PENNS WOODS BANCORP INC
Form 10-Q
August 09, 2012
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

x **Quarterly Report pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934**

for the Quarterly Period Ended June 30, 2012.

o **Transition report pursuant to Section 13 or 15 (d) of the Exchange Act**

for theTransition Period from to .

No. 0-17077

(Commission File Number)

PENNS WOODS BANCORP, INC.

(Exact name of Registrant as specified in its charter)

PENNSYLVANIA	**23-2226454**

(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
300 Market Street, P.O. Box 967 Williamsport, Pennsylvania	**17703-0967**
(Address of principal executive offices)	(Zip Code)

(570) 322-1111

Registrant s telephone number, including area code

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

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 x 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 definition of large accelerated filer , accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer o	Accelerated filer x
Non-accelerated filer o	Small 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

On August 2, 2011 there were 3,837,908 shares of the Registrant s common stock outstanding.

Table of Contents

PENNS WOODS BANCORP, INC.

INDEX TO QUARTERLY REPORT ON FORM 10-Q

Table of Contents

Part I. FINANCIAL INFORMATION

Item 1. Financial Statements

PENNS WOODS BANCORP, INC.

CONSOLIDATED BALANCE SHEET

(UNAUDITED)

(In Thousands, Except Share Data)	June 30, 2012	December 31, 2011
ASSETS:		
Noninterest-bearing balances	$ 16,052	$ 13,829
Interest-bearing deposits in other financial institutions	21	56
Total cash and cash equivalents	16,073	13,885
Investment securities, available for sale, at fair value	295,121	270,097
Investment securities, held to maturity, (fair value of $0 and $55)		54
Loans held for sale	3,496	3,787
Loans	465,342	435,959
Allowance for loan losses	(7,438)	(7,154)
Loans, net	457,904	428,805
Premises and equipment, net	8,229	7,707
Accrued interest receivable	4,071	3,905
Bank-owned life insurance	16,101	16,065
Investment in limited partnerships	3,213	3,544
Goodwill	3,032	3,032
Deferred tax asset	5,960	7,991
Other assets	5,233	5,081
TOTAL ASSETS	$ 818,433	$ 763,953
LIABILITIES:		
Interest-bearing deposits	$ 523,405	$ 470,310
Noninterest-bearing deposits	117,762	111,354
Total deposits	641,167	581,664
Short-term borrowings	17,855	29,598
Long-term borrowings, Federal Home Loan Bank (FHLB)	61,278	61,278
Accrued interest payable	490	536
Other liabilities	9,532	10,417
TOTAL LIABILITIES	730,322	683,493
SHAREHOLDERS EQUITY:		
Preferred stock, no par value, 3,000,000 shares authorized; no shares issued		
Common stock, par value $8.33, 15,000,000 shares authorized; 4,018,386 and 4,017,677 shares issued	33,486	33,480
Additional paid-in capital	18,136	18,115
Retained earnings	39,874	36,394

Accumulated other comprehensive gain (loss):				
Net unrealized gain on available for sale securities		7,058		2,914
Defined benefit plan		(4,133)		(4,133)
Treasury stock at cost, 180,596 shares		(6,310)		(6,310)
TOTAL SHAREHOLDERS EQUITY		88,111		80,460
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	$	818,433	$	763,953

See accompanying notes to the unaudited consolidated financial statements.

Table of Contents

PENNS WOODS BANCORP, INC.

CONSOLIDATED STATEMENT OF INCOME

(UNAUDITED)

(In Thousands, Except Per Share Data)	Three Months Ended June 30, 2012	Three Months Ended June 30, 2011	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
INTEREST AND DIVIDEND INCOME:				
Loans, including fees	$ 6,294	$ 6,144	$ 12,608	$ 12,432
Investment securities:				
Taxable	1,517	1,411	2,991	2,786
Tax-exempt	1,383	1,272	2,788	2,539
Dividend and other interest income	86	57	178	109
TOTAL INTEREST AND DIVIDEND INCOME	9,280	8,884	18,565	17,866
INTEREST EXPENSE:				
Deposits	934	1,182	1,895	2,376
Short-term borrowings	28	42	62	99
Long-term borrowings, FHLB	620	742	1,240	1,476
TOTAL INTEREST EXPENSE	1,582	1,966	3,197	3,951
NET INTEREST INCOME	7,698	6,918	15,368	13,915
PROVISION FOR LOAN LOSSES	600	600	1,200	1,200
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	7,098	6,318	14,168	12,715
NON-INTEREST INCOME:				
Service charges	458	527	905	1,030
Securities gains, net	170	9	759	134
Earnings on bank-owned life insurance	133	139	401	313
Gain on sale of loans	343	242	526	491
Insurance commissions	316	180	758	389
Brokerage commissions	247	281	459	556
Other	614	495	1,236	905
TOTAL NON-INTEREST INCOME	2,281	1,873	5,044	3,818
NON-INTEREST EXPENSE:				
Salaries and employee benefits	2,850	2,475	5,867	5,107
Occupancy, net	318	301	646	649
Furniture and equipment	357	349	703	657
Pennsylvania shares tax	167	172	336	344
Amortization of investment in limited partnerships	166	165	331	331
Federal Deposit Insurance Corporation deposit insurance	115	186	238	373
Other	1,370	1,208	2,686	2,383
TOTAL NON-INTEREST EXPENSE	5,343	4,856	10,807	9,844
INCOME BEFORE INCOME TAX PROVISION	4,036	3,335	8,405	6,689

INCOME TAX PROVISION	638	371	1,318	872
NET INCOME	$ 3,398	$ 2,964	$ 7,087	$ 5,817
EARNINGS PER SHARE - BASIC	$ 0.89	$ 0.78	$ 1.85	$ 1.52
EARNINGS PER SHARE - DILUTED	$ 0.89	$ 0.78	$ 1.85	$ 1.52
WEIGHTED AVERAGE SHARES OUTSTANDING - BASIC	3,837,579	3,835,785	3,837,391	3,835,542
WEIGHTED AVERAGE SHARES OUTSTANDING - DILUTED	3,837,579	3,835,785	3,837,391	3,835,542
DIVIDENDS PER SHARE	$ 0.47	$ 0.46	$ 0.94	$ 0.92

See accompanying notes to the unaudited consolidated financial statements.

Table of Contents

PENNS WOODS BANCORP, INC.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(UNAUDITED)

(In Thousands)	Three Months Ended June 30, 2012	Three Months Ended June 30, 2011	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Net Income	$ 3,398	$ 2,964	$ 7,087	$ 5,817
Other comprehensive income:				
Change in unrealized gain on available for sale securities	2,028	5,604	7,038	7,655
Tax effect	(690)	(1,905)	(2,393)	(2,603)
Net realized gain included in net income	(170)	(9)	(759)	(134)
Tax effect	58	3	258	46
Total other comprehensive income	1,226	3,693	4,144	4,964
Comprehensive income	$ 4,624	$ 6,657	$ 11,231	10,781

See accompanying notes to the unaudited consolidated financial statements.

PENNS WOODS BANCORP, INC.

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS EQUITY

(UNAUDITED)

(In Thousands, Except Per Share Data)	COMMON STOCK SHARES	COMMON STOCK AMOUNT	ADDITIONAL PAID-IN CAPITAL	RETAINED EARNINGS	ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)	TREASURY STOCK	TOTAL SHAREHOLDERS EQUITY
Balance, December 31, 2010	4,015,753	$ 33,464	$ 18,064	$ 31,091	$ (9,689)	$ (6,310)	$ 66,620
Comprehensive income:							
Net income				5,817			5,817
Other comprehensive income					4,964		4,964
Dividends declared, ($0.92 per share)				(3,529)			(3,529)
Common shares issued for employee stock purchase plan	933	8	26				34
Balance, June 30, 2011	4,016,686	$ 33,472	$ 18,090	$ 33,379	$ (4,725)	$ (6,310)	$ 73,906

(In Thousands, Except Per Share Data)	COMMON STOCK SHARES	COMMON STOCK AMOUNT	ADDITIONAL PAID-IN CAPITAL	RETAINED EARNINGS	ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)	TREASURY STOCK	TOTAL SHAREHOLDERS EQUITY
Balance, December 31, 2011	4,017,677	$ 33,480	$ 18,115	$ 36,394	$ (1,219)	$ (6,310)	$ 80,460
Comprehensive income:							

Net income				7,087			7,087
Other comprehensive income					4,144		4,144
Dividends declared, ($0.94 per share)				(3,607)			(3,607)
Common shares issued for employee stock purchase plan	709	6	21				27
Balance, June 30, 2012	4,018,386	$ 33,486	$ 18,136	$ 39,874	$ 2,925	$ (6,310)	$ 88,111

See accompanying notes to the unaudited consolidated financial statements.

Table of Contents

PENNS WOODS BANCORP, INC.

CONSOLIDATED STATEMENT OF CASH FLOWS

(UNAUDITED)

(In Thousands)	**Six Months Ended June 30, 2012**	**2011**
OPERATING ACTIVITIES:		
Net Income	$ 7,087	$ 5,817
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	380	353
Provision for loan losses	1,200	1,200
Accretion and amortization of investment security discounts and premiums	(605)	(908)
Securities gains, net	(759)	(134)
Originations of loans held for sale	(15,872)	(20,432)
Proceeds of loans held for sale	16,689	21,188
Gain on sale of loans	(526)	(491)
Earnings on bank-owned life insurance	(401)	(313)
Decrease in prepaid federal deposit insurance	216	337
Other, net	(1,937)	(803)
Net cash provided by operating activities	5,472	5,814
INVESTING ACTIVITIES:		
Investment securities available for sale:		
Proceeds from sales	18,014	2,877
Proceeds from calls and maturities	13,725	4,339
Purchases	(49,670)	(25,573)
Investment securities held to maturity:		
Proceeds from sales		4
Proceeds from calls and maturities	55	25
Net increase in loans	(30,287)	(5,663)
Acquisition of bank premises and equipment	(902)	(215)
Proceeds from the sale of foreclosed assets	698	388
Purchase of bank-owned life insurance	(29)	(32)
Proceeds from bank-owned life insurance death benefit	383	
Proceeds from redemption of regulatory stock	549	674
Net cash used for investing activities	(47,464)	(23,176)
FINANCING ACTIVITIES:		
Net increase in interest-bearing deposits	53,095	41,568
Net increase in noninterest-bearing deposits	6,408	10,757
Net decrease in short-term borrowings	(11,743)	(10,292)
Dividends paid	(3,607)	(3,529)
Issuance of common stock	27	34
Net cash provided by financing activities	44,180	38,538
NET INCREASE IN CASH AND CASH EQUIVALENTS	2,188	21,176
CASH AND CASH EQUIVALENTS, BEGINNING	13,885	9,493
CASH AND CASH EQUIVALENTS, ENDING	$ 16,073	$ 30,669
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Interest paid	$ 3,243	$ 4,025
Income taxes paid	1,950	1,790
Transfer of loans to foreclosed real estate		588

See accompanying notes to the unaudited consolidated financial statements.

