FIRST NATIONAL COMMUNITY BANCORP INC
Form 10-Q
August 10, 2012
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2011

OR

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

For the transition period from to

Commission File No. 000-53869

FIRST NATIONAL COMMUNITY BANCORP, INC.

(Exact Name of Registrant as Specified in Its Charter)

Pennsylvania (State or Other Jurisdiction of Incorporation or Organization)	**23-2900790** (I.R.S. Employer Identification No.)
102 E. Drinker St., Dunmore, PA (Address of Principal Executive Offices)	**18512** (Zip Code)

Registrant s telephone number, including area code **(570) 346-7667**

(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 x

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 o NO o

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

Large Accelerated Filer o	Accelerated Filer x
Non-Accelerated Filer o	Smaller reporting company o

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

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

Common Stock, $1.25 par value	**16,442,119 shares**
(Title of Class)	(Outstanding at August 6, 2012)

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FIRST NATIONAL COMMUNITY BANCORP, INC.

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PART I. Financial Information

Item 1. Financial Statements

FIRST NATIONAL COMMUNITY BANCORP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

(unaudited)

(in thousands, except share data)	**March 31, 2011**	**December 31, 2010**
Assets		
Cash and cash equivalents:		
Cash and due from banks	$ 19,339	$ 18,934
Interest-bearing deposits in other banks	52,385	55,571
Total cash and cash equivalents	71,724	74,505
Securities		
Available-for-sale at fair value	246,994	251,072
Held-to-maturity at amortized cost (fair value $1,897 and $1,857)	2,018	1,994
Stock in Federal Home Loan Bank of Pittsburgh, at cost	9,796	10,311
Loans held for sale	1,247	3,557
Loans, net of allowance for loan and lease losses of $24,230 and $22,575	733,173	735,813
Bank premises and equipment, net	19,109	19,310
Accrued interest receivable	3,088	3,119
Refundable federal income taxes	12,411	12,409
Intangible assets	921	963
Bank-owned life insurance	26,178	25,982
Other real estate owned	8,610	9,633
Other assets	15,617	18,630
Total Assets	$ 1,150,886	$ 1,167,298
Liabilities		
Deposits		
Demand	$ 85,785	$ 93,215
Interest-bearing demand	339,499	349,185
Savings	92,724	90,037
Time ($100,000 and over)	198,650	189,526
Other time	244,291	260,473
Total deposits	960,949	982,436
Borrowed funds		
FHLB advances	106,071	101,887
Subordinated debentures	25,000	25,000
Junior subordinated debentures	10,310	10,310
Other debt	187	407
Total borrowed funds	141,568	137,604
Accrued interest payable	3,045	2,763
Other liabilities	12,304	12,440
Total liabilities	1,117,866	1,135,243

Shareholders Equity		
Common Shares ($1.25 par)		
Authorized: 50,000,000 shares as of March 31, 2011 and December 31, 2010		
Issued and outstanding: 16,438,791 shares as of March 31, 2011 and 16,433,020 shares as of December 31, 2010	20,548	20,541
Additional paid-in capital	61,551	61,539
Accumulated Deficit	(38,408)	(37,882)
Accumulated other comprehensive loss		
Unrealized holding loss on available-for-sale securities, net of taxes	(4,880)	(6,174)
Unrealized non-credit holding loss on OTTI available-for-sale securities, net	(5,791)	(5,969)
Total accumulated other comprehensive loss, net of taxes	(10,671)	(12,143)
Total shareholders equity	33,020	32,055
Total Liabilities and Shareholders Equity	$ 1,150,886	$ 1,167,298

The accompanying notes to consolidated financial statements are an integral part of these statements.

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FIRST NATIONAL COMMUNITY BANCORP, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except share data)	**Three months ended March 31, 2011 (unaudited)**	**2010 (unaudited)**
Interest income		
Interest and fees on loans	$ 9,093	$ 12,132
Interest and dividends on securities:		
U.S. government agencies	922	1,492
State and political subdivisions, tax-free	1,410	1,400
State and political subdivisions, taxable	13	20
Other securities	44	79
Total interest and dividends on securities	2,389	2,991
Interest on interest-bearing deposits and federal funds sold	26	36
Total interest income	11,508	15,159
Interest expense		
Deposits:		
Interest-bearing demand	612	1,032
Savings	95	129
Time ($100,000 and over)	698	931
Other time	1,241	1,940
Total interest on deposits	2,646	4,032
Interest on borrowed funds		
Interest on FHLB advances	869	1,451
Interest on subordinated debentures	562	539
Interest on junior subordinated debentures	51	50
Total interest on borrowed funds	1,482	2,040
Total interest expense	4,128	6,072
Net interest income before provision for loan and lease losses	7,380	9,087
Provision for loan and lease losses	1,744	5,108
Net interest income after provision for loan and lease losses	5,636	3,979
Non-interest income		
Service charges	727	813
Net gain on the sale of securities		1,196
Gross other-than-temporary impairment (OTTI) gains (losses)	274	(8,235)
Portion of (gain) loss recognized in other comprehensive income (OCI) (before taxes)	(274)	7,889
Other-than-temporary-impairment losses recognized in earnings		(346)
Net gain on the sale of loans held for sale	175	248
Net gain on the sale of other real estate	2,544	
Net gain on the sale of other assets	1	
Bank owned life insurance income	196	197
Other	339	383
Total non-interest income	3,982	2,491
Non-interest expense		
Salaries and employee benefits	3,396	3,108
Occupancy expense	677	647
Equipment expense	385	432
Advertising expense	161	119
Data processing expense	501	414
FDIC assessment	789	469
Bank shares tax	276	255
Expense of other real estate	567	135

Provision for off-balance sheet commitments		(234)		24
Legal expense		298		148
Professional fees		2,239		294
Insurance expense		99		80
Other operating expenses		990		1,170
Total non-interest expense		10,144		7,295
Loss before income taxes		(526)		(825)
Provision for income taxes				
Net loss	$	(526)	$	(825)
Loss Per Share				
Basic	$	(0.03)	$	(0.05)
Diluted	$	(0.03)	$	(0.05)
Cash Dividends Declared Per Common Share				
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING				
Basic		16,434,763		16,294,291
Diluted		16,434,763		16,294,291

The accompanying notes to consolidated financial statements are an integral part of these statements.

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FIRST NATIONAL COMMUNITY BANCORP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY

For the Three Months Ended March 31, 2011 and 2010

(UNAUDITED)

(in thousands)	Number of Common Shares		Common Stock		Additional Paid-in Capital		Accumulated Deficit		Accumulated Other Comprehensive Loss		Total Shareholders Equity
BALANCES, DECEMBER 31, 2009	16,289,970	$	20,362	$	61,190	$	(6,162)	$	(12,306)	$	63,084
Net loss for the year							(825)				(825)
Other comprehensive loss, net of tax:											
Net change in unrealized gains and losses on securities available for sale (AFS) net of tax of $10,365									(19,245)		
Non-credit related losses on securities not expected to be sold, net of tax benefit of $9,729									18,067		
Less reclassification adjustment for gains and (losses) included in net income, net of tax of $419									777		
Other comprehensive loss									(401)		(401)
Total comprehensive loss											(1,226)
Proceeds from issuance of common shares through dividend reinvestment plan	9,486		12		34						46
Balances, March 31, 2010	16,299,456	$	20,374	$	61,224	$	(6,987)	$	(12,707)	$	61,904
BALANCES, DECEMBER 31, 2010	16,433,020	$	20,541	$	61,539	$	(37,882)	$	(12,143)	$	32,055
Net loss for the year							(526)				(526)
Other comprehensive income, net of tax:											
Net change in unrealized gains and losses on securities available for sale (AFS) net of tax of $668									1,291		
Non-credit related gains on securities not expected to be sold, net of tax benefit of $93									181		
Other comprehensive income									1,472		1,472
Total comprehensive income											946
Proceeds from issuance of common shares through dividend reinvestment plan	5,771		7		12						19
Balances, March 31, 2011	16,438,791	$	20,548	$	61,551	$	(38,408)	$	(10,671)	$	33,020

The accompanying notes to consolidated financial statements are an integral part of these statements.

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FIRST NATIONAL COMMUNITY BANCORP, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)	Three months ended March 31, 2011 (unaudited)	2010 (unaudited)
Cash Flows from Operating Activities:		
Net Loss	$ (526)	$ (825)
Reconciliation of Net Loss to Net Cash Provided by Operating Activities:		
Investment securities accretion, net	(330)	(754)
Equity in trust	(1)	(1)
Depreciation and amortization	380	441
Provision for loan and lease losses	1,744	5,108
Provision for off balance sheet commitments	(234)	24
Gain on sale of investment securities		(1,196)
Other-than temporary impairment losses		346
Gain on the sale of loans held for sale	(175)	(248)
Gain on the sale of other real estate owned	(2,544)	
Write-down of other real estate owned	158	
Gain on sale of other assets	(1)	
Income from bank owned life insurance	(196)	(197)
Proceeds from the sale of loans held for sale	11,900	10,294
Funds used to originate loans held for sale	(9,415)	(9,988)
Increase (decrease) in interest payable	282	(298)
Decrease (increase) in accrued expenses and other liabilities	98	(147)
Decrease in interest receivable	31	396
Increase in refundable federal income taxes	(2)	
Decrease (increase) in prepaid expenses and other assets	2,461	(2,107)
Net Cash Provided by Operating Activities	3,630	848
Cash Flows from Investing Activities:		
Investment Securities :		
Proceeds from maturities, calls and principal payments	6,614	8,035
Proceeds from sales		24,687
Purchases		(18,904)
Purchases of Federal Reserve Bank stock		(290)
Redemption of FHLB stock	515	
Net increase in loans to customers	(1,384)	(226)
Proceeds from the sale of other real estate owned	5,513	
Purchases of bank premises and equipment	(173)	(437)
Proceeds from sale of other assets	8	
Net Cash Provided by Investing Activities	11,093	12,865
Cash Flows from Financing Activities:		
Net decrease in demand deposits, money market demand, interest-bearing demand accounts, and savings accounts	(14,429)	(7,472)
Net decrease in time deposits	(7,058)	(10,653)
Proceeds from issuance of subordinated debentures		1,900
Proceeds from FHLB advances	76,804	87,318
Repayment of FHLB advances	(72,620)	(90,971)
Repayment of other borrowed funds	(220)	(18)
Proceeds from issuance of common shares - share option plans	19	46
Net Cash Used in Financing Activities	(17,504)	(19,850)

Decrease in Cash and Cash Equivalents		(2,781)		(6,137)
Cash & Cash Equivalents at beginning of period		74,505		86,364
Cash & Cash Equivalents at end of period	$	71,724	$	80,227
Supplemental Cash Flow Information				
Cash paid during the period for:				
Interest	$	3,846	$	6,370
Other transactions:				
Principal balance of loans transferred to OREO		2,104		1,064
Transfer from loans held for sale to other assets		947		
Transfer from loans held for sale to loans		790		

The accompanying notes to consolidated financial statements are an integral part of these statements.

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FIRST NATIONAL COMMUNITY BANCORP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Notes to Consolidated Financial Statements

Note 1. Basis of Presentation

The consolidated financial statements are comprised of the accounts of First National Community Bancorp, Inc., and its wholly owned subsidiary, First National Community Bank (the Bank), as well as the Bank s wholly owned subsidiaries (collectively, the Company). All inter-company transactions and balances have been eliminated. The accounting and reporting policies of the Company conform to U.S. Generally Accepted Accounting Principles (GAAP) and general practices within the financial services industry. In the opinion of management, all adjustments necessary to a fair presentation of the results for the quarterly period ended March 31, 2011 have been included.

In preparing these consolidated financial statements, management has made estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the consolidated statements of financial condition and results of operations for the periods indicated. Actual results could differ significantly from those estimates. Material estimates that are particularly susceptible to change are the allowance for loan and lease losses (ALLL), security valuations, the evaluation of deferred income taxes, and the impairment of securities. The current economic environment has increased the degree of uncertainty inherent in these material estimates.

These financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company s December 31, 2010 audited financial statements filed on Form 10-K.

Note 2. New Authoritative Accounting Guidance

In January 2010, the FASB issued an update (Accounting Standards Update No. 2010-06, *Improving Disclosures about Fair Value Measurements*). The update provides clarification regarding existing disclosures and requires additional disclosures regarding fair value measurements. Specifically, the guidance now requires reporting entities to disclose the amounts of significant transfers between levels and the reasons for the transfers. In addition, the reconciliation should present separate information about purchases, sales, issuances and settlements. A reporting entity should provide disclosures about the valuation techniques and inputs used to measure fair value. The new standard is effective for reporting periods beginning after December 15, 2009 except for disclosures about purchases, sales, issuances and settlements which are not effective until reporting periods beginning after December 15, 2010. The adoption of this guidance did not have a material impact on the Company s consolidated financial statements. The disclosures required by this update are included in Note 7 to the consolidated financial statements.

In July 2010, the FASB issued an update (Accounting Standards Update No. 2010-20, *Receivables, Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses*). This update expands the disclosures that an entity must provide about the credit quality of its financing receivables and the related allowance for credit losses. As a result of these amendments, an entity is required to disaggregate, by portfolio segment or class, certain existing disclosures, and to provide certain new disclosures about its financing receivables and related allowances for credit losses. The disclosures as of the end of a reporting period were effective for interim and annual reporting periods ending on or after December 15, 2010. The disclosures about activity that occurs during a reporting period were effective for interim and annual reporting periods beginning on or after December 15, 2010. The amendment does not require comparative disclosures for earlier reporting periods that ended before adoption; however, an entity should provide comparative disclosures for those reporting periods after initial adoption. The adoption of this amendment did not have a material effect on the Company s consolidated financial statements. The disclusures required by this update are included in Note 4 to the consolidated financial statements.

In January 2011, the FASB issued an update (Accounting Standards Update No. 2011-01, *Receivables*) which temporarily delayed the effective date of the disclosures about trouble debt restructurings in Update 2010-20 for public entities. The delay was intended to allow the Board time to complete its deliberations on what constitutes a trouble debt restructuring. The effective date of the new disclosures about troubled debt restructurings and the guidance for determining what constitutes a troubled debt restructuring was effective for interim and annual periods ending after June 15, 2011.

In April 2011, the FASB issued an update (Accounting Standards Update No. 2011-02, *A Creditor s Determination of Whether a Restructuring is a Troubled Debt Restructuring*) which clarifies when creditors should classify loan modifications as troubled debt restructurings. The new guidance was effective for interim and annual periods beginning on or after June 15, 2011, and applies

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retrospectively to restructurings occurring on or after January 1, 2011. A provision in Update 2011-02 also ends the FASB s deferral of the additional disclosures about troubled debt restructurings as required by Update 2010-20. The Company elected to adopt Update 2011-02 in the quarter ending March 31, 2011. The adoption of this update did not have a material impact on the Company s consolidated financial statements.

Accounting Guidance to be Adopted In Future Periods

In May 2011, the FASB issued an update (Accounting Standards Update 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*). This update results in common fair value measurement and disclosure requirements among U.S. GAAP and International Financial Reporting Standards. The amendments in Update 2011-04 include clarifications about the application of existing fair value measurement requirements and changes to principles for measuring fair value. This update also requires additional disclosures about fair value measurements, is required to be applied prospectively, and is effective for interim and annual periods beginning after December 15, 2011. The Company is currently evaluating the impact of adoption of Update 2011-04 on the Company s consolidated financial statements.

In June 2011, the FASB issued an update (Accounting Standards Update 2011-05, *Presentation of Comprehensive Income*). This update was issued to improve the comparability, consistency and transparency of financial reporting. The amendment provides the entity an option to present the total of comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The amendments do not change the items that must be reported in other comprehensive income. Update 2011-05 is required to be applied retrospectively and is effective for interim and annual periods beginning after December 15, 2011. Update 2011-05 is an update only for presentation and as such will not impact the Company s consolidated financial statements.

In December 2011, the FASB issued an update (Accounting Standards Update No. 2011-11, *Disclosures about Offsetting Assets and Liabilities*). The objective of this update is to provide enhanced disclosures that will enable users of its financial statements to evaluate the effect or potential effect of netting arrangements on an entity s financial position. This includes the effect or potential effect of rights of setoff associated with an entity s recognized assets and recognized liabilities within the scope of this update. The amendments require enhanced disclosures by requiring expanded information about financial instruments and derivative instruments that are either (1) offset in accordance with either Section 210-20-45 or Section 815-10-45 or (2) subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are offset in accordance with either Section 210-20-45 or Section 815-10-45. An entity is required to apply the amendments for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. An entity should provide the disclosures required by those amendments retrospectively for all comparative periods presented.

In December 2011, the FASB issued ASU No. 2011-12 - Comprehensive Income (Topic 220) Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in ASU No. 2011-05. This update defers only those changes in ASU No. 2011-05 that relate to the presentation of reclassification adjustments. The paragraphs in this update supersede certain pending paragraphs in ASU No. 2011-05. All other requirements in ASU No. 2011-05 are not affected by this update, including the requirement to report comprehensive income either in a single continuous financial statement or in two separate but consecutive financial statements and is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011.

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Reclassification of Prior Year Financial Statements

Certain reclassifications have been made to the prior year s consolidated financial statements to conform to the current year s presentation. Such reclassifications had no impact on results of operations.

Note 3. Regulatory Matters

The Bank is under a Consent Order (the Order) from the Office of the Comptroller of the Currency (OCC) dated September 1, 2010. The Company is also subject to a written Agreement (the Agreement) with the Federal Reserve Bank of Philadelphia (the Reserve Bank) dated November 24, 2010.

OCC Consent Order. The Bank, pursuant to a Stipulation and Consent to the Issuance of a Consent Order dated September 1, 2010 without admitting or denying any wrongdoing, consented and agreed to the issuance of the Order by the OCC, the Bank s primary regulator. The Order requires the Bank to undertake certain actions within designated timeframes, and to operate in compliance with the provisions thereof during its term. The Order is based on the results of an examination of the Bank as of March 31, 2009. Since the examination, management has engaged in discussions with the OCC and has taken steps to improve the condition, policies and procedures of the Bank. Compliance with the Order is to be monitored by a committee (the Committee) of at least three directors, none of whom is an employee or controlling shareholder of the Bank or its affiliates or a family member of any such person. The Committee is required to submit written progress reports on a monthly basis and the Agreement requires the Bank to make periodic reports and filings with the OCC. The members of the Committee are John P. Moses, Joseph Coccia, Joseph J. Gentile and Thomas J. Melone. The material provisions of the Order are as follows:

(i) By October 31, 2010, the Board of Directors of the Bank (the Board) is required to adopt and implement a three-year strategic plan which must be submitted to the OCC for review and prior determination of no supervisory objection; the strategic plan must establish objectives for the Bank s overall risk profile, earnings performance, growth, balance sheet mix, off-balance sheet activities, liability structure, capital adequacy, reduction in the volume of nonperforming assets, product line development, and market segments that the Bank intends to promote or develop, and is to include strategies to achieve those objectives; if the strategic plan involves the sale or merger of the Bank, it must address the timeline and steps to be followed to provide for a definitive agreement within 90 days after the receipt of a determination of no supervisory objection;

(ii) by October 31, 2010, the Board is required to adopt and implement a three year capital plan, which must be submitted to the OCC for review and prior determination of no supervisory objection;

(iii) by November 30, 2010, the Bank is required to achieve and thereafter maintain a total risk-based capital equal to at least 13% of risk-weighted assets and a Tier 1 capital equal to at least 9% of adjusted total assets;

(iv) the Bank may not pay any dividend or capital distribution unless it is in compliance with the higher capital requirements required by the Order, the Capital Plan, applicable legal requirements and, then only after receiving a determination of no supervisory objection from the OCC;

(v) by November 15, 2010, the Committee must review the Board and the Board s committee structure; by November 30, 2010, the Board must prepare or cause to be prepared an assessment of the capabilities of the Bank s executive officers to perform their past and current duties, including those required to respond to the most recent examination report, and to perform annual performance appraisals of each officer;

(vi) by October 31, 2010, the Board must adopt, implement and thereafter ensure compliance with a comprehensive conflict of interest policy applicable to the Bank s and the Company s directors, executive officers, principal shareholders and their affiliates and such person s immediate family members and their related interests, employees, and by November 30, 2010, conduct a review of existing relationships with such persons to identify those, if any, not in compliance with the policy; and review all subsequent proposed transactions with such persons or modifications of transactions;

(vii) by October 31, 2010, the Board must develop, implement and ensure adherence to policies and procedures for Bank Secrecy Act (BSA) compliance; and account opening and monitoring procedures compliance;

(viii) by October 31, 2010, the Board must ensure the BSA audit function is supported by an adequately staffed department or third party firm; adopt, implement and ensure compliance with an independent BSA audit; and assess the capabilities of the BSA officer and supporting staff to perform present and anticipated duties;

(ix) by October 31, 2010, the Board is required to adopt, implement and ensure adherence to a written credit policy, including specified features, to improve the Bank s loan portfolio management;

(x) the Board is required to take certain actions to resolve certain credit and collateral exceptions;

(xi) by October 31, 2010, the Board is required to establish an effective, independent and ongoing loan review system to review, at least quarterly, the Bank s loan and lease portfolios to assure the timely identification and categorization of problem credits; by

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October 31, 2010, to adopt and adhere to a program for the maintenance of an adequate ALLL, and to review the adequacy of the Bank s ALLL at least quarterly;

(xii) by October 31, 2010, the Board must adopt and the Bank implement and adhere to a program to protect the Bank s interest in criticized assets; and the Bank may only extend additional credit (including renewals) to a borrower whose loans are criticized under specified circumstances;

(xiii) by October 31, 2010, the Board must adopt and ensure adherence to action plans for each piece of other real estate owned;

(xiv) by November 30, 2010, the Board is required to develop, implement and ensure adherence to a policy for effective monitoring and management of concentrations of credit;

(xv) by October 31, 2010, the Board must revise and implement the Bank s other than temporary impairment policy;

(xvi) by October 31, 2010, the Board must take action to maintain adequate sources of stable funding and liquidity and a contingency funding plan; by October 31, 2010, the Board is required to adopt, implement and ensure compliance with an independent, internal audit program; and

(xvii) take actions to correct cited violations of law; and adopt procedures to prevent future violations and address compliance management.

