbearance agreements. There were no defaults on TDRs during the three months ended March 31, 2018.

At December 31, 2017, DNB had eight TDRs with recorded investment totaling $1,857,000, five of which, totaling $1,128,000, were accruing loans in compliance with the terms of the modifications. The remaining $729,000 represents three loans that were nonaccrual impaired loans and resulted in collateral evaluations. As a result of the evaluations, specific reserves and charge-offs have been taken where appropriate. As of December 31, 2017, DNB recognized partial charge-offs totaling $151,000 on two residential loans prior to their restructuring and $2,000 on one consumer installment loan after its restructuring. As of December 31, 2017, there were no defaulted TDRs as all TDRs were current with respect to their associated forbearance agreements. There were no defaults on TDRs within twelve months of restructure during 2017. DNB classified three commercial mortgage loans totaling $992,000 as TDRs during the year ended December 31, 2017.

The following tables set forth the composition of DNB's allowance for credit losses as of March 31, 2018 and December 31, 2017, the activity for the three months ended March 31, 2018 and 2017 and as of and for the year ended December 31, 2017.

Allowance for Credit Losses and Recorded Investment in Loans Receivables

(Dollars in thousands)		Residential Mortgage	Commercial Mortgage	Commercial Term	Commercial Construction	Lease Financing	Consumer Home Equity	Consumer Other	Unallocated	Total
Allowance for credit losses:										
Beginning balance - January 1, 2018	$	221 $	2,856 $	845 $	1,128 $	-$	183 $	63 $	547 $	5,843
Charge-offs		(34)	(13)	(17)	-	-	-	(12)	-	(76)
Recoveries		1	-	2	-	-	-	-	-	3
Provisions		38	144	74	91	-	(7)	4	31	375
Ending balance - March 31, 2018	**$**	**226 $**	**2,987 $**	**904 $**	**1,219 $**	**-$**	**176 $**	**55 $**	**578 $**	**6,145**
Ending balance: individually evaluated for impairment	$	-$	24 $	142 $	-$	-$	-$	8 $	-$	174
Ending balance: collectively evaluated for impairment	$	226 $	2,963 $	762 $	1,219 $	-$	176 $	47 $	578 $	5,971
Loans receivables:										
Ending balance	$	95,404 $	498,506 $	131,144 $	78,863 $	-$	55,002 $	5,426	$	864,345
Ending balance: individually evaluated for impairment	$	2,296 $	2,791 $	3,015 $	497 $	-$	608 $	311	$	9,518
Ending balance: acquired with credit deterioration	$	-$	786 $	-$	-$	-$	-$	-	$	786
Ending balance: collectively evaluated for impairment	$	93,108 $	494,929 $	128,129 $	78,366 $	-$	54,394 $	5,115	$	854,041
Reserve for unfunded loan commitments included in other liabilities	$	-$	3 $	150 $	139 $	-$	17 $	-	$	309

(Dollars in thousands)	Residential Mortgage	Commercial Mortgage	Commercial Term	Commercial Construction	Lease Financing	Consumer Home Equity	Consumer Other	Unallocated	Total
Allowance for credit losses:									
Beginning balance - January 1, 2017	$ 349	$ 2,531	$ 709	$ 969	$ -	$ 196	$ 61	$ 558	$ 5,373
Charge-offs	-	(234)	(105)	-	-	-	(10)	-	(349)
Recoveries	2	50	16	-	1	-	-	-	69
Provisions	(104)	250	154	90	(1)	-	12	(76)	325
Ending balance - March 31, 2017	$ 247	$ 2,597	$ 774	$ 1,059	$ -	$ 196	$ 63	$ 482	$ 5,418
Reserve for unfunded loan commitments included in other liabilities	$ -	$ 10	$ 147	$ 202	$ -	$ 17	-		$ 376

(Dollars in thousands)	Residential Mortgage	Commercial Mortgage	Commercial Term	Commercial Construction	Lease Financing	Consumer Home Equity	Consumer Other	Unallocated	Total
Allowance for credit losses:									
Ending balance - December 31, 2017	$ 221	$ 2,856	$ 845	$ 1,128	$ -	$ 183	$ 63	$ 547	$ 5,843
Ending balance: individually evaluated for impairment	$ 3	$ 19	$ 123	$ -	$ -	$ -	$ 12	$ -	$ 157
Ending balance: collectively evaluated for impairment	$ 218	$ 2,837	$ 722	$ 1,128	$ -	$ 183	$ 51	$ 547	$ 5,686
Loans receivables:									
Ending balance	$ 93,959	$ 484,868	$ 129,535	$ 75,014	$ -	$ 56,844	5,677		$ 845,897
Ending balance: individually evaluated for impairment	$ 1,908	$ 2,828	$ 2,080	$ 514	$ -	$ 612	245		$ 8,187
Ending balance: acquired with credit deterioration	$ 7	$ 936	$ -	$ -	$ -	$ -	-		$ 943
Ending balance: collectively evaluated for impairment	$ 92,044	$ 481,104	$ 127,455	$ 74,500	$ -	$ 56,232	5,432		$ 836,767
Reserve for unfunded loan commitments included in other liabilities	**$** -	$ 2	$ 155	$ 173	$ -	$ 18	-		$ 348

NOTE 5: EARNINGS PER SHARE

Basic earnings per share ("EPS") is computed based on the weighted average number of common shares outstanding during the period. Diluted EPS is computed using the treasury stock method and reflects the potential dilution that could occur from the exercise of stock options, and warrants and the amortized portion of unvested stock awards. Stock options and unvested stock awards for which the exercise or the grant price exceeds the average market price over the period have an anti-dilutive effect on EPS and, accordingly, are excluded from the calculation. Treasury shares are not deemed outstanding for calculations. There were no outstanding stock warrants, no anti-dilutive stock options outstanding, and no anti-dilutive stock awards outstanding at March 31, 2018. There were no outstanding stock warrants, no anti-dilutive stock options outstanding, and no anti-dilutive stock awards outstanding at March 31, 2017. The following table sets forth the computation of basic and diluted earnings per share:

	Three Months Ended March 31, 2018		
(In thousands, except per-share data)	**Income**	**Shares**	**Amount**
Basic EPS			
Income available to common stockholders	**$ 2,613**	**4,291**	**$ 0.61**
Effect of potential dilutive common stock equivalents – stock options and restricted shares	**-**	**18**	**-**
Diluted EPS			
Income available to common stockholders after assumed conversions	**$ 2,613**	**4,309**	**$ 0.61**

	Three Months Ended March 31, 2017		
(In thousands, except per-share data)	**Income**	**Shares**	**Amount**
Basic EPS			
Income available to common stockholders	$ 2,441	4,247	$ 0.57
Effect of potential dilutive common stock equivalents – stock options and restricted shares	-	27	-
Diluted EPS			
Income available to common stockholders after assumed conversions	$ 2,441	4,274	$ 0.57

NOTE 6: ACCUMULATED OTHER COMPREHENSIVE LOSS

The components of accumulated other comprehensive loss included in stockholders' equity are as follows:

Accumulated Other Comprehensive Loss *(Dollars in thousands)*	**Before-Tax Amount**	**Tax Effect**	**Net-of-Tax Amount**
March 31, 2018			
Net unrealized loss on AFS securities	**$ (2,786)**	**$ 585**	**$ (2,201)**
Unrealized actuarial losses-pension	**(1,849)**	**388**	**(1,461)**
	$ (4,635)	**$ 973**	**$ (3,662)**
December 31, 2017			
Net unrealized loss on AFS securities	$ (1,772)	$ 603	$ (1,169)
Unrealized actuarial losses-pension	(1,849)	628	(1,221)
	$ (3,621)	$ 1,231	$ (2,390)

NOTE 7: SUBORDINATED DEBENTURES, NOTES, AND OTHER BORROWINGS

DNB has two issuances of junior subordinated debentures (the “debentures”) as follows. The majority of the proceeds of each issuance were invested in DNB’s subsidiary, DNB First, National Association, to increase the Bank’s capital levels. The junior subordinated debentures issued in each case qualify as a component of capital for regulatory purposes. DNB Capital Trust I and II are special purpose Delaware business trusts, which are not consolidated.

DNB Capital Trust I

DNB’s first issuance of junior subordinated debentures was on July 20, 2001. These debentures are floating rate and were issued to DNB Capital Trust I, a Delaware business trust in which DNB owns all of the common equity. DNB Capital Trust I issued $5.0 million of floating rate (6 month Libor plus 3.75%, with a cap of 12%) capital preferred securities to a qualified institutional buyer. The proceeds of these securities were used by the Trust, along with DNB’s capital contribution, to purchase $5.2 million principal amount of DNB’s floating rate junior subordinated debentures. The preferred securities have been redeemable since July 25, 2006 and must be redeemed upon maturity of the debentures on July 25, 2031.

DNB Capital Trust II

DNB’s second issuance of junior subordinated debentures was on March 30, 2005. These are floating rate and were issued to DNB Capital Trust II, a Delaware business trust in which DNB owns all of the common equity. DNB Capital Trust II issued $4.0 million of floating rate (the rate was fixed at 6.56% for the first 5 years and is now adjusting at a rate of 3-month LIBOR plus 1.77%) capital preferred securities. The proceeds of these securities were used by the Trust, along with DNB’s capital contribution, to purchase $4.1 million principal amount of DNB’s floating rate junior subordinated debentures. The preferred securities have been redeemable since May 23, 2010. The preferred securities must be redeemed upon maturity of the debentures on May 23, 2035.

Subordinated Note

On March 5, 2015, DNB Financial Corporation entered into a Subordinated Note Purchase Agreement (the “Agreement”) with an accredited investor under which DNB issued a $9.75 million subordinated note (the “Note”) to the investor. The Note has a maturity date of March 6, 2025, and bears interest at a fixed rate of 4.25% per annum for the first 5 years and then will float at the Wall Street Journal Prime rate plus 1.00%, provided that the interest rate applicable to the outstanding principal balance will at no time be less than 3.0% and more than 5.75% per annum.

DNB may, at its option, beginning with the first interest payment date after March 6, 2019, and on any interest payment date thereafter, redeem the Note, in whole or in part, at par plus accrued and unpaid interest to the date of redemption. The Note is not subject to repayment at the option of the noteholder.

The Note is unsecured and ranks junior in right of payment to DNB’s senior indebtedness and to DNB’s obligations to its general creditors and qualifies as Tier 2 capital for regulatory purposes.

Repurchase Agreements Accounted for as Secured Borrowings

Repurchase agreements accounted for as secured borrowings are shown in the following table.

(Dollars in thousands)	**Overnight and Continuous**	**Up to 30 days**	**30 - 90 days**	**Greater than 90 days**	**Total**
March 31, 2018					
Repurchase agreements and repurchase-to-maturity transactions	$ **10,717**	$ -	$ -	$ -	$ **10,717**
Gross amount of recognized liabilities for repurchase agreements in statement of condition	$ **10,717**				$ **10,717**
December 31, 2017					
Repurchase agreements and repurchase-to-maturity transactions	$ 12,023	$ -	$ -	$ -	$ 12,023
Gross amount of recognized liabilities for repurchase agreements in statement of condition	$ 12,023				$ 12,023

As of March 31, 2018 and December 31, 2017, DNB had $10.7 million and $12.0 million of repurchase agreements, respectively. In conjunction with these repurchase agreements, $10.9 million and $12.3 million of state and municipal securities were sold on an overnight basis as of March 31, 2018 and December 31, 2017, respectively, which represents 102% of the repurchase agreement amounts.

NOTE 8: STOCK-BASED COMPENSATION

Stock Option Plan

DNB has a Stock Option Plan for employees and directors. Under the plan, options (both qualified and non-qualified) to purchase a maximum of 793,368 (as adjusted for subsequent stock dividends) shares of DNB's common stock could be issued to employees and directors. Under the plan, option exercise prices must equal the fair market value of the shares on the date of option grant and the option exercise period may not exceed ten years. Vesting of options under the plan is determined by the Plan Committee. There were 354,090 shares available for grant at March 31, 2018. All options are immediately exercisable. During the three months ended March 31, 2018 and 2017, DNB had no expenses related to the plan. DNB has no anticipated additional expense related to the plan. Under the Stock Option Plan, 2,100 shares were exercised during the three months ended March 31, 2018. The shares awarded from the non-qualified cashless exercises resulted in an increase in shares outstanding of 966 shares. There was a cash equivalent of 1,134 shares used to pay all applicable taxes on the transactions. Under the Stock Option Plan, 13,700 shares were exercised during the three months ended March 31, 2017. The shares awarded frm the non-qualified cashless exercises resulted in an increase in shares outstanding of 6,623 shares. There was a cash equivalent of 7,077 shares used to pay all applicable taxes on the transactions. Stock option activity is indicated below.

	Number Outstanding	Weighted Average Exercise Price
Outstanding January 1, 2018	16,450	$ 10.31
Issued	-	-
Exercised	2,100	10.31
Forfeited	-	-
Expired	-	-
Outstanding March 31, 2018	**14,350**	**$ 10.31**

	Number Outstanding	Weighted Average Exercise Price
Outstanding January 1, 2017	49,700	$ 9.18
Issued	-	-
Exercised	13,700	7.42
Forfeited	-	-
Expired	-	-
Outstanding March 31, 2017	36,000	$ 9.85

The weighted-average price and weighted average remaining contractual life for the outstanding options are listed in the following table for the dates indicated.