Table of Contents

PENNS WOODS BANCORP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 1. Basis of Presentation

The consolidated financial statements include the accounts of Penns Woods Bancorp, Inc. (the Company) and its wholly-owned subsidiaries: Woods Investment Company, Inc., Woods Real Estate Development Company, Inc., and Jersey Shore State Bank (the Bank) and its wholly-owned subsidiary, The M Group, Inc. D/B/A The Comprehensive Financial Group (The M Group). All significant inter-company balances and transactions have been eliminated in the consolidation.

The interim financial statements are unaudited but, in the opinion of management, reflect all adjustments necessary for the fair presentation of results for such periods. The results of operations for any interim period are not necessarily indicative of results for the full year. These financial statements should be read in conjunction with the financial statements and notes thereto contained in the Company s Annual Report on Form 10-K for the year ended December 31, 2011.

The accounting policies followed in the presentation of interim financial results are the same as those followed on an annual basis. These policies are presented on pages 37 through 43 of the Annual Report on Form 10-K for the year ended December 31, 2011.

In reference to the attached financial statements, all adjustments are of a normal recurring nature pursuant to Rule 10-01(b) (8) of Regulation S-X.

Note 2. Recent Accounting Pronouncements

In May 2011, the FASB issued ASU 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. The amendments in this update result in common fair value measurement and disclosure requirements in U.S. GAAP and IFRSs. Consequently, the amendments change the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements. The amendments in this update are to be applied prospectively. For public entities, the amendments are effective during interim and annual periods beginning after December 15, 2011. For nonpublic entities, the amendments are effective for annual periods beginning after December 15, 2011. Early application by public entities is not permitted. The Company has provided the necessary disclosures in Note 10 Fair Value Measurements.

In June 2011, the FASB issued ASU 2011-05, *Comprehensive Income (Topic 220): Presentation of Comprehensive Income*. The amendments in this update improve the comparability, clarity, consistency, and transparency of financial reporting and increase the prominence of items reported in other comprehensive income. To increase the prominence of items reported in other comprehensive income and to facilitate convergence of U.S. GAAP and IFRS, the option to present components of other comprehensive income as part of the statement of changes in stockholders equity was eliminated. The amendments require that all non-owner changes in stockholders equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In the two-statement approach, the first statement should present total net income and its components followed consecutively by a second statement that should present total other comprehensive income, the components of other comprehensive income, and the total of comprehensive income. All entities that report items of comprehensive income, in any period presented, will be affected by the changes in this update. For public entities, the amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. For nonpublic entities, the amendments are effective for fiscal years ending after December 15, 2012, and interim and annual periods thereafter. The amendments in this update should be applied retrospectively, and early adoption is permitted. The Company has provided the necessary disclosure in the Consolidated Statement of Comprehensive Income.

In September 2011, the FASB issued ASU 2011-08, *Intangibles Goodwill and Other Topics (Topic 350), Testing Goodwill for Impairment*. The objective of this update is to simplify how entities, both public and nonpublic, test goodwill for impairment. The amendments in the update permit an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test described in Topic 350. The more-likely-than-not threshold is defined as having a likelihood of more than 50 percent. Under the amendments in this update, an entity is not required to calculate the fair value of a reporting unit unless the entity determines that it is more likely than not that its fair value is less than its carrying amount. The amendments in this update apply to all entities, both public and nonpublic, that have goodwill reported in their financial statements and are effective for interim and annual goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted, including for annual and interim goodwill impairment tests performed as of a date before September 15, 2011, if an entity s financial statements for the most recent annual or interim period have not yet been issued or, for nonpublic entities, have not yet been made available for issuance. This ASU did not have a significant impact on the Company s financial statements.

In December 2011, the FASB issued ASU 2011-11, *Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities*. The amendments in this update affect all entities that have 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

Table of Contents

agreement. The requirements amend the disclosure requirements on offsetting in Section 210-20-50. This information will enable users of an entity s financial statements to evaluate the effect or potential effect of netting arrangements on an entity s financial position, including the effect or potential effect of rights of setoff associated with certain financial instruments and derivative instruments in the scope of this Update. 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. This ASU is not expected to have a significant impact on the Company s financial statements.

In December 2011, the FASB issued ASU 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 Accounting Standards Update No. 2011-05*. In order to defer only those changes in update 2011-05 that relate to the presentation of reclassification adjustments, the paragraphs in this update supersede certain pending paragraphs in update 2011-05. Entities should continue to report reclassifications out of accumulated other comprehensive income consistent with the presentation requirements in effect before update 2011-05. All other requirements in update 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. Public entities should apply these requirements for fiscal years, and interim periods within those years, beginning after December 15, 2011. Nonpublic entities should begin applying these requirements for fiscal years ending after December 15, 2012, and interim and annual periods thereafter. The Company has provided the necessary disclosure in the Statement of Comprehensive Income.

Note 3. Per Share Data

There are no convertible securities which would affect the denominator in calculating basic and dilutive earnings per share. Net income as presented on the consolidated statement of income will be used as the numerator. The following table sets forth the composition of the weighted average common shares (denominator) used in the basic and dilutive earnings per share computation.

	Three Months Ended June 30,		**Six Months Ended June 30,**	
	2012	**2011**	**2012**	**2011**
Weighted average common shares issued	4,018,175	4,016,381	4,017,987	4,016,138
Average treasury stock shares	(180,596)	(180,596)	(180,596)	(180,596)
Weighted average common shares and common stock equivalents used to calculate basic and diluted earnings per share	3,837,579	3,835,785	3,837,391	3,835,542

Note 4. Investment Securities

The amortized cost and fair values of investment securities at June 30, 2012 and December 31, 2011 are as follows:

	June 30, 2012			
(In Thousands)	**Amortized Cost**	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Fair Value**
Available for sale (AFS)				

U.S. Government and agency securities	$	23,454	$	1,536	$	(1)	$	24,989
State and political securities		175,406		10,846		(2,337)		183,915
Other debt securities		70,535		438		(855)		70,118
Total debt securities		269,395		12,820		(3,193)		279,022
Financial institution equity securities		8,913		1,138		(43)		10,008
Other equity securities		6,119		220		(248)		6,091
Total equity securities		15,032		1,358		(291)		16,099
Total investment securities AFS	$	284,427	$	14,178	$	(3,484)	$	295,121
Held to maturity (HTM)								
Other debt securities	$		$		$		$	
Total investment securities HTM	$		$		$		$	

Table of Contents

(In Thousands)	December 30, 2011 Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available for sale (AFS)				
U.S. Government and agency securities	$ 26,755	$ 1,916	$	$ 28,671
State and political securities	174,790	8,398	(4,887)	178,301
Other debt securities	51,447	133	(2,066)	49,514
Total debt securities	252,992	10,447	(6,953)	256,486
Financial institution equity securities	9,939	1,095	(232)	10,802
Other equity securities	2,751	133	(75)	2,809
Total equity securities	12,690	1,228	(307)	13,611
Total investment securities AFS	$ 265,682	$ 11,675	$ (7,260)	$ 270,097
Held to maturity (HTM)				
Other debt securities	$ 54	$ 1	$	$ 55
Total investment securities HTM	$ 54	$ 1	$	$ 55

The following tables show the Company s gross unrealized losses and fair value, aggregated by investment category and length of time, that the individual securities have been in a continuous unrealized loss position, at June 30, 2012 and December 31, 2011.

	June 30, 2012					
	Less than Twelve Months		Twelve Months or Greater		Total	
(In Thousands)	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
U.S. Government and agency securities	$ 1,953	$ (1)	$	$	$ 1,953	$ (1)
State and political securities	8,299	(228)	13,095	(2,109)	21,394	(2,337)
Other debt securities	35,417	(668)	9,191	(187)	44,608	(855)
Total debt securities	45,669	(897)	22,286	(2,296)	67,955	(3,193)
Financial institution equity securities	568	(19)	195	(24)	763	(43)
Other equity securities	2,433	(167)	144	(81)	2,577	(248)
Total equity securities	3,001	(186)	339	(105)	3,340	(291)
Total	$ 48,670	$ (1,083)	$ 22,625	$ (2,401)	$ 71,295	$ (3,484)

	December 31, 2011					
	Less than Twelve Months		Twelve Months or Greater		Total	
(In Thousands)	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
U.S. Government and agency securities	$	$	$	$	$	$
State and political securities	1,142	(6)	28,260	(4,881)	29,402	(4,887)
Other debt securities	35,858	(2,048)	82	(18)	35,940	(2,066)
Total debt securities	37,000	(2,054)	28,342	(4,899)	65,342	(6,953)
Financial institution equity securities	1,140	(116)	273	(116)	1,413	(232)

Other equity securities		263		(65)		130		(10)		393		(75)
Total equity securities		1,403		(181)		403		(126)		1,806		(307)
Total	$	38,403	$	(2,235)	$	28,745	$	(5,025)	$	67,148	$	(7,260)

At June 30, 2012 there were a total of 57 and 48 individual securities that were in a continuous unrealized loss position for less than twelve months and twelve months or greater, respectively.

The Company reviews its position quarterly and has determined that, at June 30, 2012, the declines outlined in the above table represent temporary declines and the Company does not intend to sell and does not believe it will be required to sell these securities before recovery of their cost basis, which may be at maturity. There were 105 positions that were temporarily impaired at June 30,

Table of Contents

2012. The Company has concluded that the unrealized losses disclosed above are not other than temporary but are the result of interest rate changes, sector credit ratings changes, or company-specific ratings changes that are not expected to result in the non-collection of principal and interest during the period.

The amortized cost and fair value of debt securities at June 30, 2012, by contractual maturity, are shown below. Expected maturities may differ from contractual maturities since borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

(In Thousands)		Amortized Cost		Fair Value
Due in one year or less	$	3,129	$	3,122
Due after one year to five years		44,760		44,517
Due after five years to ten years		34,166		34,552
Due after ten years		187,340		196,831
Total	$	269,395	$	279,022

Total gross proceeds from sales of securities available for sale were $18,014,000 and $2,877,000, for the six months ended June 30, 2012 and 2011, respectively. The following table represents gross realized gains and losses on those transactions:

	Six Months Ended June 30,			
(In Thousands)		2012		2011
Gross realized gains:				
U.S. Government and agency securities	$	138	$	4
State and political securities		51		5
Other debt securities		77		8
Financial institution equity securities		461		
Other equity securities		126		131
Total gross realized gains	$	853	$	148
Gross realized losses:				
U.S. Government and agency securities	$		$	
State and political securities		2		
Other debt securities				14
Financial institution equity securities		67		
Other equity securities		25		
Total gross realized losses	$	94	$	14

There were no impairment charges included in gross realized losses for the six months ended June 30, 2012 and 2011, respectively.

Note 5. Federal Home Loan Bank Stock

The Bank is a member of the Federal Home Loan Bank (FHLB) of Pittsburgh and as such, is required to maintain a minimum investment in stock of the FHLB that varies with the level of advances outstanding with the FHLB. The stock is bought from and sold to the FHLB based upon its $100 par value. The stock does not have a readily determinable fair value and as such is classified as restricted stock, carried at cost and evaluated for impairment as necessary. The stock s value is determined by the ultimate recoverability of the par value rather than by recognizing temporary declines. The determination of whether the par value will ultimately be recovered is influenced by criteria such as the following: (a) the significance of the decline in net assets of the FHLB as compared to the capital stock amount and the length of time this situation has persisted (b) commitments by the FHLB to make payments required by law or regulation and the level of such payments in relation to the operating performance (c) the impact of legislative and regulatory changes on the customer base of the FHLB and (d) the liquidity position of the FHLB.