Federal Reserve Agreement. On November 24, 2010, the Company entered into a written Agreement (the Agreement) with the Federal Reserve Bank of Philadelphia (the Reserve Bank). The Agreement requires the Company to undertake certain actions within designated timeframes, and to operate in compliance with the provisions thereof during its term. The material provisions of the Agreement include the following:

(i) the Company s Board must take appropriate steps to fully utilize the Company s financial and managerial resources to serve as a source of strength to the Bank, including taking steps to ensure that the Bank complies with its Consent Order entered into with the OCC;

(ii) the Company may not declare or pay any dividends without the prior written approval of the Reserve Bank and the Director of the Division of Banking Supervision and Regulation (the Director) of the Federal Reserve Board;

(iii) the Company may not take dividends or other payments representing a reduction of the Bank s capital without the prior written approval of the Reserve Bank;

(iv) the Company and its nonbank subsidiary may not make any payment of interest, principal or other amounts on the Company s subordinated debentures or trust preferred securities without the prior written approval of the Reserve Bank and the Director;

(v) the Company may not make any payment of interest, principal or other amounts on debt owed to insiders of the Company without the prior written approval of the Reserve Bank and Director;

(vi) the Company and its nonbank subsidiary may not incur, increase or guarantee any debt without the prior written approval of the Reserve Bank;

(vii) the Company may not purchase or redeem any shares of its stock without the prior written approval of the Reserve Bank;

(viii) the Company must submit to the Reserve Bank, by January 23, 2011, an acceptable written plan to maintain sufficient capital at the Company on a consolidated basis. Thereafter, the Company must notify the Reserve Bank within 45 days of the end of any quarter in which the Company s capital ratios fall below the approved capital plan s minimum ratios, and submit an acceptable written plan to increase the Company s capital ratios above the capital plan s minimums;

(ix) the Company must immediately take all actions necessary to ensure that: (1) each regulatory report accurately reflects the Company s condition on the date for which it is filed and all material transactions between the Company and its subsidiaries; (2) each such report is prepared in accordance with its instructions; and (3) all records indicating how the report was prepared are maintained for supervisory review;

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(x) the Company must submit to the Reserve Bank, by January 23, 2011, acceptable written procedures to strengthen and maintain internal controls to ensure all required regulatory reports and notices filed with the Board of Governors are accurate and filed in accordance with the instructions for preparation;

(xi) the Company must submit to the Reserve Bank, by January 8, 2011, a cash flow projection for 2011, reflecting the Company s planned sources and uses of cash, and submit a cash flow projection for each subsequent calendar year at least one month prior to the beginning of such year;

(xii) the Company must comply with: (1) the notice provisions of Section 32 of the FDI Act and Subpart H of Regulation Y in appointing any new director or senior executive officer or changing the duties of any senior executive officer; and (2) the restrictions on indemnification and severance payments of Section 18(k) of the FDI Act and Part 359 of the FDIC s regulations; and

(xiii) the Board must submit written progress reports within 30 days of the end of each calendar quarter.

The Order and Agreement have not and are not expected to have an impact on the Company s ability to attract and maintain deposits or the Company s cost of funds. In order to meet the increased capital requirements imposed under the Order and the Agreement, however, unless the Company is able to raise additional capital, the Company could be limited in the aggregate amount of loans it can have outstanding, which may constrain loan growth. While it is not anticipated that the Order and the Agreement will have an immediate impact on the Company s net interest margin, the overall cost of compliance with the Order and the Agreement will continue to impact profitability at least through the end of 2012.

Banking regulations also limit the amount of dividends that may be paid without prior approval of the Bank s regulatory agency. As of August 10, 2012, the Company and the Bank are restricted from paying any dividends without regulatory approval.

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

Quantitative measures established by regulation to ensure capital adequacy require the Company to maintain minimum amounts and ratios (set forth in the table below) of total and Tier I capital (as defined in the regulations) to risk-weighted assets (as defined), and of Tier I capital (as defined) to average assets (as defined).

In accordance with the Order, the Bank is required to achieve and thereafter maintain a total risk-based capital equal to at least 13% of risk-weighted assets and a Tier 1 capital equal to at least 9% of adjusted total assets. At March 31, 2011, the Bank was not in compliance with these requirements. The minimum capital requirements under the Order take precedence over the standard regulatory capital adequacy definitions described in the tables below. The Company s and the Bank s actual capital positions and ratios at March 31, 2011 and December 31, 2010 are presented in the following table:

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CAPITAL ANALYSIS

(In thousands)	March 31, 2011	December 31, 2010
Company		
Tier I Capital:		
Total Tier I Capital	$ 52,703	$ 53,297
Tier II Capital:		
Subordinated notes	25,000	25,000
Allowable portion of allowance for loan losses	10,812	11,201
Total Tier II Capital	35,812	36,201
Total Risk-Based Capital	88,515	89,498
Total Risk Weighted Assets	$ 850,929	$ 883,887
Bank		
Tier I Capital:		
Total Tier I Capital	$ 75,678	$ 75,659
Tier II Capital:		
Allowable portion of allowance for loan losses	10,807	11,197
Total Tier II Capital	10,807	11,197
Total Risk-Based Capital	86,485	86,856
Total Risk Weighted Assets	$ 850,573	$ 883,535

(In thousands)	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provision	
At March 31, 2011	Amount	Ratio	Amount	Ratio	Amount	Ratio
Total Capital (to Risk Weighted Assets)						
Company	$ 88,515	10.40%	$ >68,074	>8.00%	N/A	N/A
Bank	$ 86,485	10.17%	$ >68,046	>8.00%	$ >85,057	>10.00%
Tier I Capital (to Risk Weighted Assets)						
Company	$ 52,703	6.17%	$ >34,037	>4.00%	N/A	N/A
Bank	$ 75,678	8.90%	$ >34,023	>4.00%	$ >51,034	>6.00%
Tier I Capital (to Average Assets)						
Company	$ 52,703	4.53%	$ >46,580	>4.00%	N/A	N/A
Bank	$ 75,678	6.50%	$ >46,566	>4.00%	$ >58,208	>5.00%

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(In thousands) At December 31, 2010		Actual Amount	Actual Ratio	For Capital Adequacy Purposes Amount	For Capital Adequacy Purposes Ratio	To Be Well Capitalized Under Prompt Corrective Action Provision Amount	To Be Well Capitalized Under Prompt Corrective Action Provision Ratio
Total Capital (to Risk Weighted Assets)							
Company	$	89,499	10.13%	$ >70,711	>8.00%	N/A	N/A
Bank	$	86,856	9.83%	$ >70,683	>8.00%	$ >88,354	>10.00%
Tier I Capital (to Risk Weighted Assets)							
Company	$	53,297	6.03%	$ >35,535	>4.00%	N/A	N/A
Bank	$	75,659	8.56%	$ >35,341	>4.00%	$ >53,012	>6.00%
Tier I Capital (to Average Assets)							
Company	$	53,279	4.27%	$ >49,964	>4.00%	N/A	N/A
Bank	$	75,659	6.06%	$ >49,950	>4.00%	$ >62,438	>5.00%

Note 4. LOANS

Loans receivable, net, consists of the following at March 31, 2011 and December 31, 2010:

(In thousands)		March 31, 2011		December 31, 2010
Residential real estate	$	87,686	$	87,925
Commercial real estate		263,380		256,327
Construction, land acquisition, and development		70,995		77,395
Commercial and industrial loans		197,502		197,697
Consumer loans		106,585		110,853
State and political subdivisions		30,786		27,739
Total loans, gross		756,934		757,936
Unearned discount		(208)		(332)
Net deferred loan fees and costs		677		784
Allowance for loan and lease losses		(24,230)		(22,575)
Loans, net	$	733,173	$	735,813

The Company has granted loans, letters of credit and lines of credit to certain executive officers and directors of the Company as well as to certain related parties of executive officers and directors. See Note 9 to these consolidated financial statements for more information about related party transactions.

The Company originates one-to-four family mortgage loans primarily for sale in the secondary market. During the quarter ended March 31, 2011, the Company sold $11.7 million of one-to-four family mortgages. The Company retains servicing rights on these mortgages.

The Company had $1.2 million and $3.6 million in loans held-for-sale at March 31, 2011 and December 31, 2010, respectively. All loans held for sale are one-to-four family residential mortgage loans.

The Company does not have any lending programs commonly referred to as subprime lending. Subprime lending generally targets borrowers with weakened credit histories typically characterized by payment delinquencies, previous charge-offs, judgments, bankruptcies, or borrowers with questionable repayment capacity as evidenced by low credit scores or high debt-burden ratios.

See Note 2 to the Company s consolidated financial statements included in the 2010 Form 10-K for the risk characteristics related to the Company s loan segments.

The Company provides for loan losses based on the consistent application of its documented ALLL methodology. Loan losses are charged to the ALLL and recoveries are credited to it. Additions to the ALLL are provided by charges against income based on various factors which, in management s judgment, deserve current recognition of estimated probable losses. Loan losses are charged-off in the period the loans, or portions thereof, are deemed uncollectible. Generally, the Company will record a loan charge-off (including a partial charge-off) to reduce a loan to the estimated recoverable amount based on its methodology detailed below. The Company regularly reviews the loan portfolio and makes adjustments for loan losses in order to maintain the ALLL in accordance with U.S. GAAP. The ALLL consists primarily of the following two components:

(1) Specific allowances are established for impaired loans (defined by the Company as all loans with an outstanding balance greater than $100,000 rated doubtful or substandard and on non-accrual status and all TDRs). The amount of impairment provided for as an allowance is represented by the deficiency, if any, between the carrying value of the loan and either (a) the present value of expected future cash flows discounted at the loan s effective interest rate, (b) the loan s observable market price, or (c) the fair value of the underlying collateral, less estimated costs to sell, for collateral dependent loans. Impaired loans that have no impairment losses are not considered for general valuation allowances described below. If the Company determines that collection of the impairment amount is remote, the Company will record a charge-off.

(2) General allowances are established for loan losses on a portfolio basis for loans that do not meet the definition of impaired. The Company divides its portfolio into loan segments, with loans exhibiting similar characteristics. These segments are further disaggregated into classes. Loans rated special mention or substandard and accruing which are embedded in these loan segments are then separated from them. These separated loans are then subject to an analysis placing increased emphasis on the credit risk associated with these specific loans. The Company applies an estimated loss rate to each loan group. The loss rates applied are primarily based on the Company s own historical loss experience based on the loss rate for each group of loans with similar risk characteristics in its portfolio. In addition management evaluates and

applies certain qualitative or environmental factors that are likely to cause estimated credit losses associated with the Company s existing portfolio that may differ from historical experience, which are discussed below. This evaluation is inherently subjective, as it requires material estimates that may be susceptible to significant revisions based upon changes in economic and real estate market conditions. Actual loan losses may be significantly more than the ALLL that is established, which could have a material negative effect on the Company s financial results.

In underwriting a loan secured by real property (unless exempt based on legal requirements), the Company requires an appraisal of the property by an independent licensed appraiser approved by the Company s board of directors. The appraisal is either reviewed internally or by an independent third party hired by the Company. Generally, management obtains updated appraisals when a loan is deemed impaired. These appraisals may be more limited than those prepared for the underwriting of a new loan. In addition, when the Company acquires other real estate owned, it generally obtains a current appraisal to substantiate the net carrying value of the asset.

Management makes adjustments for loan losses based on its evaluation of several qualitative and environmental factors, including but not limited to:

- Changes in national, local, and business economic conditions and developments, including the condition of various market segments;
- Changes in the nature and volume of the Company s loan portfolio;

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- Changes in the Company s lending policies and procedures, including underwriting standards, collection, charge-off and recovery practices and results;
- Changes in the experience, ability and depth of the Company s lending management and staff;
- Changes in the quality of the Company s loan review system and the degree of oversight by the Company s Board of Directors;
- Changes in the trend of the volume and severity of past due and classified loans, including trends in the volume of non-accrual loans, troubled debt restructurings and other loan modifications;
- The existence and effect of any concentrations of credit and changes in the level of such concentrations;
- The effect of external factors such as competition and legal and regulatory requirements on the level of estimated credit losses in the Company s current loan portfolio; and
- Analysis of its customers credit quality.

Management evaluates the ALLL based on the combined total of the impaired and general components. Generally, when the loan portfolio increases, absent other factors, the Company s ALLL methodology results in a higher dollar amount of estimated probable losses. Conversely, when the loan portfolio decreases, absent other factors, the Company s ALLL methodology results in a lower dollar amount of estimated probable losses.

Each quarter, management evaluates the ALLL and adjusts the ALLL as appropriate through a provision for loan losses. While the Company uses the best information available to make evaluations, future adjustments to the ALLL may be necessary if conditions differ substantially from the information used in making the evaluations. In addition, as an integral part of its examination process, the Office of the Comptroller of the Currency periodically reviews the Company s ALLL. The OCC may require the Company to adjust the ALLL based on its analysis of information available to it at the time of its examination.

The following tables set forth activity in the ALLL, by loan type, for the quarter ended March 31, 2011 and year ended December 31, 2010. The following tables also details the amount of gross loans receivable that are evaluated individually, and collectively, for impairment, and the related portion of ALLL that is allocated to each loan portfolio segment:

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March 31, 2011

	Real Estate			Commercial & Industrial		Consumer			
(In thousands)	**Residential Real Esate**	**Commercial Real Estate**	**Construction, Land Acquisition & Development**	**Solid Waste Landfills**	**Other**	**Indirect Auto**	**Installment/ HELOC**	**State and Political Subdivisions**	**Total**
Allowance for loan losses:									
Beginning Balance, January 1, 2011	$ 2,176	$ 9,640	$ 4,170	$ 11	$ 4,839	$ 597	$ 576	$ 566	$ 22,575
Charge-offs	(136)	(457)	(6)		(109)	(128)	(92)		(928)
Recoveries	7	13	706		74	38	1		839
Provisions	194	1,664	(247)	5	(161)	74	91	124	1,744
Ending Balance, March 31, 2011	$ 2,241	$ 10,860	$ 4,623	$ 16	$ 4,643	$ 581	$ 576	$ 690	$ 24,230
Ending balance, March 31, 2011 Individually evaluated for impairment	$ 770	191	440		3				$ 1,404
Ending balance, March 31, 2011 Collectively evaluated for impairment	$ 1,471	10,669	4,183	16	4,640	581	576	690	$ 22,826
Gross loans receivable:									
Ending balance, March 31, 2011	$ 87,686	$ 263,380	$ 70,995	$ 52,270	$ 145,232	$ 60,545	$ 46,040	$ 30,786	$ 756,934
Ending Balance, March 31, 2011 Individually evaluated for impairment	$ 2,987	14,926	6,327		5,181		228		$ 29,649
Ending Balance, March 31, 2011 Collectively evaluated for impairment	$ 84,699	248,454	64,668	52,270	140,051	60,545	45,812	30,786	$ 727,285

December 31, 2010

	Real Estate			Commercial & Industrial		Consumer			
(In thousands)	**Residential Real Esate**	**Commercial Real Estate**	**Construction, Land Acquisition & Development**	**Solid Waste Landfills**	**Other**	**Indirect Auto**	**Installment/ HELOC**	**State and Political Subdivisions**	**Total**
Allowance for loan losses:									
Ending Balance, December 31, 2010	$ 2,176	$ 9,640	$ 4,170	$ 11	$ 4,839	$ 597	$ 576	$ 566	$ 22,575
Ending balance, December 31, 2010 Individually evaluated for impairment	$ 785	372	310		339				$ 1,806
Ending balance, December 31, 2010	$ 1,391	9,268	3,860	11	4,500	597	576	566	$ 20,769

Collectively evaluated for impairment									
Gross loans receivable:									
Ending balance, December 31, 2010	$ 87,925	$ 256,327	$ 77,395	$ 52,270	$ 145,427	$ 63,509	$ 47,344	$ 27,739	$ 757,936
Ending balance, December 31, 2010 Individually evaluated for impairment	$ 2,926	9,477	11,365		6,029		132		$ 29,929
Ending balance, December 31, 2010 Collectively evaluated for impairment	$ 84,999	246,850	66,030	52,270	139,398	63,509	47,212	27,739	$ 728,007

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The changes in the ALLL for the three months ended March 31, 2011 and 2010 are as follows (in thousands):

		2011		2010
Balance, beginning of period	$	22,575	$	22,458
Charge offs		(928)		(2,121)
Recoveries		839		60
Provisions		1,744		5,108
Balance, end of period	$	24,230	$	25,505

Credit Quality Indicators Commercial Loans

The Company continuously monitors the credit quality of its commercial loan receivables. Credit quality is monitored by reviewing certain credit quality indicators. Management has determined that internally assigned credit risk ratings by loan type are the key credit quality indicators that best help management monitor the credit quality of the Company s loan receivables.

The Bank s commercial loan classification and credit grading processes are part of the lending, underwriting, and credit administration functions to ensure an ongoing assessment of credit quality. Accurate and timely loan classification or credit grading is a critical component of loan portfolio management. Loan officers are required to review their loan portfolio risk ratings regularly for accuracy. The loan review function uses the same risk rating system in the loan review process. This allows an independent third party to assess the quality of the portfolio and compare the accuracy of ratings with the loan officer s and management s assessment.

A formal loan classification and credit grading system reflects the risk of default and credit losses. The Company maintains a written description of the risk ratings that includes a discussion of the factors used to assign appropriate classifications of credit grades to loans. The process identifies groups of loans that warrant the special attention of management. The risk grade groupings provide a mechanism to identify risk within the loan portfolio and provide management and the Board with periodic reports by risk category. The credit risk ratings play an important role in the establishment and evaluation of ALLL. After determining the historical loss factor which is adjusted for qualitative and environmental factors for each portfolio segment, segment balances collectively evaluated for impairment are multiplied by the general reserve loss factor for the respective portfolio segments in order to determine the general reserve. Loans that have an internal credit rating of special mention or substandard follow the same process however the qualitative and environmental factors are further adjusted for the increased risk.

The Company utilizes a loan rating system that assigns a degree of risk to commercial loans based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information and current economic trends, among other factors. Management analyzes these non-homogeneous loans individually based on credit risk and probability of collection for each type of class. Commercial loans include commercial indirect auto loans which are not individually risk rated. These loans are monitored on a pool basis due to their homogeneous nature as described in Credit Quality Indicators Other Loans below. The grading system contains the following basic risk categories:

1. Minimal Risk

2. Above Average Credit Quality

3. Average Risk

4. Acceptable Risk

5. Pass - Watch

6. Special Mention

7. Substandard - Accruing

8. Substandard - Non-Accrual

9. Doubtful

10. Loss

This analysis is performed on a quarterly basis using the following definitions for risk ratings:

Pass   Loans rated 1 through 5 are considered pass ratings. These loans show no current or potential problems and are considered fully collectible. All such loans are considered collectively for ALLL calculation purposes.

Special Mention   Loans classified as special mention loans do not currently expose the Company to a sufficient degree of risk to warrant an adverse classification but do possess credit deficiencies or potential weaknesses deserving close attention.

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Special Mention loans have a potential weakness or pose an unwarranted financial risk which, if not corrected, could weaken the loan and increase risk in the future.

Substandard - Loans classified as substandard have well defined weaknesses based on objective evidence, and are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected.

Doubtful - Loans classified as doubtful have all of the weaknesses inherent in those classified substandard with the added characteristic that the weaknesses present make collection or liquidation in full highly questionable and improbable based on current circumstances.