March 31, 2018

Range of Exercise Prices	Number Outstanding	Number Exercisable	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Intrinsic Value
$ 6.93-10.99	**14,350**	**14,350**	**$10.31**	**0.70 years**	**$364,000**

December 31, 2017

Range of Exercise Prices	Number Outstanding	Number Exercisable	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Intrinsic Value
$ 6.93-10.99	16,450	16,450	$10.31	0.95 years	$385,000

Other Stock-Based Compensation

DNB maintains an Incentive Equity and Deferred Compensation Plan (the "Plan"). The Plan provides that up to 493,101 (as adjusted for subsequent stock dividends) shares of common stock may be granted, at the discretion of the Board, to individuals of the Corporation. Shares already granted are issuable on the earlier of three or four years (cliff vesting period) after the date of the grant or a change in control of DNB if the recipients are then employed by DNB ("Vest Date"). Upon issuance of the shares, resale of the shares is restricted for an additional one year, during which the shares may not be sold, pledged or otherwise disposed of. Prior to the Vest Date and in the event the recipient terminates association with DNB for reasons other than death, disability or change in control, the recipient forfeits all rights to the shares that would otherwise be issued under the grant.

Share awards granted by the Plan were recorded at the date of award based on the market value of shares. Awards are being amortized to expense over a three or four year cliff-vesting period. DNB records compensation expense equal to the value of the shares being amortized. For the three month period ended March 31, 2018, $96,000 was amortized to expense. For the three month period ended March 31, 2017, $107,000 was amortized to expense.

DNB issued 3,000 restricted stock awards during the first quarter of 2016 and 26,595 restricted stock awards in December 2015 that required the award recipient to hold the shares for one additional year after vesting. These awards cliff vest in three years. For these shares, DNB adopted the Chaffe Model to measure the fair value by applying a 9.1% discount due to the lack of marketability when these transactions took place. The input assumptions used and resulting fair values were an expected life of 5 years, volatility of 19.37%, annual rate of quarterly dividends of 1.01%, and bond equivalent yield of 1.742%.

As of March 31, 2018, there was approximately $664,000 in additional compensation that will be recognized over the remaining service period of approximately 1.68 years. At March 31, 2018, 304,159 shares were reserved for future grants under the Plan.

There were 1,400 restricted shares that vested during the three months ended March 31, 2018. The shares awarded from the cashless exercises resulted in an increase in shares outstanding of 896 shares. There was a cash equivalent of 504 shares used to pay all apllicable taxes on the transactions. There were no such transaction during the three months ended March 31, 2017. Stock grant activity is indicated below:

	Shares	**Weighted Average Stock Price**
Non-vested stock awards—January 1, 2018	31,130	$ 26.53
Granted	10,750	33.98
Forfeited	250	28.00
Vested	1,400	25.84
Non-vested stock awards—March 31, 2018	**40,230**	**$ 28.53**

	Shares	**Weighted Average Stock Price**
Non-vested stock awards—January 1, 2017	55,775	$ 25.63
Granted	-	-
Forfeited	-	-
Vested	-	-
Non-vested stock awards—March 31, 2017	55,775	$ 25.63

NOTE 9: INCOME TAXES

As of March 31, 2018, DNB had no material unrecognized tax benefits or accrued interest and penalties. It is DNB’s policy to account for interest and penalties accrued relative to unrecognized tax benefits as a component of income tax expense. Federal and state tax years 2014 through 2016 were open for examination as of March 31, 2018.

NOTE 10: FAIR VALUE

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. FASB ASC Topic 820, Fair Value Measurements and Disclosures, establishes a fair value hierarchy based on the nature of data inputs for fair value determinations, under which DNB is required to value each asset within its scope using assumptions that market participations would utilize to value that asset. When DNB uses its own assumptions, it is required to disclose additional information about the assumptions used and the effect of the measurement on earnings or the net change in assets for the period.

The three levels of the fair value hierarchy under FASB ASC Topic 820 are as follows:

Level 1—Quoted prices in active markets for identical securities.

Level 2—Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active and model derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3—Instruments whose significant value drivers are unobservable.

A description of the valuation methodologies used for assets measured at fair value is set forth below:

DNB's available-for-sale investment securities, which generally include U.S. government agencies and mortgage backed securities, collateralized mortgage obligations, corporate bonds and equity securities are reported at fair value. These securities are valued by an independent third party ("preparer"). The preparer's evaluations are based on market data. They utilize evaluated pricing models that vary by asset and incorporate available trade, bid and other market information. For securities that do not trade on a daily basis, their evaluated pricing applications apply available information such as benchmarking and matrix pricing. The market inputs normally sought in the evaluation of securities include benchmark yields, reported trades, broker/dealer quotes (only obtained from market makers or broker/dealers recognized as market participants), issuer spreads, two-sided markets, benchmark securities, bid, offers and reference data. For certain securities additional inputs may be used or some market inputs may not be applicable. Inputs are prioritized differently on any given day based on market conditions.

U.S. Government agencies are evaluated and priced using multi-dimensional relational models and option adjusted spreads. State and municipal securities are evaluated on a series of matrices including reported trades and material event notices. Mortgage backed securities are evaluated using matrix correlation to treasury or floating index benchmarks, prepayment speeds, monthly payment information and other benchmarks. Other securities are evaluated using a broker-quote based application, including quotes from issuers.

Impaired loans are those loans that the Bank has measured impairment generally based on the fair value of the loan's collateral. Fair value is generally determined based upon independent third-party appraisals of the properties, or discounted cash flows based upon the expected proceeds. These assets are included as Level 3 fair values, based upon the lowest level of input that is significant to the fair value measurements.

OREO assets are adjusted to fair value less estimated selling costs upon transfer of the loans to OREO establishing a new cost basis. Subsequently, OREO assets are carried at the lower of carrying value or fair value. Fair value is based upon independent market prices, appraised values of the collateral or management's estimation of the value of the collateral. There assets are included as Level 3 fair values.

The following tables present assets measured at fair value on a recurring basis as of March 31, 2018 and December 31, 2017:

	March 31, 2018			
(Dollars in thousands)	**Level 1**	**Level 2**	**Level 3**	**Fair Value**
Assets Measured at Fair Value on a Recurring Basis				
AFS Investment Securities:				
US Government agency obligations	**$ -**	**$ 52,663**	**$ -**	**$ 52,663**
GSE mortgage-backed securities	**-**	**30,587**	**-**	**30,587**
Collateralized mortgage obligations GSE	**-**	**11,103**	**-**	**11,103**
Corporate bonds	**-**	**12,711**	**-**	**12,711**
State and municipal tax-exempt	**-**	**1,825**	**-**	**1,825**
Total	**$ -**	**$ 108,889**	**$ -**	**$ 108,889**
Assets Measured at Fair Value on a Nonrecurring Basis				
Impaired loans	**$ -**	**$ -**	**$ 933**	**$ 933**
OREO and other repossessed property	**-**	**-**	**14**	**14**
Total	**$ -**	**$ -**	**$ 947**	**$ 947**

	December 31, 2017			
(Dollars in thousands)	**Level 1**	**Level 2**	**Level 3**	**Fair Value**
Assets Measured at Fair Value on a Recurring Basis				
AFS Investment Securities:				
US Government agency obligations	$ -	$ 52,893	$ -	$ 52,893
GSE mortgage-backed securities	-	32,488	-	32,488
Collateralized mortgage obligations GSE	-	11,654	-	11,654
Corporate bonds	-	12,820	-	12,820
State and municipal tax-exempt	-	1,928	-	1,928
Total	$ -	$ 111,783	$ -	$ 111,783
Assets Measured at Fair Value on a Nonrecurring Basis				
Impaired loans	$ -	$ -	$ 1,814	$ 1,814
OREO and other repossessed property	-	-	817	817
Total	$ -	$ -	$ 2,631	$ 2,631

The following table presents additional information about assets measured at fair value on a nonrecurring basis and for which DNB has utilized Level 3 inputs to determine fair value:

March 31, 2018
Quantitative Information about Level 3 Fair Value Measurement

(Dollars in thousands)		Fair Value Estimate	Valuation Techniques	Unobservable Input	Range (Weighted Average)			
Impaired loans - Commercial mortgage		**59**	Appraisal of	Appraisal adj. [2]	0%	to	0%	(0%)
			collateral [1]	Disposal costs [2]	-8%	to	-8%	(-8%)
Impaired loans - Commercial term		**781**	Appraisal of	Appraisal adj. [2]	0%	to	0%	(0%)
			collateral [1]	Disposal costs [2]	-8%	to	-11%	(-10%)
Impaired loans - Consumer other		**93**	Appraisal of	Appraisal adj. [2]	0%	to	0%	(0%)
			collateral [1]	Disposal costs [2]	-8%	to	-8%	(-8%)
Impaired loan total	**$**	**933**						
Other real estate owned	**$**	**14**		Disposal costs [2]	8%	to	8%	(-8%)

December 31, 2017
Quantitative Information about Level 3 Fair Value Measurement

(Dollars in thousands)		Fair Value Estimate	Valuation Techniques	Unobservable Input	Range (Weighted Average)			
Impaired loans - Residential mortgage	$	4	Appraisal of	Appraisal adj. [2]	0%	to	0%	(0%)
			collateral [1]	Disposal costs [2]	-8%	to	-8%	(-8%)
Impaired loans - Commercial mortgage		46	Appraisal of	Appraisal adj. [2]	0%	to	0%	(0%)
			collateral [1]	Disposal costs [2]	-8%	to	-8%	(-8%)
Impaired loans - Commercial term		1,648	Appraisal of	Appraisal adj. [2]	0%	to	-50%	(-6%)
			collateral [1]	Disposal costs [2]	0%	to	-9%	(-8%)
Impaired loans - Consumer other		116	Appraisal of	Appraisal adj. [2]	0%	to	0%	(0%)
			collateral [1]	Disposal costs [2]	-8%	to	-8%	(-8%)
Impaired loan total	$	1,814						
Other real estate owned	$	817		Disposal costs [2]	-8%	to	-8%	(-8%)

(1) Fair value is generally determined through independent appraisals or sales contracts of the underlying collateral, which generally include various level 3 inputs which are not identifiable.

(2) Appraisals are adjusted by management for qualitative factors and disposal costs.

Impaired loans. Impaired loans, which are measured for impairment using the fair value of the collateral for collateral dependent loans, had a carrying amount of $10.3 million at March 31, 2018. Of this, $1.1 million had specific valuation allowances of $174,000, leaving a fair value of $933,000 as of March 31, 2018. In addition, DNB had no impaired loans that were partially charged down during the three months ended March 31, 2018. Impaired loans had a carrying amount of $9.1 million at December 31, 2017. Of this, $491,000 had specific valuation allowances of $157,000, leaving a fair value of $334,000 at December 31, 2017. In addition, DNB had $1.9 million in impaired loans that were partially charged down by $442,000, leaving $1.5 million at fair value as of December 31, 2017. The total fair value of impaired loans at December 31, 2017 was $1.8 million.

Other Real Estate Owned & other repossessed property. Other real estate owned ("OREO") consists of properties acquired as a result of, or in-lieu-of, foreclosure. Properties or other assets are classified as OREO and other repossessed property are initially recorded at fair value less cost to sell at the date of foreclosure, establishing a new cost basis. Subsequent to foreclosure, valuations are periodically performed by management and the assets are carried at the lower of carrying value or fair value, less estimated costs to sell. Costs relating to the development or improvement of the assets are capitalized and costs relating to holding the assets are charged to expense. DNB had $5.0 million of such assets at March 31, 2018, $4.8 million of which was OREO and $158,000 was in other repossessed property. DNB had $5.0 million of such assets at December 31, 2017, which consisted of $4.8 million in OREO and $177,000 in other repossessed property. DNB did not write down the carrying values of OREO during the three month period ended March 31, 2018. DNB did not write down the carrying values of OREO during the three month period ended March 31, 2017.

DNB's policy is to recognize transfer between levels as of the actual date of the event or change in circumstances that caused the transfer. There were no transfers between Level 1 and 2 for the three months ended March 31, 2018.

