

UNIVEST CORP OF PENNSYLVANIA

Form 10-Q

May 10, 2011

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-Q**

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
for the quarterly period ended March 31, 2011.**
or

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
for the transition period from _____ to _____.**
Commission File Number: 0-7617
UNIVEST CORPORATION OF PENNSYLVANIA
(Exact name of registrant as specified in its charter)

Pennsylvania

23-1886144

(State or other jurisdiction of incorporation of organization)

(IRS Employer Identification No.)

14 North Main Street, Souderton, Pennsylvania 18964

(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code: (215) 721-2400

Not applicable

(Former name, former address and former fiscal year, if changed since last report)

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

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting company)

Smaller reporting company

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

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

Common Stock, \$5 par value

16,772,222

(Title of Class)

(Number of shares outstanding at April 29, 2011)

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Table of Contents**PART I. FINANCIAL INFORMATION****Item 1. Financial Statements****UNIVEST CORPORATION OF PENNSYLVANIA
CONSOLIDATED BALANCE SHEETS**

| (Dollars in thousands, except per share data) | (UNAUDITED) At March 31, 2011 | (SEE NOTE) At December 31, 2010 |
|--|-------------------------------------|---------------------------------------|
| ASSETS | | |
| Cash and due from banks | \$ 40,998 | \$ 11,624 |
| Interest-earning deposits with other banks | 14,251 | 17,563 |
| Investment securities held-to-maturity (fair value \$21 and \$32 at March 31, 2011 and December 31, 2010, respectively) | 21 | 32 |
| Investment securities available-for-sale | 445,777 | 466,992 |
| Loans held for sale | 1,451 | 4,178 |
| Loans and leases | 1,442,137 | 1,471,186 |
| Less: Reserve for loan and lease losses | (32,804) | (30,898) |
| Net loans and leases | 1,409,333 | 1,440,288 |
| Premises and equipment, net | 34,363 | 34,605 |
| Goodwill | 51,320 | 51,320 |
| Other intangibles, net of accumulated amortization of \$9,062 and \$9,495 at March 31, 2011 and December 31, 2010, respectively | 5,579 | 5,477 |
| Bank owned life insurance | 48,354 | 48,010 |
| Accrued interest and other assets | 57,132 | 53,804 |
| Total assets | \$ 2,108,579 | \$ 2,133,893 |
| LIABILITIES | | |
| Demand deposits, noninterest-bearing | \$ 280,337 | \$ 271,125 |
| Demand deposits, interest-bearing | 487,945 | 529,884 |
| Savings deposits | 486,213 | 467,511 |
| Time deposits | 410,730 | 417,750 |
| Total deposits | 1,665,225 | 1,686,270 |
| Securities sold under agreements to repurchase | 96,551 | 90,271 |
| Other short-term borrowings | | 24,600 |
| Accrued expenses and other liabilities | 49,136 | 37,534 |
| Long-term debt | 5,000 | 5,000 |
| Subordinated notes | 3,375 | 3,375 |
| Company-obligated mandatorily redeemable preferred securities of subsidiary trusts holding junior subordinated debentures of Uninvest (Trust Preferred Securities) | 20,619 | 20,619 |
| Total liabilities | 1,839,906 | 1,867,669 |

SHAREHOLDERS EQUITY

| | | |
|---|---------------------|--------------|
| Common stock, \$5 par value: 48,000,000 shares authorized at March 31, 2011 and December 31, 2010; 18,266,404 shares issued at March 31, 2011 and December 31, 2010; 16,745,935 and 16,648,303 shares outstanding at March 31, 2011 and December 31, 2010, respectively | 91,332 | 91,332 |
| Additional paid-in capital | 58,276 | 59,080 |
| Retained earnings | 152,567 | 151,978 |
| Accumulated other comprehensive loss, net of taxes | (5,768) | (6,766) |
| Treasury stock, at cost; 1,520,469 shares and 1,618,101 shares at March 31, 2011 and December 31, 2010, respectively | (27,734) | (29,400) |
| Total shareholders equity | 268,673 | 266,224 |
| Total liabilities and shareholders equity | \$ 2,108,579 | \$ 2,133,893 |

Note: The consolidated balance sheet at December 31, 2010 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by U. S. generally accepted accounting principles for complete financial statements. Certain amounts have been reclassified to conform to the current-year presentation. See accompanying notes to the unaudited consolidated financial statements.

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UNIVEST CORPORATION OF PENNSYLVANIA
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

| (Dollars in thousands, except per share data) | For the Three Months Ended March 31, | |
|---|---|-------------|
| | 2011 | 2010 |
| Interest income | | |
| Interest and fees on loans and leases: | | |
| Taxable | \$ 17,207 | \$ 17,606 |
| Exempt from federal income taxes | 1,131 | 977 |
| Total interest and fees on loans and leases | 18,338 | 18,583 |
| Interest and dividends on investment securities: | | |
| Taxable | 2,246 | 2,761 |
| Exempt from federal income taxes | 1,119 | 1,130 |
| Other interest income | 3 | 11 |
| Total interest income | 21,706 | 22,485 |
| Interest expense | | |
| Interest on deposits | 2,466 | 4,220 |
| Interest on short-term borrowings | 80 | 802 |
| Interest on long-term borrowings | 351 | 358 |
| Total interest expense | 2,897 | 5,380 |
| Net interest income | 18,809 | 17,105 |
| Provision for loan and lease losses | 5,134 | 4,895 |
| Net interest income after provision for loan and lease losses | 13,675 | 12,210 |
| Noninterest income | | |
| Trust fee income | 1,625 | 1,500 |
| Service charges on deposit accounts | 1,336 | 1,782 |
| Investment advisory commission and fee income | 1,162 | 1,056 |
| Insurance commission and fee income | 2,200 | 2,243 |
| Other service fee income | 1,355 | 909 |
| Bank owned life insurance income | 344 | 332 |
| Other-than-temporary impairment on equity securities | (7) | (5) |
| Net gain on sales of securities | | 49 |
| Net (loss) gain on mortgage banking activities | (25) | 460 |
| Net loss on interest rate swap | | (310) |
| Net loss on dispositions of fixed assets | | (6) |
| Net loss on sales and write-downs of other real estate owned | (352) | (347) |
| Other | 121 | 544 |

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| | | |
|------------------------------|-----------------|----------|
| Total noninterest income | 7,759 | 8,207 |
| Noninterest expense | | |
| Salaries and benefits | 8,983 | 9,811 |
| Net occupancy | 1,550 | 1,354 |
| Equipment | 977 | 938 |
| Marketing and advertising | 589 | 684 |
| Deposit insurance premiums | 713 | 597 |
| Other | 3,934 | 3,695 |
| Total noninterest expense | 16,746 | 17,079 |
| Income before income taxes | 4,688 | 3,338 |
| Applicable income taxes | 826 | 368 |
| Net income | \$ 3,862 | \$ 2,970 |
| Net income per share: | | |
| Basic | \$.23 | \$.18 |
| Diluted | .23 | .18 |
| Dividends declared | .20 | .20 |

Note: Certain amounts have been reclassified to conform to the current-year presentation. See accompanying notes to the unaudited consolidated financial statements.

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UNIVEST CORPORATION OF PENNSYLVANIA
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Unaudited)

| | Accumulated | | Common Stock | Additional Paid-in Capital | Retained Earnings | Treasury Stock | Total |
|--|---------------------------------|--|-----------------|----------------------------------|----------------------|-------------------|------------|
| | Common Shares Outstanding | Other Comprehensive Income (Loss) | | | | | |
| (Dollars in thousands, except per share data) | | | | | | | |
| For the Three Months Ended March 31, 2011 | | | | | | | |
| Balance at December 31, 2010: | 16,648,303 | \$ (6,766) | \$ 91,332 | \$ 59,080 | \$ 151,978 | \$ (29,400) | \$ 266,224 |
| Comprehensive income: | | | | | | | |
| Net income | | | | | 3,862 | | 3,862 |
| Other comprehensive income, net of income tax: | | | | | | | |
| Unrealized gain on investment securities available for sale | | 757 | | | | | 757 |
| Unrealized gain on swap | | 149 | | | | | 149 |
| Unrecognized pension benefits | | 92 | | | | | 92 |
| Total comprehensive income | | | | | | | 4,860 |
| Cash dividends declared (\$0.20 per share) | | | | | (3,333) | | (3,333) |
| Stock issued under dividend reinvestment and employee stock purchase plans and other employee benefit programs | 41,862 | | | 15 | 13 | 745 | 773 |
| Purchases of treasury stock | (2,966) | | | | | (51) | (51) |
| Restricted stock awards granted | 58,736 | | | (1,019) | 47 | 972 | |
| Vesting of restricted stock awards | | | | 200 | | | 200 |
| Balance at March 31, 2011 | 16,745,935 | \$ (5,768) | \$ 91,332 | \$ 58,276 | \$ 152,567 | \$ (27,734) | \$ 268,673 |

| | Accumulated | | Common Stock | Additional Paid-in Capital | Retained Earnings | Treasury Stock | Total |
|--|---------------------------------|--|-----------------|----------------------------------|----------------------|-------------------|------------|
| | Common Shares Outstanding | Other Comprehensive Income (Loss) | | | | | |
| (Dollars in thousands, except per share data) | | | | | | | |
| For the Three Months Ended March 31, 2010 | | | | | | | |
| Balance at December 31, 2009: | 16,465,083 | \$ (524) | \$ 91,332 | \$ 60,126 | \$ 150,507 | \$ (33,634) | \$ 267,807 |
| Comprehensive income: | | | | | | | |
| Net income | | | | | 2,970 | | 2,970 |
| Other comprehensive income, net of income tax: | | | | | | | |