Loss - Loans classified as loss are those considered uncollectible and of such little value that their continuance as assets is not warranted.

The following tables detail the recorded investment in loans receivable by the aforementioned class of loan and credit quality indicator at March 31, 2011 and December 31, 2010.

As of March 31, 2011 (In thousands)	Real Estate Residential Real Esate	Real Estate Commercial Real Estate	Construction, Land Acquisition & Development	Commercial & Industrial Solid Waste Landfills	Commercial & Industrial Other	Consumer Installment & HELOC	State and Political Subdivisions	Total
Internal Risk Rating								
Pass	$ 24,321	$ 208,499	$ 46,672	$ 52,270	$ 130,088	$ 2,768	$ 20,613	$ 485,231
Special Mention	201	14,196	335		2,560	377	10,173	27,842
Substandard	1,906	40,685	19,840		5,994	159		68,584
Doubtful	699		400					1,099
Loss								
Total Loans Receivable	$ 27,127	$ 263,380	$ 67,247	$ 52,270	$ 138,642	$ 3,304	$ 30,786	$ 582,756

At December 31, 2010 (in thousands)	Real Estate Residential Real Esate	Real Estate Commercial Real Estate	Construction, Land Acquisition & Development	Commercial & Industrial Solid Waste Landfills	Commercial & Industrial Other	State and Political Subdivisions	Total
Internal Risk Rating							
Pass	$ 24,854	$ 200,847	$ 46,657	$ 52,270	$ 123,848	$ 17,481	$ 465,957
Special Mention	1,633	18,455	14,001		6,061	10,258	56,308
Substandard	1,308	35,100	10,199		7,951		48,658
Doubtful		1,925	2,611				4,536
Loss							
Total Loans Receivable	$ 27,795	$ 256,327	$ 73,468	$ 52,270	$ 137,860	$ 27,739	$ 575,459

Credit Quality Indicators   Other Loans

Residential, consumer and commercial, and consumer indirect auto loans are monitored on a pool basis due to their homogeneous nature. Loans that are delinquent 90 days or more are considered non-accrual. The Company utilizes accruing versus non-accruing

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status as the credit quality indicator for these loan pools. The following table presents the recorded investment in residential, consumer and indirect auto loans based on payment activity as of March 31, 2011 and December 31, 2010.

(in thousands)	March 31, 2011 Performing Loans	March 31, 2011 Non-accrual Loans	March 31, 2011 Total	December 31, 2010 Performing Loans	December 31, 2010 Non-accrual Loans	December 31, 2010 Total
Construction, Land Acquisition, and Development-Residential	$ 3,748	$	$ 3,748	$ 3,927	$	$ 3,927
Residential Real Estate	57,976	2,583	60,559	57,665	2,465	60,130
Indirect Auto-Consumer	60,545		60,545	63,493	16	63,509
Indirect Auto-Commercial	6,590		6,590	7,445		7,445
Installment/HELOC	42,704	32	42,736	47,245	221	47,466
Total	$ 171,563	$ 2,615	$ 174,178	$ 179,775	$ 2,702	$ 182,477

Included in loans receivable are loans for which the accrual of interest income has been discontinued due to deterioration in the financial condition of the borrowers. The recorded investment in these non-accrual loans was $28.3 million at both March 31, 2011 and December 31, 2010. Generally, loans are placed on non-accruing status when they become 90 days or more delinquent, and remain on non-accrual status until they are brought current, have six months of performance under the loan terms, and factors indicating reasonable doubt about the timely collection of payments no longer exist. Therefore, loans may be current in accordance with their loan terms, or may be less than 90 days delinquent and still be on a non-accruing status. Loans past due 90 days or more and still accruing interest were $225 thousand and $99 thousand at March 31, 2011 and December 31, 2010, respectively, and consisted of loans that are well secured and are in the process of renewal.

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The following table sets forth the detail, and delinquency status, of past due and non-accrual loans at March 31, 2011 and December 31, 2010 (in thousands):

	March 31, 2011 Performing (Accruing) Loans				
	0-29 Days Past Due	30-59 Days Past Due	60-89 Days Past Due	>/= 90 Days Past Due	Total Performing Loans
Real Estate					
Residential Real Estate	$ 83,592	$ 767	$ 101	$	$ 84,460
Commercial Real Estate	249,495	205			249,700
Construction, Land Acquisition & Development	64,671	84		225	64,980
Total Real Estate	397,758	1,056	101	225	399,140
Commercial and Industrial					
Solid Waste Landfills	52,270				52,270
Other	139,588	405	77		140,070
Total Commercial and Industrial	191,858	405	77		192,340
Consumer					
Indirect Auto	59,827	636	52		60,515
Installment/HELOC	45,435	277	199		45,911
Total Consumer	105,262	913	251		106,426
State and Political Subdivisions	30,786				30,786
Totals	$ 725,664	$ 2,374	$ 429	$ 225	$ 728,692

	Non-Accruing Loans				
	0-29 Days Past Due	30-59 Days Past Due	60-89 Days Past Due	>/= 90 Days Past Due	Total
Real Estate					
Residential Real Estate	$ 1,700	$ 125	$ 63	$ 1,338	$ 3,226
Commercial Real Estate	10,305	9	244	3,122	13,680
Construction, Land Acquisition & Development				6,015	6,015
Total Real Estate	12,005	134	307	10,475	22,921
Commercial and Industrial					
Solid Waste Landfills					
Other	104	5,058			5,162
Total Commercial and Industrial	104	5,058			5,162
Consumer					
Indirect Auto				26	26
Installment/HELOC				133	133
Total Consumer				159	159
State and Political Subdivisions					
Total Non-accruing loans	$ 12,109	$ 5,192	$ 307	$ 10,634	$ 28,242

Total loans receivable	$	737,773	$	7,566	$	736	$	10,859	$	756,934

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	December 31, 2010 Performing (Accruing) Loans				
	0-29 Days Past Due	30-59 Days Past Due	60-89 Days Past Due	>/= 90 Days Past Due	Total Performing Loans
Real Estate					
Residential Real Estate	$ 83,371	$ 1,095	$ 465	$	$ 84,931
Commercial Real Estate	247,217	949	85		248,251
Construction, Land Acquisition & Development	65,785	285	231	99	66,400
Total Real Estate	396,373	2,329	781	99	399,582
Commercial and Industrial					
Solid Waste Landfills	52,270				52,270
Other	138,743	567	153		139,463
Total Commercial and Industrial	191,013	567	153		191,733
Consumer					
Indirect Auto	62,269	959	264		63,492
Installment/HELOC	47,000	112	11		47,123
Total Consumer	109,269	1,071	275		110,615
State and Political Subdivisions	27,739				27,739
Totals	$ 724,394	$ 3,967	$ 1,209	$ 99	$ 729,669

	Non-Accruing Loans				
	0-29 Days Past Due	30-59 Days Past Due	60-89 Days Past Due	>/= 90 Days Past Due	Total
Real Estate					
Residential Real Estate	$ 1,256	$ 327	$ 240	$ 1,171	$ 2,994
Commercial Real Estate	3,173		200	4,703	8,076
Construction, Land Acquisition & Development				10,995	10,995
Total Real Estate	4,429	327	440	16,869	22,065
Commercial and Industrial					
Solid Waste Landfills					
Other	5,319			645	5,964
Total Commercial and Industrial	5,319			645	5,964
Consumer					
Indirect Auto			12	5	17
Installment/HELOC			31	190	221
Total Consumer			43	195	238
State and Political Subdivisions					
Total Non-accruing loans	$ 9,748	$ 327	$ 483	$ 17,709	$ 28,267

Total loans receivable	$	734,142	$	4,294	$	1,692	$	17,808	$	757,936

The total recorded investment in impaired loans, which consists of nonaccrual loans greater than $100,000 and performing TDRs, amounted to $29.6 million and $29.9 million at March 31, 2011 and December 31, 2010, respectively. The related allowance on impaired loans was $1.4 million and $1.8 million as of March 31, 2011 and December 31, 2010, respectively.

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The following tables provide an analysis of the Company s impaired loans as of March 31, 2011 and December 31, 2010:

March 31, 2011

(In thousands)	Recorded Investment	Unpaid Principal Balance	Related Allowance
With No Allowance Recorded:			
Residential Real Estate	$ 1,659	$ 1,921	
Commercial Real Estate	9,243	14,348	
Construction, Land Acquisition & Development	2,647	5,955	
Commercial and Industrial			
Solid Waste Landfills			
Other	5,016	5,118	
Total Commercial and Industrial	5,016	5,118	
Consumer			
Indirect Auto			
Installment/HELOC	228	231	
Total Consumer	228	231	
State and Political Subdivisions			
Total With No Allowance Recorded	**$ 18,793**	**$ 27,573**	**$**
With a Related Allowance Recorded:			
Residential Real Estate	$ 1,328	$ 1,402	$ 770
Commercial Real Estate	5,683	12,772	191
Construction, Land Acquisition & Development	3,680	11,527	440
Commercial and Industrial			
Solid Waste Landfills			
Other	165	165	3
Total Commercial and Industrial	165	165	3
Consumer			
Indirect Auto			
Installment/HELOC			
Total Consumer			
State and Political Subdivisions			
Total with Related Allowance	**$ 10,856**	**$ 25,866**	**$ 1,404**

Total				**Average Balance**	**Interest Income (2)**
Residential Real Estate	$ 2,987	$ 3,323	$ 770	$ 2,957	$ 2
Commercial Real Estate	14,926	27,120	191	12,201	20
Construction, Land Acquisition & Development	6,327	17,482	440	8,846	2

Commercial and Industrial					
Solid Waste Landfills					
Other	5,181	5,283	3	5,605	5
Total Commercial and Industrial	5,181	5,283	3	5,605	5
Consumer					
Indirect Auto					
Installment/HELOC	228	231		180	
Total Consumer	228	231		180	
State and Political Subdivisions					
Total Impaired Loans (1)	**$ 29,649**	**$ 53,439**	**$ 1,404**	**$ 29,789**	**$ 29**

(1) Non-accrual loans with outstanding balances of less than $100,000 are not considered for individual impairment evaluation and are accordingly not included in the table above. However, these loans are evaluated collectively as homogenous pools in the general allowance calculation under ASC Topic 310. Total non-accrual loans with individual balances of less than $100 thousand equaled $1.2 million at March 31, 2011.

(2) Interest income represents income recognized on performing TDRs.

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December 31, 2010

(In thousands)	Recorded Investment	Unpaid Principal Balance	Related Allowance
With No Allowance Recorded:			
Residential Real Estate	$ 1,530	$ 1,780	$
Commercial Real Estate	4,839	5,693	
Construction, Land Acquisition & Development	7,936	19,921	
Commercial and Industrial			
Solid Waste Landfills			
Other	5,368	5,368	
Total Commercial and Industrial	5,368	5,368	
Consumer			
Indirect Auto			
Installment/HELOC	132	134	
Total Consumer	132	134	
State and Political Subdivisions			
Total With No Allowance Recorded	**$ 19,805**	**$ 32,896**	**$**
With a Related Allowance Recorded:			
Residential Real Estate	$ 1,396	$ 1,455	$ 785
Commercial Real Estate	4,638	12,115	367
Construction, Land Acquisition & Development	3,429	5,077	316
Commercial and Industrial			
Solid Waste Landfills			
Other	661	932	338
Total Commercial and Industrial	661	932	338
Consumer			
Indirect Auto			
Installment/HELOC			
Total Consumer			
State and Political Subdivisions			
Total with Related Allowance	**$ 10,124**	**$ 19,579**	**$ 1,806**
Total			
Residential Real Estate	$ 2,926	$ 3,235	$ 785
Commercial Real Estate	9,477	17,808	372
Construction, Land Acquisition & Development	11,365	24,998	310
Commercial and Industrial			
Solid Waste Landfills			
Other	6,029	6,300	339
Total Commercial and Industrial	6,029	6,300	339
Consumer			
Indirect Auto			
Installment/HELOC	132	134	

Total Consumer	132	134	
State and Political Subdivisions			
Total Impaired Loans (1)	**$ 29,929**	**$ 52,475**	**$ 1,806**

(1) Nonaccrual loans with outstanding balances of less than $100,000 are not considered for individual impairment evaluation and are accordingly not included in the table above. However, these loans are included as homogenous pools in the general allowance calculation under ASC Topic 310. Total non-accrual loans with individual balances of less than $100 thousand equaled $838 thousand at December 31, 2010.

The average balance of impaired loans was $39.8 million for the three months ended March 31, 2010. The Company recorded $192 thousand of interest income on impaired loans for the three months ended March 31, 2010. The additional interest income that would have been earned on nonaccrual and restructured loans for the quarters ended March 31, 2011 and 2010 in accordance with their original terms approximated $726 thousand and $613 thousand, respectively.

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Troubled Debt Restructured Loans

Effective January 1, 2011, the Company adopted the provisions of Accounting Standards Update (ASU) No. 2011-02, *A Creditor s Determination of Whether a Restructuring is a Troubled Debt Restructuring.* As such, the Company reassessed all loan modifications occurring since January 1, 2011 for identification as TDRs, resulting in no newly identified TDRs.

The book balance of TDRs at March 31, 2011 and December 31, 2010 was $6.1 million and $5.8 million, respectively. The balances at March 31, 2011 included approximately $3.6 million of TDRs on non-accrual status and $2.5 million of TDRs on accrual status compared to $3.3 million of TDRs on non-accrual status and $2.5 million of TDRs in accrual status at December 31, 2010. Approximately $47 thousand and $34 thousand in specific reserves have been established for these loans as of March 31, 2011 and December 31, 2010, respectively.

The modification of the terms of such loans included one or a combination of the following: a reduction of the stated interest rate of the loan, an extension of the maturity date at a stated rate of interest lower than the current market rate for new debt with similar risk or a permanent reduction of the recorded investment in the loan. Non-accruing restructured loans remain on non-accrual status until there has been a period of sustained repayment performance for a reasonable period, usually six months. In some instances, where the Company modifies a loan that is delinquent but not on non-accrual status, the restructured loan remains on accrual status provided the repayment performance remains in accordance with the modified terms.

The following tables show the pre- and post- modification recorded investment in loans modified as TDRs by portfolio segment and class of financing receivable during the three months ended March 31, 2011:

(In thousands)	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Troubled Debt Restructuring			
Residential Real Estate	1	$ 175	$ 55
Construction, Land Acquisition & Development	1	83	83
Total New Troubled Debt Restructuring	2	$ 258	$ 138

The TDRs described above did not have any impact on the allowance for loan losses but resulted in a charge off of $120 thousand during the three months ended March 31, 2011.

The following table shows the types of modifications made during the three months ended March 31, 2011:

Three months ended March 30, 2011

Contruction

(In thousands)	Residential Real Estate	Commercial Real Estate	Land Acquisition & Development	Total
Type of modification				
Extension of Term	$	$	$ 83	$ 83
Extension of Term and Principal Forgiveness	55			55
Total TDRs	$ 55	$	$ 83	$ 138

The following table summarized TDRs which have re-defaulted (defined as past due 90 days) during the three months ended March 31, 2011 that were restructured within the last twelve months prior to such re-default:

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(In thousands)	Number of Contracts	Recorded Investment
Commercial Real Estate	1	$ 145

Note 5. Other Real Estate Owned

The following table reflects a breakdown of OREO for the periods reviewed.

	March 31, 2011	December 31, 2010
	(In thousands)	
Land/Lots	$ 5,631	$ 8,357
Commercial Real Estate	2,376	1,086
Residential Real Estate	603	190
Total	$ 8,610	$ 9,633

The following schedule reflects the activity in of OREO for the three months ended March 31, 2011 and 2010:

	March 31, 2011	March 31, 2010
	(In thousands)	
Balance, beginning of period	$ 9,633	$ 11,184
Additions	2,104	3,916
Write-downs	(158)	
Carrying value of OREO sold	(2,969)	
Balance, end of period	$ 8,610	$ 15,100

The following table details the components of net expense of OREO for the three months ended March 31, 2011 and 2010:

	Three Months Ended March 31,	
(in thousands)	2011	2010
Insurance	$ 1	$ 17
Legal fees	31	23
Maintenance	1	20
(Income) losses from the operation of foreclosed properties	(6)	69
Professional Fees	25	6
Real estate taxes	333	
Utilities	11	5
Other	13	(5)
Impairment charges	158	
Total	$ 567	$ 135

Note 6. Securities

Securities have been classified in the consolidated financial statements according to management s intent. The amortized cost, gross unrealized gains and losses, and the fair value of the Company s securities available-for-sale at March 31, 2011 and December 31, 2010 are as follows:

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March 31, 2011 (in thousands)	Amortized Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Fair Value
Obligations of U.S. government agencies	$ 8,024	$ 219	$	$ 8,243
Obligations of state and political subdivisions	121,719	1,175	9,365	113,529
Collateralized mortgage obligations:				
Government sponsored agency	73,219	909	323	73,805
Residential mortgage-backed securities:				
Government sponsored agency	46,573	630	548	46,655
Pooled Trust Preferred Senior Class	3,867		2,354	1,513
Pooled Trust Preferred Mezzanine Class	8,250		6,420	1,830
Corporate debt securities	500		76	424
Equity securities	1,010		15	995
Total available-for-sale securities	$ 263,162	$ 2,933	$ 19,101	$ 246,994

December 31, 2010 (in thousands)	Amortized Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Fair Value
Obligations of U.S. government agencies	$ 8,068	$ 239	$	$ 8,307
Obligations of state and political subdivisions	121,157	723	10,527	111,353
Collateralized mortgage obligations				
Government sponsored agency	77,172	1,057	413	77,816
Residential mortgage-backed securities				
Government sponsored agency	49,450	557	887	49,120
Pooled Trust Preferred Senior Class	3,863		2,441	1,422
Pooled Trust Preferred Mezzanine Class	8,250		6,603	1,647
Corporate debt securities	500		105	395
Equity securities	1,010	2		1,012
Total available-for-sale securities	$ 269,470	$ 2,578	$ 20,976	$ 251,072

The amortized cost, gross unrealized gains or losses and the fair value of the Company s securities held-to-maturity at March 31, 2011 and December 31, 2010 are as follows:

March 31, 2011 (in thousands)	Amortized Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Fair Value
Obligations of state and political subdivisions	$ 2,018	$	$ 121	$ 1,897

	Amortized	Gross Unrealized Holding	Gross Unrealized Holding

December 31, 2010 (in thousands)	Cost	Gains	Losses	Fair Value
Obligations of state and political subdivisions	$ 1,994	$	$ 137	$ 1,857

At March 31, 2011 and December 31, 2010, securities with a carrying amount of $242.0 million and $220.4 million, respectively, were pledged as collateral to secure public deposits and for other purposes.

The following table shows the approximate fair value of the Company s debt securities at March 31, 2011 using contractual maturities. Expected maturities will differ from contractual maturity because issuers may have the right to call or prepay obligations with or without call or prepayment penalties. Because mortgage-backed securities are not due at a single maturity date, they are not included in the maturity categories in the following maturity summary.

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	Available-for-sale		Held-to-maturity	
(In thousands)	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Amounts maturing in:				
One Year or Less	$	$	$	$
One Year through Five Years	2,660	2,683		
After Five Years through Ten Years	5,693	5,676	1,604	1,504
After Ten Years	134,007	117,180	414	393
Collateralized mortgage obligations	73,219	73,805		
Mortgage-backed securities	46,573	46,655		
Total	$ 262,152	$ 245,999	$ 2,018	$ 1,897

Gross proceeds from the sale of securities for the three months ended March 31, 2011 and 2010 were $0 and $24.7 million, respectively, with the gross realized gains being $0 and $1.2 million, respectively, and there were no securities sold at a realized loss during the three months ended March 31, 2011 and 2010.