Below is management's estimate of the fair value of all financial instruments, whether carried at cost or fair value on the Company's consolidated statement of financial condition. The carrying amounts and fair values of financial instruments at March 31, 2018 and December 31, 2017 are as follows:

	March 31, 2018				
(Dollars in thousands)	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
Financial assets					
Cash and cash equivalents	$ **14,078**	$ **14,078**	$ **14,078**	$ **-**	$ **-**
AFS investment securities	**108,889**	**108,889**	**-**	**108,889**	**-**
HTM investment securities	**62,219**	**61,004**	**-**	**59,004**	**2,000**
Restricted stock	**7,363**	**7,363**	**-**	**7,363**	**-**
Loans held-for-sale	**646**	**648**	**-**	**-**	**648**
Loans, net of allowance, including impaired	**858,200**	**847,545**	**-**	**-**	**847,545**
Accrued interest receivable	**3,982**	**3,982**	**-**	**3,982**	**-**
Financial liabilities					
Deposits:					
Non-interest-bearing deposits	**172,044**	**172,044**	**-**	**172,044**	**-**
Other interest-bearing deposits	**542,930**	**542,930**	**-**	**542,930**	**-**
Time	**115,214**	**113,940**	**-**	**113,940**	**-**
Brokered deposits	**61,598**	**60,033**	**-**	**60,033**	**-**
Repurchase agreements	**10,717**	**10,717**	**-**	**10,717**	**-**
FHLBP advances	**67,993**	**67,136**	**-**	**67,136**	**-**
Junior subordinated debentures and other borrowings	**9,279**	**9,798**	**-**	**9,798**	**-**
Subordinated debt	**9,750**	**9,423**	**-**	**9,423**	**-**
Accrued interest payable	**494**	**494**	**-**	**494**	**-**
Off-balance sheet instruments	**-**	**-**	**-**	**-**	**-**

(Dollars in thousands)	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
	December 31, 2017				
Financial assets					
Cash and cash equivalents	$ 10,917	$ 10,917	$ 10,917	$ -	$ -
AFS investment securities	111,783	111,783	-	111,783	-
HTM investment securities	62,390	62,420	-	60,420	2,000
Restricted stock	7,641	7,641	-	7,641	-
Loans held-for-sale	651	657	-	-	657
Loans, net of allowance, including impaired	840,054	821,672	-	-	821,672
Accrued interest receivable	3,822	3,822	-	3,822	-
Financial liabilities					
Deposits:					
Non-interest-bearing deposits	176,815	176,815	-	176,815	-
Other interest-bearing deposits	502,086	502,086	-	502,086	-
Time	140,490	139,406	-	139,406	-
Brokered deposits	41,812	42,304	-	42,304	-
Repurchase agreements	12,023	12,023	-	12,023	-
FHLBP advances	79,013	78,531	-	78,531	-
Junior subordinated debentures and other borrowings	9,279	9,373	-	9,373	-
Subordinated debt	9,750	9,577	-	9,577	-
Accrued interest payable	554	554	-	554	-
Off-balance sheet instruments	-	-	-	-	-

The specific estimation methods and assumptions used can have a substantial impact on the resulting fair values of financial instruments. Following is a brief summary of the significant assumptions, methods, and estimates used in estimating fair value.

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

Cash and Cash Equivalents, Accrued Interest Receivable and Accrued Interest Payable The carrying amounts for short-term investments (cash and cash equivalents) and accrued interest receivable and payable approximate fair value.

Investment Securities The fair value of investment securities are determined by an independent third party (“preparer”). The preparer’s evaluations are based on market data. They utilize evaluated pricing models that vary by asset and incorporate available trade, bid and other market information. For securities that do not trade on a daily basis, their evaluated pricing applications apply available information such as benchmarking and matrix pricing. The market inputs normally sought in the evaluation of securities include benchmark yields, reported trades, broker/dealer quotes (only obtained from market makers or broker/dealers recognized as market participants), issuer spreads, two-sided markets, benchmark securities, bid, offers and reference data. For certain securities additional inputs may be used or some market inputs may not be applicable. Inputs are prioritized differently on any given day based on market conditions.

U.S. Government agencies are evaluated and priced using multi-dimensional relational models and option adjusted spreads. State and municipal securities are evaluated on a series of matrices including reported trades and material event notices. Mortgage backed securities are evaluated using matrix correlation to treasury or floating index benchmarks, prepayment speeds, monthly payment information and other benchmarks. Other investments are evaluated using a broker- quote based application, including quotes from issuers. The carrying amount of non-readily marketable equity securities approximates liquidation value.

Restricted Stock The carrying amount of restricted investment in Federal Home Loan Bank stock, Federal Reserve stock and ACBB stock approximates fair value, and considers the limited marketability of such securities.

Loans Held-for-Sale (Carried at Lower of Cost or Fair Value) The fair value of loans held-for-sale is determined, when possible, using quoted secondary-market prices. If no such quotes prices exist, the fair value of a loan is determined using quoted prices for a similar loan or loans, adjusted for the specific attributes of that loan.

Loans Fair values are estimated for portfolios of loans with similar financial characteristics. Loans are segregated by type such as commercial, commercial mortgages, residential mortgages, consumer and non-accrual loans. The fair value of performing loans is calculated by discounting expected cash flows using an estimated market discount rate. Expected cash flows include both contractual cash flows and prepayments of loan balances. Prepayments on consumer loans were determined using the median of estimates of securities dealers for mortgage-backed investment pools.

The estimated discount rate considers credit and interest rate risk inherent in the loan portfolios and other factors such as liquidity premiums and incremental servicing costs to an investor. Management has made estimates of fair value discount rates that it believes to be reasonable. However, because there is no market for many of these financial instruments, management has no basis to determine whether the fair value presented would be indicative of the value negotiated in an actual sale.

The fair value for non-accrual loans not based on fair value of collateral is derived through a discounted cash flow analysis, which includes the opportunity costs of carrying a non-performing asset. An estimated discount rate was used for these non-accrual loans, based on the probability of loss and the expected time to recovery.

Deposits The fair values disclosed for demand deposits are, by definition, equal to the amount payable on demand at the reporting date (that is, their carrying amounts). The carrying amounts of variable-rate money market accounts, savings accounts, and interest checking accounts approximate their fair values at the reporting date. Fair values for fixed-rate CDs and brokered deposits (all of which are CDs) are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits. Of the $61.6 million in brokered deposits at March 31, 2018, $4.1 million matures in 2018, $10.9 million matures in 2019, $28.4 million matures in 2020, $13.2 million matures in 2021, and $5.0 million matures in 2022.

Federal Home Loan Bank of Pittsburgh advances The fair value of the FHLBP advances is obtained from the FHLB and is calculated by discounting contractual cash flows using an estimated interest rate based on the current rates available for debt of similar remaining maturities and collateral terms.

Repurchase agreements Fair value approximates the carrying value of such liabilities due to their short-term nature.

Junior subordinated debentures The fair value for subordinated debentures is calculated using discounted cash flows based upon current market spreads to LIBOR for debt of similar remaining maturities and collateral terms.

Subordinated debt The fair value of the subordinated debt was estimated using either a discounted cash flow analysis based on current market interest rates for debt with similar maturities and credit quality or estimated using market quotes.

Accrued Interest Receivable and Payable The carrying amount of accrued interest receivable and accrued interest payable approximates its fair value.

Off-balance-sheet Instruments (Disclosed at Cost) Off-balance-sheet instruments are primarily comprised of loan commitments, which are generally priced at market at the time of funding. Fees on commitments to extend credit and stand-by letters of credit are deemed to be immaterial and these instruments are expected to be settled at face value or expire unused. It is impractical to assign any fair value to these instruments. At March 31, 2018, un-funded loan commitments totaled $199.6 million and stand-by letters of credit totaled $3.5 million. At December 31, 2017, un-funded loan commitments totaled $176.6 million and stand-by letters of credit totaled $4.6 million.

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FORWARD-LOOKING STATEMENTS

DNB Financial Corporation (the “Corporation” or "DNB"), may from time to time make written or oral “forward-looking statements,” including statements contained in the Corporation’s filings with the Securities and Exchange Commission (including this Quarterly Report on Form 10-Q and the exhibits hereto and thereto), in its reports to stockholders and in other communications by the Corporation, which are made in good faith by the Corporation pursuant to the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended.

These forward-looking statements include statements with respect to the Corporation’s beliefs, plans, objectives, goals, expectations, anticipations, estimates and intentions, that are subject to significant risks and uncertainties, and are subject to change based on various factors (some of which are beyond the Corporation’s control). The words “may,” “could,” “should,” “would,”"will," “believe,” “anticipate,” “estimate,” “expect,” “intend,” “plan” and similar expressions are intended to identify forward-looking statements. The following factors, among others, could cause the Corporation’s financial performance to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements: the strength of the United States economy in general and the strength of the local economies in which the Corporation conducts operations; the effects of, and changes in, trade, monetary and fiscal policies and laws, including interest rate policies of the Board of Governors of the Federal Reserve System; the downgrade, and any future downgrades, in the credit rating of the U.S. Government and federal agencies; inflation, interest rate, market and monetary fluctuations; the timely development of and acceptance of new products and services of the Corporation and the perceived overall value of these products and services by users, including the features, pricing and quality compared to competitors’ products and services; the willingness of users to substitute competitors’ products and services for the Corporation’s products and services; the success of the Corporation in gaining regulatory approval of its products and services, when required; the impact of changes in laws and regulations applicable to financial institutions (including laws concerning taxes, banking, securities and insurance); technological changes; acquisitions; changes in consumer spending and saving habits; the nature, extent, and timing of governmental actions and reforms the implementation of Basel III, which may be changed unilaterally and retroactively by legislative or regulatory actions; and the success of the Corporation at managing the risks involved in the foregoing.

The Corporation cautions that the foregoing list of important factors is not exclusive. Readers are also cautioned not to place undue reliance on these forward-looking statements, which reflect management’s analysis only as of the date of this report, even if subsequently made available by the Corporation on its website or otherwise. The Corporation does 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 the Corporation to reflect events or circumstances occurring after the date of this report.

For a complete discussion of the assumptions, risks and uncertainties related to our business, you are encouraged to review our filings with the Securities and Exchange Commission, including this Form 10-Q, as well as any changes in risk factors or other risks that we may identify in our quarterly or other reports subsequently filed with the SEC.

DESCRIPTION OF DNB'S BUSINESS AND BUSINESS STRATEGY

DNB Financial Corporation (the “Registrant” or “DNB”), a Pennsylvania business corporation, is a bank holding company registered with and supervised by the Board of Governors of the Federal Reserve System (Federal Reserve Board). The Registrant was incorporated on October 28, 1982 and commenced operations on July 1, 1983 upon consummation of the acquisition of all of the outstanding stock of Downingtown National Bank, now known as DNB First, National Association (the “Bank”). Since commencing operations, DNB’s business has consisted primarily of managing and supervising the Bank, and its principal source of income has been derived from the Bank.

The Bank was organized in 1860. The Bank is a national banking association that is a member of the Federal Reserve System, the deposits of which are insured by the Federal Deposit Insurance Corporation (“FDIC”). The Bank is a full service commercial bank providing a wide range of services to individuals and small to medium sized businesses in the southeastern Pennsylvania market area, including accepting time, demand, and savings deposits and making secured and unsecured commercial, real estate and consumer loans. In addition, the Bank has fifteen (15) full service branches and a full-service wealth management group known as “DNB First Wealth Management.” The Bank’s financial subsidiary, DNB Financial Services, Inc., (also known as “DNB Investments & Insurance”) is a Pennsylvania licensed insurance agency, which, through a third party marketing agreement with Cetera Investment Services, LLC, sells a broad variety of insurance and investment products. The Bank’s other subsidiaries are Downco, Inc. and DN Acquisition Company, Inc. which were incorporated in December 1995 and December 2008, respectively, for the purpose of acquiring and holding Other Real Estate Owned acquired through foreclosure or deed in-lieu-of foreclosure, as well as Bank-occupied real estate.

In addition to interest earned on loans and investments, DNB earns revenues from fees it charges customers for non-lending services. These products and services include trust administration, estate settlement, investment management, annuities, insurance and brokerage; cash management services; banking and ATM services; as well as safekeeping and other depository services.

To ensure we remain well positioned to meet the growing needs of our customers and communities and to meet the challenges of the 21st century, we've worked to build awareness of our full-service capabilities and ability to meet the needs of a wide range of customers. To that end, DNB continues to make appropriate investments in all areas of our business, including people, technology, facilities and marketing.

Comprehensive 5-Year Plan. During the third quarter of 2017, management updated the 5-year strategic plan that was designed to reposition its balance sheet and improve core earnings. Through the plan, management will endeavor to expand its loan portfolio through new originations, increased loan participations, as well as strategic loan and lease purchases. Management also plans to reduce the absolute level of borrowings and brokered deposits with cash flows from existing loans and investments as well as from new core deposit growth. A discussion on DNB's Key Strategies follows:

- Focus on penetrating existing markets to maximize profitability;
- Grow loans and diversify the mix;
- Improve asset quality;
- Focus on profitable customer segments;
- Grow and diversify non-interest income, primarily wealth management, origination and sales of SBA guaranteed loans and mortgage banking;
- Continue to grow core deposits to maintain low funding costs;
- Focus on cost containment and improving operational efficiencies; and
- Continue to engage employees to help them become more effective and successful.

Strategic Plan Update. Net income was $2.6 million, or $0.61 per diluted share, for the quarter ending March 31, 2018, compared with $2.4 million, or $0.57 per diluted share, for the same quarter last year. On a year-over-year basis, net income increased $172,000, or 7.0%, despite the 16 basis point decrease in the net interest margin to 3.51%. The decline was largely attributable to a $379,000 net reduction in purchase accounting marks and an overall increase in market interest rates on interest-bearing liabilities.

- As of March 31, 2018, total assets were $1.1 billion. Since December 31, 2017, total assets increased 1.7%, primarily due to total loan growth of $18.4 million, or 2.2%. Total deposits increased $30.6 million, or 3.6%, on a sequential quarter basis mainly due to growth in core deposits. As of March 31, 2018, total shareholders' equity was $103.7 million, compared with $101.9 million as of December 31, 2017.