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| | | | | | | | |
|--|------------|----------|-----------|-----------|------------|-------------|------------|
| Unrealized loss on investment securities available for sale | (38) | | | | | | (38) |
| Unrealized loss on swap | (219) | | | | | | (219) |
| Unrecognized pension benefits | 86 | | | | | | 86 |
| Total comprehensive income | | | | | | | 2,799 |
| Cash dividends declared (\$0.20 per share) | | | | | (3,313) | | (3,313) |
| Stock issued under dividend reinvestment and employee stock purchase plans and other employee benefit programs | 30,067 | | | | (195) | 707 | 512 |
| Purchases of treasury stock | (325) | | | | | (6) | (6) |
| Restricted stock awards granted | 66,982 | | (1,177) | | (393) | 1,570 | |
| Vesting of restricted stock awards | | | 51 | | | | 51 |
| Balance at March 31, 2010 | 16,561,807 | \$ (695) | \$ 91,332 | \$ 59,000 | \$ 149,576 | \$ (31,363) | \$ 267,850 |

Note: Certain amounts have been reclassified to conform to the current-year presentation. See accompanying notes to the unaudited consolidated financial statements.

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UNIVEST CORPORATION OF PENNSYLVANIA
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

| (Dollars in thousands) | For the Three Months Ended March 31, | |
|--|---|---------------|
| | 2011 | 2010 |
| Cash flows from operating activities: | | |
| Net income | \$ 3,862 | \$ 2,970 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Provision for loan and lease losses | 5,134 | 4,895 |
| Depreciation of premises and equipment | 637 | 622 |
| Other-than-temporary impairment on equity securities | 7 | 5 |
| Net gain on sales of investment securities | | (49) |
| Net loss (gain) on mortgage banking activities | 25 | (460) |
| Net loss on interest rate swap | | 310 |
| Net loss on dispositions of fixed assets | | 6 |
| Net loss on sales and write-downs of other real estate owned | 352 | 347 |
| Bank owned life insurance income | (344) | (332) |
| Other adjustments to reconcile net income to cash provided by operating activities | 829 | 1,439 |
| Originations of loans held for sale | (44,261) | (24,934) |
| Proceeds from the sale of loans held for sale | 47,576 | 25,822 |
| Increase in interest receivable and other assets | (1,463) | (4,110) |
| Increase (decrease) in accrued expenses and other liabilities | 11,921 | (2,477) |
| Net cash provided by operating activities | 24,275 | 4,054 |
| Cash flows from investing activities: | | |
| Net capital expenditures | (395) | (1,319) |
| Proceeds from maturities of securities held-to-maturity | 11 | 18 |
| Proceeds from maturities of securities available-for-sale | 23,264 | 23,241 |
| Proceeds from sales and calls of securities available-for-sale | 35,837 | 59,517 |
| Purchases of investment securities available-for-sale | (36,834) | (98,038) |
| Purchases of lease financings | | (3,393) |
| Net decrease (increase) in loans and leases | 21,861 | (1,037) |
| Net decrease in interest-bearing deposits | 3,312 | 30,411 |
| Proceeds from sales of other real estate owned | | 641 |
| Net cash provided by investing activities | 47,056 | 10,041 |
| Cash flows from financing activities: | | |
| Net (decrease) increase in deposits | (21,045) | 8,424 |
| Net decrease in short-term borrowings | (18,320) | (26,342) |
| Purchases of treasury stock | (51) | (6) |
| Stock issued under dividend reinvestment and employee stock purchase plans and other employee benefit programs | 773 | 512 |
| Cash dividends paid | (3,314) | (3,293) |

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| | | |
|--|------------------|-----------|
| Net cash used in financing activities | (41,957) | (20,705) |
| Net increase (decrease) in cash and due from banks | 29,374 | (6,610) |
| Cash and due from banks at beginning of year | 11,624 | 20,535 |
| Cash and due from banks at end of period | \$ 40,998 | \$ 13,925 |
| Supplemental disclosures of cash flow information | | |
| Cash paid during the year for: | | |
| Interest | \$ 3,437 | \$ 7,450 |
| Income taxes, net of refunds received | 85 | 68 |
| Noncash transfer of loans to other real estate owned | 3,960 | \$ |

Note: Certain amounts have been reclassified to conform to the current-year presentation. See accompanying notes to the unaudited consolidated financial statements.

Table of Contents**UNIVEST CORPORATION OF PENNSYLVANIA AND SUBSIDIARIES****Notes to the Unaudited Consolidated Financial Statements****Note 1. Summary of Significant Accounting Policies*****Principles of Consolidation and Basis of Presentation***

The accompanying unaudited consolidated financial statements include the accounts of Uninvest Corporation of Pennsylvania (the Corporation) and its wholly owned subsidiaries; the Corporation's primary subsidiary is Uninvest National Bank and Trust Co. (the Bank). All significant intercompany balances and transactions have been eliminated in consolidation. The unaudited interim consolidated financial statements included herein have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the SEC). Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations for interim financial information. The accompanying unaudited consolidated financial statements reflect all adjustments which are of a normal recurring nature and are, in the opinion of management, necessary for a fair presentation of the financial statements for the interim periods presented. Certain prior period amounts have been reclassified to conform to the current-year presentation. Operating results for the three-month period ended March 31, 2011 are not necessarily indicative of the results that may be expected for the year ending December 31, 2011. It is suggested that these unaudited consolidated financial statements be read in conjunction with the audited financial statements and the notes thereto included in the registrant's Annual Report on Form 10-K for the year ended December 31, 2010, which was filed with the SEC on March 4, 2011.

Use of Estimates

The preparation of the unaudited consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant changes include fair value measurement of investment securities available for sale and assessment for impairment of certain investment securities, reserve for loan and lease losses, valuation of goodwill and other intangible assets, mortgage servicing rights, deferred tax assets and liabilities, benefit plans and stock-based compensation expense.

Recent Accounting Pronouncements

In April 2011, the Financial Accounting Standards Board (FASB) issued an Accounting Standards Codification Update regarding a creditor's determination of whether a restructuring is a troubled debt restructuring. In evaluating whether a restructuring constitutes a troubled debt restructuring, a creditor must separately conclude that the restructuring constitutes both a concession and the borrower is experiencing financial difficulties. The guidance clarifies on a creditor's evaluation of whether it has granted a concession as follows: 1) if a borrower does not have access to funds at a market rate for debt with similar risk characteristics as the restructured debt, the restructuring would be considered to be at a below-market rate, which may indicate the creditor has granted a concession; 2) a temporary or permanent increase in the contractual interest rate as a result of a restructuring does not preclude the restructuring from being considered a concession because the new contractual interest rate on the restructured debt could still be below the market interest rate for new debt with similar risk characteristics; 3) a restructuring that results in a delay in payment that is insignificant is not a concession. The guidance clarifies on a creditor's evaluation of whether a borrower is experiencing financial difficulties as follows: a creditor may conclude that a borrower is experiencing financial difficulties, even though the borrower is not currently in payment default; a creditor should evaluate whether it is probable that the borrower would be in payment default on any of its debt in the foreseeable future without the modification. In addition, the amendments clarify that a creditor is precluded from using the effective interest rate test in the borrower's guidance on restructuring of payables when evaluating whether a restructuring constitutes a troubled debt restructuring. The guidance on identifying and disclosing troubled debt restructurings is effective for interim and annual periods beginning on or after June 15, 2011 or September 30, 2011 for the Corporation and applies retrospectively to restructurings occurring on or after the beginning of the year or January 1, 2011 for the Corporation. The guidance on measuring the impairment of a receivable restructured in a troubled debt restructuring is effective on a prospective basis. The Corporation is in the process of evaluating the

impact of the adoption of this troubled debt restructuring guidance on its financial statements.

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In July 2010, the FASB issued an Accounting Standards Codification Update for improving disclosures about the credit quality of financing receivables and the allowance for credit losses. Disclosures must be disaggregated by portfolio segment, the level at which an entity develops and documents a systematic method for determining its allowance for credit losses, and class of financing receivable. The required disclosures include, among other things, a rollforward of the allowance for credit losses as well as information about modified, impaired, nonaccrual and past due loans and credit quality indicators. For disclosures required as of the end of a reporting period, the update was effective and implemented commencing as of December 31, 2010 for the Corporation's financial statements. Disclosures that relate to activity during a reporting period is required for financial statements that include periods beginning on or after January 1, 2011, or March 31, 2011 for the Corporation. The application of the provisions of these standards did not have a material impact on the Corporation's financial statements although it resulted in expanded disclosures effective March 31, 2011, which are included under Note 4, Credit Quality of Loans and Leases and the Reserve for Loans and Lease Losses. The guidance related to troubled debt restructurings is effective for interim and annual periods beginning after June 15, 2011, or September, 30, 2011 for the Corporation, in order to be concurrent with the effective date of guidance under the Accounting Standards Update issued in April 2011 regarding a creditor's determination of whether a restructuring is a troubled debt restructuring. The guidance applies retrospectively to troubled debt restructures occurring on or after January 1, 2011.