The tables below indicate the length of time that individual securities held-to-maturity and available-for-sale have been in a continuous unrealized loss position at March 31, 2011 and December 31, 2010:

	Less than 12 Months		12 Months or Greater		Total	
March 31, 2011 (in thousands)	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Obligations of U.S. government agencies	$	$	$	$	$	$
Obligations of state and political subdivisions	40,885	2,370	22,593	7,116	63,478	9,486
Collateralized mortgage obligations						
Government sponsored agency	24,471	323			24,471	323
Residential mortgage-backed securities						
Government sponsored agency	29,658	548			29,658	548
Pooled Trust Preferred Senior Class			1,513	2,354	1,513	2,354
Pooled Trust Preferred Mezzanine Class			1,830	6,420	1,830	6,420
Corporate debt securities			424	76	424	76
Equity securities	985	15			985	15
	$ 95,999	$ 3,256	$ 26,360	$ 15,966	$ 122,359	$ 19,222

	Less than 12 Months		12 Months or Greater		Total	
December 31, 2010 (in thousands)	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Obligations of U.S. government agencies	$	$	$	$	$	$
Obligations of state and political subdivisions	56,751	3,199	23,425	7,465	80,176	10,664
Collateralized mortgage obligations						

Government sponsored agency	19,763	413			19,763	413
Residential mortgage-backed securities						
Government sponsored agency	32,957	887			32,957	887
Pooled Trust Preferred Senior Class			1,422	2,441	1,422	2,441
Pooled Trust Preferred Mezzanine Class			1,647	6,603	1,647	6,603
Corporate debt securities			395	105	395	105
Total	$ 109,471	$ 4,499	$ 26,889	$ 16,614	$ 136,360	$ 21,113

At March 31, 2011, excluding pooled trust preferred securities (PreTSLs), 185 of the Company s debt securities holdings having unrealized losses have depreciated 8.1% from their amortized cost basis. These securities are guaranteed by either the U.S. Government, government sponsored agencies, other governments or corporations, and are considered investment grade. Seventy-two percent (72%) of the Company s investment in obligations of state and political subdivisions are also guaranteed by underlying insurance which further secures the safety of principal. These unrealized losses relate principally to current interest rates for similar types of securities. The Company does not intend to sell these securities and does not anticipate that it will be required to sell these securities before the full recovery of principal and interest due, which may be at maturity. Therefore, the Company did not consider the carrying value of these securities to be other-than-temporarily impaired at March 31, 2011.

At March 31, 2011, seven of the Company s PreTSLs having realized cumulative credit-related OTTI losses of $22.6 million and unrealized losses of $8.8 million, have depreciated 72% and 91% from their current amortized cost and face values, respectively.

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On a quarterly basis, management evaluates the Company s investment securities for OTTI. Unrealized losses on securities are considered to be other-than-temporarily-impaired when management believes the security s impairment is due to factors that could include the issuer s inability to pay interest or dividends, its potential for default, and/or other factors. Based on current authoritative guidance, when a held-to-maturity or available-for-sale debt security is assessed for OTTI, management must first consider (a) whether management intends to sell the security and (b) whether it is more likely than not that the Company will be required to sell the security prior to recovery of its amortized cost basis. If one of these circumstances applies to a security, an OTTI loss is recognized in the statement of operations equal to the full amount of the decline in fair value below amortized cost. If neither of these circumstances applies to a security, but the Company does not expect to recover the entire amortized cost basis, an OTTI loss has occurred that must be separated into two categories: (a) the amount related to credit loss and (b) the amount related to other factors (such as market risk). In assessing the level of OTTI attributable to credit loss, the Company compares the present value of cash flows expected to be collected with the amortized cost basis of the security. As discussed previously, the portion of the total OTTI related to credit loss is recognized in earnings, while the amount related to other factors is recognized in other comprehensive income. The total OTTI loss is presented in the statement of operations, less the portion recognized in other comprehensive income. When a debt security becomes other-than-temporarily impaired, its amortized cost basis is reduced to reflect the portion of the total impairment related to credit loss.

To determine whether a security s impairment is other than temporary, the Company considers factors that include:

- the causes of the decline in fair value, such as credit problems, interest rate fluctuations, or market volatility;
- the severity and duration of the decline;
- the Company s ability and intent to hold equity security investments until they recover in value, as well as the likelihood of such a recovery in the near term;
- the Company s intent to sell security investments, or if it is more likely than not that the Company will be required to sell such securities before recovery of their individual amortized cost basis less any current-period credit loss.

For debt securities, that the Company does not intend to sell, or will not be required to sell, the primary consideration in determining whether impairment is other-than-temporary is whether or not the Company expects to receive all contractual cash flows.

Based on the Company s evaluation at March 31, 2011, the Company has determined that the decreases in estimated fair value are temporary.

OTTI of Pooled Trust Preferred Collateralized Debt Obligations:

At March 31, 2011, the amortized cost of our PreTSLs totaled $12.1 million with an estimated fair value of $3.3 million and were comprised of seven securities, each of which is collateralized by debt issued by bank holding companies and insurance companies. The Company holds one senior tranche and six mezzanine tranches. All of the securities have been downgraded below investment grade. At the time of initial issue, no more than 5% of any pooled security consisted of a security issued by any one institution. At March 31, 2011, six of these securities had no excess subordination and one had excess subordination, which was 8.2% of the current performing collateral. Excess subordination is the amount by which the underlying performing collateral exceeds the outstanding bonds in the current class plus all senior classes. It can also be referred to as credit enhancement. As deferrals and defaults of underlying issuers occur, the excess subordination is reduced or eliminated, increasing the risk of the security experiencing principal or interest shortfalls. Conversely, subordination can be increased as collateral transitions from non-performing to performing. The coverage ratio, or overcollateralization, of a specific security measures the rate of performing collateral to a given class of notes. It is calculated by dividing the performing collateral in a transaction by the current balance of the class of notes plus all classes senior to that class.

The following table presents information about the Company s collateral and subordination for its PreTSLs at March 31, 2011:

Security	**Performing Collateral**	**Bonds Outstanding**	**Excess (Insufficient) Collateral**	**Coverage Ratio**	**Excess Subordination**	**Current Number of Performing Issuers**	**Deferrals / Defaults as a % of Current Collateral**	**Expected Future Default Rate**
		(in thousands)						
PreTSL VIII	$ 233,300	$ 391,567	$ (158,267)	59.58%	N/A	22	44.80%	2.64%
PreTSL IX	303,520	324,741	(21,221)	93.47%	N/A	35	31.00%	1.87%
PreTSL X	260,780	349,304	(88,524)	74.66%	N/A	35	45.50%	2.30%
PreTSL XI	407,965	461,052	(53,087)	88.49%	N/A	45	30.70%	2.36%
PreTSL XIX	529,506	543,328	(13,822)	97.46%	N/A	53	24.30%	2.06%
PreTSL XXVI	679,200	627,525	51,675	108.23%	8.23%	54	29.60%	1.62%
PreTSL XXVIII	275,850	305,804	(29,954)	90.20%	N/A	43	23.60%	2.11%

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The following list details information for each of the Company s PreTSLs at March 31, 2011:

Security	Class	Amortized Cost	Fair Value	Unrealized Gain (Loss)	Moody s / Fitch Ratings	Credit Impairment Quarter to Date	Credit Impairment Year to Date	Cumulative Credit Impairment
PreTSL VIII	Mezzanine	$ 36	$ 10	$ (26)	C / C	$	$	$ 2,964
PreTSL IX	Mezzanine	1,320	455	(865)	Ca / C			1,680
PreTSL X	Mezzanine	212	8	(204)	C / C			2,787
PreTSL XI	Mezzanine	1,574	346	(1,228)	Ca / C			3,426
PreTSL XIX	Mezzanine	4,712	1,006	(3,706)	Ca / CC			2,463
PreTSL XXVI	Senior	3,867	1,513	(2,354)	B1 / CCC			251
PreTSL XXVIII	Mezzanine	396	5	(391)	C / CC			9,027
Total		$ 12,117	$ 3,343	$ (8,774)		$	$	$ 22,598

The Company s PreTSLs are measured for OTTI by determining whether an adverse change in estimated cash flows has occurred. The Company uses a third-party service provider to perform this analysis. Determining whether there has been an adverse change in estimated cash flows from the cash flows previously projected involves comparing the present value of remaining cash flows previously projected against the present value of the cash flows estimated at March 31, 2011. The Company considers the discounted cash flow analysis to be its primary evidence when determining whether credit related OTTI exists.

Results of a discounted cash flow test are significantly affected by variables such as the estimate of the probability of default, discount rates, prepayment rates and the creditworthiness of the underlying issuers. The following provides additional information for each of these variables:

• Probability of Default An issuer level approach is used to analyze each security and default and recovery assumptions are based on the credit quality of the underlying issuers (generally, bank holding companies or insurance companies). Each bank issuer is evaluated based upon an examination of the trends in its earnings, net interest margin, operating efficiency, liquidity, capital position, level of nonperforming loans to total loans, apparent sufficiency of loan loss reserves, Texas ratio and whether the bank received TARP monies. From this information, each issuer bank that is currently performing is assigned a category of Good, Average, Weak, or Troubled. Default rates are then assigned based upon the historical performance of each category. Additionally, because the information available to the Company regarding the underlying insurance company issuers is more limited than for bank issuers, rather than performing an analysis of each such issuer s results and assigning insurance company issuers to these same categories, the Company uses the Moody s one year long-term default rate assumption for insurance companies. The historical default rates used in this analysis are:

	Default Rate			
Category	Year 1	Year 2	Year 3	Thereafter
Good	0.50%	0.60%	0.60%	0.40%
Average	1.80%	2.30%	2.30%	1.50%
Insurance	1.00%	1.20%	1.20%	0.80%
Weak	5.80%	7.20%	7.20%	4.80%
Troubled	9.70%	12.20%	12.20%	8.10%

Each issuer in the collateral pool is assigned a probability of default for each year until maturity. Banks currently in default or deferring interest payments thus far are assumed to default immediately. A zero percent projected recovery rate is applied to both defaults and deferrals. The probability of default is updated quarterly based upon changes in the creditworthiness of each underlying issuer. Timing of defaults and deferrals has a substantial impact on each valuation. As a result of this analysis, each issuer is assigned an expected default rate specific to that issuer.

• Estimates of Future Cash Flows While understanding the composition and characteristics of each bank issuer is important in evaluating the security, certain issuers have a disproportionate impact (both positive and negative) based upon other attributes, such as the interest rate payable by each issuer. Each credit is assessed independently, and the timing and nature of each issuer s performance is assessed. Once assessed, the expected performance of each issuer is applied to a structural cash flow model. Due to the complexity of these transactions, the expected performance of each unique issuer requires an adherence to the governing documents of the securitization to derive a cash flow. A model produced by a third party is utilized to assist in determining cash flows. Utilization of third party cash flow modeling to derive cash flows from assumptions is a market convention for these types of securities.

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- Discount Rate The Company is discounting projected cash flows based upon its discount margin defined at the time of purchase, which constitutes a spread over 3-month LIBOR plus credit premium, consistent with their pre-purchase yield.

- Prepayment Rate Lack of liquidity in the market for PreTSL securities, credit rating downgrades and market uncertainties related to the financial industry are factors contributing to the impairment of these securities. During the early years of PreTSL securities, prepayments were common as issuers were able to refinance into lower cost borrowings. Since the middle of 2007, however, this option has all but disappeared and the Company is operating in an environment which makes early redemption of these instruments unlikely. Accordingly, the Company has assumed zero prepayments when modeling the cash flows of these securities. The Company performed a sensitivity analysis during the first quarter ended March 31, 2011 using 1% and 3% prepayment assumptions. As a result of this analysis, the Company determined that employing a 1% and a 3% prepayment assumption rather than assuming zero prepayments would have resulted in a credit loss of approximately $584 thousand and $864 thousand, respectively. Credit losses would increase as a result of an increase in the prepayment assumption because prepayments reduce the amount of excess subordination that would be available to absorb expected losses.

- Credit Analysis A quarterly credit evaluation is performed for each of the securities. While the underlying core component of these securities are the credit characteristics of the underlying issuers , typically banks, other characteristics of the securities and issuers are evaluated and stressed to determine cash flow. These include but are not limited to the interest rate payable by each issuer, certain derivative contracts, default timing, and interest rate volatility. Issuer level credit considers all evidence available to us and includes the nature of the issuer s business, its years of operating history, corporate structure, loan composition, loan concentrations, deposit mix, asset growth rates, geographic footprint and local environment. Depending upon the security, and its place in the capital structure, certain analytical assumptions are isolated with greater scrutiny. The core analysis for each specific issuer focuses on profitability, return on assets, shareholders equity, net interest margin, credit quality ratios, operating efficiency, capital adequacy and liquidity.

The Company has evaluated its PreTSLs considering all available evidence, including information received after the statement of financial condition date but before the filing date, and determined that the estimated discounted cash flows are greater than the securities carrying value, resulting in no impairment charges to earnings or accumulated other comprehensive income for the three months ended March 31, 2011.

The table below provides a cumulative roll forward of credit losses recognized:

(In thousands)		**2011**		**2010**
Beginning Balance January 1	$	22,598	$	20,649
Credit losses on debt securities for which OTTI was not previously recognized				
Additional credit losses on debt securities for which OTTI was previously recognized				346
Ending Balance, March 31	$	22,598	$	20,995

Investments in FHLB and FRB stock, which has limited marketability, are carried at cost and totaled $11.1 million and $11.6 million at March 31, 2011 and December 31, 2010, respectively. FRB stock of $1.3 million is included in Other Assets at March 31, 2011 and December 31, 2010. Management noted no indicators of impairment for the FHLB of Pittsburgh and FRB of Philadelphia at March 31, 2011.

Note 7. Fair Value Measurements

In determining fair value, the Company uses various valuation approaches, including market, income and cost approaches. Accounting standards establish a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability, which are developed based on market data obtained from sources independent of the Company. Unobservable inputs reflects the Company s assumptions about the assumptions the market participants would use in pricing an asset or liability, which are developed based on the best information available in the circumstances.

The fair value hierarchy gives the highest priority to unadjusted quoted market prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). The fair value hierarchy is broken down into three levels based on the reliability of inputs as follows:

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- Level 1 valuation is based upon unadjusted quoted market prices for identical instruments traded in active markets.

- Level 2 valuation is based upon quoted market prices for similar instruments traded in active markets, quoted market prices for identical or similar instruments traded in markets that are not active and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by market data.

- Level 3 valuation is derived from other valuation methodologies including discounted cash flow models and similar techniques that use significant assumptions not observable in the market. These unobservable assumptions reflect estimates of assumptions that market participants would use in determining fair value.

An asset or liability s level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

A description of the valuation methodologies used for assets recorded at fair value, and for estimating fair value of financial instruments not recorded at fair value, is set forth below.

Cash, Short-term Investments, Accrued Interest Receivable and Accrued Interest Payable

For these short-term instruments, the carrying amount is a reasonable estimate of fair value.

Securities

The estimated fair values of available-for-sale equity securities are determined by obtaining quoted prices on nationally recognized exchanges (Level 1 inputs). The estimated fair values for the Company s investments in obligations of U.S. government agencies, obligations of state and political subdivisions, government sponsored agency collateralized mortgage obligations, private label collateralized mortgage obligations, government sponsored agency residential mortgage backed securities, and corporate debt securities are obtained by the Company from a nationally-recognized pricing service. This pricing service develops estimated fair values by analyzing like securities and applying available market information through processes such as benchmark curves, benchmarking of like securities, sector groupings and matrix pricing (Level 2 inputs), to prepare valuations. Matrix pricing is a mathematical technique widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities, but rather by relying on the securities relationship to other benchmark quoted securities. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the bond s terms and conditions, among other things and are based on market data obtained from sources independent from the Company. The Level 2 investments in the Company s portfolio are priced using those inputs that, based on the analysis prepared by the pricing service, reflect the assumptions that market participants would use to price the assets. The Company has determined that the Level 2 designation is appropriate for these securities because, as with most fixed-income securities, those in the Company s portfolio are not exchange-traded, and such non-exchange-traded fixed income securities are typically priced by correlation to observed market data. The Company has reviewed the pricing service s methodology to confirm its understanding that such methodology results in a valuation based on quoted market prices for similar instruments traded in active markets, quoted markets for identical or similar instruments traded in markets that are not active and model-based valuation techniques for which the significant assumptions can be corroborated by market data as appropriate to a Level 2 designation.

For those securities for which the inputs used by an independent pricing service were derived from unobservable market information, the Company evaluated the appropriateness and quality of each price. The Company reviewed the volume and level of activity for all classes of securities and attempted to identify transactions which may not be orderly or reflective of a significant level of activity and volume. For securities meeting these criteria, the quoted prices received from either market participants or an independent pricing service may be adjusted, as necessary, to estimate fair value (fair values based on Level 3 inputs). If applicable, the adjustment to fair value was derived based on present value cash flow model projections prepared by the Company or obtained from third party providers utilizing assumptions similar to those incorporated by market participants. The estimated fair value of the PreTSLs in the Company s securities portfolio are obtained from a third-party service provider that prepared the valuation using a discounted cash flow approach with inputs derived from unobservable market information (Level 3 inputs). The valuation of PreTSLs is further described below and in Note 6 of these financial statements.

At March 31, 2011, the Company owned PreTSLs having an amortized cost of $12.1 million. The market for these securities at March 31, 2011 was not active and markets for similar securities were also not active. PreTSLs were historically priced using Level 2 inputs. However, the decline in the level of observable inputs and market activity in this class of investments by the measurement date has been significant and resulted in unreliable external pricing. Broker pricing and bid/ask spreads, when available,

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vary widely. The once active market has become comparatively inactive. As such, the valuation of these investments is now determined using Level 3 inputs. The Company obtained the valuations from a third-party service provider that prepared the valuations using a discounted cash flows approach. The Company takes measures to validate the service provider s analysis and is actively involved in the valuation process, including reviewing and verifying the assumptions used in the valuation calculations. The difference between the discounted cash flow calculations for the purpose of estimating OTTI credit losses, described in Note 6, and the calculations used for fair value relates only to the discount rate used.

Results of a discounted cash flow test are significantly affected by variables such as the estimate of the probability of default, estimates of future cash flows, discount rates, prepayment rates and the creditworthiness of the underlying issuers. Refer to the discussion of these variables in Note 6. The Company considers these inputs to be unobservable Level 3 inputs because they are based on the Company s estimates about the assumptions market participants would use in pricing this type of asset and developed based on the best information available in the circumstances rather than on observable inputs. The Company continues to monitor the market for PreTSLs to assess the market activity and the availability of observable inputs and will continue to apply these controls and procedures to the valuations received from its third party service provider for the period it continues to use an outside valuation service. As it relates to fair value measurements, once each issuer is categorized and the forecasted default rates have been applied, the expected cash flows are modeled using the methodologies described above. The Company then applies a 15% discount rate to PreTSL XIX and PreTSL XXVI and a 20% discount rate for the remaining PreTSLs to the expected cash flows to estimate fair value.

At March 31, 2011, the Company owned a security issued by a state and political subdivision having an amortized cost of $2.1 million that was downgraded by several nationally recognized credit rating agencies in 2010. As a result of the downgrade, the market for this security at March 31, 2011 is no longer active. The security was historically priced using Level 2 inputs. The credit downgrade has resulted in a decline in the level of significant other observable inputs for this investment security at the measurement date. Broker pricing and bid/ask spreads are very limited, the weaker credit rating has resulted in additional price discounts and the absence of a CUSIP limits the amount of information that is available about the credit. As such, the valuation of this investment is now determined using Level 3 inputs. The Company obtained a bid indication from a third party municipal trading desk to determine its fair value.

Loans

For non-impaired loans and non-collateral dependent impaired loans, fair values are estimated by discounting the projected future cash flows using market discount rates that reflect the credit, liquidity, and interest rate risk inherent in the loan. Projected future cash flows are calculated based upon contractual maturity or call dates, projected repayments and prepayments of principal. The estimated fair value of collateral dependent impaired loans is based on the appraised loan value or other reasonable offers less estimated costs to sell. The Company does not record loans at fair value on a recurring basis. However from time to time, a loan is considered impaired and an allowance for credit losses is established. The specific reserves for collateral dependent impaired loans are based on the fair value of the collateral less estimated costs to sell. The fair value of the collateral is based on appraisals. In some cases, adjustments are made to the appraised values due to various factors including age of the appraisal, age of comparables included in the appraisal, and known changes in the market and in the collateral. When significant adjustments are based on unobservable inputs, the resulting fair value measurement is categorized as a Level 3 measurement. See also Note 4   Loans.

Loans Held For Sale

Fair values of mortgage loans held for sale are based on commitments on hand from investors or prevailing market prices.

Mortgage Servicing Rights

The fair value of mortgage servicing rights is estimated using a discounted cash flow model that applies current estimated prepayments derived from the mortgage-backed securities market and utilizes a current market discount rate for observable credit spreads. The Bank does not record mortgage servicing rights at fair value on a recurring basis.

Federal Home Loan Bank (FHLB) and Federal Reserve Bank (FRB) Stock

Ownership in equity securities of FHLB of Pittsburgh and the FRB is restricted and there is no established market for their resale. The carrying amount is a reasonable estimate of fair value.

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Deposits

The fair value of demand deposits, savings deposits, and certain money market deposits is the amount payable on demand at the reporting date. The fair value of fixed-maturity certificates of deposit is estimated based on discounted cash flows using the rates currently offered for deposits of similar remaining maturities.

Borrowed funds

The Bank uses discounted cash flows using rates currently available for debt with similar terms and remaining maturities are used to estimate fair value.

Commitments to extend credit and standby letters of credit

The fair value of commitments to extend credit and standby letters of credit are estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present creditworthiness of the counterparties. For fixed-rate loan commitments, fair value also considers the difference between current levels of interest rates and the committed rates. The fair value of off-balance- sheet commitments is insignificant and therefore not included in the table for non-recurring assets and liabilities.