- As of March 31, 2018, total loans were $864.3 million, or 78.6% of total assets. Over the past 3 months, total commercial loans increased $19.1 million, or 2.8%. Commercial mortgage loans increased $13.6 million, or 2.8%, commercial business loans grew $1.6 million, or 1.2%, and commercial construction loans increased $3.8 million, or 5.1%. As of March 31, 2018, commercial loans totaled $708.5 million and represented 82% of total loans. Consumer loans, however, declined over the quarter as overall loan demand appeared fairly restrained.

- On a sequential quarter basis, total core deposits increased $36.1 million, or 5.3%, and were 80.2% of total deposits as of March 31, 2018. As of the same date, noninterest-bearing deposits were 19.3% of total deposits. Core deposit growth in the first quarter of 2018, was primarily attributable to an increase in money market accounts. The planned decrease in time deposits was partially offset by an increase in brokered deposits due to the more favorable rates and maturities available during the first quarter of 2018. As of the same date, the loan-to-deposit ratio was 97%.

- Asset quality remained strong as net charge-offs were 0.04% (annualized) of total average loans for the quarter ended March 31, 2018. Total non-performing assets, including loans and other real estate property, were $13.4 million as of March 31, 2018, compared with $12.6 million as of December 31, 2017, and $12.7 million as of March 31, 2017. The ratio of non-performing loans to total loans was 0.97% as of March 31, 2018, versus 0.89% as of December 31, 2017.

- Wealth management assets under care increased 3.0% to $260.3 million as of March 31, 2018, from $252.8 million as of December, 31, 2017. Wealth management fees represented approximately 34% of total fee income for the first quarter of 2018.

DNB's most significant revenue source continues to be net interest income, defined as total interest income less total interest expense, which accounted for approximately 88% of total revenue during the first quarter of 2018. To produce net interest income and consistent earnings growth over the long-term, DNB must generate loan and deposit growth at acceptable economic spreads within its market area. To generate and grow loans and deposits, DNB must focus on a number of areas including, but not limited to, the economy, branch expansion, sales practices, customer satisfaction and retention, competition, customer behavior, technology, product innovation and credit performance of its customers.

Management has made a concerted effort to improve the measurement and tracking of business lines and overall corporate performance levels. Improved information systems have increased DNB's ability to track key indicators and enhance corporate performance levels. Better measurement against goals and objectives and increased accountability will be integral in attaining desired loan, deposit and fee income production.

MATERIAL CHALLENGES, RISKS AND OPPORTUNITIES

The following is a summary of material challenges, risks and opportunities DNB has faced during the three month period ended March 31, 2018:

Interest Rate Risk Management. Interest rate risk is the exposure to adverse changes in net interest income due to changes in interest rates. DNB considers interest rate risk the predominant risk in terms of its potential impact on earnings. Interest rate risk can occur for any one or more of the following reasons: (a) assets and liabilities may mature or re-price at different times; (b) short-term or long-term market rates may change by different amounts; or (c) the remaining maturity of various assets or liabilities may shorten or lengthen as interest rates change.

The principal objective of the Bank's interest rate risk management is to evaluate the interest rate risk included in certain on and off-balance sheet accounts, determine the level of risk appropriate given the Bank's business strategy, operating environment, capital and liquidity requirements and performance objectives, and manage the risk consistent with management's approved guidelines. Through such management, DNB seeks to reduce the vulnerability of its operations to changes in interest rates. The Bank's Asset Liability Committee (the "ALCO") is responsible for reviewing the Bank's asset/liability policies and interest rate risk position and making decisions involving asset liability considerations. The ALCO meets on a monthly basis and reports trends and the Bank's interest rate risk position to the Board of Directors. The extent of the movement of interest rates is an uncertainty that could have a negative impact on the earnings of the Bank.

The largest component of DNB's total income is net interest income, and the majority of DNB's financial instruments are comprised of interest rate-sensitive assets and liabilities with various terms and maturities. The primary objective of management is to maximize net interest income while minimizing interest rate risk. Interest rate risk is derived from timing differences in the re-pricing of assets and liabilities, loan prepayments, deposit withdrawals, and differences in lending and funding rates. The ALCO actively seeks to monitor and control the mix of interest rate-sensitive assets and interest rate-sensitive liabilities. One measure of interest rate risk is net interest income simulation analysis. The ALCO utilizes simulation analysis, whereby the model estimates the variance in net interest income with a change in interest rates. Simulation model results continue to show moderate liability sensitivity to rising rates in 100, 200, 300 and 400 basis point shock scenarios, but risk is increasing. Rate changes ramped in over 24 months also show moderate liability sensitivity.

Liquidity and Market Risk Management Liquidity is the ability to meet current and future financial obligations. The Bank further defines liquidity as the ability to respond to deposit outflows as well as maintain flexibility to take advantage of lending and investment opportunities. The Bank's primary sources of funds are operating earnings, deposits, repurchase agreements, principal and interest payments on loans, proceeds from loan sales, principal and interest payments on mortgage backed securities, sales of investment securities, and advances from the FHLB. The Bank uses the funds generated to support its lending and investment activities as well as any other demands for liquidity such as deposit outflows. While maturities and scheduled amortization of loans and securities are predictable sources of funds, deposit flows, mortgage prepayments, loan and security sales and the exercise of call features are greatly influenced by general interest rates, economic conditions and competition.

The objective of DNB's asset/liability management function is to maintain consistent growth in net interest income within DNB's policy limits. This objective is accomplished through the management of liquidity and interest rate risk, as well as customer offerings of various loan and deposit products. DNB maintains adequate liquidity to meet daily funding requirements, anticipated deposit withdrawals, or asset opportunities in a timely manner. Liquidity is also necessary to meet obligations during unusual, extraordinary or adverse operating circumstances, while avoiding a significant loss or cost. DNB's foundation for liquidity is a stable deposit base as well as a marketable investment portfolio that provides cash flow through regular maturities or that can be used for collateral to secure funding in an emergency. As part of its liquidity management, DNB maintains assets, which comprise its primary liquidity (Federal funds sold, investments and cash and due from banks, less the amount of securities required to be pledged for certain liabilities).

Credit Risk Management. DNB defines credit risk as the risk of default by a customer or counter-party. The objective of DNB's credit risk management strategy is to quantify and manage credit risk on an aggregate portfolio basis as well as to limit the risk of loss resulting from an individual customer default. Credit risk is managed through a combination of underwriting, documentation and collection standards. DNB's credit risk management strategy calls for regular credit examinations and quarterly management reviews of large credit exposures and credits that are experiencing credit quality deterioration. DNB's loan review procedures provide assessments of the quality of underwriting, documentation, risk grading and charge-off procedures, as well as an assessment of the allowance for credit loss reserve analysis process.

Competition. In addition to the challenges related to the interest rate environment, community banks in Chester, Philadelphia and Delaware Counties have been experiencing increased competition from large regional and international banks entering DNB's marketplace through mergers and acquisitions. Competition for loans and deposits has negatively affected DNB's net interest margin. To compensate for the increased competition, DNB, along with other area community banks, has aggressively sought and marketed customers who have been disenfranchised by these mergers.

To attract these customers, DNB offers deposit products and services, such as Choice Checking relationship products, and Online Banking with bill payment, external transfer and account aggregation functionality. DNB also offers a complete package of cash management services including automated clearing house services, remote deposit, payroll services, and merchant services and account payment solutions. Our broad range of Business Checking products provides solutions to meet the needs of a variety of businesses and non-profit organizations.

FDIC Insurance and Assessments. The Bank's deposits are insured to applicable limits by the FDIC. Under the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"), the maximum deposit insurance amount was permanently increased from $100,000 to $250,000.

The FDIC has adopted a risk-based premium system that provides for quarterly assessments based on an insured institution's ranking in one of four risk categories based on their examination ratings and capital ratios. Within its risk category, an institution is assigned an initial base assessment which is then adjusted to determine its final assessment rate based on its level of brokered deposits, secured liabilities and unsecured debt.

The Dodd-Frank Act required the FDIC to take such steps as necessary to increase the reserve ratio of the Deposit Insurance Fund from 1.15% to 1.35% of insured deposits by 2020. In setting the assessments, the FDIC is required to offset the effect of the higher reserve ratio against insured depository institutions with total consolidated assets of less than $10 billion. The Dodd-Frank Act also broadened the base for FDIC insurance assessments so that assessments will be based on the average consolidated total assets less average tangible equity capital of a financial institution rather than on its insured deposits. The FDIC has adopted a restoration plan to increase the reserve ratio to 1.15% by September 30, 2020 with additional rulemaking scheduled regarding the method to be used to achieve a 1.35% reserve ratio by that date and offset the effect on institutions with less than $10 billion in assets.

Pursuant to these requirements, the FDIC adopted new assessment regulations effective April 1, 2011 that redefined the assessment base as average consolidated assets less average tangible equity. Insured banks with more than $1.0 billion in assets must calculate quarterly average assets based on daily balances while smaller banks and newly chartered banks may use weekly averages. Average assets would be reduced by goodwill and other intangibles. Average tangible equity equals Tier 1 capital. For institutions with more than $1.0 billion in assets, average tangible equity is calculated on a weekly basis while smaller institutions may use the quarter-end balance. The base assessment rate for insured institutions in Risk Category I will range between 5 to 9 basis points and for institutions in Risk Categories II, III, and IV will be 14, 23 and 35 basis points. An institution's assessment rate will be reduced based on the amount of its outstanding unsecured long-term debt and for institutions in Risk Categories II, III and IV may be increased based on their brokered deposits.

In addition to deposit insurance assessments, banks are subject to assessments to pay the interest on Financing Corporation bonds. The Financing Corporation was created by Congress to issue bonds to finance the resolution of failed thrift institutions. The FDIC sets the Financing Corporation assessment rate every quarter. The current annual Financing Corporation assessment rate is 44 basis points on the deposit insurance assessment base, as defined above, which we anticipate will result in an aggregate estimated FICO assessment payment by the Bank of $43,000 in 2018.

Material Trends and Uncertainties.

DNB reported net income available to common shareholders of $2.6 million, or $0.61 per diluted share, for the quarter ending March 31, 2018, compared with $2.4 million, or $0.57 per diluted share, for the same quarter last year.

There are many aspects of the economy and the Federal Reserve's monetary policy that hinder DNB's ability to grow revenues and net income. One of the most significant factors is that the global and U.S. economies have experienced reduced business activity as a result of disruptions in the financial system during the past nine years. The United States, Europe, China and many other countries across the globe are struggling with too much debt and weaker streams of revenues as a result of recessionary pressures, falling oil prices and high unemployment. Overall economic growth continues to be slow at a time when national and regional unemployment rates have improved, however labor participation rates remain at historically low levels. The risks associated with our business remain acute in periods of slow economic growth. While we are continuing to take steps to decrease and limit our exposure to problem loans, we nonetheless retain direct exposure to the residential and commercial real estate markets, and we are affected by these events.

Aggregate business activity in the Third District continued at a modest pace of growth during the April 18, 2018 Beige Book period. Manufacturing activity appeared to accelerate to a moderate pace, while non-auto retail sales, tourist activity, nonfinancial services, and nonresidential leasing markets grew modestly. The Federal Reserve's contacts from new home construction and nonresidential construction reported no change in activity. Auto sales continued to decline modestly, and existing home sales fell moderately. On balance, employment, wages, and prices continued to grow modestly. The Federal Reserve's contacts from various sectors noted that manufacturers may need to train workers and raise wages to attract and retain employees. The growth outlook over the next six months remained positive, with over half of all firms anticipating increases in general activity.

Homebuilders reported challenging weather conditions for construction activity and mixed reports for new contracts, suggesting little overall change in activity. Single-family detached home construction continues to give way to greater demand for townhomes, apartments, and condos. According to Third District brokers, ongoing low inventories of houses for sale continued to constrain sales and place upward pressure on prices. Sales of existing homes fell moderately in February across most major markets compared with the same period last year and brokers saw no signs of an improvement in March.

The Federal Reserve's nonresidential real estate contacts reported no change in the already high levels of construction activity and the modest growth in leasing activity. Contractors report sufficient work to carry through to year-end, but a few new projects must break ground to maintain current activity levels through 2019. Although demand varies by sector and geography, rents tend to be rising in many markets, especially for industrial/warehouse sectors everywhere and for most sectors within the city of Philadelphia.

Third District financial firms continued to report little change in overall loan volumes (excluding credit cards). Volumes did grow moderately in mortgages, commercial real estate loans, and commercial and industrial lending. Home equity lines, auto loans, and other consumer loans fell moderately. Credit card lending fell further as consumers continued paying down holiday bills. Over the entire year, credit card loan volumes and total lending in all the other categories combined have grown at a moderate pace. The Federal Reserve's banking contacts continued to describe solid ongoing economic growth in most parts of the District, with high consumer sentiment and business confidence. Overall, these contacts noted that credit standards remain unchanged and credit quality remains very sound.