The FHLB had incurred losses in 2009 and for parts of 2010 due primarily to other-than-temporary impairment credit losses on its private-label mortgage-backed securities portfolio. These securities were the most effected by the extreme economic conditions in place during the previous several years. As a result, the FHLB had suspended the payment of dividends and limited the amount of excess capital stock repurchases. The FHLB has reported net income for the year ended December 31, 2011 and has declared a 0.10 percent annualized dividend to its shareholders that was paid during the first and second quarters of 2012. While the FHLB has not committed to regular dividend payments or future limited repurchases of excess capital stock, it will continue to monitor the overall financial performance of the FHLB in order to determine the status of limited repurchases of excess capital stock or dividends in the future. Management evaluated the stock and concluded that the stock was not impaired for the periods presented herein. More consideration was given to the long-term prospects for the FHLB as opposed to the recent stress caused by the extreme economic conditions the world is facing. Management also considered that the FHLB maintains regulatory capital ratios in excess of all

Table of Contents

regulatory capital requirements, liquidity appears adequate, new shares of FHLB stock continue to change hands at the $100 par value, and the resumption of dividends.

Note 6. Credit Quality and Related Allowance for Loan Losses

Management segments the Bank s loan portfolio to a level that enables risk and performance monitoring according to similar risk characteristics. Loans are segmented based on the underlying collateral characteristics. Categories include commercial and agricultural, real estate, and installment loans to individuals. Real estate loans are further segmented into three categories: residential, commercial and construction.

The following table presents the related aging categories of loans, by segment, as of June 30, 2012 and December 31, 2011:

		June 30, 2012			
(In Thousands)	**Current**	**Past Due 30 To 89 Days**	**Past Due 90 Days Or More & Still Accruing**	**Non-Accrual**	**Total**
Commercial and agricultural	$ 51,488	$ 49	$	$	$ 51,537
Real estate mortgage:					
Residential	209,371	1,384		410	211,165
Commercial	162,632	711		1,166	164,509
Construction	21,515	79		7,149	28,743
Installment loans to individuals	10,723	72			10,795
	455,729	$ 2,295	$	$ 8,725	466,749
Less: Net deferred loan fees and discounts	1,407				1,407
Allowance for loan losses	7,438				7,438
Loans, net	$ 446,884				$ 457,904

		December 31, 2011			
(In Thousands)	**Current**	**Past Due 30 To 89 Days**	**Past Due 90 Days Or More & Still Accruing**	**Non-Accrual**	**Total**
Commercial and agricultural	$ 53,124	$ 5	$	$	$ 53,129
Real estate mortgage:					
Residential	176,875	1,438	378	692	179,383
Commercial	162,977	135		1,176	164,288
Construction	19,605	95		9,757	29,457
Installment loans to individuals	11,180	111	6		11,297
	423,761	$ 1,784	$ 384	$ 11,625	437,554
Less: Net deferred loan fees and discounts	1,595				1,595
Allowance for loan losses	7,154				7,154
Loans, net	$ 415,012				$ 428,805

The following table presents the interest income if interest had been recorded based on the original loan agreement terms and rate of interest for non-accrual loans and interest income recognized on a cash basis for non-accrual loans as of June 30, 2012 and December 31, 2011:

(In Thousands)	Three Months Ended June 30, 2012	Three Months Ended June 30, 2011	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Interest income if interest had been recorded based on the original loan agreement terms and rate of interest for non-accrual loans	$ 131	$ 115	$ 276	$ 325
Interest income recognized on a cash basis for non-accrual loans	37	15	77	21

Table of Contents

Impaired Loans

Impaired loans are loans for which it is probable the Bank will not be able to collect all amounts due according to the contractual terms of the loan agreement. The Bank evaluates such loans for impairment individually and does not aggregate loans by major risk classifications. The definition of impaired loans is not the same as the definition of non-accrual loans, although the two categories overlap. The Bank may choose to place a loan on non-accrual status due to payment delinquency or uncertain collectability, while not classifying the loan as impaired. Factors considered by management in determining impairment include payment status and collateral value. The amount of impairment for these types of loans is determined by the difference between the present value of the expected cash flows related to the loan, using the original interest rate, and its recorded value, or as a practical expedient in the case of collateralized loans, the difference between the fair value of the collateral and the recorded amount of the loan. When foreclosure is probable, impairment is measured based on the fair value of the collateral.

Management evaluates individual loans in all of the commercial segments for possible impairment if the loan is greater than $100,000 and if the loan is either on non-accrual status or has a risk rating of substandard. Management may also elect to measure an individual loan for impairment if less than $100,000 on a case by case basis.

Mortgage loans on one-to-four family properties and all consumer loans are large groups of smaller-balance homogeneous loans and are measured for impairment collectively. Loans that experience insignificant payment delays, which are defined as 90 days or less, generally are not classified as impaired. Management determines the significance of payment delays on a case-by-case basis taking into consideration all circumstances surrounding the loan and the borrower including the length of the delay, the borrower s prior payment record, and the amount of shortfall in relation to the principal and interest owed. Interest income for impaired loans is recorded consistent with the Bank s policy on nonaccrual loans.

The following table presents the recorded investment, unpaid principal balance, and related allowance of impaired loans by segment as of June 30, 2012 and December 31, 2011:

		June 30, 2012	
(In Thousands)	**Recorded Investment**	**Unpaid Principal Balance**	**Related Allowance**
With no related allowance recorded:			
Commercial and agricultural	$	$	$
Real estate mortgages - residential	407	416	
Real estate mortgages - commercial	335	335	
Real estate mortgages - construction	768	1,092	
Installment loans to individuals			
	1,510	1,843	
With an allowance recorded:			
Commercial and agricultural			
Real estate mortgages - residential	728	753	94
Real estate mortgages - commercial	6,159	6,178	1,514
Real estate mortgages - construction	6,394	8,744	1,260
Installment loans to individuals			
	13,281	15,675	2,868
Total:			
Commercial and agricultural			

Real estate mortgages - residential	1,135	1,169	94
Real estate mortgages - commercial	6,494	6,513	1,514
Real estate mortgages - construction	7,162	9,836	1,260
Installment loans to individuals			
	$ 14,791	$ 17,518	$ 2,868

Table of Contents

(In Thousands)	December 31, 2011 Recorded Investment	Unpaid Principal Balance	Related Allowance
With no related allowance recorded:			
Commercial and agricultural	$	$	$
Real estate mortgages - residential	742	751	
Real estate mortgages - commercial	382	382	
Real estate mortgages - construction	815	1,113	
Installment loans to individuals			
	1,939	2,246	
With an allowance recorded:			
Commercial and agricultural			
Real estate mortgages - residential	861	888	101
Real estate mortgages - commercial	6,150	6,150	1,481
Real estate mortgages - construction	8,929	10,429	2,155
Installment loans to individuals			
	15,940	17,467	3,737
Total:			
Commercial and agricultural			
Real estate mortgages - residential	1,603	1,639	101
Real estate mortgages - commercial	6,532	6,532	1,481
Real estate mortgages - construction	9,744	11,542	2,155
Installment loans to individuals			
	$ 17,879	$ 19,713	$ 3,737

The following table presents the average recorded investment in impaired loans and related interest income recognized for the three and six months ended for June 30, 2012 and 2011:

(In Thousands)	Three Months Ended June 30, 2012	2011	Six Months Ended June 30, 2012	2011
Average investment in impaired loans	$ 16,184	$ 18,179	$ 16,749	$ 14,767
Interest income recognized on an accrual basis on impaired loans	105	75	186	154
Interest income recognized on a cash basis on impaired loans	37	12	93	18

There is approximately $285,000 committed to be advanced in connection with impaired loans.

Modifications

The loan portfolio also includes certain loans that have been modified in a Troubled Debt Restructuring (TDR), where economic concessions have been granted to borrowers who have experienced or are expected to experience financial difficulties. These concessions typically result from loss mitigation activities and could include reductions in the interest rate, payment extensions, forgiveness of principal, forbearance or other actions. Certain TDRs are classified as nonperforming at the time of restructure and may only be returned to performing status after considering the borrower s sustained repayment performance for a reasonable period, generally six months.

Loan modifications that are considered TDRs completed during the three and six months ended June 30, 2012 and 2011 were as follows:

	Three Months Ended June 30,					
	2012			2011		
(In Thousands, Except Number of Contracts)	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Troubled debt restructurings						
Commercial and agricultural		$	$		$	$
Real estate mortgages - residential	1	49	49			
Real estate mortgages - commercial				5	3,812	3,812
Real estate mortgages - construction				3	4,259	4,259
Installment loans to individuals						
Total	1	$ 49	$ 49	8	$ 8,071	$ 8,071

Table of Contents

	Six Months Ended June 30,					
	2012			2011		
	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Troubled debt restructurings						
Commercial and agricultural		$	$		$	$
Real estate mortgages - residential	2	154	154	2	123	123
Real estate mortgages - commercial	1	37	37	8	4,693	4,693
Real estate mortgages - construction	2	26	26	5	4,869	4,869
Installment loans to individuals				1	2	2
Total	5	$ 217	$ 217	16	$ 9,687	$ 9,687

Loan modifications considered troubled debt restructurings made during the twelve months previous to June 30, 2012, that have defaulted during the six month period ending June 30, 2012 were as follows:

	Six Months Ended June 30, 2012	
(In Thousands, Except Number of Contracts)	Number of Contracts	Recorded Investment
Commercial and agricultural		$
Real estate mortgages - residential		
Real estate mortgages - commercial	1	48
Real estate mortgages - construction	1	211
Installment loans to individuals		
Total	2	$ 259

Troubled debt restructurings amounted to $14,544,000 and $17,478,000 as of June 30, 2012 and December 31, 2011.

Internal Risk Ratings

Management uses a ten point internal risk rating system to monitor the credit quality of the overall loan portfolio. The first six categories are considered not criticized, and are aggregated as Pass rated. The criticized rating categories utilized by management generally follow bank regulatory definitions. The special mention category includes assets that are currently protected but are potentially weak, resulting in an undue and unwarranted credit risk, but not to the point of justifying a substandard classification. Loans in the substandard category have well-defined weaknesses that jeopardize the liquidation of the debt, and have a distinct possibility that some loss will be sustained if the weaknesses are not corrected. All loans greater than 90 days past due are considered Substandard. Loans in the doubtful category exhibit the same weaknesses found in the substandard loans, however, the weaknesses are more pronounced. Such loans are static and collection in full is improbable. However, these loans are not yet rated as loss because certain events may occur which would salvage the debt. Loans classified loss are considered uncollectible and charge-off is imminent.