Assets measured on a recurring basis

The following tables detail the financial asset amounts that are carried at fair value and measured at fair value on a recurring basis at March 31, 2011 and December 31, 2010, and indicate the fair value hierarchy of the valuation techniques utilized by the Company to determine the fair value:

Fair Value Measurements at March 31, 2011 (In thousands)

	Fair value	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Available-for-sale securities:				
Obligations of U.S. Government Agencies	$ 8,243		8,243	
Obligations of political and state subdivisions	113,529		111,414	2,115
Government sponsored agency CMOs	73,805		73,805	

Residential mortgage backed securities	46,655		46,655	
Pooled trust preferred senior class	1,513			1,513
Pooled trust preferred mezzanine class	1,830			1,830
Corporate debt securities	424		424	
Equity securities	995	995		
Total securities available-for-sale	$ 246,994	$ 995	$ 240,541	$ 5,458

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Fair Value Measurements at December 31, 2010 (In thousands)

	Fair value	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Available-for-sale securities:				
Obligation to U.S. Government Agencies	$ 8,307	$	$ 8,307	$
Obligations of political and state subdivisions	111,353		109,108	2,245
Government sponsored agency CMOs	77,816		77,816	
Residential mortgage backed securities	49,120		49,120	
Pooled trust preferred senior class	1,422			1,422
Pooled trust preferred mezzanine class	1,647			1,647
Corporate debt securities	395		395	
Equity securities	1,012	1,012		
Total securities available-for-sale	$ 251,072	$ 1,012	$ 244,746	$ 5,314

The table below presents reconciliation and statement of operations classifications of gains and losses for all assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the three month periods ended March 31, 2011 and 2010:

Fair Value Measurements Using Significant Unobservable Inputs (Level 3)

(in thousands)	PreTSLs	State and Political Subdivisions	Total
Balance at December 31, 2010	$ 3,069	$ 2,245	5,314
Accretion of discount	3		3
Paydowns		(130)	(130)
Total gains or losses (realized/unrealized):			
Included in earnings			
Included in other comprehensive income	271		271
Balance at March 31, 2011	$ 3,343	$ 2,115	$ 5,458

Fair Value Measurements Using Significant Unobservable Inputs (Level 3)

(in thousands)	PreTSLs
Balance at December 31, 2009	$ 3,810
Accretion of discount	3
Total gains or losses (realized/unrealized):	
Included in earnings	(346)
Included in other comprehensive income	312
Balance at March 31, 2010	$ 3,779

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Assets measured at fair value on a non-recurring basis

Assets measured at fair value on a non-recurring basis are summarized below:

	Fair Value Measurements at March 31, 2011			Fair Value Measurements at December 31, 2010		
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
			(in thousands)			
Collateral dependent impaired loans (1)			$ 23,314			$ 26,336
Other real estate owned			3,141			4,923

(1) Represents carrying value and related write-downs for which adjustments are based on appraised value. Management makes adjustments to the appraised values as necessary to consider declines in real estate values since the time of the appraisal. Such adjustments are based on management s knowledge of the local real estate markets.

Collateral dependent impaired loans are classified as Level 3 assets and the estimated fair value of the collateral is based on the appraised loan value or other reasonable offers less estimated costs to sell. When the measure of the impaired loan is less than the recorded investment in the loan, the impairment is recorded through a valuation allowance or is charged-off. The amount shown is the balance of impaired loans, net of any charge-offs and the related allowance for loan losses.

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Other real estate owned properties are recorded at the fair value less the estimated cost to sell at the date of foreclosure. Subsequent to foreclosure, the balance might be subject to additional write downs. It is the Company s policy to obtain certified external appraisals of real estate collateral underlying impaired loans, including OREO, and it estimates fair value using those appraisals. Other valuation sources may be used, including broker price opinions, letters of intent and executed sale agreements. The amounts in the table above represent the value of OREO properties at March 31, 2011 and December 31, 2010, that were subject to additional write-downs subsequent to foreclosure.

The Company discloses fair value information about financial instruments, whether or not recognized in the Statement of Financial Condition, for which it is practicable to estimate that value. The following estimated fair value amounts have been determined by the Company using available market information and appropriate valuation methodologies. However, management judgment is required to interpret data and develop fair value estimates. Accordingly, the estimates below are not necessarily indicative of the amounts the Company could realize in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts. The estimated fair values of the Company s financial instruments are as follows:

	March 31, 2011		December 31, 2010	
(In thousands)	**Carrying Value**	**Fair Value**	**Carrying Value**	**Fair Value**
Financial Assets				
Cash and short term investments	$ 71,724	$ 71,724	$ 74,505	$ 74,505
Securities	249,012	248,891	253,006	252,929
FHLB and FRB stock	11,057	11,057	11,572	11,572
Loans, net	733,173	743,407	735,813	736,992
Loans held for sale	1,247	1,247	3,557	3,557
Accrued interest receivable	3,088	3,088	3,119	3,119
Mortgage servicing rights	737	981	751	1,258
Financial Liabilities				
Deposits	$ 960,949	956,899	$ 982,436	$ 987,675
Borrowed funds	141,568	147,464	137,604	143,025
Accrued interest payable	3,045	3,045	2,763	2,763

Note 8. Earnings per Share

For the Company, the numerator of both the basic and diluted earnings per common share is net income available to common shareholders (which is equal to net income less dividends on preferred stock and related discount accretion). The weighted average number of common shares outstanding used in the denominator for basic earnings per common share is increased to determine the denominator used for diluted earnings per common share by the effect of potentially dilutive common share equivalents utilizing the treasury stock method. For the Company, common share equivalents are outstanding stock options to purchase the Company s common shares.

The following table shows the calculation of both basic and diluted earnings per common share for the three months ended March 31, 2011 and 2010:

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(in thousands, except share amounts)	Three months ended March 31, 2011		2010	
Net loss	$	(526)	$	(825)
Basic weighted-average number of common shares outstanding		16,434,763		16,294,291
Plus: Common share equivalents				
Diluted weighted-average number of common shares outstanding		16,434,763		16,294,291
Loss per common share:				
Basic	$	(0.03)	$	(0.05)
Diluted	$	(0.03)	$	(0.05)

Common share equivalents, in the table above, exclude stock options with exercise prices that exceed the average market price of the Company s common shares during the periods presented. Inclusion of these stock options would be anti-dilutive to the diluted earnings per common share calculation.

Note 9. Related Party Transactions

The Company and the Bank have engaged in and intend to continue to engage in banking and financial transactions in the conduct of its business with directors and executive officers of the Company and the Bank and their related parties.

The Bank has granted loans, letters of credit and lines of credit to directors, executive officers and their related parties. These loans, letters of credit, and lines of credit were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with unrelated persons and, when made, did not involve more than normal risk of uncollectability. The following table summarizes the changes in the total amounts of such outstanding loans, advances under lines of credit as well as repayments during the three months ended March 31, 2011 and 2010.

(In thousands)	March 31, 2011		2010	
Outstanding at beginning of the year	$	92,217	$	102,705
New loans and advances		23,041		24,945
Repayments / reductions		(19,607)		(17,979)
Other*		(590)		
Outstanding at end of period	$	95,061	$	109,671

* other represents loans to related parties that ceased being related parties during the period.

At March 31, 2011, there were no loans to directors, executive officers and their related parties which were not performing in accordance with the terms of the loan agreements. However, at March 31, 2011, loans in the amount of $257 thousand to directors, executive officers and their related parties were categorized as criticized loans within the Bank s risk rating system, meaning they are considered to present a higher risk of collection than other loans.

Included in related party loans is $2.9 million outstanding under a commercial line of credit (line) to a company owned by a director. The Company also sold a participation interest in this line to the same director in the amount of $5.2 million, of which $2.8 million is outstanding. The Bank receives a 25 basis point annual servicing fee from this director on the participation balance.

Deposits from directors, executive officers and their related parties held by the Bank at March 31, 2011 and December 31, 2010 amounted to $137.5 million and $131.6 million, respectively. Interest paid on the deposits amounted to $153 thousand and $302 thousand for the three months ended on March 31, 2011 and 2010, respectively.

In the course of its operations, the Company acquires goods and services from and transacts business with various companies affilated with related parties. The Company believes these transactions were made on the same terms as those for comparable transactions. The

Company recorded payments for these services of $76 thousand and $73 thousand for the three months ended on March 31, 2011 and 2010, respectively.

Subordinated notes held by officers and directors and/or their related parties totaled $10 million and $11 million at March 31, 2011 and December 31, 2010, respectively. Interest paid to directors on these notes totaled $0 and $248 thousand for the three months ended on March 31, 2011 and 2010, respectively. Interest accrued and unpaid on loans to directors totaled $225 thousand at March 31, 2011.

The Company leases its Honesdale branch from a related party. Total lease payments were $2 thousand for each of the three months ended on March 31, 2011 and 2010.

Note 10. Stock Option Plans

On August 30, 2000, the Company s Board adopted the 2000 Employee Stock Incentive Plan (the Stock Incentive Plan) in which options may be granted to key officers and other employees of the Company. The aggregate number of shares which may be issued upon exercise of the options under the plan cannot exceed 1,100,000 shares. Options and rights granted under the Stock Incentive Plan become exercisable six months after the date the options are awarded and expire ten years after the award date. Upon exercise, the shares are issued from the Company s authorized but unissued stock. The Stock Incentive Plan expired on August 30, 2010, therefore, no further grants will be made under the plan.

The Board also adopted on August 30, 2000, the 2000 Independent Directors Stock Option Plan (the Directors Stock Plan) for directors who are not officers or employees of the Company. The aggregate number of shares issuable under the Directors Stock Plan cannot exceed 550,000 shares and are exercisable six months from the date the awards are granted and expire three years after the award date. Upon exercise, the shares are issued from the Company s authorized but unissued shares. The Directors Stock Plan expired on August 30, 2010, therefore, no further grants will be made under the plan.

There was no compensation expense related to options under both the Stock Incentive Plan and the Directors Stock Plan for the three months ended March 31, 2011 and 2010.

In accordance with current accounting guidance, all options are charged against income at their fair value. Awards granted under the plans vest immediately and the entire expense of the award is recognized in the year of grant.

A summary of the status of the Company s stock option plans is presented below:

Three months ended March 31,	
2011	2010

	Shares		Weighted Average Exercise Price	Shares		Weighted Average Exercise Price
Outstanding at the beginning of the period	222,616	$	12.58	366,248	$	12.18
Granted						
Exercised						
Forfeited				(25,300)	$	11.00
Outstanding at the end of the period	222,616	$	12.58	340,948	$	12.26
Options exercisable at March 31,	222,616	$	12.58	340,948	$	12.26
Weighted average fair value of options granted during the year						
Stock-Based Compensation Expense						

There were no options exercised during these periods. As of March 31, 2011, there was no unrecognized compensation expense.

Information pertaining to options outstanding at March 31, 2011 is as follows:

	Options Outstanding				Options Exercisable		
Range of Exercise Price	Number Outstanding	Weighted Average Remaining Contractual Life		Weighted Average Exercise Price	Number Exercisable		Weighted Average Exercise Price
$6.10-$23.13	222,616	4.4 years	$	12.58	222,616	$	12.58

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As of March 31, 2011, there was no aggregate intrinsic value of exercisable options.

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

This Quarterly Report should be read in conjunction with the more detailed and comprehensive disclosures included on our Form 10-K for the year ended December 31, 2010. In addition, please read this section in conjunction with our Consolidated Financial Statements and Notes to Consolidated Financial Statements contained herein.

We are in the business of providing customary retail and commercial banking services to individuals and businesses. Our core market is northeastern Pennsylvania.

FORWARD-LOOKING STATEMENTS

The Company may from time to time make written or oral forward-looking statements, including statements contained in the Company s filings with the SEC (including this report and the exhibits hereto), in its reports to shareholders and in other communications by the Company, which are made in good faith by the Company pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995.

These forward-looking statements include statements with respect to the Company 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 Company s control). The words may, could, should, would, believe, anticipate, estimate, expect, intend, plan expressions are intended to identify forward-looking statements. The following factors, among others, could cause the Company 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 the Company s markets; 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; inflation, interest rate, market and monetary fluctuations; the timely development of and acceptance of new products and services; the impact of the Company s ability to comply with its regulatory agreements and orders; the effectiveness of the Company s revised system of internal controls; the ability of the Company to attract additional capital investment; the impact of changes in financial services laws and regulations (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, and the success of the Company at managing the risks involved in the foregoing.

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

Readers should carefully review the risk factors described in the Annual Report and other documents that we periodically file with the Securities and Exchange Commission, including our Form 10-K for the year ended December 31, 2010.

CRITICAL ACCOUNTING POLICIES

In preparing the consolidated financial statements, management has made estimates, judgments and assumptions that affect the reported amounts of assets and liabilities as of the date of the consolidated statements of condition and results of operations for the periods indicated. Actual results could differ significantly from those estimates.

The Company s accounting policies are fundamental to understanding management s discussion and analysis of its financial condition and results of operations. Management has identified the policies on the Allowance for Loan and Lease Losses (ALLL), securities valuation, other intangible assets, and the evaluation of deferred income tax and the impairment of securities to be critical as

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management is required to make subjective and/or complex judgments about matters that are inherently uncertain and could be most subject to revision as new information becomes available.

The judgments used by management in applying the critical accounting policies discussed below may be affected by a further and prolonged deterioration in the economic environment, which may result in changes to future financial results. Specifically, subsequent evaluations of the loan portfolio, in light of the factors then prevailing, may result in significant changes in the ALLL in future periods, and the inability to collect on outstanding loans could result in increased loan losses. In addition, the valuation of certain securities in the Company s investment portfolio could be negatively impacted by illiquidity or dislocation in marketplaces resulting in significantly depressed market prices thus leading to further impairment losses.

Allowance for Loan and Lease Losses

The ALLL is established as losses are estimated to have occurred through a provision for loan losses charged to earnings, and is maintained at a level that management considers adequate to absorb losses in the loan portfolio. Loans are charged against the ALLL when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the ALLL.

The ALLL represents management s estimate of probable loan losses inherent in the loan portfolio. Determining the amount of the ALLL is considered a critical accounting estimate because it requires significant judgment and the use of estimates related to the amount and timing of expected future cash flows on impaired loans, estimated losses on pools of homogeneous loans based on historical loss experience, qualitative factors, and consideration of current economic trends and conditions, all of which may be susceptible to significant change. Various banking regulators, as an integral part of their examination of the Company, also review the ALLL. Such regulators may require, based on their judgments about information available to them at the time of their examination, that certain loan balances be charged off or require that adjustments be made to the ALLL. Additionally, the ALLL is determined, in part, by the composition and size of the loan portfolio.

The ALLL consists of specific and general components. The specific component relates to loans that are classified as impaired. For such loans an allowance is established when the discounted cash flows, collateral value or observable market price of the impaired loan is lower than the carrying value of that loan. The general component covers all other loans and is based on historical loss experience adjusted by qualitative factors. The Company changed its policy for determining the ALLL effective for 2009. The general reserve component of the ALLL, previously based on one aggregated pool of unimpaired loans, was increased after assigning these loans to one of three pools of Pass , Special Mention or Accruing and Substandard and applying historical loss factors and varied qualitative factor basis point allocations based on the risk profile in each pool to determine the appropriate reserve related to those loans. The general reserve component of the ALLL also increased because of higher historical loss experience resulting from the increased loan charge-offs of impaired loans. Substandard loans on non-accrual status are included in impaired loans.

See Note 4 Loans of the consolidated financial statements included in Item 1 hereof for additional information about the ALLL.

Securities Valuation

Management utilizes various inputs to determine the fair value of its investment portfolio. To the extent they exist, unadjusted quoted market prices in active markets (level 1) or quoted prices on similar assets or models using inputs that are observable, either directly or indirectly (level 2) are utilized to determine the fair value of each investment in the portfolio. In the absence of observable inputs or if markets are illiquid, valuation techniques would be used to determine fair value of any investments that require inputs that are both unobservable and significant to the fair value measurement (level 3). For level 3 inputs, valuation techniques are based on various assumptions, including, but not limited to cash flows, discount rates, rate of return, adjustments for nonperformance and liquidity, and liquidation values. A significant degree of judgment is involved in valuing investments using level 3 inputs. The use of different assumptions could have a positive or negative effect on consolidated financial condition or results of operations. See Notes 6 and 7 of the consolidated financial statements included in Item 1 hereof for more information about our securities valuation techniques.

Management must periodically evaluate if unrealized losses (as determined based on the securities valuation methodologies discussed above) on individual securities classified as held-to-maturity or available-for-sale in the investment portfolio are considered to be OTTI. The analysis of OTTI requires the use of various assumptions, including, but not limited to, the length of time an investment s fair value is less than book value, the severity of the investment s decline, any credit deterioration of the issuer, whether management intends to sell the security, and whether it is more likely than not that the Company will be required to sell the security prior to recovery of its amortized cost basis. Debt investment securities deemed to be OTTI are written down by the impairment related to the estimated credit loss and the non-credit related impairment loss is recognized in other comprehensive income. The Company recognized OTTI charges on securities of $0 and $346 thousand for the three months ended March 31, 2011 and 2010, respectively,

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within the consolidated statements of operations. For 2010, the OTTI charges relate to estimated credit losses on pooled trust preferred securities. See - Financial Condition - Securities section below and Note 6

Securities to the consolidated financial statements included in Item 1 hereof for additional information about our OTTI charges.

Other Real Estate Owned

Other real estate owned (OREO) consists of property acquired by foreclosure or deed in-lieu of foreclosure, are held for sale and 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 amount or fair value less cost to sell. The fair value is based on appraised value through a current appraisal, adjusted by the estimated costs to sell the property. At the date of acquisition, any write down to fair value less estimated selling costs is charged to the ALLL. This determination is made on an individual asset basis. Fair value is determined through external appraisals, current letters of intent, broker price opinions or executed agreements of sale. Costs relating to the development and improvement of the OREO properties may be capitalized; holding period costs and subsequent changes to the valuation allowance are charged to expense.

Income Taxes

The objectives of accounting for income taxes are to recognize the amount of taxes payable or refundable for the current year and deferred tax liabilities and assets for the future tax consequences of events that have been recognized in an entity s financial statements or tax returns. Judgment is required in assessing the future tax consequences of events that have been recognized in our consolidated financial statements or tax returns. Fluctuations in the actual outcome of these future tax consequences could impact our consolidated financial condition or results of operations.

We record income tax provision or benefit based on the amount of tax currently payable or receivable and the change in deferred tax assets and liabilities. Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial and tax reporting purposes. We conduct quarterly assessments of all available evidence to determine the amount of deferred tax assets that are more-likely-than-not to be realized. The available evidence used in connection with these assessments includes taxable income in current and prior periods, cumulative losses in prior periods, projected future taxable income, potential tax-planning strategies, and projected future reversals of deferred tax items. These assessments involve a certain degree of subjectivity which may change significantly depending on the related circumstances.

In connection with determining our income tax provision or benefit, the Company considers maintaining liabilities for uncertain tax positions and tax strategies that management believes contain an element of uncertainty. Periodically, the Company evaluates each of our tax positions and strategies to determine whether a liability for uncertain tax benefits is required. As of March 31, 2011 and December 31, 2010, the Company did not have any uncertain tax positions or tax strategies and no liability was required to be recorded.

New Authoritative Accounting Guidance

In January 2010, the FASB issued an update (Accounting Standards Update No. 2010-06, *Improving Disclosures about Fair Value Measurements*). The update provides clarification regarding existing disclosures and requires additional disclosures regarding fair value measurements. Specifically, the guidance now requires reporting entities to disclose the amounts of significant transfers between levels and the reasons for the transfers. In addition, the reconciliation should present separate information about purchases, sales, issuances and settlements. A reporting entity should provide disclosures about the valuation techniques and inputs used to measure fair value. The new standard is effective for reporting periods beginning after December 15, 2009 except for disclosures about purchases, sales, issuances and settlements which are not effective until reporting periods beginning after December 15, 2010. The adoption of this guidance did not have a material impact on the Company s consolidated financial statements. The disclosures required by this update are included in Note 7 to the consolidated financial statements.

In July 2010, the FASB issued an update (Accounting Standards Update No. 2010-20, *Receivables, Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses*). This update expands the disclosures that an entity must provide about the credit quality of its financing receivables and the related allowance for credit losses. As a result of these amendments, an entity is required to disaggregate, by portfolio segment or class, certain existing disclosures, and to provide certain new disclosures about its financing receivables and related allowances for credit losses. The disclosures as of the end of a reporting period were effective for interim and annual reporting periods ending on or after December 15, 2010. The disclosures about activity that occurs during a reporting period were effective for interim and annual reporting periods beginning on or after December 15, 2010. The amendment does not require comparative disclosures for earlier reporting periods that ended before adoption; however, an entity should provide comparative disclosures for those reporting periods after initial adoption. The adoption of this amendment did not

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have a material effect on the Company s consolidated financial statements. The disclusures required by this update are included in Note 4 to the consolidated financial statements.

