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Chesapeake Financial Shares, Inc. (CPKF - OTCQB)

CPKF: Fourth Quarter Results

Current Recommendation	**Hold**
Prior Recommendation	Buy
Date of Last Change	01/09/2014
Current Price (03/03/16)	$18.00
Twelve-Month Target Price	**$18.00**

OUTLOOK

CPKF's fourth quarter net earnings fell $0.7 million year over year, or 44%, to $0.9 million, while 2015's fourth quarter diluted EPS dropped by $0.19, or 45%, to $0.22 from $0.41 posted a year ago. This was a bit worse than our estimate, which had called for a $0.5 million decrease in net earnings to $1.2 million (off by $0.3 million) and a $0.12 decline in diluted EPS to $0.29 (off by $0.07). The primary reasons for the difference between reported results and our estimate was that net revenues were $0.1 million less than the $10.9 million we had anticipated, largely consisting of noninterest income that was $0.2 million lower than our projection as net securities gains and merchant card income were each $0.1 million below expectations, partly offset by net interest income that was $0.1 million higher than our estimate. On the other hand, total noninterest expense of $9.9 million was $0.6 million more than we had projected, primarily reflecting compensation expense that was $1.1 million higher than anticipated, partly offset by other miscellaneous noninterest expense that was $0.5 million lower than we thought it would be. CPKF recently increased the dividend 7%, and has increased its annual dividend payment every year for the past twenty-five years since 1991. In 2015 for the eighth consecutive year, Chesapeake Financial Shares, Inc. has been included in the American Banker magazine listing of the "Top 200 Community Banks" in the United States, ranking #34 out of about 6,000 community banks. We are currently reviewing our estimates and will issue a more comprehensive report when detailed financial information becomes available within the next few weeks.

SUMMARY DATA

52-Week High	**$18.10**
52-Week Low	**$15.52**
One-Year Return (%)	**17.68**
Beta	**0.10**
Average Daily Volume (sh)	**1,641**
Shares Outstanding (mil)	**4**
Market Capitalization ($mil)	**$71**
Short Interest Ratio (days)	**0.03**
Institutional Ownership (%)	**0**
Insider Ownership (%)	**40**
Annual Cash Dividend	**$0.48**
Dividend Yield (%)	**2.67**
5-Yr. Historical Growth Rates	
Net Revenue (%)	**3.5**
Earnings Per Share (%)	**3.1**
Dividend (%)	**9.3**
P/E using TTM EPS	**11.0**
P/E using 2015 Estimate	**11.0**
P/E using 2016 Estimate	**10.0**
Zacks Rank	**N/A**

Risk Level	**Average**
Type of Stock	**Small-Value**
Industry	**Banks-Southeast**
Zacks Rank in Industry	**N/A**

ZACKS ESTIMATES

Net Revenue
(in millions of $)

	Q1 (Mar)	Q2 (Jun)	Q3 (Sep)	Q4 (Dec)	Year (Dec)
2013	9.5 A	10.0 A	9.6 A	9.6 A	39.0 A
2014	9.0 A	9.6 A	9.3 A	9.7 A	37.7 A
2015	9.8 A	10.6 A	11.1 A	10.8 A	42.3 A
2016					44.3 E

Earnings per Share*
(EPS is operating earnings before nonrecurring items)

	Q1 (Mar)	Q2 (Jun)	Q3 (Sep)	Q4 (Dec)	Year (Dec)
2013	0.53 A	0.46 A	0.38 A	0.30 A	1.66 A
2014	0.32 A	0.48 A	0.23 A	0.41 A	1.43 A
2015	0.47 A	0.54 A	0.40 A	0.22 A	1.64 A
2016					1.80 E

Quarterly EPS may not add to total due to changes in shares outstanding.
* Per share data have been adjusted for a 5-for-6 stock split, paid to shareholders in mid-October 2014.

FOURTH QUARTER

CPKF's fourth quarter net earnings fell $0.7 million year over year, or 44%, to $0.9 million, while 2015's fourth quarter diluted EPS dropped by $0.19, or 45%, to $0.22 from $0.41 posted a year ago.

This was a bit worse than our estimate, which had called for a $0.5 million decrease in net earnings to $1.2 million (off by $0.3 million) and a $0.12 decline in diluted EPS to $0.29 (off by $0.07).