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The following table shows the amortized cost and the approximate fair value of the held-to-maturity securities and available-for-sale securities at March 31, 2011 and December 31, 2010 by maturity within each type.

| (Dollars in thousands) | March 31, 2011 | | | | December 31, 2010 | | | |
|---|----------------|------------------------|-------------------------|------------|-------------------|------------------------|-------------------------|------------|
| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
| Securities | | | | | | | | |
| Held-to-Maturity | | | | | | | | |
| Residential mortgage-backed securities: | | | | | | | | |
| Within 1 year | \$ 3 | \$ | \$ | \$ 3 | \$ 15 | \$ | \$ | \$ 15 |
| | 3 | | | 3 | 15 | | | 15 |
| Other securities: | | | | | | | | |
| Within 1 year | 18 | | | 18 | 17 | | | 17 |
| | 18 | | | 18 | 17 | | | 17 |
| Total | \$ 21 | \$ | \$ | \$ 21 | \$ 32 | \$ | \$ | \$ 32 |

Securities Available-for-Sale

U.S. government corporations and agencies:

| | | | | | | | | |
|-------------------------|---------|-----|---------|---------|----------|-----|---------|----------|
| Within 1 year | \$ | \$ | \$ | \$ | \$ 7,000 | \$ | \$ | \$ 7,000 |
| After 1 year to 5 years | 167,538 | 302 | (2,208) | 165,632 | 182,585 | 515 | (2,000) | 181,100 |
| | 167,538 | 302 | (2,208) | 165,632 | 189,585 | 515 | (2,000) | 188,100 |

State and political subdivisions:

| | | | | | | | | |
|---------------------------|---------|-------|---------|---------|---------|-------|---------|---------|
| Within 1 year | 450 | 1 | | 451 | 451 | | | 451 |
| After 1 year to 5 years | 9,783 | 344 | | 10,127 | 8,801 | 281 | | 9,082 |
| After 5 years to 10 years | 12,555 | 214 | (74) | 12,695 | 14,042 | 281 | (69) | 14,254 |
| Over 10 years | 86,317 | 936 | (1,171) | 86,082 | 86,315 | 639 | (2,693) | 84,261 |
| | 109,105 | 1,495 | (1,245) | 109,355 | 109,609 | 1,201 | (2,762) | 108,048 |

Residential
mortgage-backed
securities:

After 5 years to

| | | | | | | | | |
|---------------|--------|-------|-------|--------|--------|-------|-------|--------|
| 10 years | 13,448 | 694 | | 14,142 | 14,709 | 743 | | 15,452 |
| Over 10 years | 71,561 | 3,050 | (550) | 74,061 | 66,919 | 3,222 | (492) | 69,649 |
| | 85,009 | 3,744 | (550) | 88,203 | 81,628 | 3,965 | (492) | 85,101 |

Commercial mortgage
obligations:

After 5 years to

| | | | | | | | | |
|---------------|--------|-------|-------|--------|--------|-------|---------|--------|
| 10 years | 7,803 | 202 | | 8,005 | 8,855 | 252 | | 9,107 |
| Over 10 years | 63,313 | 988 | (853) | 63,448 | 63,827 | 1,321 | (1,164) | 63,984 |
| | 71,116 | 1,190 | (853) | 71,453 | 72,682 | 1,573 | (1,164) | 73,091 |

Other securities:

Within 1 year

| | | | | | | | | |
|--|-------|--|--|-------|-------|----|--|-------|
| | 3,053 | | | 3,053 | 4,692 | 30 | | 4,722 |
|--|-------|--|--|-------|-------|----|--|-------|

After 1 year to 5 years

| | | | | | | | | |
|--|-------|---|--|-------|-------|----|------|-------|
| | 4,989 | 5 | | 4,994 | 4,988 | | (43) | 4,945 |
| | 8,042 | 5 | | 8,047 | 9,680 | 30 | (43) | 9,667 |

Equity securities:

No stated maturity

| | | | | | | | | |
|--|-------|-----|-------|-------|-------|-----|-------|-------|
| | 2,441 | 784 | (138) | 3,087 | 2,447 | 680 | (142) | 2,985 |
| | 2,441 | 784 | (138) | 3,087 | 2,447 | 680 | (142) | 2,985 |

| | | | | | | | | |
|-------|------------|----------|------------|------------|------------|----------|------------|------------|
| Total | \$ 443,251 | \$ 7,520 | \$ (4,994) | \$ 445,777 | \$ 465,631 | \$ 7,964 | \$ (6,603) | \$ 466,992 |
|-------|------------|----------|------------|------------|------------|----------|------------|------------|

Expected maturities may differ from contractual maturities because debt issuers may have the right to call or prepay obligations without call or prepayment penalties.

Securities with a fair value of \$315.3 million and \$347.3 million at March 31, 2011 and December 31, 2010, respectively, were pledged to secure public deposits and for other purposes as required by law.

During the three months ended March 31, 2011, there were no sales of available-for-sale securities. During the three months ended March 31, 2010, available-for-sale securities with a fair value at the date of sale of \$466 thousand were sold. Gross realized gains on such sales totaled \$49 thousand in 2010 with related tax expense of \$17 thousand; there were no gross realized losses on sales in 2010. Accumulated other comprehensive income related to securities of \$1.6 million and \$884 thousand, net of taxes, has been included in shareholders' equity at March 31, 2011 and December 31, 2010, respectively. Unrealized losses in investment securities at March 31, 2011 and December 31, 2010 do not represent other-than-temporary impairments.

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The Corporation realized other-than-temporary impairment charges to noninterest income of \$7 thousand and \$5 thousand, respectively, on its equity portfolio during the three months ended March 31, 2011 and 2010. The Corporation determined that it was probable that certain equity securities would not regain market value equivalent to the Corporation's cost basis within a reasonable period of time due to a decline in the financial stability of the underlying companies. The Corporation carefully monitors all of its equity securities and has not taken impairment losses on certain other under-water equity securities, at this time, as the financial performance of the underlying companies is not indicative of the market deterioration of their stock and it is probable that the market value of the equity securities will recover to the Corporation's cost basis in the individual securities in a reasonable amount of time. The equity securities within the following table consist of common stocks of other financial institutions, which have experienced recent declines in value consistent with the industry as a whole. Management evaluated the near-term prospects of the issuers in relation to the severity and duration of the impairment. The Corporation has the positive intent to hold these securities and believes it is more likely than not, that it will not have to sell these securities until recovery to the Corporation's cost basis occurs. The Corporation does not consider these investments to be other-than-temporarily impaired at March 31, 2011 and December 31, 2010.

Management evaluates debt securities, which comprises U. S. Government, Government Sponsored Agencies, municipalities and other issuers, for other-than-temporary impairment and considers the current economic conditions, the length of time and the extent to which the fair value has been less than cost, interest rates and the bond rating of each security. All of the debt securities are rated as investment grade and management believes that it will not incur any losses. The unrealized losses on the Corporation's investments in debt securities are temporary in nature since they are primarily related to market interest rates and are not related to the underlying credit quality of the issuers within our investment portfolio. The Corporation does not have the intent to sell the debt securities and believes it is more likely than not, that it will not have to sell the securities before recovery of their cost basis. The Corporation has not recognized any other-than-temporary impairment charges on debt securities for the three months ended March 31, 2011 and 2010.

At March 31, 2011 and December 31, 2010, there were no investments in any single non-federal issuer representing more than 10% of shareholders' equity.

The following table shows the amount of securities that were in an unrealized loss position at March 31, 2011 and December 31, 2010:

| (Dollars in thousands) | Less than Twelve Months | | At March 31, 2011 Twelve Months or Longer | | Total | |
|---|-------------------------|-------------------|--|-------------------|-------------------|-------------------|
| | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses |
| U.S. government corporations and agencies | \$ 107,738 | \$ (2,208) | \$ | \$ | \$ 107,738 | \$ (2,208) |
| State and political subdivisions | 34,133 | (1,023) | 2,580 | (222) | 36,713 | (1,245) |
| Residential mortgage-backed securities | 9,852 | (71) | 4,170 | (479) | 14,022 | (550) |
| Commercial mortgage obligations | 24,517 | (853) | | | 24,517 | (853) |
| Equity securities | 944 | (138) | | | 944 | (138) |
| Total | \$ 177,184 | \$ (4,293) | \$ 6,750 | \$ (701) | \$ 183,934 | \$ (4,994) |

| (Dollars in thousands) | Less than Twelve Months | | At December 31, 2010 Twelve Months or Longer | | Total | |
|---|-------------------------|-------------------|---|-------------------|-------------------|-------------------|
| | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses |
| U.S. government corporations and agencies | \$ 107,978 | \$ (2,000) | \$ | \$ | \$ 107,978 | \$ (2,000) |
| State and political subdivisions | 52,531 | (2,589) | 1,589 | (173) | 54,120 | (2,762) |
| Residential mortgage-backed securities | 10,096 | (38) | 4,419 | (454) | 14,515 | (492) |
| Commercial mortgage obligations | 19,322 | (1,164) | | | 19,322 | (1,164) |
| Other securities | 4,945 | (43) | | | 4,945 | (43) |
| Equity securities | 951 | (140) | 17 | (2) | 968 | (142) |
| Total | \$ 195,823 | \$ (5,974) | \$ 6,025 | \$ (629) | \$ 201,848 | \$ (6,603) |