To help ensure that risk ratings are accurate and reflect the present and future capacity of borrowers to repay a loan as agreed, the Bank has a structured loan rating process with several layers of internal and external oversight. Generally, consumer and residential mortgage loans are included in the pass category unless a specific action, such as bankruptcy, repossession, or death occurs to raise awareness of a possible credit event. An external annual loan review of all commercial relationships $800,000 or greater is performed, as well as a sample of smaller transactions. Confirmation of the appropriate risk category is included in the review. Detailed reviews, including plans for resolution, are performed on loans classified as Substandard, Doubtful, or Loss on a quarterly basis.

The following table presents the credit quality categories identified above as of June 30, 2012 and December 31, 2011:

	June 30, 2012					
	Commercial and		Real Estate Mortgages		Installment Loans	
(In Thousands)	Agricultural	Residential	Commercial	Construction	to Individuals	Totals
Pass	$ 50,320	$ 210,341	$ 149,782	$ 21,547	$ 10,795	$ 442,785
Special Mention	1,071		5,329			6,400
Substandard	146	824	9,398	7,196		17,564
Doubtful						
Total	$ 51,537	$ 211,165	$ 164,509	$ 28,743	$ 10,795	$ 466,749

	December 31, 2011					
			Real Estate Mortgages			
(In Thousands)	Commercial and Agricultural	Residential	Commercial	Construction	Installment Loans to Individuals	Totals
Pass	$ 51,663	$ 177,916	$ 152,994	$ 19,652	$ 11,291	$ 413,516
Special Mention	1,198	89	5,804			7,091
Substandard	268	1,378	5,490	9,805	6	16,947
Doubtful						
Total	$ 53,129	$ 179,383	$ 164,288	$ 29,457	$ 11,297	$ 437,554

Allowance for Loan Losses

An allowance for loan losses (ALL) is maintained to absorb losses from the loan portfolio. The ALL is based on management s continuing evaluation of the risk characteristics and credit quality of the loan portfolio, assessment of current economic conditions, diversification and size of the portfolio, adequacy of collateral, past and anticipated future loss experience, and the amount of non-performing loans.

The Bank s methodology for determining the ALL is based on the requirements of ASC Section 310-10-35 for loans individually evaluated for impairment (previously discussed) and ASC Subtopic 450-20 for loans collectively evaluated for impairment, as well as the Interagency Policy Statements on the Allowance for Loan and Lease Losses and other bank regulatory guidance. The total of the two components represents the Bank s ALL.

Loans that are collectively evaluated for impairment are analyzed with general allowances being made as appropriate. Allowances are segmented based on collateral characteristics previously disclosed, and consistent with credit quality monitoring. Loans that are collectively evaluated for impairment are grouped into two classes for evaluation. A general allowance is determined for Pass rated credits, while a separate pool allowance is provided for Criticized rated credits that are not individually evaluated for impairment.

For the general allowances, historical loss trends are used in the estimation of losses in the current portfolio. These historical loss amounts are modified by other qualitative factors. A historical charge-off factor is calculated utilizing a twelve quarter moving average. Management has identified a number of additional qualitative factors which it uses to supplement the historical charge-off factor because these factors are likely to cause estimated credit losses associated with the existing loan pools to differ from historical loss experience. The additional factors that are evaluated quarterly and updated using information obtained from internal, regulatory, and governmental sources are: national and local economic trends and conditions; levels of and trends in delinquency rates and non-accrual loans; trends in volumes and terms of loans; effects of changes in lending policies; experience, ability, and depth of lending staff; value of underlying collateral; and concentrations of credit from a loan type, industry and/or geographic standpoint.

Loans in the criticized pools, which possess certain qualities or characteristics that may lead to collection and loss issues, are closely monitored by management and subject to additional qualitative factors. Management also monitors industry loss factors by loan segment for applicable adjustments to actual loss experience.

Management reviews the loan portfolio on a quarterly basis in order to make appropriate and timely adjustments to the ALL. When information confirms all or part of specific loans to be uncollectible, these amounts are promptly charged off against the ALL.

Activity in the allowance is presented for the six months ended June 30, 2012 and 2011:

	June 30, 2012					
	Commercial and		Real Estate Mortgages		Installment Loans	
(In Thousands)	Agricultural	Residential	Commercial	Construction	to Individuals	Totals
Beginning Balance	$ 430	$ 964	$ 2,719	$ 2,846	$ 195	$ 7,154
Charge-offs		(11)	(18)	(877)	(51)	(957)
Recoveries	6	3	2	4	26	41
Provision	(47)	96	764	371	16	1,200
Ending Balance	$ 389	$ 1,052	$ 3,467	$ 2,344	$ 186	$ 7,438

	June 30, 2011					
	Commercial and		Real Estate Mortgages		Installment Loans	
(In Thousands)	Agricultural	Residential	Commercial	Construction	to Individuals	Totals
Beginning Balance	$ 466	$ 980	$ 1,508	$ 2,893	$ 188	$ 6,035
Charge-offs		(34)		(1,500)	(35)	(1,569)
Recoveries	8	34	20	5	31	98
Provision	(70)	(154)	177	1,270	(23)	1,200
Ending Balance	$ 404	$ 826	$ 1,705	$ 2,668	$ 161	$ 5,764

Table of Contents

The Company grants commercial, industrial, residential, and installment loans to customers throughout north-central Pennsylvania. Although the Company has a diversified loan portfolio at June 30, 2012, a substantial portion of its debtors ability to honor their contracts is dependent on the economic conditions within this region.

The Company has a concentration of loans at June 30, 2012 and 2011 as follows:

	June 30, 2012	June 30, 2011
Owners of residential rental properties	13.52%	14.31%
Owners of commercial rental properties	15.25%	16.69%

The following table presents the balance in the allowance for loan losses and the recorded investment in loans by portfolio segment and based on impairment method as of June 30, 2012 and December 31, 2011:

June 30, 2012

(In Thousands)	Commercial and Agricultural	Residential	Real Estate Mortgages Commercial	Construction	Installment Loans to Individuals	Totals
Allowance for Loan Losses:						
Ending allowance balance attributable to loans:						
Individually evaluated for impairment	$	$ 94	$ 1,514	$ 1,260	$	$ 2,868
Collectively evaluated for impairment	389	958	1,953	1,084	186	4,570
Total ending allowance balance	$ 389	$ 1,052	$ 3,467	$ 2,344	$ 186	$ 7,438
Loans:						
Individually evaluated for impairment	$	$ 1,135	$ 6,494	$ 7,162	$	$ 14,791
Collectively evaluated for impairment	51,537	210,030	158,015	21,581	10,795	451,958
Total ending loans balance	$ 51,537	$ 211,165	$ 164,509	$ 28,743	$ 10,795	$ 466,749

December 31, 2011

(In Thousands)	Commercial and Agricultural	Residential	Real Estate Mortgages Commercial	Construction	Installment Loans to Individuals	Totals
Allowance for Loan Losses:						
Ending allowance balance attributable to loans:						
Individually evaluated for impairment	$	$ 101	$ 1,481	$ 2,155	$	$ 3,737

Collectively evaluated for impairment		430		863		1,238		691		195		3,417
Total ending allowance balance	$	430	$	964	$	2,719	$	2,846	$	195	$	7,154
Loans:												
Individually evaluated for impairment	$		$	1,603	$	6,532	$	9,744	$		$	17,879
Collectively evaluated for impairment		53,129		177,780		157,756		19,713		11,297		419,675
Total ending loans balance	$	53,129	$	179,383	$	164,288	$	29,457	$	11,297	$	437,554

Note 7. Net Periodic Benefit Cost-Defined Benefit Plans

For a detailed disclosure on the Company s pension and employee benefits plans, please refer to Note 12 of the Company s Consolidated Financial Statements included in the Annual Report on Form 10-K for the year ended December 31, 2011.

The following sets forth the components of the net periodic benefit cost of the domestic non-contributory defined benefit plan for the three and six months ended June 30, 2012 and 2011, respectively:

	Three Months Ended June 30,				Six Months Ended June 30,			
(In Thousands)		**2012**		**2011**		**2012**		**2011**
Service cost	$	156	$	106	$	313	$	212
Interest cost		186		178		372		356
Expected return on plan assets		(195)		(186)		(391)		(370)
Amortization of transition obligation				(1)		(1)		(2)
Amortization of prior service cost		6		7		13		13
Amortization of net loss		109		41		218		82
Net periodic cost	$	262	$	145	$	524	$	291

Table of Contents

Employer Contributions

The Company previously disclosed in its consolidated financial statements, included in the Annual Report on Form 10-K for the year ended December 31, 2011, that it expected to contribute a minimum of $750,000 to its defined benefit plan in 2012. As of June 30, 2012, there were contributions of $1,225,000 made to the plan with additional contributions of at least $400,000 anticipated during the second half of 2012. The increased level of contributions are the result of management s plan to reduce the unfunded portion of the Company s defined benefit pension plan.

Note 8. Employee Stock Purchase Plan

The Company maintains the Penns Woods Bancorp, Inc. 2006 Employee Stock Purchase Plan (Plan). The Plan is intended to encourage employee participation in the ownership and economic progress of the Company. The Plan allows for up to 1,000,000 shares to be purchased by employees. The purchase price of the shares is 95% of market value with an employee eligible to purchase up to the lesser of 15% of base compensation or $12,000 in market value annually. During the six months ended June 30, 2012 and 2011, there were 709 and 933 shares issued under the plan, respectively.

Note 9. Off Balance Sheet Risk

The Company is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments are primarily comprised of commitments to extend credit and standby letters of credit. These instruments involve, to varying degrees, elements of credit, interest rate, or liquidity risk in excess of the amount recognized in the consolidated balance sheet. The contract amounts of these instruments express the extent of involvement the Company has in particular classes of financial instruments.

The Company s exposure to credit loss from nonperformance by the other party to the financial instruments for commitments to extend credit and standby letters of credit is represented by the contractual amount of these instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments. The Company may require collateral or other security to support financial instruments with off-balance sheet credit risk.

Financial instruments whose contract amounts represent credit risk are as follows at June 30, 2012 and December 31, 2011:

(In Thousands)	**June 30, 2012**	**December 31, 2011**
Commitments to extend credit	$ 99,451	$ 80,320
Standby letters of credit	1,181	1,180

Commitments to extend credit are legally binding agreements to lend to customers. Commitments generally have fixed expiration dates or other termination clauses and may require payment of fees. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future liquidity requirements. The Company evaluates each customer s credit worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Company, on an extension of credit is based on management s credit assessment of the counterparty.

Standby letters of credit represent conditional commitments issued by the Company to guarantee the performance of a customer to a third party. These instruments are issued primarily to support bid or performance related contracts. The coverage period for these instruments is typically a one year period with an annual renewal option subject to prior approval by management. Fees earned from the issuance of these letters are recognized upon expiration of the coverage period. For secured letters of credit, the collateral is typically Bank deposit instruments or customer business assets.

Note 10. Fair Value Measurements

The following disclosures show the hierarchal disclosure framework associated with the level of pricing observations utilized in measuring assets and liabilities at fair value.

Level I: Quoted prices are available in active markets for identical assets or liabilities as of the reported date.

Level II: Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reported date. The nature of these assets and liabilities include items for which quoted prices are available but traded less frequently, and items that are fair valued using other financial instruments, the parameters of which can be directly observed.