The primary reasons for the difference between reported results and our estimate was that net revenues were $0.1 million less than the $10.9 million we had anticipated, largely consisting of noninterest income that was $0.2 million lower than our projection as net securities gains and merchant card income were each $0.1 million below expectations, partly offset by net interest income that was $0.1 million higher than our estimate.

On the other hand, total noninterest expense of $9.9 million was $0.6 million more than we had projected, primarily reflecting compensation expense that was $1.1 million higher than anticipated, partly offset by other miscellaneous noninterest expense that was $0.5 million lower than we thought it would be.

The major reasons for the fourth quarter's $0.7 million decrease in net earnings versus the prior-year quarter were a $1.8 million, or 22%, rise in total noninterest expense from greater compensation costs and merchant card expense, partly offset by a $1.1 million, or 27%, advance in noninterest income.

For the year, CPKF posted net income before nonoperating items of $6.7 million, or $1.64 per diluted share, up 16% from the $5.8 million, or $1.43 per diluted share, posted in 2014. Results in 2015 exclude a $1.0 million pretax gain on the redemption of trust preferred securities ($0.7 million or $0.18 per share on an aftertax basis), while results in 2014 exclude a $1.1 million pretax gain on the redemption of trust preferred securities ($0.8 million or $0.19 per share on an aftertax basis).

Primary contributors to this result were a $4.3 million, or 29%, gain in noninterest income from higher merchant card income and net securities gains and a 60% decline in the loan loss provision to $241,000 from $600,000 in the prior year. These positives were partly offset by a $2.1 million, or 14%, rise in compensation costs, a $1.6 million increase in noninterest expense, largely due to higher merchant card expense, and an effective tax rate that was 260 basis more than the 12.7% posted a year ago. (All per share data in this report have been adjusted for a 6-for-5 stock split, paid to shareholders in mid-October 2014.)

As to quarterly results, net interest income was flat year over year in the fourth quarter at $6.0 million ($0.1 million above our $5.9 million estimate), as an estimated 3% increase in average interest-earning assets was partly offset by a net interest margin that we estimate was lower than the 4.60% earned in the year-ago quarter.

Noninterest income increased $1.1 million, or 27%, year over year to $4.8 million from higher merchant card income (up $0.8 million), cash flow income (up $0.1 million), and service charges on deposit accounts (up $0.1 million).

Noninterest expense advanced $1.8 million, or 22%, to $9.9 million ($0.6 million more than the $9.3 million we had projected) from the prior-year quarter, largely reflecting greater compensation costs (up $1.1 million) and merchant card expense (up $0.7 million).

The loan loss provision declined by $66,000 to $84,000 from $150,000 in the year-ago quarter and was higher than our $50,000 estimate. Loan loss reserves fell $0.1 million to $5.5 million (1.33% of loans) compared with the third quarter (1.42% of loans), and were $0.9 million below the $6.6 million (1.63% of loans) in the year-ago quarter.

As to other asset quality measures, CPKF recorded net charge-offs of $182,000 in the fourth quarter. This compares to net charge-offs of $333,000 in the year-ago quarter and net charge-offs of $558,000 for the full year in 2014.

CEO Jeffrey M. Szyperski noted that CPKF's total delinquencies 30 days and over decreased 22% to 2.235% of total loans at December 31, 2015 from 2.863% at December 31, 2014.

Gross loans increased $22 million, or about 6%, year over year, and about $19 million, or 5%, sequentially to $413 million.

CPKF posted a 4.9% ROE and 0.54% ROA for the fourth quarter of 2015, compared to 9.4% and 0.99%, respectively, in the prior-year quarter.

CPKF opened a new branch in Richmond, Virginia in late September 2015 and in October 2015 opened a loan production office in Chester, Virginia (for commercial loans), as part of its long-term strategy emphasizing planned thoughtful expansion.These two locations will house all of CPKF's Richmond area associates, from loan production to banking to wealth management.

On July 17, 2015, CPKF's Board of Directors approved a 6.7% increase in the quarterly dividend to $0.12 from $0.1125, paid on September 15, 2015 to shareholders of record on September 1, 2015. Notably, CPKF has increased the annual dividend payment every year for the past twenty-four years since 1991.

This feat was recently recognized by SNL Financial in a report that cited CPKF as one of only 20 banks in the country (and only two in Virginia) to increase dividends by at least 2% per year and at least a cumulative 30% over the past five years. The company recorded cumulative dividend growth of 51.1% over the 2008-2013 period.