In January 2011, the FASB issued an update (Accounting Standards Update No. 2011-01, *Receivables*) which temporarily delayed the effective date of the disclosures about trouble debt restructurings in Update 2010-20 for public entities. The delay was intended to allow the Board time to complete its deliberations on what constitutes a trouble debt restructuring. The effective date of the new disclosures about troubled debt restructurings and the guidance for determining what constitutes a troubled debt restructuring was effective for interim and annual periods ending after June 15, 2011.

In April 2011, the FASB issued an update (Accounting Standards Update No. 2011-02, *A Creditor s Determination of Whether a Restructuring is a Troubled Debt Restructuring*) which clarifies when creditors should classify loan modifications as troubled debt restructurings. The new guidance was effective for interim and annual periods beginning on or after June 15, 2011, and applies retrospectively to restructurings occurring on or after January 1, 2011. A provision in Update 2011-02 also ends the FASB s deferral of the additional disclosures about troubled debt restructurings as required by Update 2010-20. The Company elected to adopt Update 2011-02 in the quarter ending March 31, 2011. The adoption of this update did not have a material impact on the Company s consolidated financial statements.

Accounting Guidance to be Adopted In Future Periods

In May 2011, the FASB issued an update (Accounting Standards Update 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*). This update results in common fair value measurement and disclosure requirements among U.S. GAAP and International Financial Reporting Standards. The amendments in Update 2011-04 include clarifications about the application of existing fair value measurement requirements and changes to principles for measuring fair value. This update also requires additional disclosures about fair value measurements, is required to be applied prospectively, and is effective for interim and annual periods beginning after December 15, 2011. The Company is currently evaluating the impact of adoption of Update 2011-04 on the Company s consolidated financial statements.

In June 2011, the FASB issued an update (Accounting Standards Update 2011-05, *Presentation of Comprehensive Income*). This update was issued to improve the comparability, consistency and transparency of financial reporting. The amendment provides the entity an option to present the total of comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The amendments do not change the items that must be reported in other comprehensive income. Update 2011-05 is required to be applied retrospectively and is effective for interim and annual periods beginning after December 15, 2011. Update 2011-05 is an update only for presentation and as such will not impact the Company s consolidated financial statements.

In December 2011, the FASB issued an update (Accounting Standards Update No. 2011-11, *Disclosures about Offsetting Assets and Liabilities*). The objective of this update is to provide enhanced disclosures that will enable users of its financial statements to evaluate the effect or potential effect of netting arrangements on an entity s financial position. This includes the effect or potential effect of rights of setoff associated with an entity s recognized assets and recognized liabilities within the scope of this update. The amendments require enhanced disclosures by requiring expanded information about financial instruments and derivative instruments that are either (1) offset in accordance with either Section 210-20-45 or Section 815-10-45 or (2) subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are offset in accordance with either Section 210-20-45 or Section 815-10-45. An entity is required to apply the amendments for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. An entity should provide the disclosures required by those amendments retrospectively for all comparative periods presented.

In December 2011, the FASB issued ASU No. 2011-12 - Comprehensive Income (Topic 220) Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in ASU No. 2011-05. This update defers only those changes in ASU No. 2011-05 that relate to the presentation of reclassification adjustments, the paragraphs in this update supersede certain pending paragraphs in ASU No. 2011-05. All other requirements in ASU No. 2011-05 are not affected by this update, including the requirement to report comprehensive income either in a single continuous financial statement or in two separate but consecutive financial statements and is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011.

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Executive Summary

The following overview should be read in conjunction with our MD&A in its entirety.

The Company recorded a net loss of $526 thousand, or $(0.03) per diluted common share for the three month period ended March 31, 2011, a decrease of $299 thousand compared to a net loss of $825 thousand or $(0.05) per diluted common share for the three month period ended March 31, 2010. This decrease in net loss was largely due to a $1.7 million increase in net interest income after provision for loan and lease losses, and a $1.5 million increase in total non-interest income, partially offset by a $2.8 million increase in total non-interest expenses. The return on average equity was (1.62)% for the three months ended March 31, 2011, compared to (1.30)% for the three months ended March 31, 2010. Return on average assets was (0.05)% for the three months ended March 31, 2011, compared to (0.06)% for three months ended March 31, 2010.

Total assets decreased $16.4 million, or 1.4% to $1.15 billion at March 31, 2011 as compared to $1.17 billion at December 31, 2010, primarily due to a $2.8 million decrease in cash and cash equivalents, a $4.1 million decrease in the available-for-sale securities, a $3.0 million decrease in other assets, a $2.3 million decrease in loans held for sale, a $2.6 million decrease in net loans, and a $1.0 million decrease in other real estate owned.

Total deposits decreased $21.5 million, or 2.2%, to $960.9 million at March 31, 2011 as compared to $982.4 million at December 31, 2010. During this period, demand deposits decreased by $7.4 million, or 8.0%, interest bearing demand decreased $9.7 million, or 2.8%, and total time deposits decreased by $7.1 million, or 1.6%. These decreases were partially offset by a $2.7 million, or 3.0%, increase in savings deposits. Borrowed funds increased by $4.0 million, or 2.9%, during the first three months of 2011 to $141.6 million from $137.6 million at December 31, 2010.

Total shareholders equity increased $0.9 million, or 3.0%, to $33.0 million at March 31, 2011 from $32.1 million at December 31, 2010. The increase is primarily due to a $1.5 million reduction in accumulated other comprehensive loss for the three months ended March 31, 2011 partly offset by the net loss of $526 thousand for the same period.

Summary of Performance

Net Interest Income

Net interest income consists of interest income and fees on interest-earning assets less interest expense on deposits and borrowed funds. It represents the largest component of the Company s operating income and as such is the primary determinant of profitability. The net interest margin on a fully tax equivalent basis is calculated by dividing tax equivalent net interest income by average interest earning assets and is a key measurement used in the banking industry to measure income from earning assets. The net interest margin was 3.11% for the three months ended March 31, 2011, a decrease of 12 basis points compared to the same period in 2010. This decrease in the net interest margin was due to a decrease of 50 basis points in the tax equivalent yield on earning assets partially offset by a decrease of 36 basis points in the tax equivalent yield on interest bearing liabilities. Rate spread, the difference between the average yield on interest earning assets and the average cost of interest bearing liabilities shown on a fully tax equivalent basis was 3.00% for the three months ended March 31, 2011, a decrease of 14 basis points versus the same period in 2010.

Net interest income on a tax equivalent basis was $8.3 million for the first quarter of 2011, a $1.9 million or 18.1% decrease from $10.2 million for the first quarter of 2010. The decrease was due to lower yields earned on loans and investment securities partially offset by a decrease in yields on interest-bearing liabilities, and decreases in the volume of both interest-bearing assets and liabilities.

Interest income on loans on a tax equivalent basis decreased $3.1 million for the three month period ended March 31, 2011 compared to the same period in 2010 primarily due to a 37 basis point decline in the tax equivalent yield on loans and a $179.4 million or 19.0% decrease in average loan balances. The yield on loans was negatively affected by the payoffs of higher yielding loans which cannot be replaced in this low interest rate environment and lower loan demand caused by the continuing economic slowdown. The decrease in average loans to $762.9 million for the three months ended March 31, 2011 was primarily due to pay downs, transfers of foreclosed loans into Other Real Estate Owned (OREO), and sales of indirect auto loans in the fourth quarter of 2010.

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Interest and dividend income on investment securities on a tax equivalent basis decreased by $630 thousand during the quarter ended March 31, 2011 as compared to the quarter ended March 31, 2010 primarily due to lower investment yields partially offset by higher average balances. The $11.1 million, or 4.4%, increase in average investments to $263.5 million at March 31, 2011 from $252.4 million at March 31, 2010 partially offset the 116 basis points decrease in the tax equivalent yield for the quarter ended March 31, 2011 as compared to the same period in 2010.

Average federal funds sold decreased by $11.5 million during the quarter ended March 31, 2011 as compared to the same quarter in 2010. The decrease in the average balance of federal funds sold was attributable to the Company s ability to re-deploy its excess liquidity into investment securities that met the Company s quality, return and duration requirements.

Average interest bearing liabilities totaled $1.0 billion for the quarter ended March 31, 2011, a decrease of $183.8 million or 15.3%, compared to the same period in 2010 primarily due to a decrease in average borrowings of $76.4 million or 35.2%. The cost of borrowed funds increased by 55 basis points to 4.28% for the quarter ended March 31, 2011 as compared 3.73% for the same period in 2010 primarily as a result of the higher interest rates on the Company s subordinated debt as compared to the FHLB borrowings. Average time deposits over $100,000 decreased $43.5 million or 18.4%, and average other time deposits decreased $49.7 million or 16.4%. The average cost of interest-bearing deposits decreased by 42 basis points to 1.22% during the quarter ended March 31, 2011 from 1.64% during the same period in 2010. The decrease in the rate on interest-bearing deposits was driven primarily by pricing decreases from money markets and time deposits, which are sensitive to interest rate changes. The pricing decreases for these products resulted from an overall decrease in market rates. The rate paid for savings deposits decreased from 0.56% during the quarter ended March 31, 2010 to 0.42% during the same period in 2011 and the rate paid on other time deposits decreased from 2.54% during the first quarter of 2010 to 1.99% during the same period in 2011.

Average borrowed funds decreased $76.4 million, or 35.2%, for the three months ended March 31, 2011 compared to the same period in 2010. The cost of borrowed funds increased by 55 basis points to 4.28% for the three months ended March 31, 2011 as compared to the same period in 2010 due to the Company paying off FHLB advances that were at lower rates. This resulted in the higher-rate borrowings becoming a larger percentage of total borrowings and causing the cost of borrowed funds to increase.

Net interest income represents the difference between income on interest-earning assets and expense on interest-bearing liabilities. Net interest income depends upon the relative amount of interest-earning assets and interest-bearing liabilities and the interest rate earned or paid on them. The following tables sets forth certain information relating to our consolidated statements of financial condition and consolidated statements of operations for the three month periods ended March 31, 2011 and 2010, and reflects the average yield on assets and average cost of liabilities for the periods indicated. Such yields and costs are derived by dividing income or expense by the average balance of assets or liabilities, respectively, for the periods shown. Average balances are derived from average daily balances. The yields include amortization of fees which are considered adjustments to yields.

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	Three months ended March 31, 2011			Three months ended March 31, 2010		
	Average Balance	Interest	Yield/ Cost	Average Balance	Interest	Yield/ Cost
	(Dollars in thousands)					
ASSETS						
Earning Assets (2)(3)						
Loans-taxable (4)	$ 723,968	8,648	4.78%	$ 886,067	$ 11,503	5.19%
Loans-tax free (4)	38,931	674	6.93%	56,222	966	6.82%
Total Loans (1)(2)	762,899	9,322	4.89%	942,289	$ 12,469	5.25%
Securities-taxable	141,141	979	2.77%	129,380	1,591	4.88%
Securities-tax free	122,372	2,136	6.98%	123,018	2,154	6.95%
Total Securities (1)(5)	263,513	3,115	4.73%	252,398	3,745	5.89%
Interest-bearing deposits in other banks and federal funds sold	45,034	26	0.23%	56,555	36	0.25%
Total Earning Assets	1,071,446	12,463	4.65%	1,251,242	16,250	5.15%
Non-earning assets	105,736			133,166		
Allowance for loan and lease losses	(22,927)			(23,387)		
Total Assets	$ 1,154,255			$ 1,361,021		
LIABILITIES AND SHAREHOLDERS EQUITY						
Interest-bearing Liabilities						
Interest-bearing demand deposits	340,697	612	0.73%	354,267	$ 1,032	1.16%
Savings deposits	89,879	95	0.42%	90,612	129	0.56%
Time deposits over $100,000	192,736	698	1.47%	236,207	931	1.56%
Other time deposits	252,844	1,241	1.99%	302,505	1,940	2.54%
Total Interest-bearing Deposits	876,156	2,646	1.22%	983,591	4,032	1.64%
Borrowed funds and other interest-bearing liabilities	140,530	1,482	4.28%	216,944	2,040	3.73%
Total Interest-Bearing Liabilities	1,016,686	4,128	1.65%	1,200,535	6,072	2.01%
Demand deposits	88,995			82,735		
Other liabilities	15,846			14,309		
Shareholders equity	32,728			63,442		
Total Liabilities and Shareholders Equity	$ 1,154,255			$ 1,361,021		
Net Interest Income/Interest Rate Spread (6)		8,335	3.00%		10,178	3.14%
Tax equivalent adjustment		(955)			(1,091)	
Net interest income as reported		$ 7,380			$ 9,087	
Net Interest Margin (7)			3.11%			3.23%

(1) Interest income is presented on a tax equivalent basis using a 34% rate for 2011 and 2010.

(2) Loans are stated net of unearned income.

(3) Nonaccrual loans are included in loans within earning assets.

(4) The yields for securities that are classified as available for sale are based on the average historical amortized cost.

(5) Interest rate spread represents the difference between the average yield on interest earning assets and the cost of interest bearing liabilities and is presented on a tax equivalent basis.

(6) Net interest income as a percentage of total average interest earning assets.

(7) Loan fees included in interest income are not significant.

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The following table shows the effect of changes in volume and interest rates on net interest income. The variance in interest income or expense due to the combination of rate and volume has been allocated proportionately.

	Three Months Ended March 31, 2011 Compared with March 31, 2010 Increase (Decrease) Due to Change in		
	Volume	**Rate**	**Total**
Interest income:			
Loans (taxable)	$ (1,987)	$ (868)	$ (2,855)
Loans (tax-free) (1)	(295)	3	(292)
Investment securities (taxable)	156	(768)	(612)
Investment securities (tax-free)(1)	(11)	(7)	(18)
Time deposits with banks and federal funds sold	(8)	(2)	(10)
Total interest income	(2,145)	(1,642)	(3,787)
Interest expense			
Interest-bearing demand deposits	(41)	(379)	(420)
Savings deposits	(1)	(33)	(34)
Time deposits	(511)	(421)	(932)
Borrowed funds and other interest-bearing liabilities	(783)	225	(558)
Total interest expense	(1,336)	(608)	(1,944)
Decrease in interest differential	$ (809)	$ (1,034)	$ (1,843)

(1) Changes in interest income and interest expense attributable to changes in both volume and rate have been allocated proportionately to changes due to volume and changes due to rate.

Provision for Loan and Lease Losses

Management closely monitors the loan portfolio and the adequacy of the Allowance for Loan and Lease Losses (ALLL) considering underlying borrower financial performance and collateral values and increasing credit risks. Future material adjustments may be necessary to the provision for loan and lease losses and the ALLL if economic conditions or loan performance differ substantially from the assumptions management used in making its evaluation of the ALLL. The provision for loan and lease losses is an expense charged against net interest income to provide for estimated losses attributable to uncollectible loans and is based on management s analysis of the adequacy of the ALLL. A provision for loan and lease losses of $1.7 million was recorded for the three month period ended March 31, 2011 compared to $5.1 million for the three month period ended March 31, 2010. The decrease of $3.4 million primarily reflects the substantial provisions taken as of March 31, 2010 due to changes in the Company s methodology of determining the provision for loan and lease lossees, and a decrease in the loan portfolio from the first quarter of 2010.

During the three months ended March 31, 2011, non-performing loans increased $100 thousand to $28.5 million from $28.4 million at December 31, 2010. Net charge-offs decreased $2.0 million to $89 thousand for the three months ended March 31, 2011 from $2.1 million for the same period in 2010. Non-performing loans primarily consist of loans secured by real estate. Refer to Financial Condition - Allowance for Loan and Lease Losses .

Non-interest Income

The Company recorded total non-interest income of $4.0 million for the three months ended March 31, 2011, an increase of $1.5 million from the $2.5 million earned during the comparable period in 2010. The increase was due to a $2.5 million gain on the sale of other real estate owned, offset by 2010 non-recurring gains from the sales of investments of $1.2 million.

Non-interest Expense

Non-interest expense was $10.1 million for the three month period ended March 31, 2011, compared to $7.3 million for the same period in 2010. The $2.8 million increase for the three months ended March 31, 2011 was primarily due to a $1.9 million increase in professional fees attributable to increased regulatory compliance expenses, a $288 thousand increase in salary and benefits expense, a $320 thousand increase in FDIC assessment, and a $432 thousand increase in other real estate expense. The increase was partially offset by a reduction in provision for off-balance sheet commitments and equipment expense.

Provision for Income Taxes

The Company did not record a provision or benefit for income taxes for the quarters ended March 31, 2011 and 2010. In future periods, the Company anticipates that it will have a minimal tax provision or benefit until such time as it is able to reverse the deferred tax asset valuation allowance that it recorded in 2009.

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FINANCIAL CONDITION

Assets

Total assets were $1.15 billion, at March 31, 2011, a decrease of $16.4 million, or 1.4%, from $1.17 billion at December 31, 2010.

Cash and Cash Equivalents

Cash and cash equivalents decreased $2.8 million, or 3.7% during the three months ended March 31, 2011 to $71.7 million. The Company did not pay any dividends during the quarter ended March 31, 2011 as it suspended paying dividends to conserve capital and comply with regulatory requirements.

Securities

The Company holds debt securities primarily for liquidity, interest rate risk management needs and to provide a source of interest income. Securities are classified as held-to-maturity and carried at amortized cost when the Company has the positive intent and ability to hold them to maturity. Securities not classified as held-to-maturity are classified as available-for-sale and are carried at fair value, with unrealized holding gains and losses reported in other comprehensive income, net of tax. The Company determines the appropriate classification of securities at the time of purchase. The decision to purchase or sell securities is based upon the current assessment of long and short-term economic and financial conditions, including the interest rate environment and other statement of financial condition components. Securities with limited marketability and/or restrictions, such as Federal Home Loan Bank and Federal Reserve Bank stocks, are carried at cost. Federal Reserve Bank stock is carried in other assets.

At March 31, 2011, the Company s investment portfolio was comprised of U.S Government agency securities, taxable and tax-exempt obligations of states and political subdivisions, government sponsored agency collateralized mortgage obligations (CMOs), government sponsored agency residential mortgage-backed securities, pooled trust preferred securities (PreTSLs) principally collateralized by bank holding companies (bank issuers), and insurance companies, corporate debt, and equity securities.

The Company s investments in PreTSLs may pose a higher risk of future impairment charges by the Company as a result of the current downturn in the U.S. economy and its potential negative effect on the future performance of these bank issuers. Many of the bank issuers of PreTSLs within the Company s investment portfolio remain participants in the U.S. Treasury s TARP CPP. For TARP participants, dividend payments to trust preferred security holders are currently senior to and payable before dividends can be paid on the preferred stock issued under the TARP CPP. Some bank issuers may elect to defer future payments of interest on such securities either based upon recommendations by the U.S. Treasury and the banking regulators or management decisions driven by potential liquidity needs. Such elections by issuers of securities within our investment portfolio could adversely affect securities valuations and result in future impairment charges if collection of deferred and accrued interest (or principal upon maturity) is deemed unlikely by management. See the Other-Than-Temporary-Impairment section below for further details.

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The following table sets forth the carrying value of available-for-sale securities, which are carried at fair value, and held-to-maturity securities, which are carried at amortized cost, at the dates indicated:

(in thousands)	March 31, 2011	December 31, 2010
Obligations of U.S. government agencies	$ 8,243	$ 8,307
Obligations of state and political subdivisions	115,547	113,347
Collateralized mortgage obligations:		
Government sponsored agency	73,805	77,816
Residential mortgage-backed securities:		
Government sponsored agency	46,655	49,120
Pooled Trust Preferred Senior Class	1,513	1,422
Pooled Trust Preferred Mezzanine Class	1,830	1,647
Corporate debt securities	424	395
Equity securities	995	1,012
Total	$ 249,012	$ 253,066

During 2010, the Company sold its entire portfolio of private label collateralized mortgage obligation securities to better manage and improve credit risk in its investment portfolio. The Company used proceeds from these sales and cash provided by operations to purchase high quality U.S. Government guaranteed and U.S. Government agency sponsored mortgage-backed securities. Additionally, there were no single issuers with an aggregate amortized cost which exceeded ten percent (10%) of total shareholders equity.

The following table sets forth the maturities of available-for-sale and held-to-maturity securities, based on book value, at March 31, 2011 and the weighted average yields of such securities calculated on the basis of the cost and effective yields weighted for the scheduled maturity of each security.