Level III: Assets and liabilities that have little to no pricing observability as of the reported date. These items do not have two-way markets and are measured using management s best estimate of fair value, where the inputs into the determination of fair value require significant management judgment or estimation.

Table of Contents

This hierarchy requires the use of observable market data when available.

The following table presents the assets reported on the balance sheet at their fair value on a recurring basis as of June 30, 2012 and December 31, 2011, by level within the fair value hierarchy. Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

	June 30, 2012			
(In Thousands)	**Level I**	**Level II**	**Level III**	**Total**
Assets measured on a recurring basis:				
Investment securities, available for sale:				
U.S. Government and agency securities	$	$ 24,989	$	$ 24,989
State and political securities		183,915		183,915
Other debt securities		70,118		70,118
Financial institution securities	10,008			10,008
Other equity securities	6,091			6,091
Total assets measured on a recurring basis	$ 16,099	$ 279,022	$	$ 295,121

	December 31, 2011			
(In Thousands)	**Level I**	**Level II**	**Level III**	**Total**
Assets measured on a recurring basis:				
Investment securities, available for sale:				
U.S. Government and agency securities	$	$ 28,671	$	$ 28,671
State and political securities		178,301		178,301
Other debt securities		49,514		49,514
Financial institution securities	10,802			10,802
Other equity securities	2,809			2,809
Total assets measured on a recurring basis	$ 13,611	$ 256,486	$	$ 270,097

The following table presents the assets reported on the consolidated balance sheet at their fair value on a non-recurring basis as of June 30, 2012 and December 31, 2011, by level within the fair value hierarchy. Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

	June 30, 2012			
(In Thousands)	**Level I**	**Level II**	**Level III**	**Total**
Assets measured on a non-recurring basis:				
Impaired loans	$	$	$ 11,923	$ 11,923
Other real estate owned			1,504	1,504
Total assets measured on a non-recurring basis	$	$	$ 13,427	$ 13,427

	December 31, 2011			
(In Thousands)	**Level I**	**Level II**	**Level III**	**Total**
Assets measured on a non-recurring basis:				
Impaired loans	$	$	$ 14,142	$ 14,142

Other real estate owned						2,144		2,144
Total assets measured on a non-recurring basis	$		$		$	16,286	$	16,286

The following table provides a listing of significant unobservable inputs used in the fair value measurement process for items valued utilizing level III techniques as of June 30, 2012.

Table of Contents

(In Thousands)	Fair Value	Quantitative Information About Level III Fair Value Measurements Valuation Technique(s)	Unobservable Inputs	Range
Impaired loans	11,923	Discounted cash flow	Temporary change in payment amount	0 to -30%
			Probability of default	0%
		Appraisal of collateral	Appraisal adjustments (1)	0 to -20%
Other real estate owned	1,504	Appraisal of collateral	Appraisal adjustments (1)	0%

(1) Appraisals may be adjusted by management for qualitative factors such as economic conditions and estimated liquidation expenses. The range of appraisal adjustments are presented as a percent of the appraisal.

The significant unobservable inputs used in the fair value measurement of the Company s impaired loans using the discounted cash flow valuation technique include temporary changes in payment amounts and the probability of default. Significant increases (decreases) in payment amounts would result in significantly higher (lower) fair value measurements. The probability of default is 0% for impaired loans using the discounted cash flow valuation technique because all defaulted impaired loans are valued using the appraisal of collateral valuation technique.

The significant unobservable input used in the fair value measurement of the Company s impaired loans using the appraisal of collateral valuation technique include appraisal adjustments, which are adjustments to appraisals by management for qualitative factors such as economic conditions and estimated liquidation expenses. The significant unobservable input used in the fair value measurement of the Company s other real estate owned are the same inputs used to value impaired loans using the appraisal of collateral valuation technique.

Note 11. Fair Value of Financial Instruments

The Company is required to disclose fair values for its financial instruments. Fair values are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Company s entire holdings of a particular financial instrument. Also, it is the Company s general practice and intention to hold most of its financial instruments to maturity and not to engage in trading or sales activities. Because no market exists for a significant portion of the Company s financial instruments, fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. These fair values are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions can significantly affect the fair values.

Fair values have been determined by the Company using historical data and an estimation methodology suitable for each category of financial instruments. The Company s fair values, methods, and assumptions are set forth below for the Company s other financial instruments.

As certain assets and liabilities, such as deferred tax assets, premises and equipment, and many other operational elements of the Company, are not considered financial instruments but have value, this fair value of financial instruments would not represent the full market value of the Company.

The fair values of the Company s financial instruments are as follows at June 30, 2012 and December 31, 2011:

Table of Contents

			Fair Value Measurements at June 30, 2012		
(In Thousands)	**Carrying Value**	**Fair Value**	**Quoted Prices in Active Markets for Identical Assets (Level I)**	**Significant Other Observable Inputs (Level II)**	**Significant Unobservable Inputs (Level III)**
Financial assets:					
Cash and cash equivalents	$ 16,073	$ 16,073	$ 16,073	$	$
Investment securities:					
Available for sale	295,121	295,121	16,099	279,022	
Held to maturity					
Loans held for sale	3,496	3,496	3,496		
Loans, net	457,904	454,205			454,205
Bank-owned life insurance	16,101	16,101	16,101		
Accrued interest receivable	4,071	4,071	4,071		
Financial liabilities:					
Interest-bearing deposits	$ 523,405	$ 525,271	$	$	$ 525,271
Noninterest-bearing deposits	117,762	117,762	117,762		
Short-term borrowings	17,855	17,855	17,855		
Long-term borrowings, FHLB	61,278	66,395			66,395
Accrued interest payable	490	490	490		

	December 31, 2011	
(In Thousands)	**Carrying Value**	**Fair Value**
Financial assets:		
Cash and cash equivalents	$ 13,885	$ 13,885
Investment securities:		
Available for sale	270,097	270,097
Held to maturity	54	55
Loans held for sale	3,787	3,787
Loans, net	428,805	424,586
Bank-owned life insurance	16,065	16,065
Accrued interest receivable	3,905	3,905
Financial liabilities:		
Interest-bearing deposits	$ 470,310	$ 471,212
Noninterest-bearing deposits	111,354	111,354
Short-term borrowings	29,598	29,598
Long-term borrowings, FHLB	61,278	65,848
Accrued interest payable	536	536

Cash and Cash Equivalents, Loans Held for Sale, Accrued Interest Receivable, Short-term Borrowings, and Accrued Interest Payable:

The fair value is equal to the carrying value.

Investment Securities:

The fair value of investment securities available for sale and held to maturity is equal to the available quoted market price. If no quoted market price is available, fair value is estimated using the quoted market price for similar securities. Regulatory stocks fair value is equal to the carrying value.

Loans:

Fair values are estimated for portfolios of loans with similar financial characteristics. Loans are segregated by type such as commercial and agricultural, commercial real estate, residential real estate, construction real estate, and installment loans to individuals. Each loan category is further segmented into fixed and adjustable rate interest terms and by performing and nonperforming categories.

The fair value of performing loans is calculated by discounting scheduled cash flows through the estimated maturity using estimated market discount rates that reflect the credit and interest rate risk inherent in the loan. The estimate of maturity is based on the Company s historical experience with repayments for each loan classification, modified, as required, by an estimate of the effect of current economic and lending conditions.

Table of Contents

Fair value for significant nonperforming loans is based on recent external appraisals. If appraisals are not available, estimated cash flows are discounted using a rate commensurate with the risk associated with the estimated cash flows. Assumptions regarding credit risk, cash flows, and discounted rates are judgmentally determined using available market information and specific borrower information.

Bank-Owned Life Insurance:

The fair value is equal to the cash surrender value of the life insurance policies.

Deposits:

The fair value of deposits with no stated maturity, such as noninterest-bearing demand deposits, savings, NOW, and money market accounts, is equal to the amount payable on demand. The fair value of certificates of deposit is based on the discounted value of contractual cash flows.

The fair value estimates above do not include the benefit that results from the low-cost funding provided by the deposit liabilities compared to the cost of borrowing funds in the market, commonly referred to as the core deposit intangible.

Long Term Borrowings:

The fair value of long term borrowings is based on the discounted value of contractual cash flows.

Commitments to Extend Credit, Standby Letters of Credit, and Financial Guarantees Written:

There is no material difference between the notional amount and the estimated fair value of off-balance sheet items. The contractual amounts of unfunded commitments and letters of credit are presented in Note 9 (Off Balance Sheet Risk).

Note 12. Reclassification of Comparative Amounts

Certain comparative amounts for the prior period have been reclassified to conform to current period presentations. Such reclassifications had no effect on net income or shareholders   equity.

CAUTIONARY STATEMENT FOR PURPOSES OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

This Report contains certain forward-looking statements including statements concerning plans, objectives, future events or performance and assumptions and other statements which are other than statements of historical fact. The Company cautions readers that the following important factors, among others, may have affected and could in the future affect the Company s actual results and could cause the Company s actual results for subsequent periods to differ materially from those expressed in any forward-looking statement made by or on behalf of the Company herein: (i) the effect of changes in laws and regulations, including federal and state banking laws and regulations, with which the Company must comply, and the associated costs of compliance with such laws and regulations either currently or in the future as applicable; (ii) the effect of changes in accounting policies and practices, as may be adopted by the regulatory agencies as well as by the Financial Accounting Standards Board, or of changes in the Company s organization, compensation and benefit plans; (iii) the effect on the Company s competitive position within its market area of the increasing consolidation within the banking and financial services industries, including the increased competition from larger regional and out-of-state banking organizations as well as non-bank providers of various financial services; (iv) the effect of changes in interest rates; and (v) the effect of changes in the business cycle and downturns in the local, regional or national economies.

You should not put undue reliance on any forward-looking statements. These statements speak only as of the date of this Quarterly Report on Form 10-Q, even if subsequently made available by the Company on its website or otherwise. The Company undertakes no obligation to update or revise these statements to reflect events or circumstances occurring after the date of this Quarterly Report on Form 10-Q.

Table of Contents

Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operation

EARNINGS SUMMARY

Comparison of the Three and Six Months Ended June 30, 2012 and 2011

Summary Results

Net income for the three months ended June 30, 2012 was $3,398,000 compared to $2,964,000 for the same period of 2011 as after-tax securities gains increased $106,000 (from a gain of $6,000 to a gain of $112,000). Basic and diluted earnings per share for the three months ended June 30, 2012 were $0.89 compared to $0.78 for the three months ended June 30, 2011. Return on average assets and return on average equity were 1.67% and 15.48% for the three months ended June 30, 2012 compared to 1.64% and 16.29% for the corresponding period of 2011. Net income from core operations (operating earnings) increased to $3,286,000 for the three months ended June 30, 2012 compared to $2,958,000 for the same period of 2011. Operating earnings per share for the three months ended June 30, 2012 were $0.86 basic and dilutive compared to $0.77 basic and dilutive for the three months ended June 30, 2011.