In 2015 for the eighth consecutive year, Chesapeake Financial Shares, Inc. has been included in the American Banker magazine (formerly US Banker magazine) listing of the "Top 200 Community Banks" in the United States. The bank ranked at #34 in the nation out of approximately 6,000 community banks in the study, up from #148, when CPKF first broke into the rankings in 2008. The ranking is based on a three-year average of return on average equity (ROAE), which for CPKF was12.64%.

We are currently reviewing our estimates and will issue a more comprehensive report when detailed financial information becomes available within the next few weeks.

OVERVIEW

Chesapeake Financial Shares, Inc. (CPKF or the Company) is a financial holding company headquartered in Kilmarnock, Virginia, with $679 million in total assets at December 31, 2015. CPKF is predominantly a small business lender with 13 branch offices and one loan production office that serve customers in the eastern region of Virginia between the Potomac and James Rivers. CPKF, which began as Lancaster National Bank on April 13, 1900, has a long history and strong ties with the communities it serves.

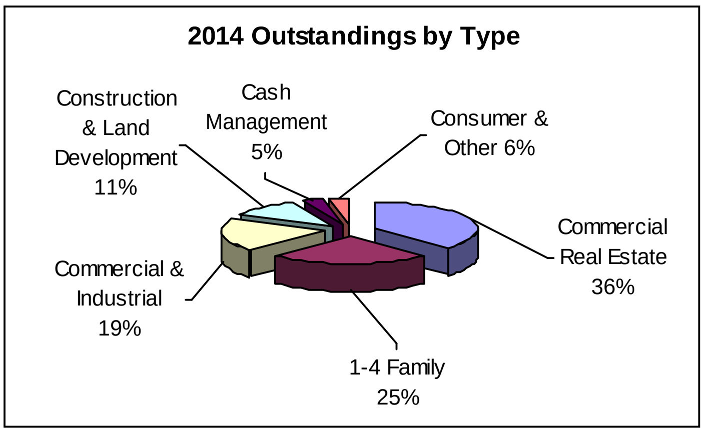
Operations are carried on through Chesapeake Bank, a state-chartered bank as well as Federal Reserve and FDIC member bank, and Chesapeake Investment Group, Inc. (CIG), an independent wealth management firm that manages about $356 million in assets (at 2014 yearend) through its subsidiaries involved in asset management (CIG is a registered investment adviser), brokerage, and trust services. Other activities of the Company include Chesapeake Payment Systems, Cash Flow program, Clear Sky accounts, and its secondary market mortgage banking operation.

Chesapeake Payment Systems offers merchant processing services such as credit card and debit card processing, electronic benefits transfers, and loyalty and gift card processing to companies involved in travel, entertainment, restaurant, hospitality, retail, mail order, and e-commerce. At yearend 2014, Chesapeake Payment Systems had 535 merchants in its system and processed over $129 million in merchant card transactions. In addition, Chesapeake Payment Systems has also partnered with three independent sales organizations (ISOs) to expand its processing footprint.

The Cash Flow program, which provides an attractive financing option to growing businesses, involves the purchase of the client company's accounts receivables. The Cash Flow program is currently offered in the Eastern half of the United States and had 77 customers at the end of 2014.

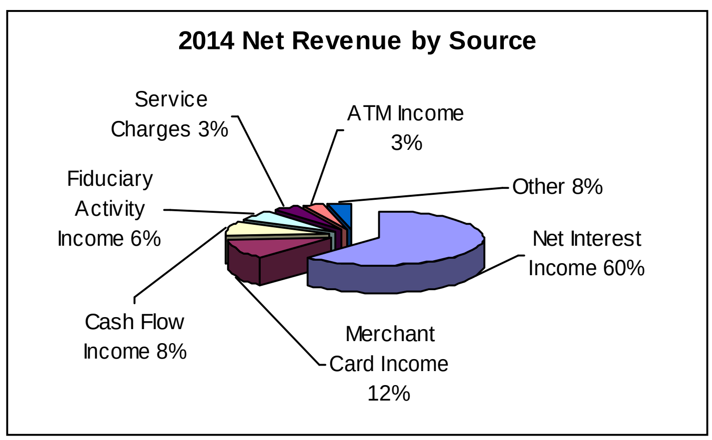
Clear Sky accounts, which offer internet-based retail deposit services for checking and saving accounts and certificates of deposit (CDs), expands CPKF's retail deposit base geographically. At December 31, 2014, Clear Sky deposits totalled $30 million, with customers in all 50 states.