Table of Contents**Note 3. Loans and Leases**

The following is a summary of the major loan and lease categories:

| (Dollars in thousands) | At March 31, 2011 | At December 31, 2010 |
|--|----------------------|----------------------------|
| Commercial, financial and agricultural | \$ 457,463 | \$ 463,518 |
| Real estate-commercial | 520,836 | 516,546 |
| Real estate-construction | 102,144 | 119,769 |
| Real estate-residential secured for business purpose | 36,753 | 42,459 |
| Real estate-residential secured for personal purpose | 126,481 | 121,876 |
| Real estate-home equity secured for personal purpose | 79,133 | 80,875 |
| Loans to individuals | 42,149 | 44,087 |
| Lease financings | 87,054 | 92,617 |
| Total gross loans and leases | 1,452,013 | 1,481,747 |
| Less: Unearned income | (9,876) | (10,561) |
| Total loans and leases, net of unearned income | \$ 1,442,137 | \$ 1,471,186 |

Note 4. Credit Quality of Loans and Leases and the Reserve for Loan and Lease Losses**Age Analysis of Past Due Loans and Leases**

The following presents, by class of loans and leases, an aging of past due loans and leases, loans and leases which are current and the recorded investment in loans and leases greater than 90 days past due which are accruing interest at March 31, 2011 and December 31, 2010:

| (Dollars in thousands) | 30-59 Days Past Due* | 60-89 Days Past Due* | Greater Than 90 Days Past Due* | Total Past Due* | Current* | Total Loans and Leases | Recorded Investment Greater than 90 Days Past Due and Accruing Interest* |
|--|-------------------------------|-------------------------------|---|-----------------------|------------|------------------------------|--|
| Commercial, financial and agricultural** | \$ 5,290 | \$ 24 | \$ | \$ 5,314 | \$ 445,243 | \$ 457,463 | \$ |
| Real estate-commercial real estate and construction: | | | | | | | |
| Commercial real estate | 596 | 210 | | 806 | 494,839 | 520,836 | |
| Construction** | 6,081 | | | 6,081 | 86,859 | 102,144 | |
| Real estate-residential and home equity: | | | | | | | |

At March 31, 2011

| | | | | | | | |
|--|----------|-------|----|----------|------------|------------|----|
| Commercial, financial and agricultural** | \$ 5,290 | \$ 24 | \$ | \$ 5,314 | \$ 445,243 | \$ 457,463 | \$ |
| Real estate-commercial real estate and construction: | | | | | | | |
| Commercial real estate | 596 | 210 | | 806 | 494,839 | 520,836 | |
| Construction** | 6,081 | | | 6,081 | 86,859 | 102,144 | |
| Real estate-residential and home equity: | | | | | | | |

| | | | | | | | |
|--|------------------|---------------|---------------|------------------|---------------------|---------------------|---------------|
| Residential secured for business purpose | 93 | 212 | | 305 | 36,055 | 36,753 | |
| Residential secured for personal purpose | 697 | | | 697 | 124,884 | 126,481 | |
| Home equity secured for personal purpose | 294 | 35 | 44 | 373 | 78,760 | 79,133 | 44 |
| Loans to individuals | 410 | 103 | 471 | 984 | 41,105 | 42,149 | 471 |
| Lease financings | 1,572 | 383 | 1 | 1,956 | 74,134 | 77,178 | 1 |
| Total | \$ 15,033 | \$ 967 | \$ 516 | \$ 16,516 | \$ 1,381,879 | \$ 1,442,137 | \$ 516 |

* Excludes impaired loans and leases.

** The 30-59 days past due category for commercial, financial and agricultural includes one loan for \$4.6 million which matured in March 2011 and has been renewed in May 2011. The 30-59 days past due category for construction consists of one loan for \$6.1 million which matured in January 2011 and has been renewed in April 2011. As of the date of issuance of this report on Form 10-Q, these two loans are in accordance with their terms.

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| | 30-59 Days Past Due* | 60-89 Days Past Due* | Greater Than 90 Days Past Due* | Total Past Due* | Current* | Total Loans and Leases | Recorded Investment Greater than 90 Days Past Due and Accruing Interest* |
|--|---|---|---|--------------------------------|-----------------|---------------------------------------|---|
| (Dollars in thousands) | | | | | | | |
| At December 31, 2010 | | | | | | | |
| Commercial, financial and agricultural | \$ 924 | \$ | \$ | \$ 924 | \$ 454,792 | \$ 463,518 | \$ |
| Real estate-commercial real estate and construction: | | | | | | | |
| Commercial real estate | 3,836 | | | 3,836 | 484,527 | 516,546 | |
| Construction | 156 | | | 156 | 112,739 | 119,769 | |
| Real estate-residential and home equity: | | | | | | | |
| Residential secured for business purpose | | | | | 42,008 | 42,459 | |
| Residential secured for personal purpose | 92 | | 270 | 362 | 120,250 | 121,876 | 270 |
| Home equity secured for personal purpose | 118 | 74 | 44 | 236 | 80,639 | 80,875 | 44 |
| Loans to individuals | 537 | 153 | 382 | 1,072 | 42,934 | 44,087 | 382 |
| Lease financings | 1,071 | 421 | | 1,492 | 79,437 | 82,056 | |
| Total | \$ 6,734 | \$ 648 | \$ 696 | \$ 8,078 | \$ 1,417,326 | \$ 1,471,186 | \$ 696 |

* Excludes impaired loans and leases.

Nonaccrual and Troubled Debt Restructured Loans and Leases

The following presents, by class of loans and leases, nonaccrual loans and leases (including nonaccrual troubled debt restructured loans and leases) and accruing troubled debt restructured loans and leases at March 31, 2011 and December 31, 2010:

| | At March 31, 2011 | | | At December 31, 2010 | | |
|------------------------|---------------------------------------|---|---|---------------------------------------|---|---|
| | Nonaccrual Loans and Leases* | Accruing Troubled Debt Restructured Loans and Leases | Total Impaired Loans and Leases | Nonaccrual Loans and Leases* | Accruing Troubled Debt Restructured Loans and Leases | Total Impaired Loans and Leases |
| (Dollars in thousands) | | | | | | |

| | | | | | | |
|--|-----------|----------|-----------|-----------|--------|-----------|
| Commercial, financial and agricultural | \$ 6,735 | \$ 171 | \$ 6,906 | \$ 7,627 | \$ 175 | \$ 7,802 |
| Real estate-commercial real estate and construction: | | | | | | |
| Commercial real estate | 22,756 | 2,435 | 25,191 | 28,183 | | 28,183 |
| Construction | 7,022 | 2,182 | 9,204 | 6,874 | | 6,874 |
| Real estate-residential and home equity: | | | | | | |
| Residential secured for business purpose | 303 | 90 | 393 | 361 | 90 | 451 |
| Residential secured for personal purpose | 900 | | 900 | 1,264 | | 1,264 |
| Home equity secured for personal purpose | | | | | | |
| Loans to individuals | | 60 | 60 | 21 | 60 | 81 |
| Lease financings | 915 | 173 | 1,088 | 902 | 225 | 1,127 |
| Total | \$ 38,631 | \$ 5,111 | \$ 43,742 | \$ 45,232 | \$ 550 | \$ 45,782 |

* Includes non-accrual troubled debt restructured loans and leases of \$3.5 million and \$1.2 million at March 31, 2011 and December 31, 2010, respectively.

Credit Quality Indicators

The following tables present by class, the recorded investment in loans and leases by credit quality indicator at March 31, 2011 and December 31, 2010.

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The Corporation employs a ten (10) grade risk rating system related to the credit quality of commercial loans and residential real estate loans secured for a business purpose of which the first six categories are pass categories (credits not adversely rated). The following is a description of the internal risk ratings and the likelihood of loss related to each risk rating. Loans with risk ratings of one through five are reviewed based on the relationship dollar amount with the borrower: loans with a relationship total of \$2.5 million or greater are reviewed quarterly; loans with a relationship balance of less than \$2.5 million but greater than \$500 thousand are reviewed annually based on the borrower's fiscal year; loans with a relationship balance of less than \$500 thousand are reviewed only if the loan becomes 60 days or more past due. Loans with risk ratings of six are also reviewed based on the relationship dollar amount with the borrower: loans with a relationship balance of \$2.0 million or greater are reviewed quarterly; loans with a relationship balance of less than \$2.0 million but greater than \$500 thousand are reviewed annually; loans with a relationship balance of less than \$500 thousand are reviewed only if the loan becomes 60 days or more past due. Loans with risk ratings of seven are reviewed at least quarterly, and as often as monthly, at management's discretion. Loans with risk ratings of eight through ten are reviewed monthly.