The six months ended June 30, 2012 generated net income of $7,087,000 compared to $5,817,000 for the same period of 2011. Comparable results were impacted by an increase in after-tax securities gains of $413,000 (from a gain of $88,000 to a gain of $501,000). Earnings per share, basic and dilutive, for the six months ended June 30, 2012 were $1.85 compared to $1.52 for the comparable period of 2011. Return on average assets and return on average equity were 1.78% and 16.42% for the six months ended June 30, 2012 compared to 1.64% and 16.45% for the corresponding period of 2011. Operating earnings increased 13.1% to $6,477,000 for the six months ended June 30, 2012 compared to $5,729,000 for the comparable period of 2011, resulting in basic and dilutive operating earnings per share increasing 13.4% to $1.69 from $1.49 for the six month periods ended June 30, 2012 and 2011, respectively.

Management uses the non-GAAP measure of net income from core operations, or operating earnings, in its analysis of the Company s performance. This measure, as used by the Company, adjusts net income by excluding significant gains or losses that are unusual in nature. Because certain of these items and their impact on the Company s performance are difficult to predict, management believes the presentation of financial measures excluding the impact of such items provides useful supplemental information in evaluating the operating results of the Company s core businesses. For purposes of this Quarterly Report on Form 10-Q, net income from core operations, or operating earnings, means net income adjusted to exclude after-tax net securities gains or losses. These disclosures should not be viewed as a substitute for net income determined in accordance with GAAP, nor are they necessarily comparable to non-GAAP performance measures that may be presented by other companies.

Reconciliation of GAAP and Non-GAAP Income

	Three Months Ended June 30,	Six Months Ended June 30,

(Dollars in Thousands, Except Per Share Data)	2012	2011	2012	2011
GAAP net income	$ 3,398	$ 2,964	$ 7,087	$ 5,817
Less: net securities and bank-owned life insurance gains, net of tax	112	6	610	88
Non-GAAP operating earnings	$ 3,286	$ 2,958	$ 6,477	$ 5,729

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Return on average assets (ROA)	1.67%	1.64%	1.78%	1.64%
Less: net securities and bank-owned life insurance gains, net of tax	0.06%	0.01%	0.15%	0.02%
Non-GAAP operating ROA	1.61%	1.63%	1.63%	1.62%

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Return on average equity (ROE)	15.48%	16.29%	16.42%	16.45%
Less: net securities and bank-owned life insurance gains, net of tax	0.51%	0.04%	1.42%	0.25%
Non-GAAP operating ROE	14.97%	16.25%	15.00%	16.20%

Table of Contents

	Three Months Ended June 30, 2012	Three Months Ended June 30, 2011	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Basic earnings per share (EPS)	$ 0.89	$ 0.78	$ 1.85	$ 1.52
Less: net securities and bank-owned life insurance gains, net of tax	0.03	0.01	0.16	0.03
Non-GAAP basic operating EPS	$ 0.86	$ 0.77	$ 1.69	$ 1.49

	Three Months Ended June 30, 2012	Three Months Ended June 30, 2011	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Dilutive EPS	$ 0.89	$ 0.78	$ 1.85	$ 1.52
Less: net securities and bank-owned life insurance gains, net of tax	0.03	0.01	0.16	0.03
Non-GAAP dilutive operating EPS	$ 0.86	$ 0.77	$ 1.69	$ 1.49

Interest and Dividend Income

Interest and dividend income for the three months ended June 30, 2012 increased to $9,280,000 compared to $8,884,000 for the same period of 2011. The increase was due in part to loan portfolio income increasing as the impact of portfolio growth offset a reduction in yield of 34 basis points (bp) due to the competitive landscape and the continued low rate environment that is impacting new loan rates as well as the variable rate segment of the loan portfolio. Investment portfolio interest increased due to growth in the average investment portfolio of $59,999,000 primarily from the addition of short-term corporate and municipal bonds to the portfolio, which offset a decline in the average taxable equivalent yield of 77 bp.

During the six months ended June 30, 2012, interest and dividend income was $18,565,000, an increase of $699,000 over the same period in 2011. Interest income on the loan portfolio increased as the growth in the portfolio was countered by a 35 bp decline in average yield. The investment portfolio interest income increased as the increase in portfolio size more than offset the decline in yield.

Interest and dividend income composition for the three and six months ended June 30, 2012 and 2011 was as follows:

For The Three Months Ended	June 30, 2012		June 30, 2011		Change	
(In Thousands)	Amount	% Total	Amount	% Total	Amount	%
Loans including fees	$ 6,294	67.82%	$ 6,144	69.16%	$ 150	2.44%
Investment securities:						
Taxable	1,517	16.35	1,411	15.88	106	7.51
Tax-exempt	1,383	14.90	1,272	14.32	111	8.73
Dividend and other interest income	86	0.93	57	0.64	29	50.88
Total interest and dividend income	$ 9,280	100.00%	$ 8,884	100.00%	$ 396	4.46%

For The Six Months Ended	June 30, 2012		June 30, 2011		Change	
(In Thousands)	Amount	% Total	Amount	% Total	Amount	%

Loans including fees	$	12,608	67.91%	$	12,432	69.59%	$	176	1.42%
Investment securities:									
Taxable		2,991	16.11		2,786	15.59		205	7.36
Tax-exempt		2,788	15.02		2,539	14.21		249	9.81
Dividend and other interest income		178	0.96		109	0.61		69	63.30
Total interest and dividend income	$	18,565	100.00%	$	17,866	100.00%	$	699	3.91%

Interest Expense

Interest expense for the three months ended June 30, 2012 decreased $384,000 to $1,582,000 compared to $1,966,000 for the same period of 2011. The substantial decrease associated with deposits is primarily the result of a reduction of 35 bp in the rate paid on time deposits and a shift from higher cost time deposits to core deposits, with emphasis on money market and NOW accounts. Factors that led to the rate decreases include, but are not limited to, Federal Open Market Committee (FOMC) actions to maintain low interest rates and campaigns conducted by the Company to focus on core deposit (non-time deposit) growth as the building block to solid customer relationships. In addition, during the past two years the time deposit portfolio has been shortened in order to increase repricing frequency. The time deposit portfolio is now slowly being lengthened to build protection when interest rates begin to increase with a focus on maturities of 36 months and greater. In addition, the Marcellus Shale natural gas exploration in north central

Table of Contents

Pennsylvania is creating opportunities to gather new and build upon existing deposit relationships. Borrowing interest expense decreased as the significant growth in deposits has allowed for a reduction in the average balance of borrowings.

Interest expense for the six months ended June 30, 2012 decreased 19.08% from the same period of 2011. The reasons noted for the decline in interest expense for the three month period comparison also apply to the six month period.

Interest expense composition for the three and six months ended June 30, 2012 and 2011 was as follows:

	For The Three Months Ended					
	June 30, 2012		June 30, 2011		Change	
(In Thousands)	Amount	% Total	Amount	% Total	Amount	%
Deposits	$ 934	59.04%	$ 1,182	60.12%	$ (248)	(20.98)%
Short-term borrowings	28	1.77	42	2.14	(14)	(33.33)
Long-term borrowings, FHLB	620	39.19	742	37.74	(122)	(16.44)
Total interest expense	$ 1,582	100.00%	$ 1,966	100.00%	$ (384)	(19.53)%

	For The Six Months Ended					
	June 30, 2012		June 30, 2011		Change	
(In Thousands)	Amount	% Total	Amount	% Total	Amount	%
Deposits	$ 1,895	59.27%	$ 2,376	60.13%	$ (481)	(20.24)%
Short-term borrowings	62	1.94	99	2.51	(37)	(37.37)
Long-term borrowings, FHLB	1,240	38.79	1,476	37.36	(236)	(15.99)
Total interest expense	$ 3,197	100.00%	$ 3,951	100.00%	$ (754)	(19.08)%

Net Interest Margin

The net interest margin (NIM) for the three months ended June 30, 2012 was 4.47% compared to 4.58% for the corresponding period of 2011. The NIM declined as a 39 bp decline in the rate paid on interest bearing liabilities was countered by a 45 bp decline in the yield on interest earning assets. The decrease in earning asset yield is due to the impact of the current low rate environment on the loan and investment portfolios. In addition, the duration of the investment portfolio has been shortened by utilizing shorter term corporate and agency bonds to offset the relatively longer duration of the municipal bonds within the portfolio. This shortening of the investment portfolio limits current earnings due to the low rates on the short end of the interest rate curve, but it also limits interest rate risk and will provide cash flow over the next few years as we anticipate a period of increasing rates. The decrease in the cost of interest bearing liabilities from 1.44% to 1.05% was driven by a reduction in the rate paid on time deposits of 35 bp. The reduction in the rate paid on time deposits was the result of shortening the time deposit portfolio, which has resulted in an increasing repricing frequency during this period of low rates. In addition, a focus on increasing core deposits has resulted in significant growth in lower cost core deposits. The duration of the time deposit portfolio has slowly started to be lengthened due to the apparent bottoming or near bottoming of deposit rates. The average rate on long-term borrowings declined due to the maturity of FHLB borrowings.

The NIM for the six months ended June 30, 2012 was 4.59% compared to 4.73% for the same period of 2011. The impact of the items mentioned in the three month discussion also applies to the six month period. A 36 bp decline in the rate paid on time deposits served as the foundation for a 33 bp decline in the rate paid on deposits, while the FOMC and general market actions affected the yield on earning assets and cost of borrowings.

The following is a schedule of average balances and associated yields for the three and six months ended June 30, 2012 and 2011:

Table of Contents

AVERAGE BALANCES AND INTEREST RATES

(In Thousands)	Three Months Ended June 30, 2012 Average Balance	Interest	Average Rate	Three Months Ended June 30, 2011 Average Balance	Interest	Average Rate
Assets:						
Tax-exempt loans	$ 21,621	$ 298	5.54%	$ 20,369	$ 306	6.03%
All other loans	435,918	6,097	5.63%	400,072	5,942	5.96%
Total loans	457,539	6,395	5.62%	420,441	6,248	5.96%
Taxable securities	163,294	1,601	3.92%	126,139	1,467	4.65%
Tax-exempt securities	130,313	2,095	6.43%	107,469	1,927	7.17%
Total securities	293,607	3,696	5.04%	233,608	3,394	5.81%
Interest-bearing deposits	13,285	2	0.06%	17,860	1	0.02%
Total interest-earning assets	764,431	10,093	5.30%	671,909	9,643	5.75%
Other assets	50,251			53,037		
Total assets	$ 814,682			$ 724,946		
Liabilities and shareholders equity:						
Savings	$ 79,465	16	0.08%	$ 70,698	34	0.19%
Super Now deposits	120,066	153	0.51%	82,483	107	0.52%
Money market deposits	152,858	202	0.53%	123,116	291	0.95%
Time deposits	172,431	563	1.31%	181,250	750	1.66%
Total interest-bearing deposits	524,820	934	0.72%	457,547	1,182	1.04%
Short-term borrowings	17,222	28	0.65%	14,623	42	1.15%
Long-term borrowings, FHLB	61,278	620	4.00%	71,778	742	4.09%
Total borrowings	78,500	648	3.27%	86,401	784	3.59%
Total interest-bearing liabilities	603,320	1,582	1.05%	543,948	1,966	1.44%
Demand deposits	112,683			98,371		
Other liabilities	10,889			9,832		
Shareholders equity	87,790			72,795		
Total liabilities and shareholders equity	$ 814,682			$ 724,946		
Interest rate spread			4.25%			4.31%
Net interest income/margin		$ 8,511	4.47%		$ 7,677	4.58%

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(1) Information on this table has been calculated using average daily balance sheets to obtain average balances.