Third District manufacturing activity, on balance, accelerated a bit to a moderate pace of growth, with more firms reporting increases in shipments and new orders. The makers of paper products, chemicals, primary and fabricated metal products, industrial machinery, and electronic equipment tended to note gains in new orders and shipments and no sectors noted declines. The growth may be partially due to seasonal trends because the same pattern was apparent during the same period last year. Most of the Federal Reserve's manufacturing contacts continued to expect general activity to increase over the next six months and the percentage of firms expecting future increases remained between 55 percent and 60 percent. The percentage of firms expecting increases in future capital expenditures and future employment also held steady at just above 40 percent.

Although DNB's earnings have been impacted by the general economic conditions, the impact has not been as severe as it has been in many parts of the nation, largely due to a relatively healthier economic climate in the Third Federal Reserve District. DNB's franchise spans Chester, Philadelphia and Delaware counties in southeastern Pennsylvania and the majority of the loan and deposits relationships are with businesses and individuals within the Third Federal Reserve District.

These and other factors have impacted our operations. We continue to focus on the consistency and stability of core earnings and balance sheet strength which are critical success factors in today's challenging economic environment.

Regulatory Initiatives Related to Our Industry. The federal government continues to consider a variety of reforms related to banking and the financial industry including, without limitation, the Dodd-Frank Act. The Dodd-Frank Act is intended to promote financial stability in the U.S., reduce the risk of bailouts and protect against abusive financial services practices by improving accountability and transparency in the financial system and ending "too big to fail" institutions. It is the broadest overhaul of the U.S. financial system since the Great Depression, and although enacted more than seven years ago, much of its impact will be determined by the scope and substance of many regulations that still need to be adopted by various regulatory agencies to implement its provisions. For these reasons, the overall impact on DNB and its subsidiaries remains unknown at this time.

The Dodd-Frank Act delegates to various federal agencies, including the Consumer Financial Protection Bureau, the task of implementing its many provisions through regulation. While some regulations have been adopted, hundreds of new federal regulations, studies and reports addressing all of the major areas of the new law, including the regulation of banks and their holding companies, will be required, ensuring that federal rules and policies in this area will be further developing for months and years to come. Based on the provisions of the Dodd-Frank Act and adopted and anticipated implementing regulations, it is highly likely that banks and thrifts as well as their holding companies will be subject to significantly increased regulation and compliance obligations.

The Dodd-Frank Act could require us to make material expenditures, in particular personnel training costs and additional compliance expenses, or otherwise adversely affect our business or financial results. It could also require us to change certain of our business practices, adversely affect our ability to pursue business opportunities we might otherwise consider engaging in, cause business disruptions and/or have other impacts that are as-of-yet unknown to DNB and the Bank. Failure to comply with these laws or regulations, even if inadvertent, could result in negative publicity, fines or additional licensing expenses, any of which could have an adverse effect on our cash flow and results of operations. For example, a provision of the Dodd-Frank Act precludes bank holding companies from treating future trust preferred securities issuances as Tier 1 capital for regulatory capital adequacy purposes. This provision may narrow the number of possible capital raising opportunities DNB and other bank holding companies might have in the future. Further, the new rules issued by the Consumer Financial Protection Bureau may materially affect the methods and costs of compliance by the Bank in connection with future consumer-related transactions.

Capital Rules. On July 2, 2013, the Federal Reserve approved final rules that substantially amend the regulatory risk-based capital rules applicable to the Corporation and the Bank. The FDIC and the OCC have subsequently approved these rules. The final rules were adopted following the issuance of proposed rules by the Federal Reserve in June 2012, and implement the “Basel III” regulatory capital reforms and changes required by the Dodd-Frank Act. “Basel III” refers to two consultative documents released by the Basel Committee on Banking Supervision in December 2009, the rules text released in December 2010, and loss absorbency rules issued in January 2011, which include significant changes to bank capital, leverage and liquidity requirements.

The rules include new risk-based capital and leverage ratios, which will be phased in from 2015 to 2019, and refine the definition of what constitutes “capital” for purposes of calculating those ratios. The new minimum capital level requirements applicable to the Corporation and the Bank under the final rules effective as of January 1, 2015: (i) a new common equity Tier 1 capital ratio of 4.5%; (ii) a Tier 1 capital ratio of 6% (increased from 4%); (iii) a total capital ratio of 8% (unchanged from current rules); and (iv) a Tier 1 leverage ratio of 4% for all institutions. The final rules also establish a “capital conservation buffer” above the new regulatory minimum capital requirements, which must consist entirely of common equity Tier 1 capital. The capital conservation buffer will be phased-in over four years beginning on January 1, 2016, as follows: the maximum buffer was 0.625% of risk-weighted assets for 2016, 1.25% for 2017, 1.875% for 2018, and 2.5% for 2019 and thereafter. This will result in the following minimum ratios beginning in 2019: (i) a common equity Tier 1 capital ratio of 7.0%, (ii) a Tier 1 capital ratio of 8.5%, and (iii) a total capital ratio of 10.5%. Under the final rules, institutions are subject to limitations on paying dividends, engaging in share repurchases, and paying discretionary bonuses if its capital level falls below the buffer amount. These limitations establish a maximum percentage of eligible retained income that could be utilized for such actions.

The final rules implemented revisions and clarifications consistent with Basel III regarding the various components of Tier 1 capital, including common equity, unrealized gains and losses, as well as certain instruments that no longer qualify as Tier 1 capital, some of which will be phased out over time. However, the final rules provided that small depository institution holding companies with less than $15 billion in total assets as of December 31, 2009 (which includes the Corporation) were able to permanently include non-qualifying instruments that were issued and included in Tier 1 or Tier 2 capital prior to May 19, 2010 until they redeem such instruments or until the instruments mature.

The final rules also contained revisions to the prompt corrective action framework, which is designed to place restrictions on insured depository institutions, including the Bank, if their capital levels begin to show signs of weakness. These revisions took effect January 1, 2015. Under the prompt corrective action requirements, which are designed to complement the capital conservation buffer, insured depository institutions are required to meet the following increased capital level requirements in order to qualify as “well capitalized:” (i) a new common equity Tier 1 capital ratio of 6.5%; (ii) a Tier 1 capital ratio of 8% (increased from 6%); (iii) a total capital ratio of 10% (unchanged from current rules); and (iv) a Tier 1 leverage ratio of 5% (increased from 4%).

The final rules set forth certain changes for the calculation of risk-weighted assets, which have been required to be utilized since January 1, 2015. The standardized approach final rule utilizes an increased number of credit risk exposure categories and risk weights, and also addresses: (i) an alternative standard of creditworthiness consistent with Section 939A of the Dodd-Frank Act; (ii) revisions to recognition of credit risk mitigation; (iii) rules for risk weighting of equity exposures and past due loans; (iv) revised capital treatment for derivatives and repo-style transactions; and (v) disclosure requirements for top-tier banking organizations with $50 billion or more in total assets that are not subject to the “advance approach rules” that apply to banks with greater than $250 billion in consolidated assets. Based on our current capital composition and levels, we believe that we are in compliance with the requirements as set forth in the final rules presently in effect.

Other Material Challenges, Risks and Opportunities. As a financial institution, DNB's earnings are significantly affected by general business and economic conditions. These conditions include short-term and long-term interest rates, inflation, monetary supply, fluctuations in both debt and equity capital markets, and the strength of the United States economy and local economies in which we operate. As mentioned above in Material Trends and Uncertainties, the economic downturn, increased unemployment, and other events negatively impact household and/or corporate incomes and could decrease the demand for DNB's loan and non-loan products and services and increase the number of customers who fail to pay interest or principal on their loans. Geopolitical conditions can also affect DNB's earnings. Acts or threats of terrorism, actions taken by the United States or other governments in response to acts or threats of terrorism and our military conflicts, could impact business conditions in the United States.

CRITICAL ACCOUNTING POLICIES

The following discussion and analysis of financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with United States generally accepted accounting principals. Generally accepted accounting principles are complex and require management to apply significant judgment to various accounting, reporting and disclosure matters. Management must use assumptions and estimates to apply these principles where actual measurement is not possible or practical. Actual results may differ from these estimates under different assumptions or conditions.

In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the Consolidated Statements of

Financial Condition, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. Amounts subject to significant estimates are items such as the allowance for credit losses and lending related commitments, the fair value of repossessed assets, pension and post-retirement obligations, the fair value of financial instruments, other-than-temporary impairments of investment securities, the valuation of assets acquired and liabilities assumed in business combinations, and the valuations of goodwill for impairment. Among other effects, such changes could result in future impairments of investment securities, and establishment of allowances for credit losses and lending related commitments as well as increased benefit plans' expenses.

The notes to DNB's most recent Consolidated Financial Statements as set forth in DNB's Annual Report 10-K identify other significant accounting policies used in the development and presentation of its financial statements. This discussion and analysis, the significant accounting policies, and other financial statement disclosures identify and address key variables and other qualitative and quantitative factors that are necessary for an understanding and evaluation of DNB and its results of operations.

FINANCIAL CONDITION

DNB's total assets were $1.10 billion at March 31, 2018, compared to $1.08 billion at December 31, 2017. The $18.1 million increase in total assets was primarily attributable to an $18.1 million increase in net loans and a $3.2 million increase in cash and cash equivalents, offset by a $3.1 million decrease in investment securities.

Investment Securities. Investment securities, including restricted stock, at March 31, 2018 were $178.5 million, compared to $181.8 million at December 31, 2017. The $3.3 million decrease in investment securities and restricted stock was primarily due to $2.0 million in sales, principal pay-downs, calls and maturities, and a $278,000 decrease in restricted stock, and a $1.0 million increase in unrealized loss of the AFS portfolio.

Gross Loans. DNB's loans increased $18.4 million to $864.3 million at March 31, 2018, compared to $845.9 million at December 31, 2017. Total commercial loans increased $19.1 million and residential loans increased $1.4 million, while consumer loans decreased $2.1 million.

Deposits. Deposits were $891.8 million at March 31, 2018, compared to $861.2 million at December 31, 2017. Deposits increased $30.6 million or 3.55% during the three month period ended March 31, 2018. Core deposits, which are comprised of demand, NOW, money markets and savings accounts, increased by $36.1 million, while time deposits decreased by $25.3 million and brokered deposits increased by $19.8 million.

Borrowings. Borrowings were $98.1 million at March 31, 2018, compared to $112.8 million at December 31, 2017. The decrease of $14.7 million or 13.04% was primarily due to an $11.0 million decrease in FHLBP advances, a $2.4 million decrease in other borrowings and a $1.3 million decrease in repurchase agreements.

Stockholders' Equity. Stockholders' equity was $103.7 million at March 31, 2018, compared to $101.9 million at December 31, 2017. The increase in stockholders' equity was primarily a result of year-to-date earnings of $2.6 million, sales of treasury shares totaling $157,000, and restricted stock compensation expense of $96,000. These additions to stockholders' equity were partially offset by other comprehensive loss of $801,000, taxes on the exercise of stock options of $37,000 and $300,000 of dividends paid on DNB's common stock.

RESULTS OF OPERATIONS
SUMMARY

Net income for the three month period ended March 31, 2018 was $2.6 million compared to $2.4 million for the same period in 2017. Diluted earnings per share for the three month period ended March 31, 2018 was $0.61, compared to $0.57 for the same period in 2017. The $172,000 increase in net income in the first quarter of 2018 compared to the first quarter of 2017 was primarily attributable to a $445,000 decrease in income tax expense (primarily due to decreased effective tax rate as a result of the Tax Cuts and Jobs Act of 2017) and a $15,000 decrease in non-interest expense (primarily due to decreased FDIC insurance expense), offset by a $255,000 decrease in net interest income after provision (primarily due to net reduction of purchase accounting marks), and a $33,000 decrease in non-interest income (primarily due to decreased gains from insurance proceeds).

NET INTEREST INCOME

DNB's earnings performance is primarily dependent upon its level of net interest income, which is the excess of interest income over interest expense. Interest income includes interest earned on loans, investments and federal funds sold and interest-earning cash, as well as loan fees and dividend income earned on investment securities. Interest expense includes interest on deposits, Federal Home Loan Bank of Pittsburgh ("FHLBP") advances, repurchase agreements, Federal funds purchased, subordinated debentures and notes, and other borrowings.

Net interest income for the three month period ended March 31, 2018 was $9.0 million, compared to $9.2 million for the same period in 2017. Interest income for the three period ended March 31, 2018 was $10.9 million, compared to $10.5 million for the same period in 2017. The $419,000 increase in interest income in the first quarter of 2018 compared to the first quarter of 2017 was primarily due to increases of $361,000 in interest and fees on loans and $71,000 in interest and dividends on investment securities, offset by a decrease of $13,000 in interest on cash and cash equivalents. The weighted average yield on total interest-earning assets was 4.24% for the three month period ended March 31, 2018, compared to 4.16% for the same period in 2017. Interest expense for the three month period ended March 31, 2018 was $1.9 million, compared to $1.3 million for the same period in 2017. The $624,000 increase in interest expense in the first quarter of 2018, compared to the first quarter of 2017, was primarily due to increases of $477,000 in interest on deposits and $147,000 in interest on borrowings. The composite cost of funds for the three month period ended March 31, 2018 was 0.78%, compared to 0.53% for the same period in 2017.