1. Cash Secured No credit risk
2. Fully Secured Negligible credit risk
3. Strong Minimal credit risk
4. Satisfactory Nominal credit risk
5. Acceptable Moderate credit risk
6. Pre-Watch Marginal, but stable credit risk
7. Special Mention Potential weakness
8. Substandard Well-defined weakness
9. Doubtful Collection in-full improbable
10. Loss Considered uncollectible

Commercial Credit Exposure Credit Risk by Internally Assigned Grades

| | Commercial, Financial | | Real | | | | Real Estate-Residential Secured | |
|------------------------|--------------------------|----------------|------------------|----------------|-------------------|----------------|---------------------------------------|----------------|
| | | | and Agricultural | | Estate-Commercial | | for Business Purpose | |
| | At March | At December | At March | At December | At March | At December | At March | At December |
| | 2011 | 2010 | 2011 | 2010 | 2011 | 2010 | 2011 | 2010 |
| (Dollars in thousands) | | | | | | | | |

Grade:

| | | | | | | | | |
|-------------------------------|----------|----------|---------|---------|--------|--------|--------|--------|
| 1. Cash secured/Fully secured | \$ 1,468 | \$ 2,714 | \$ | \$ | \$ | \$ | \$ | \$ |
| 2. Strong | 14,219 | 16,350 | 10,442 | 11,542 | 2,673 | 2,674 | | 28 |
| 3. Satisfactory | 59,438 | 71,258 | 29,507 | 47,755 | 1,587 | 12,217 | 3,137 | 1,836 |
| 4. Acceptable | 245,062 | 254,422 | 287,585 | 261,520 | 69,409 | 78,116 | 20,327 | 24,987 |
| 5. Pre-watch | 84,454 | 70,259 | 111,833 | 109,493 | 15,218 | 11,296 | 8,712 | 6,322 |
| 6. Special Mention | 9,996 | 8,476 | 14,059 | 17,596 | 377 | 684 | 953 | 700 |
| 7. Substandard | 39,752 | 36,933 | 66,317 | 67,379 | 12,880 | 14,782 | 3,624 | 8,586 |
| 8. Doubtful | 3,074 | 3,106 | 1,093 | 1,261 | | | | |
| 9. Loss | | | | | | | | |

Total \$ 457,463 \$ 463,518 \$ 520,836 \$ 516,546 \$ 102,144 \$ 119,769 \$ 36,753 \$ 42,459

The Corporation monitors the credit risk profile by payment activity for the following classifications of loans and leases: residential real estate loans secured for a personal purpose, home equity loans secured for a personal purpose, loans to individuals and lease financings by payment activity. Nonperforming loans and leases are loans past due 90 days or more and loans and leases on non-accrual of interest as well as troubled debt restructured loans. Performing loans and leases are reviewed only if the loan becomes 60 days or more past due. Nonperforming loans and leases are reviewed monthly. Performing loans and leases have a nominal to moderate risk of loss. Nonperforming loans and leases are loans with a well-defined weakness as well as loans where collection in-full is improbable.

Credit Exposure Real Estate- Residential Secured for Personal Purpose, Real Estate-Home Equity Secured for Personal Purpose, Loans to individuals, Lease Financing Credit Risk Profile by Payment Activity

| | Real Estate-Residential Secured for | | Real Estate-Home Equity Secured for | | Loans to individuals | | Lease Financing | |
|--------------------------|-------------------------------------|------------|-------------------------------------|-----------|----------------------|-----------|-----------------|-----------|
| | At | At | At | At | At | At | At | At |
| | March | December | March | December | March | December | March | December |
| | 31, | 31, | 31, | 31, | 31, | 31, | 31, | 31, |
| ((Dollars in thousands)) | 2011 | 2010 | 2011 | 2010 | 2011 | 2010 | 2011 | 2010 |
| Performing | \$ 125,581 | \$ 120,342 | \$ 79,089 | \$ 80,831 | \$ 41,618 | \$ 43,624 | \$ 76,089 | \$ 80,929 |
| Nonperforming | 900 | 1,534 | 44 | 44 | 531 | 463 | 1,089 | 1,127 |
| Total | \$ 126,481 | \$ 121,876 | \$ 79,133 | \$ 80,875 | \$ 42,149 | \$ 44,087 | \$ 77,178 | \$ 82,056 |

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Risks associated with lending activities include, among other things, the impact of changes in interest rates and economic conditions, which may adversely impact the ability of borrowers to repay outstanding loans, and impact the value of the associated collateral.

Commercial, financial and agricultural loans, commercial real estate loans, construction loans and residential real estate loans with a business purpose are generally perceived as having more risk of default than residential real estate loans with a personal purpose and consumer loans. These types of loans involve larger loan balances to a single borrower or groups of related borrowers. Commercial real estate loans may be affected to a greater extent than residential loans by adverse conditions in real estate markets or the economy because commercial real estate borrowers' ability to repay their loans depends on successful development of their properties, as well as the factors affecting residential real estate borrowers.

Commercial, financial and agricultural business loans are typically based on the borrowers' ability to repay the loans from the cash flow of their businesses. These loans may involve greater risk because the availability of funds to repay each loan depends substantially on the success of the business itself. In addition, the collateral securing the loans often depreciates over time, is difficult to appraise and liquidate and fluctuates in value based on the success of the business. Risk of loss on a construction loan depends largely upon whether our initial estimate of the property's value at completion of construction equals or exceeds the cost of the property construction (including interest). During the construction phase, a number of factors can result in delays and cost overruns. If estimates of value are inaccurate or if actual construction costs exceed estimates, the value of the property securing the loan may be insufficient to ensure full repayment when completed through a permanent loan or by seizure of collateral. Included in real estate-construction is track development financing. Risk factors related to track development financing include the demand for residential housing and the real estate valuation market. When projects move slower than anticipated, the properties may have significantly lower values than when the original underwriting was completed, resulting in lower collateral values to support the loan. Extended time frames also cause the interest carrying cost for a project to be higher than the builder projected, negatively impacting the builder's profit and cash flow and, therefore, their ability to make principal and interest payments.

Commercial real estate loans and residential real estate loans with a business purpose secured by owner-occupied properties are dependent upon the successful operation of the borrower's business. If the operating company suffers difficulties in terms of sales volume and/or profitability, the borrower's ability to repay the loan may be impaired. Loans secured by properties where repayment is dependent upon payment of rent by third party tenants or the sale of the property may be impacted by loss of tenants, lower lease rates needed to attract new tenants or the inability to sell a completed project in a timely fashion and at a profit.

Commercial, financial and agricultural loans, commercial real estate loans, construction loans and residential real estate loans secured for a business purpose are more susceptible to a risk of loss during a downturn in the business cycle. The Corporation has strict underwriting, review, and monitoring procedures in place, however, these procedures cannot eliminate all of the risks related to these loans.

The Corporation focuses on both assessing the borrower's capacity and willingness to repay and on obtaining sufficient collateral. Commercial, financial and agricultural loans are generally secured by the borrower's assets and by personal guarantees. Commercial real estate and residential real estate loans secured for a business purpose are originated primarily within the Eastern Pennsylvania market area at conservative loan-to-value ratios and often by a guarantee of the borrowers. Management closely monitors the composition and quality of the total commercial loan portfolio to ensure that any credit concentrations by borrower or industry are closely monitored.

The Corporation originates fixed-rate and adjustable-rate real estate-residential mortgage loans that are secured by the underlying 1- to 4-family residential properties for personal purposes. Credit risk exposure in this area of lending is minimized by the evaluation of the credit worthiness of the borrower, including debt-to-equity ratios, credit scores and adherence to underwriting policies that emphasize conservative loan-to-value ratios of generally no more than 80%. Residential mortgage loans granted in excess of the 80% loan-to-value ratio criterion are generally insured by private mortgage insurance.

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In the real estate-home equity loan portfolio secured for a personal purpose, combined loan-to-value ratios at origination are generally limited to 80%. Other credit considerations may warrant higher combined loan-to-value ratios and are generally insured by private mortgage insurance.

Credit risk in the loans to individuals portfolio, which includes, direct consumer loans and credit cards, is controlled by strict adherence to conservative underwriting standards that consider debt-to-income levels and the creditworthiness of the borrower and, if secured, collateral values.

The primary risks that are involved with lease financing receivables are credit underwriting and borrower industry concentrations. The Corporation has strict underwriting, review, and monitoring procedures in place to mitigate this risk. Risk also lies in the residual value of the underlying equipment. Residual values are subject to judgments as to the value of the underlying equipment that can be affected by changes in economic and market conditions and the financial viability of the residual guarantors and insurers. To the extent not guaranteed or assumed by a third party, or otherwise insured against, the Corporation bears the risk of ownership of the leased assets. This includes the risk that the actual value of the leased assets at the end of the lease term will be less than the residual value. The Corporation greatly reduces this risk by using \$1.00 buyout leases, in which the entire cost of the leased equipment is included in the contractual payments, leaving no residual payment at the end of the lease terms.