Through Chesapeake's secondary market mortgage banking operation, the Company services a $219 million loan portfolio (as of December 31, 2014) of residential mortgage loans for Federal Home Loan Mortgage Corporation (FHLMC or Freddie Mac), for which it earns a 25 basis-point fee (approximately $560,000 annually) on the outstanding loan portfolio balance. Additionally, CPKF earns a pare-off fee for residential mortgage loans that are originated and closed with FHLMC, which added $272,000 to revenues in 2014 (both types of fees are included in other noninterest income in the Company's financial statements).



The lending portfolio is dominated by real estate loans, as shown in the chart at left. At December 31, 2014, the lending book consisted of commercial real estate (accounting for 36% of total gross outstandings), 1-4 family (25%), commercial and industrial (19%), construction and land development (11%), cash flow (5%), and consumer and other (6%). A majority of loans are secured, usually by real estate, inventory, accounts receivable, equipment, machinery, or corporate assets.

At December 31, 2014, the liquidity portfolio, which consists of cash, short-term investments, federal funds sold, and US agency mortgage obligations, represented about 9% of total assets and 19% of the securities portfolio. In addition, the available-for-sale portfolio includes municipal and private label mortgage securities, which accounted for 64% and 17%, respectively, of the total. Core deposits represented 85% of total deposits at December 31, 2014, with certificates of deposit larger than $100,000 at 15%.



In 2014, net interest income contributed 60% of net revenue, with a significant 40% coming from noninterest income sources. Major contributors to noninterest income include merchant card income (12% of net revenues), cash flow income (8%), income from fiduciary activities (6%), service charges on deposit accounts (3%), and ATM income (3%).

VALUATION

CPKF stock is up 3.7% year to date, better than the 4.4% median decrease for the small-cap bank industry, as well as the 2.5% price decline for the S&P 500, as shown in the following table.

At its current price, CPKF is trading at a discount to the industry median P/E of 4% in 2016, based upon our current CPKF EPS estimate for 2016. This is above the average 30% P/E discount for CPKF, based upon recent historical P/E averages. Applying the historical discount of 30% to our 2016 EPS estimate results in a price of about $13.00.

Turning to Price/Tangible Book Value, CPKF is valued at 0.96X versus the industry median of 1.25X. This represents a 23% discount, well below the average historical premium of 13% for CPKF since mid-2008. Applying the historical premium of 13% to our estimated book value for CPKF twelve months out results in a price of approximately $23.00.

While we recognize that CPKF is still undervalued particularly on a book value basis (CPKF's current book value is $18.92), we believe that there is no immediate catalyst to drive the stock price higher over the near term.

Accordingly, we have chosen the $18.00 midpoint of the wide range of values based upon CPKF's 2016 P/E of $13.00 and Price/Tangible Book Value of $23.00 as our new target price.

Industry Comparables - Small-cap Banks

		Price / Earnings Ratios					Return on Equity		Return on Assets		
	Pr Chg YTD	TTM* EPS	2016E	2017E	5-Yr Avg	Price/ Book	TTM*	5-Yr Avg	TTM*	5-Yr Avg	Div Yld
Chesapeake Finc'l	**3.7**	**11.0**	**10.0**	**-----**	**8.5**	**0.96**	**10.1**	**14.7**	**1.11**	**1.36**	**2.7**
S&P 500	(2.5)	19.1	16.5	14.9	16.4	9.2	31.5	-----	8.6	-----	2.3
Median	**(4.4)**	**12.2**	**10.4**	**9.2**	**12.5**	**1.25**	**8.9**	**7.5**	**0.90**	**0.69**	**2.2**
Average	(4.2)	14.4	9.7	6.7	14.4	1.1	8.7	7.2	0.9	0.7	2.0
High	15.9	71.8	77.0	28.9	45.5	2.0	14.9	14.7	1.3	1.6	5.6
Low	(17.5)	-----	-----	-----	-----	0.6	0.7	(6.1)	0.1	(0.5)	-----

*Trailing twelve months

PROJECTED INCOME STATEMENT & BALANCE SHEET - ANNUAL

Chesapeake Financial Shares, Inc.