	Within One Year	> 1 5 Years	6 - 10 Years	Over 10 Years	Mortgage-Backed Securities and Collateralized Mortgage Obligations	No Fixed Maturity	Total
Available-for-sale securities							
Obligations of U.S. government agencies	$	$	$	$ **8,243**	$	$	$ **8,243**
Yield				3.24%			3.24%
Obligations of state and political subdivisions (1)		2,448	7,276	103,805			113,529
Yield		6.19%	6.54%	7.02%			6.97%
Corporate debt securities				424			424
Yield				0.95%			95.00%
Collateralized Mortgage Obligations:							
Government sponsored agencies					73,805		73,805
Yield					3.35%		3.35%
Residential mortgage-backed securities:							
Government sponsored agencies					46,655		46,655
Yield					3.67%		3.67%
Pooled Trust Preferred Senior Class				1,513			1,513
Yield				0.00%			0.00%

Pooled Trust Preferred Mezzanine Class				1,830			1,830
Yield				0.00%			0.00%
Equity securities (2)						995	995
Yield						4.68%	4.68%
Total available-for-sale maturities	$	$ 2,448	$ 7,276	$ 115,815	$ 120,460	$ 995	$ 246,994
Weighted yield	0.00%	6.19%	6.54%	6.13%	3.47%	4.68%	4.94%
Held-to-maturity securities							
Obligations of state and political subdivisions			1,604	414			2,018
Yield			4.90%	4.86%			4.89%
Total held-to-maturity securities	$	$	$ 1,604	$ 414	$	$	$ 2,018
Weighted yield	0.00%	0.00%	4.90%	4.86%	0.00%	0.00%	4.89%

(1) Yields on state and municipal securities have been adjusted to a tax equivalent yields using a 34% federal income tax rate.

(2) Yield represents actual return for the three months ended March 31, 2011.

Other-Than-Temporary Impairment (OTTI)

The Company tests its securities for OTTI using authoritative guidance. Under this guidance, if management has no intent to sell the security and it is not more likely than not that the Company will be required to sell the security before recovery of its amortized cost, then any loans considered to be other-than-temporary declines in the fair value of the debt security that are related to credit losses must be recognized in earnings as realized losses and those that are related to other factors are recognized in other comprehensive income. Numerous factors, including lack of liquidity for

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re-sales of certain investment securities, absence of reliable pricing information for investment securities, adverse changes in business climate, adverse actions by regulators, or unanticipated changes in the competitive environment could have a negative effect on our investment portfolio and may result in OTTI on the Company s investment securities in future periods.

On a quarterly basis, the Company evaluates its investment securities for OTTI. Unrealized losses on securities are considered to be other-than-temporarily-impaired when the Company believes the security s impairment is due to factors that could include the issuer s inability to pay interest or dividends, its potential for default, and/or other factors. Based on current authoritative guidance, when a held-to-maturity or available-for-sale debt security is assessed for OTTI, the Company must first consider (a) whether management intends to sell the security and (b) whether it is more likely than not that the Company will be required to sell the security prior to recovery of its amortized cost basis. If one of these circumstances applies to a security, an OTTI loss is recognized in the statement of operations equal to the full amount of the decline in fair value below amortized cost. If neither of these circumstances applies to a security, but the Company does not expect to recover the entire amortized cost basis, an OTTI loss has occurred that must be separated into two categories: (a) the amount related to credit loss and (b) the amount related to other factors such as market risk. In assessing the level of OTTI attributable to credit loss, the Company compares the present value of cash flows expected to be collected with the amortized cost basis of the security. As discussed above, the portion of the total OTTI related to credit loss is recognized in earnings, while the amount related to other factors is recognized in other comprehensive income. The total OTTI loss is presented in the statement of operations, less the portion recognized in other comprehensive income. When a debt security becomes other-than-temporarily-impaired, its amortized cost basis is reduced to reflect the portion of the total impairment related to credit loss.

To determine whether a security s impairment is other than temporary, management considers factors that include:

- the causes of the decline in fair value, such as credit problems, interest rate fluctuations, or market volatility;
- the severity and duration of the decline;
- the Company s ability and intent to hold equity security investments until they recover in value, as well as the likelihood of such a recovery in the near term;
- the Company s intent to sell security investments, or if it is more likely than not that the Company will be required to sell such securities before recovery of their individual amortized cost basis less any current-period credit loss.

For debt securities which the Company does not intend to sell or will not be required to sell, the primary consideration in determining whether impairment is other-than-temporary is whether or not the Company expects to receive all contractual cash flows.

Based on the Company s evaluation at March 31, 2011, the Company has determined that the decreases in estimated fair value of the securities it holds in its portfolio are temporary. The Company s estimate of discounted cash flows it expects to receive are greater than the securities carrying value, resulting in no impairment charges to earnings for the three months ended March 31, 2011.

OTTI of Pooled Trust Preferred Collateralized Debt Obligations:

At March 31, 2011, the amortized cost of our PreTSLs totaled $12.1 million with an estimated fair value of $3.3 million and is comprised of seven securities each of which is collateralized by debt issued by bank holding companies and insurance companies. The Company holds one senior tranche and six mezzanine tranches. All of the securities have been downgraded below investment grade. At the time of initial issue, no more than 5% of any pooled security consisted of a security issued by any one institution. At March 31, 2011, six of these securities had no excess subordination and one had excess subordination of 8.23% of the current performing collateral. Excess subordination is the amount by which the underlying performing collateral exceeds the outstanding bonds in the current class plus all senior classes. It can also be referred to as credit enhancement. As deferrals and defaults of underlying issuers occur, the excess subordination is reduced or eliminated, increasing the risk of the security experiencing principal or interest shortfalls. Conversely, subordination can be increased as collateral transitions from non-performing to performing. The coverage ratio, or overcollateralization, of a specific security measures the rate of performing collateral to a given class of notes. It is calculated by dividing the performing collateral in a transaction by the current balance of the class of notes plus all classes senior to that class.

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The following table presents information about the Company s collateral and subordination for its PreTSLs at March 31, 2011:

Security	Performing Collateral	Bonds Outstanding (in thousands)	Excess (Insufficient) Collateral	Coverage Ratio	Excess Subordination	Current Number of Performing Issuers	Actual Deferrals / Defaults as a % of Current Collateral	Expected Future Default Rate
PreTSL VIII	$ 233,300	$ 391,567	$ (158,267)	59.58%	N/A	22	44.80%	2.64%
PreTSL IX	303,520	324,741	(21,221)	93.47%	N/A	35	31.00%	1.87%
PreTSL X	260,780	349,304	(88,524)	74.66%	N/A	35	45.50%	2.30%
PreTSL XI	407,965	461,052	(53,087)	88.49%	N/A	45	30.70%	2.36%
PreTSL XIX	529,506	543,328	(13,822)	97.46%	N/A	53	24.30%	2.06%
PreTSL XXVI	679,200	627,525	51,675	108.23%	8.23%	54	29.60%	1.62%
PreTSL XXVIII	275,850	305,804	(29,954)	90.20%	N/A	43	23.60%	2.11%

The following list details information for each of the Company s PreTSLs at March 31, 2011:

Security	Class	Amortized Cost	Fair Value	Unrealized Gain (Loss)	Moody s / Fitch Ratings	Credit Impairment Quarter to Date	Credit Impairment Year to Date	Cumulative Credit Impairment
PreTSL VIII	Mezzanine	$ 36	$ 10	$ (26)	C / C	$	$	$ 2,964
PreTSL IX	Mezzanine	1,320	455	(865)	Ca / C			1,680
PreTSL X	Mezzanine	212	8	(204)	C / C			2,787
PreTSL XI	Mezzanine	1,574	346	(1,228)	Ca / C			3,426
PreTSL XIX	Mezzanine	4,712	1,006	(3,706)	Ca / CC			2,463
PreTSL XXVI	Senior	3,867	1,513	(2,354)	B1 / CCC			251
PreTSL XXVIII	Mezzanine	396	5	(391)	C / CC			9,027
Total		$ 12,117	$ 3,343	$ (8,774)		$	$	$ 22,598

The Company s PreTSLs are evaluated for OTTI by determining whether an adverse change in estimated cash flows has occurred. The Company uses a third-party service provider to perform this analysis. Determining whether there has been an adverse change in estimated cash flows from the cash flows previously projected involves comparing the present value of remaining cash flows previously projected against the present value of the cash flows estimated at March 31, 2011. The Company considers the discounted cash flow analysis to be its primary evidence when determining whether credit related OTTI exists.

Results of a discounted cash flow test are significantly affected by variables such as the estimate of the probability of default, discount rates, prepayment rates and the creditworthiness of the underlying issuers. The following provides additional information for each of these variables:

- Probability of Default An issuer level approach is used to analyze each security and default and recovery assumptions are based on the credit quality of the underlying issuers (generally, bank holding companies or insurance companies). Each bank issuer is evaluated based upon an examination of the trends in its earnings, net interest margin, operating efficiency, liquidity, capital position, level of nonperforming loans to total loans, apparent sufficiency of loan loss reserves, Texas ratio and whether the bank received TARP monies. From this information, each issuer bank that is currently performing is assigned a category of Good, Average, Weak, or Troubled. Default rates are then assigned based upon the historical performance of each category. Additionally, because the information available to the Company regarding the underlying insurance company issuers is more limited than for bank issuers, rather than performing an analysis of each such issuer s results and assigning insurance company issuers to these same categories, the Company uses the Moody s one year long-term default rate assumption for insurance companies. The historical default rates used in this analysis are:

	Default Rate			
Category	**Year 1**	**Year 2**	**Year 3**	**Thereafter**
Good	0.50%	0.60%	0.60%	0.40%
Average	1.80%	2.30%	2.30%	1.50%
Insurance	1.00%	1.20%	1.20%	0.80%
Weak	5.80%	7.20%	7.20%	4.80%
Troubled	9.70%	12.20%	12.20%	8.10%

Each issuer in the collateral pool is assigned a probability of default for each year until maturity. Banks currently in default or deferring interest payments thus far are assumed to default immediately. A zero percent projected recovery

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rate is applied to both deferring and defaulted issuers. The probability of default is updated quarterly based upon changes in the creditworthiness of each underlying issuer. Timing of defaults and deferrals has a substantial impact on each valuation. As a result of this analysis, each issuer is assigned an expected default rate specific to that issuer.

- Estimates of Future Cash Flows While understanding the composition and characteristics of each bank issuer is important in evaluating the security, certain issuers have a disproportionate impact (both positive and negative) based upon other attributes, such as the interest rate payable by each issuer. Each credit is assessed independently, and the timing and nature of each issuer s performance is assessed. Once assessed, the expected performance of each issuer is applied to a structural cash flow model. Due to the complexity of these transactions, the expected performance of each unique issuer requires an adherence to the governing documents of the securitization to derive a cash flow. A model produced by a third party is utilized to assist in determining cash flows. Utilization of third party cash flow modeling to derive cash flows from assumptions is a market convention for these types of securities.

- Discount Rate The Company is discounting projected cash flows based upon its discount margin defined at the time of purchase, which constitutes a spread over 3-month LIBOR plus credit premium, consistent with our pre-purchase yield.

- Prepayment Rate Lack of liquidity in the market for PreTSL securities, credit rating downgrades and market uncertainties related to the financial industry are factors contributing to the impairment of these securities. During the early years of PreTSL securities, prepayments were common as issuers were able to refinance into lower cost borrowings. Since the middle of 2007, however, this option has all but disappeared and the Company is operating in an environment which makes early redemption of these instruments unlikely. Accordingly, the Company has assumed zero prepayments when modeling the cash flows of these securities. The Company will reevaluate its prepayment assumptions from time to time as appropriate. The Company performed a sensitivity analysis during the first quarter ended March 31, 2011 using 1% and 3% prepayment assumptions. As a result of this analysis, the Company determined that employing a 1% and a 3% prepayment assumption rather than assuming zero prepayments would have resulted in a credit loss of approximately $584 thousand and $864 thousand, respectively. Credit losses would increase as a result of an increase in the prepayment assumption because prepayments reduce the amount of excess subordination that would be available to absorb expected losses.

- Credit Analysis A quarterly credit evaluation is performed for each of the securities. While the underlying core component of these securities are the credit characteristics of the underlying issuers , typically banks, other characteristics of the securities and issuers are evaluated and stressed to determine cash flow. These include but are not limited to the interest rate payable by each issuer, certain derivative contracts, default timing, and interest rate volatility. Issuer level credit considers all evidence available to us and includes the nature of the issuer s business, its years of operating history, corporate structure, loan composition, loan concentrations, deposit mix, asset growth rates, geographic footprint and local environment. Depending upon the security, and its place in the capital structure, certain analytical assumptions are isolated with greater scrutiny. The core analysis for each specific issuer focuses on profitability, return on assets, shareholders equity, net interest margin, credit quality ratios, operating efficiency, capital adequacy and liquidity.

The Company has evaluated its PreTSLs considering all available evidence, including information received after the statement of financial condition date but before the filing date, and determined that the estimated discounted cash flows are greater than the securities carrying value, resulting in no impairment charges to earnings or other comprehensive income for the three months ended March 31, 2011.

The table below provides a cumulative roll forward of credit losses recognized:

Rollforward of Cumulative Credit Loss

(in thousands)

[redacted]		
Beginning Balance, January 1,	$ 22,598	$ 20,649
[redacted]		
Additional credit losses on debt securities for which OTTI was previously recognized		346
[redacted]		

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Investments in FHLB and FRB stock, which has limited marketability, are carried at cost $11.1 million and $11.6 million at March 31, 2011 and December 31, 2010, respectively. FRB stock of $1.3 million is included in Other Assets at March 31, 2011 and December 31, 2010. Management noted no indicators of impairment for the FHLB of Pittsburgh and FRB of Philadelphia at March 31, 2011.

Loans

The net loan balance declined during the three month period ended March 31, 2011 primarily as a result of an increase in ALLL at March 31, 2011 compared to December 31, 2010. Net loans declined $2.6 million, or 0.4%, to $733.2 million at March 31, 2011 from $735.8 million as of December 31, 2010. Net loans represented 63.7% of total assets at March 31, 2011, compared to 63.0% at December 31, 2010. Historically, commercial lending activities have represented a significant portion of the Company s loan activities. This includes commercial and industrial loans, commercial real estate loans and construction, land acquisition and development loans. Furthermore, from a collateral standpoint, a majority of the Company s loan portfolio consisted of loans secured by real estate. Real estate secured loans, which includes commercial real estate, construction, land acquisition and development, residential real estate, and home equity loans, increased by $364 thousand, or 0.1% to $466.2 million at March 31, 2011, from $465.9 million at December 31, 2010. Real estate secured loans as a percentage of total gross loans has increased from 61.5% at December 31, 2010 to 61.6% of the loan portfolio at March 31, 2011.

Commercial and industrial loans decreased $195 thousand, or 0.1%, during the quarter from $197.7 million at December 31, 2010 to $197.5 at March 31, 2011. Commercial and industrial loans consist primarily of equipment loans, working capital financing, revolving lines of credit and loans secured by cash and marketable securities. The decrease was primarily due to loan paydowns. Loans secured by commercial real estate increased $7.1 million, or 2.8%, from $256.3 million at December 31, 2010 to $263.4 million at March 31, 2011. Commercial real estate loans include long-term commercial mortgage financing and are primarily secured by first or second lien mortgages. The increase in commercial real estate loans was primarily attributable to new loan originations. Construction, land acquisition and development loans decreased $6.4 million, or 8.3%, during the quarter from $77.4 million at December 31, 2010 to $71.0 million at March 31, 2011. The decrease in construction land acquisition and development loans was primarily attributable to paydowns and a decrease in lending in this segment.

Residential real estate loans totaled $87.7 million at March 31, 2011. This represents a decrease of $239 thousand, or 0.3%, from $87.9 million at December 31, 2010. The components of residential real estate loans include fixed rate mortgage loans and home equity loans and lines of credit. The decrease was primiarly attributable to charge-offs and transfers to OREO. The components of residential real estate loans include fixed rate mortgage loans and home equity loans and lines of credit. The Company continues to adhere to a philosophy of underwriting fixed rate purchase and refinance residential mortgage loans that are generally then sold in the secondary market to reduce interest rate risk and provide funding for additional loans.

Consumer loans decreased $4.3 million during the quarter, or 3.9%, from $110.9 million at December 31, 2010 to $106.6 million at March 31, 2011. The decrease related to pay downs, charge-offs and a decrease in lending in this segment.

Loans to state and political subdivisions totaled $30.8 million at March 31, 2011, an increase of $3.0 million, or 11.0%, from $27.7 million at December 31, 2010. The increase was attributable to new loan originations.

Details regarding the loan portfolio are as follows:

(In thousands)	March 31, 2011	December 31, 2010
Residential real estate	$ 87,686	$ 87,925
Commercial real estate	263,380	256,327
Commercial and industrial	197,502	197,697
Construction, land acquisition and development	70,995	77,395
Consumer	106,585	110,853
State and political subdivisions	30,786	27,739
Gross loans	756,934	757,936
Allowance for loan and lease losses	(24,230)	(22,575)
Unearned discount	(208)	(332)
Net deferred loan fees and costs	677	784
Net loans	$ 733,173	$ 735,813

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Loan Concentrations: At March 31, 2011 and December 31, 2010, the Company s loan portfolio was concentrated in the following industries. The majority of loans included in the Solid Waste Landfills are fully secured by cash collateral on deposit at the Company.

	March 31, 2011		December 31, 2010	
(In thousands)	**Amount**	**% of Gross Loans**	**Amount**	**% of Gross Loans**
Land subdivision	$ 27,115	3.58%	$ 29,518	3.89%
Shopping centers/complexes	23,951	3.16%	26,298	3.47%
Gas stations	19,606	2.59%	18,289	2.41%
Office complexes/units	16,831	2.22%	16,842	2.22%
Solid waste landfills	52,270	6.90%	52,270	6.90%

Asset Quality

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are stated at the amount of unpaid principal, net of unearned interest, deferred loan fees and costs, and reduced by the ALLL. The ALLL is established through a provision for loan losses charged to earnings.

The Company manages credit risk through the efforts of loan officers, the loan review function, and the Loan Quality and the ALLL management committees as well as oversight from the board of directors, along with the application of policies and procedures designed to foster sound underwriting and credit monitoring practices. The Company continually evaluates this process to ensure it is reacting to problems in the loan portfolio in a timely manner. Although, as is the case with any financial institution, a certain degree of credit risk is dependent in part on local and general economic conditions that are beyond the Company s control.

Under the Company s risk rating system, loans rated as pass/watch, special mention, substandard, doubtful or loss are reviewed regularly as part of the Company s risk management practices. The Company s Loan Quality Committee, which consists of key members of senior management and credit administration, meets monthly or more often, as necessary, to review individual problem credits and workout strategies and makes reports to the Board of Directors.

A loan is considered impaired when it is probable that the Bank will be unable to collect all amounts due (including principal and interest) according to the contractual terms of the note and loan agreement. For purposes of the Company s analysis, loans which are identified as troubled debt restructures (TDRs) or are non-accrual and rated substandard or doubtful with an outstanding balance greater than $100,000 are considered impaired. Impaired loans are analyzed individually for the *amount* of impairment. The Company generally utilizes the fair value of collateral method for collateral dependent loans, which make up the majority of the Company s impaired loans. A loan is considered to be collateral dependent when repayment of the loan is anticipated to come from the liquidation of the collateral held. For loans that are secured by real estate, external appraisals are obtained annually, or more frequently as warranted, to ascertain a fair value so that the impairment analysis can be updated. Should a current appraisal not be available at the time of impairment analysis, other sources of valuation such as current letters of intent, broker price opinions or executed agreements of sale may be used. For non-collateral dependent loans, the Company measures impairment based on the present value of expected future cash flows, net of disposal costs, discounted at the loan s original effective interest rate.

Loans to borrowers that are experiencing financial difficulty that are modified and result in the Company granting concessions to the borrower are classified as TDRs and are considered to be impaired. Concessions granted under a troubled debt restructuring generally involve a reduction of the rate or an extension of a loan s stated maturity date. Nonaccrual 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.

Non-performing loans are monitored on an ongoing basis as part of the Company s loan review process. Additionally, work-out efforts continue and are actively monitored for non-performing loans and OREO through the Loan Quality Committee. Potential loss on non-performing assets is generally evaluated by comparing the outstanding loan balance to the fair market value of the pledged collateral.

Loans are placed on nonaccrual when a loan is specifically determined to be impaired or when management believes that the collection of interest or principal is doubtful. This is generally when a default of interest or principal has existed for 90 days or more, unless such loan is well secured and in the process of collection, or when management becomes aware of facts or circumstances that the loan would default before 90 days. The Company determines delinquency status based on the number of days since the date of the borrower s last required contractual loan payment. When the interest accrual is discontinued, all unpaid interest income is reversed and charged back against current earnings. Any cash payments received are applied, first to the outstanding loan amounts, then to the

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recovery of any charged-off loan amounts. Any excess is treated as a recovery of lost interest. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Management actively manages impaired loans in an effort to reduce loan balances by working with customers to develop strategies to resolve borrower difficulties, through sale or liquidation of collateral, foreclosure, and other appropriate means. If real estate values continue to decline, it is more likely that we would be required to further increase our provision for loan and lease losses, which in turn, could result in reduced earnings.