Reserve for Loan and Lease Losses and Recorded Investment in Loans and Leases

The following presents, by portfolio segment, a summary of the activity in the reserve for loan and lease losses, the balance in the reserve for loan and lease losses disaggregated on the basis of impairment method and the recorded investment in loans and leases disaggregated on the basis of impairment method for the three months ended March 31, 2011 and 2010:

| | Real Estate- Commercial, Financial and Agricultural | | Real Estate- Commercial and Construction | Real Estate- Residential Secured for Business Purpose | Real Estate- Residential Equity Secured for Personal Purpose | Loans to Individuals | Lease Financing | Unallocated | Total |
|--|---|-----------|---|--|--|----------------------------|--------------------|-------------|-------|
| (Dollars in thousands) | | | | | | | | | |
| For the Three Months Ended March 31, 2011 | | | | | | | | | |
| Reserve for loan and lease losses: | | | | | | | | | |
| Beginning balance | \$ 9,630 | \$ 15,288 | \$ 1,333 | \$ 544 | \$ 734 | \$ 1,950 | \$ 1,419 | \$ 30,898 | |
| Charge-offs | (1,130) | (1,688) | (58) | (3) | (201) | (468) | | (3,548) | |
| Recoveries | 132 | 63 | 3 | 2 | 44 | 76 | | 320 | |
| Provision (recovery of provision) | 2,466 | 2,801 | (283) | 51 | 124 | 388 | (413) | 5,134 | |
| Ending balance | \$ 11,098 | \$ 16,464 | \$ 995 | \$ 594 | \$ 701 | \$ 1,946 | \$ 1,006 | \$ 32,804 | |
| | \$ 661 | \$ 1,176 | \$ 48 | \$ | \$ 9 | \$ | \$ | \$ 1,894 | |

| | | | | | | | | | |
|---|-----------|-----------|--------|--------|--------|----------|----------|-----------|--|
| Ending balance: individually evaluated for impairment | | | | | | | | | |
| Ending balance: collectively evaluated for impairment | 10,437 | 15,288 | 947 | 594 | 692 | 1,946 | 1,006 | 30,910 | |
| Total ending balance | \$ 11,098 | \$ 16,464 | \$ 995 | \$ 594 | \$ 701 | \$ 1,946 | \$ 1,006 | \$ 32,804 | |

Loans and leases:

| | | | | | | | |
|---|------------|------------|-----------|------------|-----------|-----------|--------------|
| Ending balance: individually evaluated for impairment | \$ 6,906 | \$ 34,395 | \$ 393 | \$ 900 | \$ 60 | \$ 1,088 | \$ 43,742 |
| Ending balance: collectively evaluated for impairment | 450,557 | 588,585 | 36,360 | 204,714 | 42,089 | 76,090 | 1,398,395 |
| Total ending balance | \$ 457,463 | \$ 622,980 | \$ 36,753 | \$ 205,614 | \$ 42,149 | \$ 77,178 | \$ 1,442,137 |

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| | Commercial Financial and Agricultural | Commercial and Construction | Real Estate- Residential Secured for Business Purpose | Real Estate- Residential and Home Equity Secured for Personal Purpose | Loans to Individuals | Lease Financing | Unallocated | Total |
|---|--|-----------------------------------|---|--|----------------------------|--------------------|-------------|--------------|
| (Dollars in thousands) | | | | | | | | |
| For the Three Months Ended March 31, 2010 | | | | | | | | |
| Reserve for loan and lease losses: | | | | | | | | |
| Beginning balance | \$ 12,148 | \$ 7,975 | \$ 1,058 | \$ 501 | \$ 887 | \$ 1,175 | \$ 1,054 | \$ 24,798 |
| Charge-offs | (1,168) | (800) | | | (285) | (589) | | (2,842) |
| Recoveries | 25 | 4 | 1 | | 76 | 108 | | 214 |
| Provision (recovery of provision) | 3,083 | 1,132 | (199) | (15) | 144 | 805 | (55) | 4,895 |
| Ending balance | \$ 14,088 | \$ 8,311 | \$ 860 | \$ 486 | \$ 822 | \$ 1,499 | \$ 999 | \$ 27,065 |
| Ending balance: individually evaluated for impairment | \$ 953 | \$ 576 | \$ 65 | \$ | \$ | | | \$ 1,594 |
| Ending balance: collectively evaluated for impairment | 13,135 | 7,735 | 795 | 486 | 822 | 1,499 | 999 | 25,471 |
| Total ending balance | \$ 14,088 | \$ 8,311 | \$ 860 | \$ 486 | \$ 822 | \$ 1,499 | \$ 999 | \$ 27,065 |
| Loans and leases: | | | | | | | | |
| Ending balance: individually evaluated for impairment | \$ 2,869 | \$ 30,138 | \$ 765 | \$ 1,675 | \$ 62 | \$ 1,038 | | \$ 36,547 |
| Ending balance: collectively evaluated for impairment | 442,686 | 554,945 | 45,969 | 212,626 | 47,336 | 87,696 | | 1,391,258 |
| Total ending balance | \$ 445,555 | \$ 585,083 | \$ 46,734 | \$ 214,301 | \$ 47,398 | \$ 88,734 | | \$ 1,427,805 |

Impaired Loans and Leases

The following presents, by class of loans and leases, the recorded investment and unpaid principal balance of impaired loans and leases, the amounts of the impaired loans and leases for which there is not an allowance for credit losses and the amounts for which there is an allowance for credit losses at March 31, 2011 and December 31, 2010:

| (Dollars in thousands) | Recorded Investment | Unpaid Principal Balance | Related Allowance |
|--|--------------------------------|---|------------------------------|
| At March 31, 2011 | | | |
| Impaired loans and leases with no related allowance recorded: | | | |
| Commercial, financial and agricultural | \$ 4,604 | \$ 4,950 | |
| Real estate-commercial real estate | 17,573 | 18,391 | |
| Real estate-construction | 5,598 | 5,598 | |
| Real estate-residential secured for business purpose | 115 | 542 | |
| Real estate-residential secured for personal purpose | 900 | 900 | |
| Lease financings | 1,088 | 1,088 | |
| Total impaired loans and leases with no related allowance recorded | \$ 29,878 | \$ 31,469 | |
| Impaired loans and leases with an allowance recorded: | | | |
| Commercial, financial and agricultural | \$ 2,302 | \$ 2,319 | \$ 661 |
| Real estate-commercial real estate | 7,618 | 8,053 | 850 |
| Real estate-construction | 3,606 | 5,414 | 326 |
| Real estate-residential secured for business purpose | 278 | 278 | 48 |
| Loans to individuals | 60 | 60 | 9 |
| Total impaired loans and leases with an allowance recorded | \$ 13,864 | \$ 16,124 | \$ 1,894 |

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| (Dollars in thousands) | Recorded Investment | Unpaid Principal Balance | Related Allowance |
|--|--------------------------------|---|------------------------------|
| At March 31, 2011 | | | |
| Total impaired loans and leases: | | | |
| Commercial, financial and agricultural | \$ 6,906 | \$ 7,269 | \$ 661 |
| Real estate-commercial real estate | 25,191 | 26,444 | 850 |
| Real estate-construction | 9,204 | 11,012 | 326 |
| Real estate-residential secured for business purpose | 393 | 820 | 48 |
| Real estate-residential secured for personal purpose | 900 | 900 | |
| Loans to individuals | 60 | 60 | 9 |
| Lease financings | 1,088 | 1,088 | |
| Total impaired loans and leases | \$ 43,742 | \$ 47,593 | \$ 1,894 |

| (Dollars in thousands) | Recorded Investment | Unpaid Principal Balance | Related Allowance |
|--|--------------------------------|---|------------------------------|
| At December 31, 2010 | | | |
| Impaired loans and leases with no related allowance recorded: | | | |
| Commercial, financial and agricultural | \$ 4,761 | \$ 5,074 | |
| Real estate-commercial real estate | 21,403 | 23,094 | |
| Real estate-construction | 6,225 | 8,025 | |
| Real estate-residential secured for business purpose | 361 | 730 | |
| Real estate-residential secured for personal purpose | 632 | 632 | |
| Loans to individuals | 81 | 81 | |
| Lease financings | 1,127 | 1,127 | |
| Total impaired loans and leases with no related allowance recorded | \$ 34,590 | \$ 38,763 | |

| | | | |
|--|-----------|-----------|----------|
| Impaired loans and leases with an allowance recorded: | | | |
| Commercial, financial and agricultural | \$ 3,041 | \$ 3,058 | \$ 650 |
| Real estate-commercial real estate | 6,780 | 8,321 | 909 |
| Real estate-construction | 648 | 649 | 33 |
| Real estate-residential secured for business purpose | 90 | 90 | 29 |
| Real estate-residential secured for personal purpose | 632 | 632 | 2 |
| Total impaired loans and leases with an allowance recorded | \$ 11,192 | \$ 12,750 | \$ 1,623 |

| | | | |
|--|----------|----------|--------|
| Total impaired loans and leases: | | | |
| Commercial, financial and agricultural | \$ 7,802 | \$ 8,132 | \$ 650 |
| Real estate-commercial real estate | 28,183 | 31,415 | 909 |

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| | | | |
|--|-----------|-----------|----------|
| Real estate-construction | 6,874 | 8,674 | 33 |
| Real estate-residential secured for business purpose | 451 | 820 | 29 |
| Real estate-residential secured for personal purpose | 1,264 | 1,264 | 2 |
| Loans to individuals | 81 | 81 | |
| Lease financings | 1,127 | 1,127 | |
| Total impaired loans and leases | \$ 45,782 | \$ 51,513 | \$ 1,623 |