(2) Nonaccrual loans have been included with loans for the purpose of analyzing net interest earnings.

(3) Income and rates on a fully taxable equivalent basis include an adjustment for the difference between annual income from tax-exempt obligations and the taxable equivalent of such income at the standard 34% tax rate.

Table of Contents

AVERAGE BALANCES AND INTEREST RATES

(In Thousands)	Six Months Ended June 30, 2012 Average Balance	Interest	Average Rate	Six Months Ended June 30, 2011 Average Balance	Interest	Average Rate
Assets:						
Tax-exempt loans	$ 21,574	$ 607	5.66%	$ 20,370	$ 614	6.08%
All other loans	429,040	12,207	5.72%	399,839	12,027	6.07%
Total loans	450,614	12,814	5.72%	420,209	12,641	6.07%
Taxable securities	155,247	3,167	4.08%	120,471	2,893	4.80%
Tax-exempt securities	130,452	4,224	6.48%	105,301	3,847	7.31%
Total securities	285,699	7,391	5.17%	225,772	6,740	5.97%
Interest-bearing deposits	7,660	2	0.05%	9,975	2	0.04%
Total interest-earning assets	743,973	20,207	5.45%	655,956	19,383	5.94%
Other assets	50,517			53,464		
Total assets	$ 794,490			$ 709,420		
Liabilities and shareholders equity:						
Savings	$ 76,546	27	0.07%	$ 68,616	70	0.21%
Super Now deposits	114,218	295	0.52%	75,867	190	0.51%
Money market deposits	140,122	407	0.58%	116,194	555	0.96%
Time deposits	174,754	1,166	1.34%	184,885	1,561	1.70%
Total interest-bearing deposits	505,640	1,895	0.75%	445,562	2,376	1.08%
Short-term borrowings	19,640	62	0.63%	16,902	99	1.18%
Long-term borrowings, FHLB	61,278	1,240	4.00%	71,778	1,476	4.09%
Total borrowings	80,918	1,302	3.18%	88,680	1,575	3.54%
Total interest-bearing liabilities	586,558	3,197	1.09%	534,242	3,951	1.48%
Demand deposits	110,382			94,941		
Other liabilities	11,216			9,502		
Shareholders equity	86,334			70,735		
Total liabilities and shareholders equity	$ 794,490			$ 709,420		
Interest rate spread			4.36%			4.46%
Net interest income/margin		$ 17,010	4.59%		$ 15,432	4.73%

(1) Information on this table has been calculated using average daily balance sheets to obtain average balances.

(2) Nonaccrual loans have been included with loans for the purpose of analyzing net interest earnings.

(3) Income and rates on a fully taxable equivalent basis include an adjustment for the difference between annual income from tax-exempt obligations and the taxable equivalent of such income at the standard 34% tax rate.

The following table presents the adjustment to convert net interest income to net interest income on a fully taxable equivalent basis for the three and six months ended June 30, 2012 and 2011.

Table of Contents

(In Thousands)	For the Three Months Ended June 30, 2012	2011	For the Six Months Ended June 30, 2012	2011
Total interest income	$ 9,280	$ 8,884	$ 18,565	$ 17,866
Total interest expense	1,582	1,966	3,197	3,951
Net interest income	7,698	6,918	15,368	13,915
Tax equivalent adjustment	813	759	1,642	1,517
Net interest income (fully taxable equivalent)	$ 8,511	$ 7,677	$ 17,010	$ 15,432

The following table sets forth the respective impact that both volume and rate changes have had on net interest income on a fully taxable equivalent basis for the three and six month periods ended June 30, 2012 and 2011:

	Three Months Ended June 30, 2012 vs. 2011 Increase (Decrease) Due to			Six Months Ended June 30, 2012 vs. 2011 Increase (Decrease) Due to		
(In Thousands)	Volume	Rate	Net	Volume	Rate	Net
Interest income:						
Loans, tax-exempt	$ 18	$ (26)	$ (8)	$ 36	$ (43)	$ (7)
Loans	501	(346)	155	876	(696)	180
Taxable investment securities	388	(254)	134	748	(474)	274
Tax-exempt investment securities	381	(213)	168	842	(465)	377
Interest bearing deposits		1	1			
Total interest-earning assets	1,288	(838)	450	2,502	(1,678)	824
Interest expense:						
Savings deposits	4	(22)	(18)	7	(50)	(43)
Super Now deposits	48	(2)	46	100	5	105
Money market deposits	109	(198)	(89)	200	(348)	(148)
Time deposits	(35)	(152)	(187)	(80)	(315)	(395)
Short-term borrowings	6	(20)	(14)	11	(48)	(37)
Long-term borrowings, FHLB	(106)	(16)	(122)	(208)	(28)	(236)
Total interest-bearing liabilities	26	(410)	(384)	30	(784)	(754)
Change in net interest income	$ 1,262	$ (428)	$ 834	$ 2,472	$ (894)	$ 1,578

Provision for Loan Losses

The provision for loan losses is based upon management s quarterly review of the loan portfolio. The purpose of the review is to assess loan quality, identify impaired loans, analyze delinquencies, ascertain loan growth, evaluate potential charge-offs and recoveries, and assess general economic conditions in the markets served. An external independent loan review is also performed annually for the Bank. Management remains committed to an aggressive program of problem loan identification and resolution.

The allowance for loan losses is determined by applying loss factors to outstanding loans by type, excluding loans for which a specific allowance has been determined. Loss factors are based on management s consideration of the nature of the portfolio segments, changes in mix and volume of the loan portfolio, and historical loan loss experience. In addition, management considers industry standards and trends with respect to non-performing loans and its knowledge and experience with specific lending segments.

Although management believes it uses the best information available to make such determinations and that the allowance for loan losses is adequate at June 30, 2012, future adjustments could be necessary if circumstances or economic conditions differ substantially from the assumptions used in making the initial determinations. A downturn in the local economy, increased unemployment, and delays in receiving financial information from borrowers could result in increased levels of nonperforming assets, charge-offs, loan loss provisions, and reductions in income. Additionally, as an integral part of the examination process, bank regulatory agencies periodically review the Bank s loan loss allowance. The banking agencies could require the recognition of additions to the loan loss allowance based on their judgment of information available to them at the time of their examination.

When determining the appropriate allowance level, management has attributed the allowance for loan losses to various portfolio segments; however, the allowance is available for the entire portfolio as needed.

The allowance for loan losses increased from $7,154,000 at December 31, 2011 to $7,438,000 at June 30, 2012. The increase in the allowance for loan losses was limited by net charge-offs of $916,000 for the six month period ended June 30, 2012. The primary driver of the charge-offs for the period was a partial charge-off of a construction real-estate loan that partially offset the provision for

Table of Contents

loan losses during the six months ended June 30, 2012. At June 30, 2012 and December 31, 2011, the allowance for loan losses to total loans was 1.60% and 1.64%, respectively.

The provision for loan losses totaled $600,000 and $1,200,000 for the three and six months ended June 30, 2012, compared to $600,000 and $1,200,000 for the same periods in 2011. The amount of the provision for loan losses was the result of several factors, including but not limited to, a ratio of nonperforming loans to total loans of 1.87% at June 30, 2012 and a ratio of the allowance for loan losses to nonperforming loans of 85.25% at June 30, 2012. Nonperforming loans decreased to $8,725,000 at June 30, 2012 from $10,911,000 at June 30, 2011 due to charge-offs and the receipt of collateral in lieu of payment with the collateral now carried as other real estate owned. Internal loan review and analysis and the continued uncertainty surrounding the economy, coupled with the ratios noted previously, dictated that the provision for loan losses was at a level of $1,200,000 for the six month period ended June 30, 2012. The level of provision for loan losses did not equate to the change in nonperforming loans due to the economic situation and the collateral status of the nonperforming loans and overall loan portfolio in general, which limits the loan specific allocation of the allowance for loan losses.

The following is a table showing total nonperforming loans as of:

	Total Nonperforming Loans		
(In Thousands)	**Nonaccrual**	**90 Days Past Due**	**Total**
June 30, 2012	$ 8,725	$	$ 8,725
March 31, 2012	11,307	1	11,308
December 31, 2011	11,625	384	12,009
September 30, 2011	11,885	2,459	14,344
June 30, 2011	10,911		10,911

Non-interest Income

Total non-interest income for the three months ended June 30, 2012 compared to the same period in 2011 increased $408,000 to $2,281,000. Excluding net securities gains, non-interest income for the three months ended June 30, 2012 would have increased $247,000 compared to the 2011 period. Deposit service charges decreased as overdraft fees have declined as an overdrawn dollar threshold must now be reached before the customer is charged a fee. Gain on sale of loans increased as the level of real estate transactions processed has increased over the past year. The increase in number of transactions processed is a direct result of our strategy to increase the number of mortgage originators within our market area, while also hiring additional mortgage originators to expand our market area. Other income increased as debit and credit card related income continues to build as debit cards continue to gain in popularity, while an increasing number of merchants utilize our merchant card services.

Insurance and brokerage commissions for the three months ended June 30, 2012 increased due to continued efforts to add sales representatives. Management of The M Group continues to pursue new and build upon current relationships. The sales call program continues to expand outside of central Pennsylvania, which results in additional revenue for The M Group if an additional sales outlet is added. However, the addition of a sales outlet for The M Group can take up to a year or more to be completed.

Total non-interest income for the six months ended June 30, 2012 compared to the same period in 2011 increased $1,226,000. Excluding net securities gains, non-interest income would have increased $601,000 compared to the 2011 period. The increase in non-interest income for the six month period is the result of the same items noted in the three month discussion.

Non-interest income composition for the three and six months ended June 30, 2012 and 2011 was as follows:

	For the Three Months Ended					
	June 30, 2012		June 30, 2011		Change	
(In Thousands)	Amount	% Total	Amount	% Total	Amount	%
Deposit service charges	$ 458	20.08%	$ 527	28.14%	$ (69)	(13.09)%
Securities gains, net	170	7.45	9	0.48	161	1,788.89
Bank owned life insurance	133	5.83	139	7.42	(6)	(4.32)
Gain on sale of loans	343	15.04	242	12.92	101	41.74
Insurance commissions	316	13.85	180	9.61	136	75.56
Brokerage commissions	247	10.83	281	15.00	(34)	(12.10)
Other	614	26.92	495	26.43	119	24.04
Total non-interest income	$ 2,281	100.00%	$ 1,873	100.00%	$ 408	21.78%

Table of Contents

	For the Six Months Ended					
	June 30, 2012		June 30, 2011		Change	
(In Thousands)	Amount	% Total	Amount	% Total	Amount	%
Deposit service charges	$ 905	17.94%	$ 1,030	26.98%	$ (125)	(12.14)%
Securities gains, net	759	15.05	134	3.51	625	466.42
Bank owned life insurance	401	7.95	313	8.20	88	28.12
Gain on sale of loans	526	10.43	491	12.86	35	7.13
Insurance commissions	758	15.03	389	10.19	369	94.86
Brokerage commissions	459	9.10	556	14.56	(97)	(17.45)
Other	1,236	24.50	905	23.70	331	36.57
Total non-interest income	$ 5,044	100.00%	$ 3,818	100.00%	$ 1,226	32.11%

Non-interest Expense

Total non-interest expense increased $487,000 for the three months ended June 30, 2012 compared to the same period of 2011. The increase in salaries and employee benefits was attributable to increases in health insurance, salaries, and bonus accrual. FDIC deposit insurance decreased due to a change in the assessment base from a deposit to asset based calculation. Other expenses increased primarily due to expenses, such as advertising, associated with the opening of a branch during 2012 and increased fees related to providing debit card services.