Under the fair value of collateral method, the impaired amount of the loan is deemed to be the difference between the loan amount and the fair value of the collateral, less the estimated costs to sell. For the Company s calculations on real estate secured loans, a factor of 10% is generally utilized to estimate costs to sell, which is based on typical cost factors, such as a 6% broker commission, 1% transfer taxes, and 3% various other miscellaneous costs associated with the sales process. If the valuation indicates that the fair value has deteriorated below the carrying value of the loan, either the entire loan is written off or the difference between the fair value and the principal balance is charged off unless there are material mitigating factors to the contrary. For loans which are considered to be impaired, but for which the value of the collateral less costs to sell exceeds the loan value, the impairment is considered to be zero.

The following table reflects non-performing assets and performing TDRs at the dates noted (in thousands):

	March 31, 2011	December 31, 2010
Nonaccrual loans	$ 28,242	$ 28,267
Loans past due 90 days or more and still accruing	225	99
Total Non-Performing Loans	28,467	28,366
Other Real Estate Owned	8,610	9,633
Total Non-Performing Assets	$ 37,077	$ 37,999
Performing TDRs	$ 2,458	$ 2,513
Non-performing loans as a percentage of gross loans	3.76%	3.74%

The average balance of impaired loans was $29.8 million and $39.8 million for the three months ended March 31, 2011 and 2010, respectively. The Company recorded $29 thousand and $192 thousand of interest income on impaired loans for the three months ended March 31, 2011 and 2010, respectively.

In the first three months of 2011, total non-performing assets decreased $922 thousand, or 2.4%, from $38.0 million at December 31, 2010 to $37.1 million at March 31, 2011 primarily attributed to the decline in the OREO inventory. Non-performing assets represented 112.3% of shareholders equity at March 31, 2011, as compared to 118.5% of shareholders equity at December 31, 2010. The decrease in non-performing assets as a percentage of shareholders equity is driven by the reduction of both the Company s total non-performing assets and its accumulated other comprehensive loss.

Changes in non-performing loans for the periods indicated are as follows:

(in thousands)		March 31, 2011
Balance at beginning of period	$	28,366
Newly placed on non-accrual		7,568
Loans past due 90 days or more and still accruing		225
Transferred to OREO		(2,104)
Additional charge-offs		(861)
Loan payments		
Loan sold		(4,727)
Balance at end of period	$	28,467

During the three months ended March 31, 2011, a $7.0 million credit was placed on non-accrual status. This credit represents a commercial loan secured by both commercial real estate and a partial guarantee from a government agency. Due to the collateral value, no allocation is provided for this credit in the allowance for loan and lease losses.

During the three months ended March 31, 2011, a term loan and line of credit secured by commercial real estate in the amount of $1.8 million was transferred to OREO.

During the three months ended March 31, 2011, a land development loan secured by a residential subdivision in the amount of $2.2 million and a participation in an out of area real estate bridge loan which was secured by real estate in the amount of $2.5 million were sold.

The additional interest income that would have been earned on nonaccrual and restructured loans for the quarter ended on March 31, 2011 and 2010 in accordance with their original terms approximated $726 thousand and $613 thousand, respectively.

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The following table outlines delinquency within the Company s loan portfolio.

	March 31, 2011	December 31, 2010
30-59 days	0.31%	0.52%
60-89 days	0.06%	0.16%
90 + days	0.03%	0.01%
Non-Accrual	3.73%	3.74%
Total Delinquencies	4.13%	4.43%

Delinquencies for accruing loans remained relatively stable in 2011 compared to 2010 due to transfers of loans to nonaccrual and more rigorous collection activity. In its evaluation for the ALLL, management considers a variety of qualitative factors including changes in the volume and severity of delinquencies.

At March 31, 2011, the Company s ratio of nonperforming loans to total gross loans remained relatively constant at 3.8% compared to 3.7% reported as of December 31, 2010.

Allowance for Loan and Lease Losses

The ALLL represents management s estimate of probable loan losses inherent in the loan portfolio. The ALLL is analyzed in accordance with GAAP and varies from year to year based on management s evaluation of the adequacy of the ALLL in relation to the risks inherent in the loan portfolio.

In its evaluation, management considers qualitative and environmental factors, including, but not limited to:

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- Changes in national, local, and business economic conditions and developments, including the condition of various market segments;
- Changes in the nature and volume of the Company s loan portfolio;
- Changes in the Company s lending policies and procedures, including underwriting standards, collection, charge-off and recovery practices and results;
- Changes in the experience, ability and depth of the Company s lending management and staff;
- Changes in the quality of the Company s loan review system and the degree of oversight by the Company s Board of Directors;
- Changes in the trend of the volume and severity of past due and classified loans, including trends in the volume of non-accrual loans, troubled debt restructurings and other loan modifications;
- The existence and effect of any concentrations of credit and changes in the level of such concentrations;
- The effect of external factors such as competition and legal and regulatory requirements on the level of estimated credit losses in the Company s current loan portfolio; and
- Analysis of its customers credit quality.

Evaluations are intrinsically subjective, as the results are estimated based on management knowledge and experience and are subject to interpretation and modification as information becomes available or as future events occur. Management monitors the loan portfolio on an ongoing basis with emphasis on the declining real estate market and a weakened economy and its effect on repayment. Adjustments to the ALLL are made based on management s assessment of the factors noted above.

Doubtful loans, non-accrual and substandard loans and troubled debt restructurings are considered to be impaired and are analyzed individually to determine the amount of impairment. Circumstances such as construction delays, declining real estate values, and the inability of the borrowers to make scheduled payments have resulted in these loan relationships being classified as impaired. The fair value of collateral method is generally used for this measurement unless the loan is non-collateral dependent in which case, a discounted cash flow analysis is performed. Appraisals are received at least annually to ensure that impairment measurements reflect current market conditions. Should a current appraisal not be available at the time of impairment analysis, other valuation sources including current letters of intent, broker price opinions or executed agreements of sale may be used. Only downward adjustments are made based on these supporting values. Included in all impairment calculations is a cost to sell adjustment of approximately 10%, which is based on typical cost factors, including a 6% broker commission, 1% transfer taxes and 3% various other miscellaneous costs associated with the sales process. Sales costs are periodically revised based on actual experience. The ALLL analysis is adjusted for subsequent events that may arise after the end of the reporting period but before the financial reports are filed.

The Company s ALLL consists of both specific and general components. At March 31, 2011, the ALLL that related to impaired loans was $1.4 million, or 5.8% of the total ALLL. The ALLL also included a general allocation of $22.8 million, which represented 94.2% of the total ALLL of $24.2 million. The ratio of the ALLL to total gross loans at March 31, 2011 and December 31, 2010 was 3.20% and 2.98%, respectively, based on total loans of $756.9 million and $757.9 million, respectively.

The following table presents an allocation of the ALLL and percent of loans in each category at March 31, 2011 and December 31, 2010:

Allocation of the Allowance for Loan Losses

(in thousands)

	March 31, 2011		December 31, 2010	
	Amount	Percentage	Amount	Percentage
Residential real estate	$ 2,241	9.25%	$ 2,175	11.60%
Commercial real estate	10,860	44.81%	9,640	33.82%
Construction, land acquisition & development	4,623	19.08%	4,170	10.21%
Commercial and industrial	4,659	19.23%	4,851	26.08%
Consumer	1,157	4.78%	1,173	14.63%
State and political subdivision	690	2.85%	566	3.66%
Total	$ 24,230	100.00%	$ 22,575	100.00%

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The following table presents an analysis of ALLL for the three months ended March 31, 2011 and 2010.

Analysis of the Allowance for Loan and Lease Losses

(in thousands)	For the three months 2011	2010
Balance at beginning of period	$ 22,575	$ 22,458
Provision for loan losses	1,744	5,108
Charge-offs:		
Residential real estate	(136)	
Commercial real estate	(457)	(428)
Construction land acquisition and development	(6)	(61)
Commercial and industrial	(109)	(1,320)
Consumer	(220)	(154)
State and political subdivisions		(158)
Total charge-offs	(928)	(2,121)
Recoveries:		
Residential real estate	7	4
Commercial real estate	13	10
Construction land acquisition and development	706	5
Commercial & industrial	74	
Consumer	39	40
State and political subdivisions		1
Total recoveries	839	60
Net charge-offs	(89)	(2,061)
Balance at end of period	$ 24,230	$ 25,505
Net charge-offs during the period as a percentage of average loans outstanding during the period	0.01%	0.22%
Allowance for loan and lease losses as a percentage of gross loans at March 31, 2011	3.20%	3.37%

Other Real Estate Owned

OREO totaled $8.6 million at March 31, 2011, which is a decrease of $1.0 million, from $9.6 million at December 31, 2010. At March 31, 2011, OREO consisted of thirty properties as compared to twenty eight properties at December 31, 2010. Twenty-two of the properties held in OREO at March 31, 2011 totaled $8.1 million and represented 94% of the total. Included in OREO are six properties totaling $798 thousand, or 9.3%, of OREO, located outside of the Company s general market area. Additionally, $2.7 million, or 31.4%, of OREO is located in the Pocono region located within the Company s primary market area that has been hit particularly hard during the current economic recession.

The Company is actively marketing these properties for sale through a variety of channels including internal marketing and the use of outside brokers/realtors. The carrying value of OREO is generally calculated at an amount not greater than 90% of the most recent fair market appraised value. A 10% factor is generally used to estimate costs to sell, which is based on typical cost factors, such as 6% broker commission, 1% transfer taxes, and 3% various other miscellaneous costs associated with the sales process. This market value

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is updated on an annual basis or more frequently if new valuation information is available. Further deterioration in the real estate market could result in additional losses on these properties.

The following schedule reflects the roll forward of OREO:

(in thousands)	March 31, 2011	March 31, 2010
Balance, beginning of period	$ 9,633	$ 11,184
Additions	2,104	1,064
Write-downs	(158)	
Carrying value of OREO sold	(2,969)	
Balance, end of period	$ 8,610	$ 12,248

The following schedule reflects a breakdown of OREO for the periods reviewed.

(in thousands)	March 31, 2011	December 31, 2010
Land/Lots	$ 5,631	$ 8,357
Commercial Real Estate	2,376	1,086
Residential Real Estate	603	190
Total	$ 8,610	$ 9,633

The Company foreclosed on eight properties during the three months ended March 31, 2011, five of which comprised of $1.9 million and a majority of the additions. The expenses related to maintaining OREO and the subsequent write down of the values related to declines in value since foreclosure amounted to $567 thousand for the three months ended March 31, 2011, compared to $135 thousand for the same period in 2010.

Liabilities

Total liabilities were $1.12 billion at March 31, 2011, a decrease of $17.4 million, or 1.5%, from $1.14 billion at December 31, 2010. Deposit liabilities decreased $21.5, million or 2.2%, to $960.9 million at March 31, 2011 as compared to $982.4 million at December 31, 2010. During the same period demand deposits decreased by $7.4 million, or 8.0%, interest bearing demand decreased $9.7 million, or 2.8%, and total time deposits decreased by $7.1 million, or 1.6%. These decreases were partially offset by a $2.7 million, or 3.0%, increase in savings deposits, during the same period. Borrowed funds increased by $4.0 million, or 2.9%, during the first three months of 2011 to $141.6 million from $137.6 million at December 31, 2010.

Equity

Total shareholders equity increased $0.9 million, or 3.0%, to $33.0 million at March 31, 2011 from $32.1 million at December 31, 2010. The increase is primarily due to a $1.5 million reduction in accumulated other comprehensive loss for the three months ended March 31, 2011, partly offset by the net loss of $526 thousand for the same period. The decrease in accumulated other comprehensive loss was primarily attributed to the stabilization in the fair value of securities held in the available-for-sale portfolio. Book value per common share was $2.01 at March 31, 2011 compared to $1.95 at December 31, 2010.

Liquidity

The term liquidity refers to the ability of the Company to generate sufficient amounts of cash to meet its cash flow needs. Liquidity is required to fulfill the borrowing needs of the Company s credit customers and the withdrawal and maturity requirements of its deposit customers, as well as to meet other financial commitments. Cash and cash equivalents (cash and due from banks and federal funds sold) are the Company s most liquid assets. At March 31, 2011, cash and cash equivalents totaled $71.7 million, a decrease of $2.8 million from $74.5 million at December 31, 2010. Investing activities provided $11.1 million and operating activities provided $3.6 million of cash and cash equivalents during the year, while financing activities utilized $17.5 million. The cash flows provided by investing activities were largely attributable to the proceeds from maturities, calls and principal payments of investment securities totaling $6.6 million and proceeds from the sales of OREO totaling $5.5 million. The $17.5 million used by financing activities was primirarly attributed to a $14.4 million decreases in demand deposits and savings accounts, and a $7.1 million decrease in time deposits, partially offset by $4.2 million of net advances from FHLB borrowings. The funds provided by operating activities pertain to interest payments received on loans and investments.

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Interest Rate Risk

Our consolidated statements of financial position have been prepared in accordance with U.S. GAAP, which requires the measurement of financial position and operating results in terms of historical dollars without considering the changes in fair value of certain investments due to changes in interest rates. Generally, the fair value of financial investments such as loans and securities fluctuates inversely with changes in interest rates. As a result, increases in interest rates could result in decreases in the fair value of our interest-earning assets and could adversely affect our results of operation if such assets were sold, or, in the case of securities classified as available-for-sale, could lead to decreases in our shareholders equity, if such securities were retained.

We manage the mix of interest-earning assets and interest-bearing liabilities on a continuous basis to maximize return and adjust our exposure to interest rate risk. This report quantifies the potential changes in net interest income and net portfolio value should interest rates go up or down (shocked) 200 basis points, assuming the yield curves of the rate shocks will be parallel to each other. Net portfolio value is defined as the market value of assets net of the market value of liabilities. The fair value of assets and liabilities is determined using a discounted cash flow calculation. The net portfolio value ratio is the ratio of the net portfolio value to the market value of assets. All changes in income and value are measured as percentage changes from the projected net interest income and net portfolio value at the base interest rate scenario. The base interest rate scenario assumes interest rates at March 31, 2011. Various estimates regarding prepayment assumptions are made at each level of rate shock. However, prepayment penalty income is excluded from this analysis. Actual results could differ significantly from these estimates.

The following table illustrates the simulated impact of a 200 basis point upward or downward movement in interest rates on net interest income and the change in economic value. This analysis assumed that interest-earning asset and interest-bearing liability levels at March 31, 2011 remained constant. The impact of the rate movements were developed by simulating the effect of rates changing over a three-month period from the March 31, 2011 levels.

	RATES + 200	**RATES 200**
Earnings at risk:		
Percent change in net interest income	(2.51)%	(0.25)%
Economic value at risk:		
Percent change in economic value of equity	(51.48)%	30.43%

Off-Balance Sheet Arrangements

In the normal course of operations, the Company engages in a variety of financial transactions that, in accordance with U.S. GAAP, are not recorded in our consolidated financial statements or are recorded in amounts that differ from the notion amounts. These transactions involve, to varying degrees, elements of credit, interest rate, and liquidity risk. Such transactions are used for general corporate purposes or for customer needs. Corporate purpose transactions are used to help manage credit, interest rate, and liquidity risk or to optimize capital. Customer transactions are used to manage customers requests for funding.

For the three months ended March 31, 2011, the Company did not engage in any off-balance sheet transactions that would have or would be reasonably likely to have a material effect on its consolidated financial condition.

ITEM 3 QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in the company s exposure to market risk during the first three months of 2011. For discussion of the Company s exposure to market risk, refer to Item 7A, Quantitative and Qualitative Disclosure about Market Risk, contained in the Company s Form 10-K for the year ended December 31, 2010.

ITEM 4 CONTROLS AND PROCEDURES

As of March 31, 2011, the Company carried out an evaluation, under the supervision and with the participation of the Company s management, including the Company s Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company s disclosure controls and procedures pursuant to Rule 13a-15(b), as adopted by the Securities and Exchange Commission (SEC) under the Securities Exchange Act of 1934 (Exchange Act). The Company had previously reported that, as of

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December 31, 2010, it had identified material weaknesses in its internal control over financial reporting as described in the Company s Annual Report on Form 10-K for the year ended December 31, 2010. While the Company made progress in remediating the deficiencies in its internal controls over financial reporting relating to the weaknesses noted in its 2010 Annual Report, all actions were not fully implemented and there was an insufficient period of time to determine whether those processes that were implemented were operating effectively as of March 31, 2011. Based upon that evaluation, the Company s Chief Executive Officer and Chief Financial Officer concluded that the Company s disclosure controls and procedures were not effective as of the end of the period covered by this report.

The Company s weaknesses will not be considered remediated until new internal controls are operational for a sufficient period of time and are tested, and management concludes that these controls are operating effectively. The Company is not aware of any transactions that were improperly undertaken as a result of the material weaknesses described in its Annual Report and therefore does not believe that the material weaknesses had any material impact on the Company s financial statements.

Disclosure controls and procedures are the controls and other procedures that are designed to ensure that information required to be disclosed in the reports that the Company files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in the reports that the Company files or submits to the SEC under the Exchange Act is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Internal control over financial reporting includes those policies and procedures that pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company; provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are only being made in accordance with authorizations of management and directors of the Company; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company s assets that could have a material effect on the financial statements. Due to inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that a misstatement of our financial statements would be prevented or detected.

The Company continually seeks to improve the effectiveness and efficiency of its internal control over financial reporting, resulting in frequent process refinements. Except for refinements necessary to correct the deficiencies identified in the Company s Annual Report on Form 10-K for the year ended December 31, 2010, there have been no changes to the Company s internal control over financial reporting during the quarter ended March 31, 2011 that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

PART II Other Information

Item 1 Legal Proceedings.

Periodically, there have been various claims and lawsuits against the Company, such as claims to enforce liens, condemnation proceedings on properties in which the Company holds security interests, claims involving the making and servicing of real property loans and other issues incident to its business. On August 8, 2011, the Company announced that it has received document subpoenas from the SEC. The information requested generally relates to disclosure and financial reporting by the Company and the restatement of the Company s financial statements for the year ended December 31, 2009, and the quarters ended March 31, 2010 and June 30, 2010. The Company is cooperating with the SEC in this matter.

On May 24, 2012, a putative shareholder by the name of Lori Gray filed a complaint in the Court of Common Pleas in Lackawanna County against certain present and former directors of the Company (including all of the current directors except for Steven R. Tokach and Thomas J. Melone) and Demetrius & Company, LLC (Demetrius) alleging, inter alia breach of fiduciary duty, abuse of control, corporate waste, unjust enrichment and, in the case of Demetrius, professional negligence, negligent misrepresentation, breach of contract and aiding and abetting breach of fiduciary duty. The Company has been named as a nominal defendant. This matter is in a preliminary stage. In January 2012, the Board appointed a special litigation committee to investigate the matters raised in the Gray complaint. The special litigation committee retained independent counsel to assist with the investigation. The Company is not a party to any pending legal proceedings that the Company believes would have a material adverse effect on its financial condition, results of operations or cash flows.

Item 1A Risk Factors.

Management of the Company does not believe there have been any material changes in the risk factors that were previously disclosed in the Company s Form 10-K for the year ending December 31, 2010.

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

None.

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Item 3 - Defaults upon Senior Securities.

None.

Item 4 Mine Safety Disclosures

Not applicable.

Item 5 - Other Information.

None.

Item 6 Exhibits.

Exhibit 3.1	Amended and Restated Articles of Incorporation (Incorporated by reference to Exhibit 3.1 of the Company s Form 10-K for the year ended December 31, 2005)
Exhibit 3.2	Amended and Restated Bylaws (Incorporated by reference to Exhibit 3.2 of the Company s Form 10-Q filed on April 6, 2012)
Exhibit 4.1	Form of Subordinated Note (Incorporated by reference to Exhibit 4.1 of the Company s Form 8-K filed with the Commission on August 28, 2009)
Exhibit 4.2	Form of Common Stock Certificate of the Company (Incorporated by reference to Exhibit 4.1 of the Company s Form 10-K for the year ended December 31, 2009)
Exhibit 31.1*	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act
Exhibit 31.2*	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act
Exhibit 32.1#	Certification of Chief Executive Officer and Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act

* Filed herewith

#Furnished herewith

SIGNATURES

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

Registrant: FIRST NATIONAL COMMUNITY BANCORP, INC.

Date: August 10, 2012	By:	/s/ Steven R. Tokach
	Steven R. Tokach President and Chief Executive Officer	
Date: August 10, 2012	By:	/s/ Edward J. Lipkus
	Edward J. Lipkus Chief Financial Officer Principal Accounting Officer	