Interest on loans was $9.9 million for the three month period ended March 31, 2018, compared to $9.5 million for the same period in 2017. The average balance of loans was $851.6 million, with a tax equivalent average yield of 4.71% (a non-GAAP measure) for the first quarter of 2018, compared to $815.0 million, with a tax equivalent average yield of 4.71% (a non-GAAP measure) for the same period in 2017. See the following table for a reconciliation of the non-GAAP measure “tax equivalent average yield on loans.”

Tax equivalent average yield on loans (Non-GAAP)

	Three Months Ended March 31,	
(Dollars in thousands)	**2018**	**2017**
Interest and fees on loans (GAAP)	**$ 9,882**	$ 9,521
Tax adjustment	**28**	67
Tax equivalent interest and fees on loans (Non-GAAP)	**$ 9,910**	$ 9,588
Average balance of loans	**$ 851,623**	$ 815,028
Tax equivalent average yield on loans (Non-GAAP)	**4.71 %**	4.71 %

Interest and dividends on investment securities was $1.0 million for the three month period ended March 31, 2018, compared to $939,000 for the same period in 2017. The average balance of investment securities was $182.7 million with a tax equivalent average yield of 2.33% (a non-GAAP measure) for the first quarter of 2018, compared to $187.2 million with a tax equivalent average yield of 2.26% (a non-GAAP measure) for the same period in 2017. See the following table for a reconciliation of the non-GAAP measure “tax equivalent average yield on investment securities.”

Tax equivalent average yield on investment securities (Non-GAAP)

	Three Months Ended March 31,	
(Dollars in thousands)	**2018**	**2017**
Interest on tax exempt investment securities (GAAP)	**$ 1,010**	$ 939
Tax adjustment	**52**	118
Tax equivalent interest on tax-exempt investment securities (Non-GAAP)	**$ 1,062**	$ 1,057
Average balance of investment securities	**$ 182,653**	$ 187,210
Tax equivalent average yield on invesment securities (Non-GAAP)	**2.33 %**	2.26 %

Interest on deposits was $1.4 million for the three month period ended March 31, 2018, compared to $877,000 for the same period in 2017. The average balance of deposits was $872.9 million, with an average rate of 0.63% for the first quarter of 2018, compared to $883.4 million, with an average rate of 0.40% for the same period in 2017. The increases in average rate were attributable to a 75 basis points increase in the federal funds rate, which has impacted the rates DNB pays on the majority of interest-bearing deposit accounts.

Interest on borrowings was $523,000 for the three month period ended March 31, 2018, compared to $385,000 for the same period in 2017. The average balance of borrowings was $108.0 million, with an average rate of 1.99% for the first quarter of 2018, compared to $87.8 million, with an average rate of 1.77% for the same period in 2017.

PROVISION FOR CREDIT LOSSES

To provide for known and inherent losses in the loan portfolios, DNB maintains an allowance for credit losses. Provisions for credit losses are charged against income to increase the allowance when necessary. Loan losses are charged directly against the allowance and recoveries on previously charged-off loans are added to the allowance. In establishing its allowance for credit losses, management considers the size and risk exposure of each segment of the loan portfolio, past loss experience, present indicators of risk such as delinquency rates, levels of non-accruals, the potential for losses in future periods, and other relevant factors. Management's evaluation of criticized and classified loans generally includes reviews of borrowers of $100,000 or greater. Consideration is also given to examinations performed by regulatory agencies, primarily the Office of the Comptroller of the Currency ("OCC"). Based on reviews and analyses by regulators, additional allowances may be required in the future.

Management reviews and establishes the adequacy of the allowance for credit losses in accordance with U.S. generally accepted accounting principles, guidance provided by the Securities and Exchange Commission and as prescribed in OCC Bulletin 2006-47. Its methodology for assessing the appropriateness of the allowance consists of several key elements which include: specific allowances for identified impaired loans; and allowances by loan type for pooled homogenous loans. In considering national and local economic trends, we review a variety of information including Federal Reserve publications, general economic statistics, foreclosure rates and housing statistics published by third parties. We believe this improves the measure of inherent loss over a complete economic cycle and reduces the impact for qualitative adjustments. The unallocated portion of the allowance is intended to provide for probable losses not otherwise accounted for in management's other elements of its overall estimate. An unallocated component is maintained to cover uncertainties such as changes in the national and local economy, concentrations of credit, expansion into new markets and other factors that could affect management's estimate of probable losses. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio.

In addition, DNB reviews historical loss experience for the residential mortgage, commercial mortgage, commercial term, commercial construction, home equity and consumer installment loan pools to determine a historical loss factor. The historical loss factors are then applied to the current portfolio balances to determine the required reserve percentage for each loan pool. A historical loss ratio is determined for each group over a five year period. The five year average loss ratio by type is then used to calculate the estimated loss based on the current balance of each group. This five year time period is appropriate given DNB's historical level of losses and, more importantly, represents the current economic environment.

This analysis is intended to assess the potential for loss within the loan portfolio and to substantiate the adequacy of the allowance. Should the analysis indicate that the allowance is not adequate, management will recommend a provision expense be made in an amount equal to the shortfall derived. In establishing and reviewing the allowance for adequacy, emphasis has been placed on utilizing the methodology prescribed in OCC Bulletin 2006-47. Management believes that the following factors create a comprehensive system of controls in which management can monitor the quality of the loan portfolio. Consideration has been given to the following factors and variables which may influence the risk of loss within the loan portfolio:

- Changes in the nature and volume of the portfolio and in the terms of loans;
- Changes in the volume and severity of past due loans, the volume of non-accrual loans, and the volume and severity of adversely classified or graded loans;
- The existence and effect of any concentrations of credit, and changes in the level of such concentrations;
- Changes in lending policies and procedures, including changes in underwriting standards and collection, charge-off, and recovery practices not considered elsewhere in estimating credit losses;
- Changes in the experience, ability, and depth of lending management and other relevant staff;
- Changes in loan review methodology and degree of oversight by DNB's Board of Directors;
- Changes in international, national, regional, and local economic and business conditions and developments that affect the collectability of the portfolio, including the condition of various market segments;
- The effect of other external factors such as competition and legal and regulatory requirements on the level of estimated credit losses in the institution's existing portfolio; and
- Changes in the value of underlying collateral for collateral-dependent loans.

Portfolio risk includes the levels and trends in delinquencies, impaired loans, changes in the loan rating matrix and trends in volume and terms of loans. Management is satisfied with the stability of the past due and non-performing loans and believes there has been no further decline in the quality of the loan portfolio due to any trend in delinquent or adversely classified loans. In addition to ordering new appraisals and creating specific reserves on impaired loans, the allowance allocation rates were increased, reflective of delinquency trends which have been caused by continued weakness in the housing markets, falling home equity values, and rising unemployment. New appraisal values we have obtained for existing loans have generally been consistent with trends indicated by Case-Schiller and other indices.

Given the contraction in real estate values, DNB closely monitors the loan to value ratios of all classified assets and requires periodic current appraisals to monitor underlying collateral values. Management also reviews borrower, sponsorship and guarantor's financial strength along with their ability and willingness to provide financial support of their obligations on an immediate and continuing basis.

There was a $375,000 provision made during the three months period ended March 31, 2018, compared to $325,000 for the same period in 2017. DNB's percentage of allowance for credit losses to total loans was 0.71% at March 31, 2018 compared to 0.69% and 0.66% at December 31, 2017 and March 31, 2017, respectively. Net charge-offs were $73,000, $1.2 million, and $280,000 during the three months ended March 31, 2018, year ended December 31, 2017, and three months ended March 31, 2017, respectively. The percentage of net charge-offs to total average loans were 0.01%, 0.15%, and 0.03% for those same respective periods. Management believes that the allowance for credit losses is adequate, but continues to monitor it along with other performance metrics including those ratios related to non-performing loans. Management is not aware of any potential problem loans, which were accruing and current at March 31, 2018, where serious doubt exists as to the ability of the borrower to comply with the present repayment terms and that would result in a significant loss to DNB. Non-performing loans increased $855,000 during the three month period ended March 31, 2018. The ratio of the allowance for credit losses as a percentage of loans reflects management's estimate of the level of inherent losses in the portfolio, which has been impacted by a slow economy, a weakened housing market and deterioration in income-producing properties.

We typically establish a general valuation allowance on classified loans which are not individually impaired. In establishing the general valuation allowance, we segregate these loans by category. The categories used by DNB include "doubtful," "substandard," "special mention," "watch list" and "pass." For commercial mortgage, commercial and construction loans, the determination of the category for each loan is based on periodic reviews of each loan by our lending and credit officers as well as an independent, third-party consultant. The reviews include a consideration of such factors as recent payment history, current financial data, cash flow, financial projections, collateral evaluations, guarantor or sponsorship financial strength and current economic and business conditions. Categories for residential mortgage and consumer loans are determined through a similar review. Classification of a loan within a category is based on identified weaknesses that increase the credit risk of loss on the loan. Each category carries a loss factor for the allowance percentage to be assigned to the loans within that category. The allowance percentage, is determined based on inherent losses associated with each type of lending as determined through consideration of our loss history with each type of loan, trends in credit quality and collateral values, and an evaluation of current economic and business conditions.

We establish a general allowance on non-classified loans to recognize the inherent losses associated with lending activities, but which, unlike specific allowances, have not been allocated to particular problem loans. This general valuation allowance is determined by segregating the loans by loan category and assigning allowance percentages to each category. An evaluation of each category is made to determine the need to further segregate the loans within each category by type. For our residential mortgage and consumer loan portfolios, we identify similar characteristics throughout the portfolio including credit scores, loan-to-value ratios and collateral. For our commercial mortgage and construction loan portfolios, a further analysis is made in which we segregated the loans by type based on the purpose of the loan and the collateral properties securing the loan. Various risk factors for each type of loan are considered, including the impact of general economic and business conditions, collateral value trends, credit quality trends and historical loss experience.

As of March 31, 2018, DNB had $13.4 million of non-performing assets, which included $8.4 million of non-performing loans and $5.0 million of OREO and other repossessed assets. This compares to $12.6 million of non-performing assets at December 31, 2017 which included $7.6 million of non-performing loans and $5.0 million of OREO and other repossessed assets. Loans are reviewed for impairment in accordance with FASB ASC 310-10-35. Impaired loans can either be secured or unsecured, not including large groups of smaller balance loans that are collectively evaluated. Impairment is measured by the difference between the loan amount and the present value of the future cash flow discounted at the loan's effective interest rate. Management measures loans for impairment by using the fair value of collateral for collateral dependent loans. In general, management reduces the amount of the appraisal by the estimated cost of acquisition and disposition of the underlying collateral and compares that adjusted value with DNB's carrying value. DNB establishes a specific valuation allowance on impaired loans that have a collateral shortfall and/or cashflow shortfalls, including estimated costs to sell in comparison to the carrying value of the loan. Of the $10.3 million of impaired loans ($8.4 million of non-performing loans, $1.4 million of performing TDRs, and a $512,000 performing ASC310-30 loan) at March 31, 2018, $1.1 million had valuation allowances of $174,000 and $9.2 million had no specific allowance. Of the $9.1 million of impaired loans ($7.6 million of non-performing loans, $1.0 million of performing TDRs, and a $520,000 performing ASC310-30 loan) at December 31, 2017, $491,000 had valuation allowances of $157,000 and $8.6 million had no specific allowance. For those impaired loans that management determined that no specific valuation allowance was necessary, management has reviewed the present value of the future cash flows or the appraisal for each loan and determined that no valuation was necessary. During the quarter ended March 31, 2018, DNB recognized $76,000 in total charge-offs, $59,000 of which related to impaired loans. An impaired loan may not represent an expected loss.

We typically order new third-party appraisals or collateral valuations when a loan becomes impaired or is transferred to OREO. This is done within two weeks of a loan becoming impaired or a loan moving to OREO. It generally takes two to eight weeks to receive the appraisals, depending on the type of property being appraised. We recognize any provision or related charge-off within two weeks of receiving the appraisal after the appraisal has been reviewed by DNB. We generally order a new appraisal for all impaired real estate loans having a balance of $100,000 or higher, every twelve months, unless management determines more frequent appraisals are necessary. We use updated valuations when time constraints do not permit a full appraisal process, to reflect rapidly changing market conditions. Because appraisals and updated valuations utilize historical data in reaching valuation conclusions, the appraised or updated value may or may not reflect the actual sales price that we will receive at the time of sale. Management uses the qualitative factor "Changes in the value of underlying collateral for collateral-dependent loans" to calculate any required reserve to mitigate this risk.

Real estate appraisals typically include up to three approaches to value: the sales comparison approach, the income approach (for income-producing property) and the cost approach. Not all appraisals utilize all three approaches to value. Depending on the nature of the collateral and market conditions, the appraiser may emphasize one approach over another in determining the fair value of collateral.

Appraisals may also contain different estimates of value based on the level of occupancy or future improvements. "As-is" valuations represent an estimate of value based on current market conditions with no changes to the collateral's use or condition. "As-stabilized" or "as-completed" valuations assume that the collateral is improved to a stated standard or achieves its highest and best use in terms of occupancy. "As-stabilized" valuations may be subject to a present value adjustment for market conditions or the schedule for improvements.