Income Statement and Balance Sheet

(Dollars in millions, except per share data)

Summary Financial Data	**12/10**	**12/11**	**12/12**	**12/13**	**12/14**	**12/15P**	**12/16E**
Net interest income	21.8	22.8	23.1	23.3	23.1	23.4	24.4
Non-interest income	13.8	13.7	15.0	15.7	14.6	18.9	19.9
Total net revenue	35.6	36.5	38.1	39.0	37.7	42.3	44.3
Loan loss provision	2.5	1.2	0.6	1.1	0.6	0.2	0.3
Non-interest expense	26.2	26.4	27.8	29.8	30.5	34.1	34.9
Income taxes & other	1.5	1.9	2.0	1.5	0.8	1.3	1.7
Zacks adjusted income before NRI	5.4	7.0	7.7	6.6	5.8	6.7	7.4
GAAP net income	5.4	7.0	7.7	7.4	6.5	7.4	7.4
Diluted EPS before NRI	1.41	1.80	1.94	1.66	1.43	1.64	1.80
Reported EPS	1.41	1.80	1.94	1.84	1.62	1.82	1.80
Dividends per share	0.30	0.33	0.38	0.43	0.45	0.47	0.48
Liquid assets	73.2	97.9	92.1	89.9	62.8	45.9	52.9
Outstandings, gross	382.3	373.1	397.6	401.0	410.4	437.2	453.1
Total assets	607.7	638.0	667.7	661.8	663.2	679.1	699.7
Core deposits	396.2	430.4	459.0	467.2	480.5	486.0	514.8
Purchased funds	127.2	113.3	118.4	105.3	82.4	79.5	81.1
Long-term debt	40.0	39.6	26.0	25.9	20.6	31.2	19.0
Shareholders' equity	41.1	51.2	60.9	61.8	70.6	76.0	80.7
Profitability							
Return on avg assets	0.90%	1.13%	1.19%	1.01%	0.87%	1.00%	1.07%
Return on avg equity	13.55%	15.31%	14.87%	10.74%	9.14%	9.08%	9.45%
Net interest margin	4.40%	4.70%	4.60%	4.60%	4.60%		4.30%
Loan loss provision % avg assets	0.41%	0.19%	0.09%	0.17%	0.09%		0.04%
Noninterest income % avg assets	2.30%	2.21%	2.33%	2.40%	2.20%	2.83%	2.91%
Noninterest expense % avg assets	4.34%	4.27%	4.32%	4.55%	4.61%	5.12%	5.09%
Preprovision pretax income % avg assets	1.57%	1.62%	1.60%	1.41%	1.09%	1.22%	1.37%
Tangible efficiency ratio	73%	71%	71%	75%	81%	82%	79%
Payout ratio	21%	18%	19%	23%	28%	26%	27%
Asset Quality							
Net charge-offs % avg outstandings	0.48%	0.22%	0.18%	0.29%	0.14%		0.14%
Allowance % outstandings	1.90%	2.01%	1.88%	1.75%	1.88%		1.44%
NPAs % loans + OREO	3.91%	4.48%	4.93%	5.20%	4.20%		2.79%
Allowance % NPAs	48%	44%	32%	30%	37%		51%
Liquidity & Funding							
Liquid assets % purchased funds	58%	86%	78%	85%	76%	58%	65%
Core deposits % outstandings	104%	115%	115%	117%	117%	111%	114%
Liquid assets % assets	12%	15%	14%	14%	9%	7%	8%
Outstandings % assets	63%	58%	60%	61%	62%	64%	65%
Capital Adequacy							
Total equity % assets	6.76%	8.03%	9.12%	9.34%	10.65%	11.19%	11.53%
Tangible equity % assets	6.76%	8.03%	9.12%	9.34%	10.65%	11.19%	11.53%
Tier 1 capital ratio	12.07%	12.20%	13.55%	14.23%	14.69%		
Total capital ratio	13.54%	13.40%	14.80%	15.48%	15.94%		
Parent Company Statistics							
Interest coverage	2.6X	2.1X	4.4X	9.2X	27.3X		7.5X
Interest & dividend coverage	1.1X	0.9X	1.5X	1.5X	3.7X		1.3X
Short-term debt coverage	Lge	Lge	Lge	Lge	Lge		Lge
Total debt coverage	0.8X	0.8X	0.9X	1.0X	0.9X		0.9X
Double leverage	134.7%	127.2%	121.7%	119.7%	109.3%		114.2%

PROJECTED INCOME STATEMENT & BALANCE SHEET - QUARTERLY

Chesapeake Financial Shares, Inc.