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The following presents by class of loans and leases, the average recorded investment in impaired loans and leases and an analysis of interest on impaired loans and leases:

| (Dollars in thousands) | Average Recorded Investment | Interest Income Recognized* | Interest Income That Would Have Been Recognized Under Original Terms |
|--|-----------------------------------|-----------------------------------|--|
| At March 31, 2011 | | | |
| Commercial, financial and agricultural | \$ 7,157 | \$ 2 | \$ 88 |
| Real estate-commercial real estate | 25,389 | 4 | 392 |
| Real estate-construction | 7,454 | | 87 |
| Real estate-residential secured for business purpose | 437 | 2 | 6 |
| Real estate-residential secured for personal purpose | 992 | 17 | 15 |
| Real estate-home equity secured for personal purpose | | | |
| Loans to individuals | 66 | 1 | 1 |
| Lease financings | 1,110 | | |
| Total | \$ 42,605 | \$ 26 | \$ 589 |

| (Dollars in thousands) | Average Recorded Investment | Interest Income Recognized* | Interest Income That Would Have Been Recognized Under Original Terms |
|--|-----------------------------------|-----------------------------------|--|
| At March 31, 2010 | | | |
| Commercial, financial and agricultural | \$ 3,399 | \$ 3 | \$ 54 |
| Real estate-commercial real estate | 15,907 | 22 | 250 |
| Real estate-construction | 14,715 | | 193 |
| Real estate-residential secured for business purpose | 864 | 9 | 6 |
| Real estate-residential secured for personal purpose | 1,272 | 13 | 5 |
| Real estate-home equity secured for personal purpose | 248 | | 2 |
| Loans to individuals | 63 | 1 | |
| Lease financings | 931 | | |
| Total | \$ 37,399 | \$ 48 | \$ 510 |

* Includes interest income recognized on accruing troubled debt restructured loans of \$6 thousand and \$48 thousand for the three months ended March 31, 2011 and 2010, respectively.

Note 5. Mortgage Servicing Rights

The Corporation has originated mortgage servicing rights which are included in other intangible assets on the consolidated balance sheets. Mortgage servicing rights are amortized in proportion to, and over the period of, estimated net servicing income on a basis similar to the interest method using an accelerated amortization method and are subject to periodic impairment testing. The fair value of mortgage servicing rights was determined using discount rates ranging from 3.46% to 7.32% for the three months ended March 31, 2011.

Changes in the mortgage servicing rights balance are summarized as follows:

| (Dollars in thousands) | For the Three Months Ended | |
|---|----------------------------|------------|
| | 2011 | 2010 |
| Beginning of period | \$ 2,441 | \$ 1,437 |
| Servicing rights capitalized | 452 | 249 |
| Amortization of servicing rights | (77) | (64) |
| Changes in valuation | (44) | (2) |
| End of period | \$ 2,772 | \$ 1,620 |
| Mortgage loans serviced for others, end of period | \$ 339,357 | \$ 195,037 |

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Activity in the valuation allowance for mortgage servicing rights was as follows:

| (Dollars in thousands) | For the Three Months Ended | |
|--|----------------------------|----------|
| | March 31, | |
| | 2011 | 2010 |
| Valuation allowance, beginning of period | \$ (201) | \$ (250) |
| Additions | (44) | (2) |
| Reductions | | |
| Direct write-downs | | |
| Valuation allowance, end of period | \$ (245) | \$ (252) |

The estimated amortization expense of mortgage servicing rights for each of the five succeeding fiscal years is as follows:

| Year | (Dollars in thousands) | |
|------------|------------------------|-------|
| | Amount | |
| 2011 | \$ | 325 |
| 2012 | | 384 |
| 2013 | | 333 |
| 2014 | | 291 |
| 2015 | | 253 |
| Thereafter | | 1,186 |

Note 6. Income Taxes

As of March 31, 2011 and December 31, 2010, the Corporation had no material unrecognized tax benefits, accrued interest or penalties. Penalties are recorded in non-interest expense in the year they are assessed and are treated as a non-deductible expense for tax purposes. Interest is recorded in non-interest expense in the year it is assessed and is treated as a deductible expense for tax purposes. As of March 31, 2011, the Corporation's 2007 federal tax return was examined and tax years 2007 through 2010 remain subject to federal examination as well as examination by state taxing jurisdictions.

Note 7. Retirement Plans and Other Postretirement Benefits

Substantially all employees who were hired before December 8, 2009 are covered by a noncontributory retirement plan. Effective December 31, 2009, the benefits under the noncontributory retirement plan, in its current form, was frozen and the plan was amended and converted to a cash balance plan, with participants not losing any pension benefits already earned in the plan. Prior to the cash balance plan conversion effective December 31, 2009, the plan provided benefits based on a formula of each participant's final average pay. Future benefits under the cash balance plan accrue by crediting participants annually with an amount equal to a percentage of earnings in that year based on years of credited service as defined in the plan. Additionally, employees hired on or after December 8, 2009 are no longer eligible to participate in the noncontributory retirement plan. The Corporation also provides supplemental executive retirement benefits, a portion of which is in excess of limits imposed on qualified plans by federal tax law. These plans are non-qualified benefit plans. Information on these plans are aggregated and reported under Retirement Plans within this footnote.

The Corporation also provides certain postretirement healthcare and life insurance benefits for retired employees. Information on these benefits is reported under Other Postretirement Benefits within this footnote.

The Corporation sponsors a Supplemental non-Qualified Pension Plan (SNQPP) which was established in 1981 for employees who have served for several years, with ability and distinction, in one of the primary policy-making senior level positions, with the understanding that the future growth and continued success of the Corporation's business may well reflect the continued services to be rendered by these employees and the Corporation's desire to be reasonably

assured that these employees will continue to serve and realizing that if these employees would enter into competition with the Corporation, it would suffer severe financial loss. The SNQPP was established prior to the existence of a 401(k) Deferred Savings Plan, the Employee Stock Purchase Plan and the Long-Term Incentive Plans and therefore is not actively offered to new participants.

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Information with respect to the Retirement and Supplemental Retirement Plans and Other Postretirement Benefits follows:

Components of net periodic benefit cost were as follows:

| (Dollars in thousands) | For the Three Months Ended March 31, | | | |
|--|--------------------------------------|--------|--------------------------------|-------|
| | 2011 | 2010 | 2011 | 2010 |
| | Retirement Plans | | Other Post Retirement Benefits | |
| Service cost | \$ 94 | \$ 101 | \$ 16 | \$ 20 |
| Interest cost | 430 | 429 | 29 | 26 |
| Expected return on plan assets | (472) | (431) | | |
| Amortization of net loss | 188 | 169 | 17 | 10 |
| Amortization (accretion) of prior service cost | 12 | 30 | (5) | (5) |
| Accretion of transition asset | (71) | (71) | | |
| Net periodic cost | \$ 181 | \$ 227 | \$ 57 | \$ 51 |

The Corporation previously disclosed in its financial statements for the year ended December 31, 2010, that it expected to make contributions of \$54 thousand to its qualified and non-qualified retirement plans and \$97 thousand to its other postretirement benefit plans in 2011. During the three months ended March 31, 2011, the Corporation contributed \$10 thousand and \$20 thousand to its qualified and non-qualified retirement plans and other postretirement plans, respectively. As of March 31, 2011, \$355 thousand has been paid to participants from the qualified and non-qualified retirement plans and \$20 thousand has been paid to participants from the other postretirement plans.

Note 8. Earnings Per Share

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

| (Dollars and shares in thousands, except per share data) | For the Three Months Ended March 31, | |
|--|--|----------|
| | 2011 | 2010 |
| Numerator: | | |
| Numerator for basic and diluted earnings per share | Income available to common shareholders | |
| | \$ 3,862 | \$ 2,970 |
| Denominator: | | |
| Denominator for basic earnings per share | weighted-average shares outstanding | |
| | 16,712 | 16,535 |
| Effect of dilutive securities: | | |
| Employee stock options | | |
| Denominator for diluted earnings per share | adjusted weighted-average shares outstanding | |
| | 16,712 | 16,535 |
| Basic earnings per share | \$ 0.23 | \$ 0.18 |
| Diluted earnings per share | \$ 0.23 | \$ 0.18 |

Anti-dilutive options have been excluded in the computation of diluted earnings per share because the options' exercise prices were greater than the average market price of the common stock. For the three months ended March 31, 2011 and 2010, there were 488,032 and 403,032 anti-dilutive options at an average exercise price of \$22.35 and \$23.41, per share, respectively.