In connection with the valuation process, we will typically develop an exit strategy for the collateral by assessing overall market conditions, the current condition and use of the asset and its highest and best use. For most income-producing real estate, investors value most highly a stable income stream from the asset; consequently, we conduct a comparative evaluation to determine whether conducting a sale on an "as-is" basis or on an "as-stabilized" basis is most likely to produce the highest net realizable value and compare these values with the costs incurred and the holding period necessary to achieve the "as stabilized" value.

Our estimates of the net realizable value of collateral include a deduction for the expected costs to sell the collateral or such other deductions as deemed appropriate. For most real estate collateral, we apply a seven to ten percent deduction to the value of real estate collateral to determine our expected costs to sell the asset.

Analysis of Allowance for Credit Losses
(Dollars in thousands)

	Three Months Ended March 31, 2018	**Year Ended December 31, 2017**	**Three Months Ended March 31, 2017**
Beginning balance	**$ 5,843**	$ 5,373	$ 5,373
Provisions	**375**	1,660	325
Loans charged off:			
Residential mortgage	**(34)**	(85)	-
Commercial mortgage	**(13)**	(519)	(234)
Commercial:			
Commercial term	**(17)**	(683)	(105)
Commercial construction	-	-	-
Lease financing	-	-	-
Consumer:			
Home equity	**-**	-	-
Other	**(12)**	(38)	(10)
Total charged off	**(76)**	(1,325)	(349)
Recoveries:			
Residential mortgage	**1**	16	2
Commercial mortgage	-	51	50
Commercial:			
Commercial term	**2**	23	16
Commercial construction	-	42	-
Lease financing	-	1	1
Consumer:			
Home Equity	**-**	-	-
Other	-	2	-
Total recoveries	**3**	135	69
Ending balance	**$ 6,145**	$ 5,843	$ 5,418

The following table sets forth the composition of DNB's allowance for credit losses for the dates indicated.

Composition of Allowance for Credit Losses
(Dollars in thousands)

	March 31, 2018		December 31, 2017		March 31, 2017	
	Amount	Percent of Loan Type to Total Loans	Amount	Percent of Loan Type to Total Loans	Amount	Percent of Loan Type to Total Loans
Residential mortgage	$ 226	11 %	$ 221	11 %	$ 247	11 %
Commercial mortgage	2,987	58	2,856	57	2,597	57
Commercial:						
Commercial term	904	15	845	15	774	14
Commercial construction	1,219	9	1,128	9	1,059	10
Consumer:						
Home equity	176	6	183	7	196	7
Other	55	1	63	1	63	1
Unallocated	578	-	547	-	482	-
Total	$ 6,145	100 %	$ 5,843	100 %	$ 5,418	100 %
Reserve for unfunded loan commitments	$ 309		$ 348		$ 376	

NON-INTEREST INCOME

Non-interest income includes service charges on deposit products; fees received in connection with the sale of non-depository products and services, including fiduciary and investment advisory services offered through DNB First Investment Management and Trust; securities brokerage products and services and insurance products and services offered through DNB Investments & Insurance; and other sources of income such as increases in the cash surrender value of Bank Owned Life Insurance (“BOLI”), net gains on sales of investment securities, mortgage loans, SBA loans and OREO properties. In addition, DNB receives fees for cash management, mortgage banking, remote capture, merchant services, debit cards, safe deposit box rentals and similar activities.

Non-interest income for the three month period ended March 31, 2018 was $1.3 million, compared to $1.3 million for the same period in 2017. The $33,000 decrease during the three months ended March 31, 2018 was mainly attributable to decreases of $80,000 in gains from insurance proceeds and $50,000 in service charges (mostly NSF fees and business analysis charges). These decreases were offset by increases of $61,000 in wealth management, $25,000 in mortgage banking, and $14,000 in other fees (mostly servicing fee income).

NON-INTEREST EXPENSE

Non-interest expense for the three month period ended March 31, 2018 was $6.7 million, compared to $6.7 million for the same period in 2017. During the three months ended March 31, 2018, total non-interest expense decreased by $15,000. The decrease was primarily due to decreases of $77,000 in FDIC insurance (assessment rate decreased due to improved leverage ratio and increase in income over the last 12 months), $51,000 in due diligence and merger expense (no expense in 2018), $33,000 in other expenses (mostly due to decreased OREO expenses), $22,000 in occupancy (decreased maintenance agreement expenses and decreased rental expense), $9,000 in telecommunications, and $7,000 in furniture and equipment. These decreases were partially offset by increases of $131,000 in salaries and employee benefits, $17,000 in PA shares tax, $16,000 in advertising and marketing, and $10,000 in professional and consulting (mostly legal expenses).

INCOME TAXES

Income tax expense for the three month period ended March 31, 2018 was $582,000, compared to $1.0 million for the same period in 2017. The effective tax rate for the three month period ended March 31, 2018 was 18.2% compared to 29.6% for the same period in 2017. The decrease in effective tax rate was mainly attributable to adoption of the Tax Cuts and Jobs Act of 2017 which reduced the statutory rate from 34% to 21%. Income tax expense for each period differs from the amount determined at the statutory rate, due to tax-exempt income on loans and investment securities, DNB's ownership of BOLI policies, and tax credits recognized on a low-income housing limited partnership.

ASSET QUALITY

DNB continues to work diligently to improve asset quality by adhering to strict underwriting standards and improving lending policies and procedures. Non-performing assets totaled $13.4 million at March 31, 2018 compared to $12.6 million at December 31, 2017 and $12.7 million at March 31, 2017. The non-performing loans to total loans ratio was 0.97% at March 31, 2018, 0.89% at December 31, 2017, and 0.94% at March 31, 2017. The non-performing assets to total assets ratio was 1.22% at March 31, 2018, 1.16% at December 31, 2017, and 1.16% at March 31, 2017. The allowance to non-performing loans ratio was 73.1% at March 31, 2018, 77.4% at December 31, 2017, and 70.6% at March 31, 2017. Loans acquired in connection with the purchase of ERB have been recorded at fair value, in accordance with GAAP, and are based on an initial estimate of the expected cash flows, including a reduction for estimated credit losses, and without carryover of the respective portfolio’s historical allowance for credit losses. DNB will continually evaluate the loans acquired from ERB for additional impairment as part of our normal allowance review process. Non-performing assets have, and will continue to have, an impact on earnings; therefore management intends to continue working aggressively to reduce the level of such assets.

Non-performing assets are comprised of non-accrual loans, loans delinquent over ninety days and still accruing, as well as OREO and other repossessed assets. Non-accrual loans are loans for which the accrual of interest ceases when the collection of principal or interest payments is determined to be doubtful by management. It is the policy of DNB to discontinue the accrual of interest when principal or interest payments are delinquent 90 days or more (unless the loan principal and interest are determined by management to be fully secured and in the process of collection), or earlier if considered prudent. Interest received on such loans is applied to the principal balance, or may, in some instances, be recognized as income on a cash basis. A non-accrual loan may be restored to accrual status when management expects to collect all contractual principal and interest due and the borrower has demonstrated a sustained period of repayment performance in accordance with the contractual terms. OREO consists of real estate acquired by foreclosure or deed-in-lieu of foreclosure. Other repossessed assets are primarily assets from DNB’s consumer purchased chattel portfolio that were repossessed. OREO and other repossessed assets are carried at the lower of carrying value or estimated fair value, less estimated disposition costs. Any significant change in the level of non-performing assets is dependent, to a large extent, on the economic climate within DNB’s market area.

DNB's Credit Policy Committee monitors the performance of the loan portfolio to identify potential problem assets on a timely basis. Committee members meet to design, implement and review asset recovery strategies, which serve to maximize the recovery of each troubled asset. As of March 31, 2018, DNB had $14.2 million of substandard loans. Of the $14.2 million, $4.7 million are performing and are believed to require supervision and review greater than loans rated pass or special mention; and may, depending on the economic environment and other factors, become non-performing assets in future periods. The amount of performing substandard loans at December 31, 2017 was $4.5 million. The increase in special mention loans during the three months ended March 31, 2018 was primarily due to rating downgrades in the portfolio, specifically $989,000 of commercial mortgages and $1.8 million of commercial construction loans. The majority of the loans are secured by commercial real estate, with lesser amounts being secured by residential real estate, inventory and receivables.

The following table sets forth those assets that are: (i) placed on non-accrual status, (ii) contractually delinquent by 90 days or more and still accruing, and (iii) OREO as a result of foreclosure or voluntary transfer to DNB as well as other repossessed assets. In addition, the table sets forth DNB's asset quality and allowance coverage ratios at the dates indicated:

Non-Performing Assets
(Dollars in thousands)

	March 31, 2018	December 31, 2017	March 31, 2017
Non-accrual loans:			
Residential mortgage	**$ 2,033**	$ 1,915	$ 1,845
Commercial mortgage	**2,088**	2,259	1,885
Commercial:			
Commercial term	**3,015**	2,100	1,986
Commercial construction	**497**	514	1,248
Consumer:			
Home equity	**464**	466	460
Other	**311**	245	254
Total non-accrual loans	**8,408**	7,499	7,678
Loans 90 days past due and still accruing	**-**	54	-
Total non-performing loans	**8,408**	7,553	7,678
Other real estate owned & other repossessed property	**4,993**	5,012	5,000
Total non-performing assets	**$ 13,401**	$ 12,565	$ 12,678
Asset quality ratios:			
Non-performing loans to total loans	**0.97 %**	0.89 %	0.94 %
Non-performing assets to total assets	**1.22**	1.16	1.16
Allowance for credit losses to:			
Total loans	**0.71**	0.69	0.66
Non-performing loans	**73.1**	77.4	70.6

Troubled Debt Restructurings Loans whose terms are modified are classified as troubled debt restructurings ("TDR") if DNB grants such borrowers concessions and it is deemed that those borrowers are experiencing financial difficulty. Concessions granted under a troubled debt restructuring generally involve a temporary reduction in interest rate or an extension of a loan's stated maturity date. Non-accrual troubled debt restructurings are restored to accrual status if principal and interest payments, under the modified terms, are current for six consecutive months after modification. Loans classified as troubled debt restructurings are designated as impaired. The recorded investments in troubled debt restructured loans at March 31, 2018 and December 31, 2017 are as follows:

	March 31, 2018		
(Dollars in thousands)	**Pre-Modification Outstanding Recorded Investment**	**Post-Modification Outstanding Recorded Investment**	**Recorded Investment**
Residential mortgage	**$ 754**	**$ 883**	**$ 681**
Commercial mortgage	**992**	**992**	**977**
Consumer:			
Home equity	**148**	**148**	**144**
Other	**40**	**42**	**39**
Total	**$ 1,934**	**$ 2,065**	**$ 1,841**

	December 31, 2017		
(Dollars in thousands)	**Pre-Modification Outstanding Recorded Investment**	**Post-Modification Outstanding Recorded Investment**	**Recorded Investment**
Residential mortgage	$ 754	$ 883	$ 690
Commercial mortgage	992	992	982
Consumer:			
Home equity	148	148	146
Other	40	42	39
Total	$ 1,934	$ 2,065	$ 1,857

At March 31, 2018, DNB had eight TDRs with recorded investment totaling $1,841,000, five of which, totaling $1,121,000, are accruing loans in compliance with the terms of the modification. The remaining $720,000 represents three loans that were nonaccrual impaired loans and resulted in collateral evaluations. As a result of the evaluations, specific reserves and charge-offs have been taken where appropriate. DNB recognized partial charge-offs totaling $151,000 on two residential loans prior to their restructuring and $2,000 on one consumer installment loan after its restructuring. As of March 31, 2018, there were no defaulted TDRs as all TDRs were current with respect to their associated forbearance agreements. There were no defaults on TDRs during the three months ended March 31, 2018.

At December 31, 2017, DNB had eight TDRs with recorded investment totaling $1,857,000, five of which, totaling $1,128,000, were accruing loans in compliance with the terms of the modifications. The remaining $729,000 represents three loans that were nonaccrual impaired loans and resulted in collateral evaluations. As a result of the evaluations, specific reserves and charge-offs have been taken where appropriate. As of December 31, 2017, DNB recognized partial charge-offs totaling $151,000 on two residential loans prior to their restructuring and $2,000 on one consumer installment loan after its restructuring. As of December 31, 2017, there were no defaulted TDRs as all TDRs were current with respect to their associated forbearance agreements. There were no defaults on TDRs within twelve months of restructure during 2017. DNB classified three commercial mortgage loans totaling $992,000 as TDRs during the year ended December 31, 2017.

Impaired loans are measured for impairment using the fair value of the collateral for collateral dependent loans. Information regarding impaired loans is presented as follows:

(Dollars in thousands)	**At and For the Three Months Ended March 31, 2018**	**At and For the Year Ended December 31, 2017**	**At and For the Three Months Ended March 31, 2017**
Total recorded investment	**$ 10,304**	$ 9,130	$ 7,825
Impaired loans with a specific allowance	**1,107**	491	1,465
Impaired loans without a specific allowance	**9,197**	8,639	6,360
Average recorded investment	**9,718**	8,373	8,219
Specific allowance allocation	**174**	157	247
Total principal and interest collected	**157**	1,409	83
Interest income recorded	**22**	24	2

LIQUIDITY AND CAPITAL RESOURCES

Management maintains liquidity to meet depositors' needs for funds, to satisfy or fund loan commitments, and for other operating purposes. DNB's foundation for liquidity is a stable and loyal customer deposit base, cash and cash equivalents, and a marketable investment portfolio that provides periodic cash flow through regular maturities and amortization, or that can be used as collateral to secure funding. As part of its liquidity management, DNB maintains assets that comprise its liquidity, which totaled $109.2 million at March 31, 2018 compared to $109.3 million at December 31, 2017. Liquidity includes investments and restricted stock, Federal funds sold and cash and due from banks, less the amount of securities required to be pledged for certain liabilities. DNB also anticipates scheduled payments and prepayments on its loan and mortgage-backed securities portfolios.