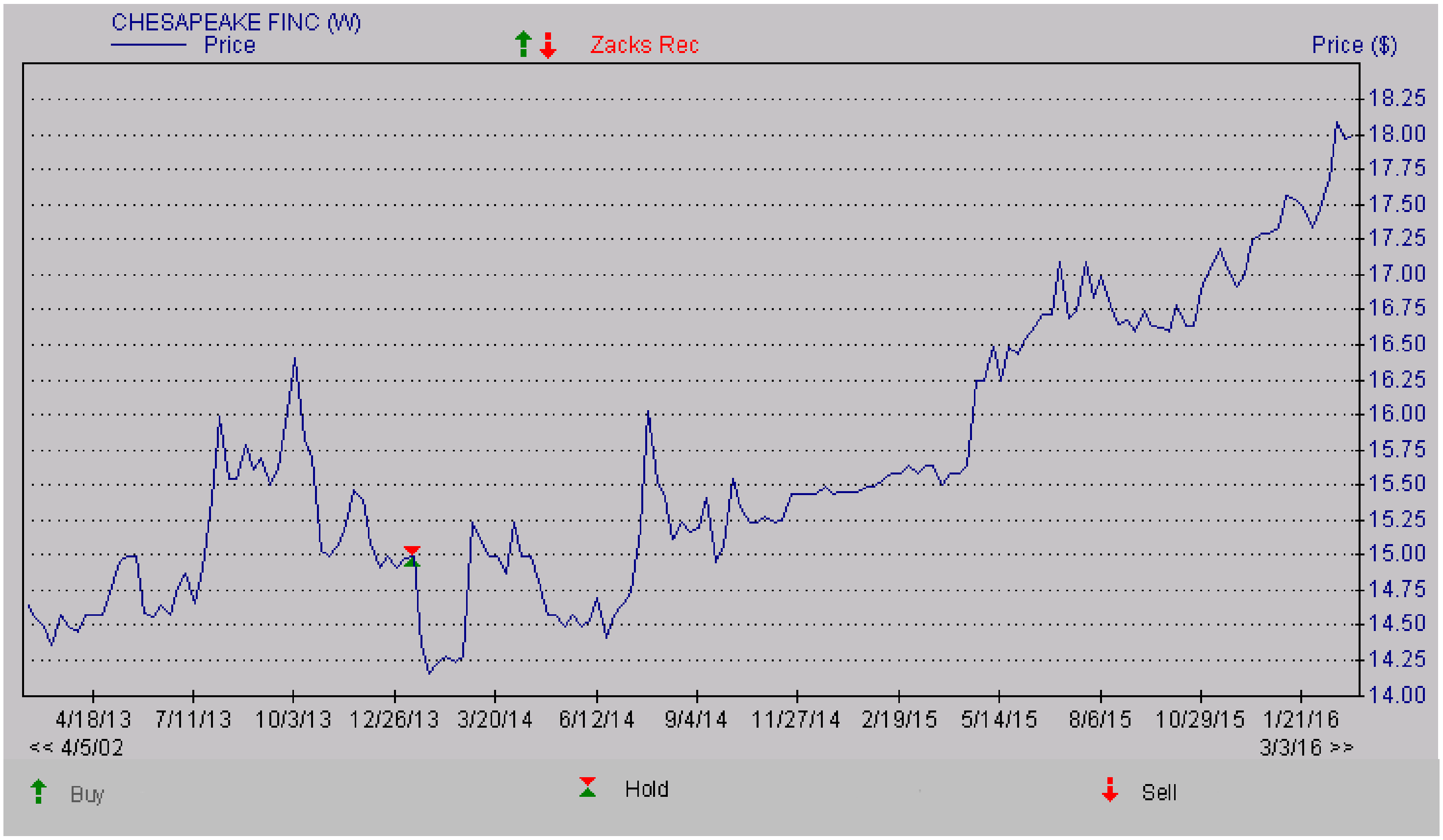
Income Statement and Balance Sheet

(Dollars in millions, except per share data)