Total non-interest expense increased $963,000 for the six months ended June 30, 2012 compared to the same period of 2011. The increase in non-interest expense for the six month period is primarily the result of the same items noted in the three month discussion.

Non-interest expense composition for the three and six months ended June 30, 2012 and 2011 was as follows:

	For the Three Months Ended					
	June 30, 2012		June 30, 2011		Change	
(In Thousands)	Amount	% Total	Amount	% Total	Amount	%
Salaries and employee benefits	$ 2,850	53.34%	$ 2,475	50.97%	$ 375	15.15%
Occupancy, net	318	5.95	301	6.20	17	5.65
Furniture and equipment	357	6.68	349	7.19	8	2.29
Pennsylvania shares tax	167	3.13	172	3.54	(5)	(2.91)
Amortization of investment in limited partnerships	166	3.11	165	3.40	1	0.61
FDIC deposit insurance	115	2.15	186	3.83	(71)	(38.17)
Other	1,370	25.64	1,208	24.87	162	13.41
Total non-interest expense	$ 5,343	100.00%	$ 4,856	100.00%	$ 487	10.03%

	For the Six Months Ended					
	June 30, 2012		June 30, 2011		Change	
(In Thousands)	Amount	% Total	Amount	% Total	Amount	%
Salaries and employee benefits	$ 5,867	54.29%	$ 5,107	51.88%	$ 760	14.88%
Occupancy, net	646	5.98	649	6.59	(3)	(0.46)
Furniture and equipment	703	6.51	657	6.67	46	7.00
Pennsylvania shares tax	336	3.11	344	3.49	(8)	(2.33)
	331	3.06	331	3.36		

Amortization of investment in limited partnerships								
FDIC deposit insurance		238	2.20		373	3.79		(135)	(36.19)
Other		2,686	24.85		2,383	24.22		303	12.72
Total non-interest expense	$	10,807	100.00%	$	9,844	100.00%	$	963	9.78%

Provision for Income Taxes

Income taxes increased $267,000 and $446,000 for the three and six months ended June 30, 2012 compared to the same periods of 2011. The primary cause of the increase in tax expense for the three and six month periods ended June 30, 2012 compared to 2011 is the impact of increased net income. Excluding the impact of the net securities gains, the effective tax rate for the three and six months ended June 30, 2012 was 15.00% and 13.86% compared to 11.06% and 12.60% for the same period of 2011. The Company currently is in a deferred tax asset position due to the low income housing tax credits earned both currently and previously. Management has reviewed the deferred tax asset and has determined that the asset will be utilized within the appropriate carry forward period and therefore does not require a valuation allowance.

Table of Contents

ASSET/LIABILITY MANAGEMENT

Cash and Cash Equivalents

Cash and cash equivalents increased $2,188,000 from $13,885,000 at December 31, 2011 to $16,073,000 at June 30, 2012 primarily as a result of the following activities during the six months ended June 30, 2012:

Loans Held for Sale

Activity regarding loans held for sale resulted in loan originations trailing sale proceeds, less $526,000 in realized gains, by $291,000 for the six months ended June 30, 2012.

Loans

Gross loans increased $29,383,000 since December 31, 2011 due primarily to an increase of residential real estate loans with an emphasis on home equity products.

The allocation of the loan portfolio, by category, as of June 30, 2012 and December 31, 2011 is presented below:

	June 30, 2012		December 31, 2011		Change	
(In Thousands)	**Amount**	**% Total**	**Amount**	**% Total**	**Amount**	**%**
Commercial and agricultural	$ 51,537	11.07%	$ 53,129	12.19%	$ (1,592)	(3.00)%
Real estate mortgage:						
Residential	211,165	45.38	179,383	41.15	31,782	17.72
Commercial	164,509	35.35	164,288	37.68	221	0.13
Construction	28,743	6.18	29,457	6.76	(714)	(2.42)
Installment loans to individuals	10,795	2.32	11,297	2.59	(502)	(4.44)
Less: Net deferred loan fees and discounts	1,407	(0.30)	1,595	(0.37)	(188)	(11.79)
Gross loans	$ 465,342	100.00%	$ 435,959	100.00%	$ 29,383	6.74%

Investments

The fair value of the investment securities portfolio at June 30, 2012 increased $24,969,000 since December 31, 2011. The change is primarily due to purchases of short-term state and political and other debt securities coupled with a net unrealized gain of $10,694,000 at June 30, 2012 compared to an unrealized gain of $4,415,000 at December 31, 2011. The unrealized losses within the debt securities portfolio are the result of market activity, not credit issues/ratings, as approximately 93% of the debt securities portfolio on an amortized cost basis is currently rated A or higher by either S&P or Moody s.

The Company considers various factors, which include examples from applicable accounting guidance, when analyzing the available for sale portfolio for possible other than temporary impairment. The Company primarily considers the following factors in its analysis: length of time and severity of the market value being less than carrying value; reduction of dividend paid (equities); continued payment of dividend/interest, credit rating, and financial condition of an issuer; intent and ability to hold until anticipated recovery (which may be maturity); and general outlook for the economy, specific industry, and entity in question.

The bond portion of the portfolio review is conducted with emphases on several factors. Continued payment of principal and interest is given primary importance with credit rating and financial condition of the issuer following as the next most important. Credit ratings were reviewed with the ratings of the bonds being satisfactory. Bonds that were not currently rated were discussed with a third party and/or underwent an internal financial review. The Company also monitors whether each of the investments incurred a decline in market value from carrying value of at least 20% for twelve consecutive months or a similar decline of at least 50% for three consecutive months. Each bond is reviewed to determine whether it is a general obligation bond, which is backed by the credit and taxing power of the issuing jurisdiction, or revenue bond, which is only payable from specified revenues. Based on the review undertaken by the Company, the Company determined that the decline in value of the various bond holdings were temporary and were the result of the general market downturns and interest rate/yield curve changes, not credit issues. The fact that almost all of such bonds are general obligation bonds further solidified the Company s determination that the decline in the value of these bond holdings is temporary.

The fair value of the equity portfolio continues to fluctuate as the economic turbulence continues to impact financial sector stock pricing. The amortized cost of the equity securities portfolio has increased $2,342,000 to $15,032,000 at June 30, 2012 from $12,690,000 at December 31, 2011 as the Company has been slowly building the portfolio balance, while continuing to diversify geographic and sector risk as seen in the growth of non-financial institution holdings.

The equity portion of the portfolio is reviewed for possible other than temporary impairment in a similar manner to the bond portfolio with greater emphasis placed on the length of time the market value has been less than the carrying value and financial sector outlook. The Company also reviews dividend payment activities and, in the case of financial institutions, whether or not such issuer was participating in the TARP Capital Purchase Program. The starting point for the equity analysis is the length and severity of a market price decline. The Company monitors two primary measures: 20% decline in market value from carrying value for twelve consecutive months and 50% decline for three consecutive months.

Table of Contents

The distribution of credit ratings by amortized cost and fair values for the debt security portfolio at June 30, 2012 follows:

	A- to AAA		B- to BBB+		C to CCC+		Not Rated		Total	
(In Thousands)	**Amortized Cost**	**Fair Value**	**Amortized Cost**	**Fair Value**	**Amortized Cost**	**Fair Value**	**Amortized Cost**	**Fair Value**	**Amortized Cost**	**Fair Value**
Available for sale (AFS)										
U.S. Government and agency securities	$ 21,062	$ 22,569	$	$	$	$	$ 2,392	$ 2,420	$ 23,454	$ 24,989
State and political securities	160,572	169,860	7,039	6,503			7,795	7,552	175,406	183,915
Other debt securities	68,978	68,674	539	541			1,018	903	70,535	70,118
Total debt securities AFS	$ 250,612	$ 261,103	$ 7,578	$ 7,044	$	$	$ 11,205	$ 10,875	$ 269,395	$ 279,022

Financing Activities

Deposits

Total deposits increased $59,503,000 from December 31, 2011 to June 30, 2012. The growth was led by an increase in money market accounts from December 31, 2011 to June 30, 2012 of 22.34%. The increase in core deposits (deposits less time deposits) has provided relationship driven funding for the loan and investment portfolios, while also reducing the utilization of FHLB borrowings. The increase in deposits is the result of our focus on building relationships with money market accounts being the key building block. Over the past year and through the first six months of 2012, time deposits have decreased as we have taken a position of using these accounts as complementary accounts to core deposits. To facilitate this strategy we are actively working single product time deposit relationships to create a solid relationship through the addition of other products to the customer s portfolio. In addition, approximately $20,000,000 of the total deposit growth has been generated from the opening of the Danville branch in January 2012.

Deposit balances and their changes for the periods being discussed follow:

	June 30, 2012		December 31, 2011		Change	
(In Thousands)	**Amount**	**% Total**	**Amount**	**% Total**	**Amount**	**%**
Demand deposits	$ 117,762	18.37%	$ 111,354	19.14%	$ 6,408	5.75%
NOW accounts	115,972	18.09	101,808	17.50	14,164	13.91
Money market deposits	152,114	23.72	124,335	21.38	27,779	22.34
Savings deposits	81,479	12.71	71,646	12.32	9,833	13.72
Time deposits	173,840	27.11	172,521	29.66	1,319	0.76
Total deposits	$ 641,167	100.00%	$ 581,664	100.00%	$ 59,503	10.23%

Borrowed Funds

Total borrowed funds decreased 12.92% or $11,743,000 to $79,133,000 at June 30, 2012 compared to $90,876,000 at December 31, 2011. The decrease in borrowed funds is primarily the result of growth in deposits as the deposit growth provided loan portfolio funding and funds to reduce the level of total borrowings. FHLB repurchase agreements were utilized as their structure allowed for a reduction in interest expense, while providing the ability to reduce the borrowings at our discretion as deposit levels increased.

	June 30, 2012		December 31, 2011		Change	
(In Thousands)	**Amount**	**% Total**	**Amount**	**% Total**	**Amount**	**%**
Short-term borrowings:						
FHLB repurchase agreements	$ 300	0.38%	$ 16,445	18.10%	$ (16,145)	(98.18)%
Securities sold under agreement to repurchase	17,555	22.18	13,153	14.47	4,402	33.47
Total short-term borrowings	17,855	22.56	29,598	32.57	(11,743)	(39.67)
Long-term borrowings, FHLB	61,278	77.44	61,278	67.43		
Total borrowed funds	$ 79,133	100.00%	$ 90,876			