In addition, DNB maintains borrowing arrangements with various correspondent banks, the Federal Home Loan Bank of Pittsburgh and the Federal Reserve Bank of Philadelphia to meet short-term liquidity needs. Through these relationships, DNB had available credit of approximately $549.2 million at March 31, 2018. As a member of the FHLB, we are eligible to borrow up to a specific credit limit which is determined by the amount of our residential mortgages, commercial mortgages and other loans that have been pledged as collateral. As of March 31, 2018, DNB's Maximum Borrowing Capacity with the FHLBP was $489.2 million. At March 31, 2018, DNB had borrowed $68.0 million and the FHLB had issued letters of credit, on DNB's behalf, totaling $55.0 million against its available credit lines. At March 31, 2018, DNB also had available $60.0 million of unsecured federal funds lines of credit with other financial institutions as well as $162.4 million of available short or long term funding through the Certificate of Deposit Account Registry Service (CDARS) program, $145.6 million of available short or long term funding through Raymond James' brokered CDs agreement, $152.0 million of available short or long term funding through DADavidson's brokered CDs agreement, and $25.0 million of available short or long term funding through Promontory's Insured Cash Sweep (ICS) program. Management believes that DNB has adequate resources to meet its short-term and long-term funding requirements.

At March 31, 2018, DNB had $199.6 million in un-funded loan commitments. Management anticipates these commitments will be funded by means of normal cash flows. Certificates of deposit greater than or equal to $250,000 scheduled to mature in one year or less from March 31, 2018 totaled $33.3 million. Management believes that the majority of such deposits will be reinvested with DNB and that certificates that are not renewed will be funded by a reduction in cash and cash equivalents or by pay-downs and maturities of loans and investments.

The Corporation and the Bank have each met the definition of "well capitalized" for regulatory purposes on March 31, 2018. The Bank's capital category is determined for the purposes of applying the bank regulators' "prompt corrective action" regulations and for determining levels of deposit insurance assessments and may not constitute an accurate representation of the Corporation's or the Bank's overall financial condition or prospects. The Corporation's capital exceeds the FRB's minimum leverage ratio requirements for bank holding companies (see additional discussion included in Note 18 of DNB's December 31, 2017 Form 10-K).

Under federal banking laws and regulations, DNB and the Bank are required to maintain minimum capital as determined by certain regulatory ratios. Capital adequacy for regulatory purposes, and the capital category assigned to an institution by its regulators, may be determinative of an institution's overall financial condition. Under the final capital rules that became effective on January 1, 2015, there was a requirement for a common equity Tier 1 capital conservation buffer of 2.5% of risk-weighted assets which is in addition to the other minimum risk-based capital standards in the rule. Institutions that do not maintain this required capital buffer will become subject to progressively more stringent limitations on the percentage of earnings that can be paid out in dividends or used for stock repurchases and on the payment of discretionary bonuses to senior executive management. The capital buffer requirement is being phased in over three years beginning in 2016. DNB must hold a capital conservation buffer above the adequately capitalized risk-based capital ratios. The capital conservation buffer is being phased in from 0.0% to 2.50% by 2019. The capital conservation buffer is 1.875% and 1.25% for 2018 and 2017, respectively.

The following table summarizes data and ratios pertaining to the Corporation and the Bank's capital structure.

(Dollars in thousands)	Actual Amount	Actual Ratio	For Capital Adequacy Purposes* Amount	For Capital Adequacy Purposes* Ratio	To Be Well Capitalized Under Prompt Corrective Action Provisions Amount	To Be Well Capitalized Under Prompt Corrective Action Provisions Ratio
DNB Financial Corporation						
March 31, 2018						
Total risk-based capital	**$ 116,681**	**13.56 %**	**$ 68,814**	**8.00 %**	**N/A**	**N/A**
Common Equity Tier 1 capital	**91,396**	**10.63**	**38,708**	**4.50**	**N/A**	**N/A**
Tier 1 risk-based capital	**100,396**	**11.67**	**51,611**	**6.00**	**N/A**	**N/A**
Tier 1 (leverage) capital	**100,396**	**9.33**	**43,061**	**4.00**	**N/A**	**N/A**
December 31, 2017						
Total risk-based capital	$ 113,400	13.73 %	$ 66,083	8.00 %	N/A	N/A
Common equity tier 1 capital	88,459	10.71	37,172	4.50	N/A	N/A
Tier 1 risk-based capital	97,459	11.80	49,562	6.00	N/A	N/A
Tier 1 (leverage) capital	97,459	9.19	42,426	4.00	N/A	N/A
DNB First, N.A.						
March 31, 2018						
Total risk-based capital	**$ 115,380**	**13.44 %**	**$ 68,689**	**8.00 %**	**$ 85,861**	**10.00 %**
Common Equity Tier 1 capital	**108,845**	**12.68**	**38,637**	**4.50**	**55,810**	**6.50**
Tier 1 risk-based capital	**108,845**	**12.68**	**51,517**	**6.00**	**68,689**	**8.00**
Tier 1 (leverage) capital	**108,845**	**10.12**	**43,010**	**4.00**	**53,763**	**5.00**
December 31, 2017						
Total risk-based capital	$ 112,050	13.59 %	$ 65,953	8.00 %	$ 82,441	10.00 %
Common equity tier 1 capital	105,859	12.84	37,098	4.50	53,587	6.50
Tier 1 risk-based capital	105,859	12.84	49,465	6.00	65,953	8.00
Tier 1 (leverage) capital	105,859	9.99	42,378	4.00	52,972	5.00

*Does not include capital conservation buffer of 1.875% and 1.25% for March 31, 2018 and December 31, 2017, respectively.

In addition, the Federal Reserve Bank (the "FRB") leverage ratio rules require bank holding companies to maintain a minimum level of "primary capital" to total assets of 5.5% and a minimum level of "total capital" to total assets of 6%. For this purpose, (i) "primary capital" includes, among other items, common stock, certain perpetual debt instruments such as eligible Trust preferred securities, contingency and other capital reserves, and the allowance for loan losses, (ii) "total capital" includes, among other things, certain subordinated debt, and "total assets" is increased by the allowance for loan losses. DNB's primary capital ratio and its total capital ratio are both well in excess of FRB requirements.

REGULATORY MATTERS

Dividends payable to the Corporation by the Bank are subject to certain regulatory limitations. Under normal circumstances, the payment of dividends in any year without regulatory permission is limited to the net profits (as defined for regulatory purposes) for that year, plus the retained net profits for the preceding two calendar years.

ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

To measure the impacts of longer-term asset and liability mismatches beyond two years, DNB utilizes an Economic Value of Equity ("EVE") model. The EVE model measures the potential price risk of equity to changes in interest rates and factors in the optionality included on the balance sheet. EVE analysis is used to dynamically model the present value of asset and liability cash flows, with rates ranging up or down 200 basis points. The EVE is likely to be different if rates change. Results falling outside prescribed ranges may require action by management. At March 31, 2018 and December 31, 2017, DNB's variance in the EVE as a percentage of assets with an instantaneous and sustained parallel shift of 200 basis points was within its negative 3% guideline, as shown in the following table. The change as a percentage of the present value of equity with a 200 basis point increase was within DNB's negative 25% guideline at March 31, 2018 and December 31, 2017.

(Dollars in thousands)		March 31, 2018				December 31, 2017	
Change in rates		**Flat**	**-200bp**	**+200bp**	**Flat**	**-200bp**	**+200bp**
EVE		**$ 150,958**	**$ 144,699**	**$ 143,971**	$ 129,535	$ 120,945	$ 123,710
Change			**(6,259)**	**(6,987)**		(8,590)	(5,825)
Change as % of assets			**(0.6%)**	**(0.6%)**		(0.8%)	(0.5%)
Change as % of PV equity			**(4.1%)**	**(4.6%)**		(6.6%)	(4.5%)

ITEM 4- CONTROLS AND PROCEDURES

DNB's Management, with the participation of our Chief Executive Officer and Chief Financial Officer, has reviewed and evaluated the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) as of March 31, 2018, the end of the period covered by this report, in accordance with the requirements of Exchange Act Rule 240.13a-15(b). Based on that evaluation, Management has concluded that DNB's current disclosure controls and procedures are effective.

Management of DNB is responsible for establishing and maintaining adequate internal control over financial reporting for DNB, as such term is defined in Rule 13a-15(f) under the Securities Exchange Act of 1934. There was no change in DNB's "internal control over financial reporting" (as such term is defined in Rule 13a-15(f) under the Exchange Act) that occurred during the fiscal quarter ended March 31, 2018, that has materially affected, or is reasonably likely to materially affect, DNB's internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Neither DNB nor any of its subsidiaries is a party to, nor is any of their property the subject of, any material legal proceedings other than ordinary routine litigation incident to their businesses.

ITEM 1A. RISK FACTORS

In addition to the other information set forth in this Quarterly Report, you should carefully consider the factors discussed in"Risk Factors" included within the 2017 Form 10-K. The risks described therein are not the only risks facing us. Additional risks and uncertainties not currently known to us or that we currently believe to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

There were no unregistered sales of equity securities during the quarter ended March 31, 2018. The following table provides information on repurchases by DNB of its common stock in each month of the quarter ended March 31, 2018:

Period	Total Number Of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (a)
January 1, 2018 – January 31, 2018	-	$ -	-	$ 63,016
February 1, 2018 – February 28, 2018	-	-	-	$ 63,016
March 1, 2018 – March 31, 2018	-	-	-	$ 63,016
Total	**-**	**$ -**	**-**	**$ 63,016**

On July 25, 2001, DNB authorized the buyback of up to 175,000 shares of its common stock over an indefinite period. On August 27, 2004, DNB increased the buyback from 175,000 to 325,000 shares of its common stock over an indefinite period.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

a) The following exhibits are filed or furnished herewith:

Exhibit Number	Description
2.1	Agreement and Plan of Merger by and between DNB Financial Corporation and East River Bank, dated as of April 4, 2016, filed as Exhibit 2.1 to Form 8-K on April 5, 2016 and incorporated herein by reference.
3.1	Amended and Restated Articles of Incorporation, as amended effective June 30, 2017, filed as Exhibit 3.1 to Form 8-K on July 3, 2017 and incorporated herein by reference.
3.2	Bylaws of the Registrant as amended January 27, 2016, filed as Exhibit 3.1 to Form 8-K on January 29, 2016 and incorporated herein by reference.
31.1	Rule 13a-14(a)/15d-14 (a) Certification of Chief Executive Officer, filed herewith.
31.2	Rule 13a-14(a)/15d-14 (a) Certification of Chief Financial Officer, filed herewith.
32.1	Section 1350 Certification of Chief Executive Officer, filed herewith.
32.2	Section 1350 Certification of Chief Financial Officer, filed herewith.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document

Pursuant to the requirements of Section 13 or 15(d) 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.

DNB FINANCIAL CORPORATION

May 8, 2018	BY:	/s/ William J. Hieb William J. Hieb, Chief Executive Officer, President and Director
May 8, 2018	BY:	/s/ Gerald F. Sopp Gerald F. Sopp, Chief Financial Officer and Executive Vice President

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Section 2: EX-31.1 (EX-31.1)

Exhibit 31.1

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

I, William J. Hieb, certify that:

1. I have reviewed this quarterly report on Form 10-Q of DNB Financial Corporation (the "Registrant");

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

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

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

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

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

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

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

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

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

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

/s/ William J. Hieb
William J. Hieb
Chief Executive Officer & President
May 8, 2018

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Section 3: EX-31.2 (EX-31.2)

Exhibit 31.2

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

I, Gerald F. Sopp, certify that:

1. I have reviewed this quarterly report on Form 10-Q of DNB Financial Corporation (the "Registrant");

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

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

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

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

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

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

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

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

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

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

/s/ Gerald F. Sopp
Gerald F. Sopp
Chief Financial Officer
May 8, 2018

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Section 4: EX-32.1 (EX-32.1)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of DNB Financial Corporation (the "Registrant") on Form 10-Q for the period ended March 31, 2018 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, William J. Hieb, Chief Executive Officer and President of the Registrant, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

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

/s/ William J. Hieb
William J. Hieb
Chief Executive Officer & President
May 8, 2018

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Section 5: EX-32.2 (EX-32.2)

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of DNB Financial Corporation (the "Registrant") on Form 10-Q for the period ended March 31, 2018 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Gerald F. Sopp, Chief Financial Officer of the Registrant, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

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

/s/ Gerald F. Sopp
Gerald F. Sopp
Chief Financial Officer
May 8, 2018

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