	2014				2015			
Summary Financial Data	**Q1 A**	**Q2 A**	**Q3 A**	**Q4 A**	**Q1 A**	**Q2 A**	**Q3 A**	**Q4 P**
Net interest income	5.6	5.7	5.9	6.0	5.9	5.8	5.8	6.0
Non-interest income	3.4	4.0	3.4	3.7	3.9	4.8	5.3	4.8
Total net revenue	9.0	9.7	9.3	9.7	9.8	10.6	11.1	10.8
Loan loss provision	0.2	0.2	0.2	0.2	0.1	0.1	0.0	0.1
Non-interest expense	7.2	7.2	8.0	8.1	7.4	7.8	9.1	9.9
Income taxes & other	0.4	0.4	0.2	(0.2)	0.4	0.5	0.3	(0.1)
Zacks adjusted income before NRI	1.3	1.9	0.9	1.6	1.9	2.2	1.7	0.9
GAAP net income	1.3	1.9	1.7	1.6	2.6	2.2	1.7	0.9
Diluted EPS before NRI	0.32	0.48	0.23	0.41	0.48	0.54	0.40	0.22
Reported EPS	0.32	0.48	0.42	0.41	0.66	0.54	0.40	0.22
Dividends per share	0.11	0.11	0.11	0.11	0.11	0.11	0.11	0.12
Liquid assets	90.1	70.1	63.2	62.8	51.1	55.6	51.9	45.9
Outstandings, gross	404.7	400.6	409.4	410.4	420.6	414.0	418.6	437.2
Total assets	669.2	655.0	658.0	663.2	663.1	665.1	665.8	679.1
Core deposits	480.4	462.5	477.4	480.5	482.0	486.1	489.8	486.0
Purchased funds	95.2	93.1	84.0	82.4	82.9	84.4	79.5	79.5
Long-term debt	26.0	25.9	20.7	20.6	19.3	15.5	15.4	31.2
Shareholders' equity	64.5	67.0	68.9	70.6	73.2	72.9	74.6	76.0
Profitability								
Return on avg assets*	0.78%	1.15%	0.55%	0.99%	1.16%	1.00%	0.99%	0.54%
Return on avg equity *	8.26%	11.56%	5.35%	9.40%	10.67%	12.49	8.95%	4.85%
Net interest margin*	4.46%	4.48%	4.55%	4.60%	4.41%	4.32%	4.33%	
Loan loss provision % avg assets*	0.09%	0.09%	0.09%	0.09%	0.04%	0.13%	0.01%	
Noninterest income % avg assets*	2.06%	2.39%	2.09%	2.28%	2.36%	2.00%	3.18%	2.85%
Noninterest expense % avg assets*	4.32%	4.35%	4.85%	4.93%	4.44%	4.54%	5.46%	5.90%
Preprovision pretax inc.% avg assets*	1.10%	1.47%	0.82%	0.97%	1.46%	1.22%	1.20%	0.54%
Tangible efficiency ratio	80%	74%	85%	84%	77%	75%	83%	92%
Payout ratio	35%	23%	27%	28%	17%	21%	28%	54%
Asset Quality								
Net charge-offs % avg outstandings*	(0.07)%	0.24%	0.05%	0.32%	0.27%	0.06%	0.57%	
Allowance % outstandings	1.83%	1.87%	1.89%	1.88%	1.80%	1.72%	1.59%	
NPAs % loans + OREO	5.09%	4.50%	3.90%	4.20%	3.48%	3.95%	3.43%	
Allowance % NPAs	31%	35%	41%	37%	42%	38%	39%	
Liquidity & Funding								
Liquid assets % purchased funds	95%	75%	75%	76%	62%	66%	65%	58%
Core deposits % outstandings	119%	115%	117%	117%	115%	117%	117%	111%
Liquid assets % assets	13%	11%	10%	9%	8%	8%	8%	7%
Outstandings % assets	60%	61%	62%	62%	63%	62%	63%	64%
Capital Adequacy								
Total equity % assets	9.64%	10.23%	10.47%	10.65%	11.05%	10.97%	11.21%	11.19%
Tangible equity % assets	9.64%	10.23%	10.47%	10.65%	11.05%	10.97%	11.21%	11.19%
Tier 1 capital ratio	14.41%	14.84%	14.22%	14.69%	13.85%	14.15%	14.23%	
Total capital ratio	15.66%	16.09%	15.47%	15.94%	15.10%	15.40%	15.48%	

*Annualized.

HISTORICAL ZACKS RECOMMENDATIONS



DISCLOSURES

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