Table of Contents**Note 9. Comprehensive Income and Accumulated Other Comprehensive (Loss) Income**

The following table shows the components of comprehensive income, net of income taxes, for the periods presented:

| (Dollars in thousands) | For the Three Months Ended March 31, | |
|---|---|----------|
| | 2011 | 2010 |
| Net income | \$ 3,862 | \$ 2,970 |
| Net unrealized gains on available-for-sale investment securities: | | |
| Net unrealized gains (losses) arising during the period | 752 | (9) |
| Less: reclassification adjustment for net losses on sales realized in net income | | 32 |
| Less: reclassification adjustment for other-than-temporary impairment on equity securities realized in net income | (5) | (3) |
| Total net unrealized gains (losses) on available-for-sale investment securities | 757 | (38) |
| Net change in fair value of derivative used for cash flow hedges | 149 | (219) |
| Defined benefit pension plans: | | |
| Less: amortization of net loss included in net periodic pension costs | (133) | (116) |
| Less: amortization of prior service cost included in net periodic pension costs | (5) | (16) |
| Less: accretion of transition asset included in net periodic pension costs | 46 | 46 |
| Total defined benefit pension plans | 92 | 86 |
| Total comprehensive income, net of tax | \$ 4,860 | \$ 2,799 |

The following table shows the components of accumulated other comprehensive (loss) income, net of taxes, for the periods presented:

| (Dollars in thousands) | Net Unrealized (Losses) Gains | Net Change in Fair Value of | Net Change | Accumulated |
|----------------------------|---|--|--|--|
| | on Available for Sale Investment Securities | Derivative Used for Cash Flow Hedges | Related to Defined Benefit Pension Plan | Other Comprehensive (Loss) Income |
| Balance, December 31, 2009 | \$ 5,373 | \$ 1,150 | \$ (7,047) | \$ (524) |
| Net Change | (38) | (219) | 86 | (171) |
| Balance, March 31, 2010 | \$ 5,335 | \$ 931 | \$ (6,961) | \$ (695) |
| Balance, December 31, 2010 | \$ 884 | \$ 320 | \$ (7,970) | (6,766) |

| | | | | | | | | |
|-------------------------|----|--------------|----|------------|----|----------------|----|----------------|
| Net Change | | 757 | | 149 | | 92 | | 998 |
| Balance, March 31, 2011 | \$ | 1,641 | \$ | 469 | \$ | (7,878) | \$ | (5,768) |

Note 10. Derivative Instruments and Hedging Activities

The Corporation may use interest-rate swap agreements to modify the interest rate characteristics from variable to fixed or fixed to floating in order to reduce the impact of interest rate changes on future net interest income. The Corporation accounts for its interest-rate swap contracts in cash flow and fair value hedging relationships by establishing and documenting the effectiveness of the instrument in offsetting the change in cash flows or fair value of assets or liabilities that are being hedged. To determine effectiveness, the Corporation performs an analysis to identify if changes in fair value or cash flow of the derivative correlate to the equivalent changes in the forecasted interest receipts related to a specified hedged item. Recorded amounts related to interest-rate swaps are included in other assets or liabilities. The change in fair value of the ineffective part of the instrument would need to be charged to the statement of operations, potentially causing material fluctuations in reported earnings in the period of the change relative to comparable periods.

The Corporation's credit exposure on interest rate swaps includes fair value and any collateral that is held by a third party. Changes in the fair value of derivative instruments designated as hedges of future cash flows are recognized in equity until the underlying forecasted transactions occur, at which time the deferred gains and losses are recognized in income. For a qualifying fair value hedge, the gain or loss on the hedging relationship is recognized in earnings, and the change in fair value on the hedged item to the extent attributable to the hedged risk adjusts the carrying amount of the hedged item and is recognized in earnings.

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Derivative loan commitments represent agreements for delayed delivery of financial instruments in which the buyer agrees to purchase and the seller agrees to deliver, at a specified future date, a specified instrument at a specified price or yield. The Corporation's derivative loan commitments are commitments to sell loans secured by 1-to-4 family residential properties whose predominant risk characteristic is interest rate risk. The fair values of these derivative loan commitments are based upon the estimated amount the Corporation would receive or pay to terminate the contracts or agreements, taking into account current interest rates and, when appropriate, the current creditworthiness of the counterparties. Loans held for sale are included as forward loan commitments. At March 31, 2011, the notional amounts of interest rate locks with customers and forward loan commitments were \$14.8 million and \$16.2 million, respectively, with fair values of a positive \$190 thousand and a negative \$3 thousand, respectively. At December 31, 2010, the notional amounts of interest rate locks with customers and forward loan commitments were \$37.7 million and \$41.8 million, respectively, with positive fair values of \$530 thousand and \$269 thousand, respectively. For the interest rate locks with customers, the Corporation recognized fair value adjustments which resulted in losses of \$562 thousand and gains of \$19 thousand for the three months ended March 31, 2011 and 2010, respectively. For the forward loan commitments, the Corporation recognized fair value adjustments which resulted in losses of \$51 thousand and gains of \$81 thousand for the three months ended March 31, 2011 and 2010, respectively. The fair value gains and losses related to interest rate locks and forward loan commitments are classified as a component of net gain on mortgage banking activities in the Corporation's consolidated statements of income.

On March 24, 2009, the Corporation entered into a \$22.0 million notional interest rate swap, which had been classified as a fair value hedge on a real estate-commercial loan. Under the terms of the swap agreement, the Corporation paid a fixed rate of 6.49% and received a floating rate which was based on the one month U.S. London Interbank Borrowing Rate (LIBOR) with a 357 basis point spread and a maturity date of April 1, 2019. The Corporation performed an assessment of the hedge at inception and at re-designation. During the fourth quarter of 2009, the Corporation participated \$5.0 million of the hedged real estate-commercial loan and de-designated the hedge relationship. During the first quarter of 2010, the Corporation re-designated \$17.0 million of the interest rate swap. Upon re-designation, \$17.0 million of the swap had some ineffectiveness and the \$5.0 million remained undesignated. During the third quarter of 2010, the Corporation terminated the swap. The underlying commercial loan had a positive fair value adjustment on the termination date of \$859 thousand which is being amortized through a reduction of interest income over the remaining life. For this interest rate swap, the Corporation recognized fair value adjustments which resulted in a loss of \$310 thousand for the three months ended March 31, 2010. The fair value gains and losses related to this interest rate swap are classified as a component of net (loss) gain on interest rate swap in the Corporation's consolidated statements of income.

On December 23, 2008, the Corporation entered into a cash flow hedge with a notional amount of \$20.0 million that had the effect of converting the variable rates on trust preferred securities to a fixed rate. Under the terms of the swap agreement, the Corporation pays a fixed rate of 2.65% and receives a floating rate based on the three month LIBOR with a maturity date of January 7, 2019. The Corporation has performed an assessment of the hedge at inception and determined that this derivative is highly effective in offsetting the changes in the cash flows of the hedged item. At March 31, 2011, the interest rate swap had a positive fair value of \$721 thousand, which was classified on the balance sheet as a component of other assets, and was determined to be highly effective in offsetting the changes in the cash flows of the hedged item. The fair value of the interest rate swap, net of taxes, of \$469 thousand was recorded as a component of accumulated other comprehensive loss on the balance sheet. At December 31, 2010, the interest rate swap had a positive fair value of \$492 thousand, which was classified on the balance sheet as a component of other assets, and was determined to be highly effective in offsetting the changes in the cash flows of the hedged item. The fair value of the interest rate swap, net of taxes, of \$320 thousand was recorded as a component of accumulated other comprehensive loss on the balance sheet. The cash payments on the interest rate swap of \$117 thousand and \$120 thousand during the three months ended March 31, 2011 and 2010, respectively, were recorded as a component of interest expense on the income statement. The Corporation expects that approximately \$421 thousand of the net gain in accumulated other comprehensive loss will be reclassified as a reduction of interest expense within the next twelve months.

Table of Contents**Note 11. Fair Value Disclosures**

Fair value is the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date. The Corporation determines the fair value of its financial instruments based on the fair value hierarchy. The Corporation maximizes the use of observable inputs and minimizes the use of unobservable inputs when measuring fair value. Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the Corporation. Unobservable inputs are inputs that reflect the Corporation's assumptions that the market participants would use in pricing the asset or liability based on the best information available in the circumstances. Three levels of inputs are used to measure fair value. A financial instrument's level within the fair value hierarchy is based on the lowest level of input significant to the fair value measurement.

Level 1 Valuations are based on quoted prices in active markets for identical assets or liabilities that the Corporation has the ability to access. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these products does not entail a significant degree of judgment. Assets and liabilities utilizing Level 1 inputs include: Exchange-traded equity and most U.S. treasury securities.

Level 2 Valuations are based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly. Assets and liabilities generally utilizing Level 2 inputs include: most U.S. Government agency mortgage-backed debt securities (MBS), corporate debt securities, corporate and municipal bonds, residential mortgage loans held for sale, certain commercial loans, certain equity securities, mortgage servicing rights and derivative financial instruments.

Level 3 Valuations are based on inputs that are unobservable and significant to the overall fair value measurement. Assets and liabilities utilizing Level 3 inputs include: financial instruments whose value is determined using pricing models, discounted cash-flow methodologies, or similar techniques, as well as instruments for which the fair value calculation requires significant management judgment or estimation.

These assets and liabilities include: certain commercial mortgage obligations (CMOs) securities.

Following is a description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy.

Investment Securities

Where quoted prices are available in an active market for identical instruments, investment securities are classified within Level 1 of the valuation hierarchy. Level 1 investment securities include highly liquid U.S. Treasury securities and most equity securities. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. Examples of instruments, which would generally be classified within Level 2 of the valuation hierarchy, include U.S. Government sponsored enterprises, certain MBS, CMOs, and municipal bonds and certain equity securities. In cases where there is limited activity or less transparency around inputs to the valuation, investment securities are classified within Level 3 of the valuation hierarchy. Investment securities classified within Level 3 include certain CMO securities.

Derivative Financial Instruments

The fair values of derivative financial instruments are based upon the estimated amount the Corporation would receive or pay to terminate the contracts or agreements, taking into account current interest rates and, when appropriate, the current creditworthiness of the counterparties. Derivative financial instruments are classified within Level 2 of the valuation hierarchy.

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The following table presents the assets and liabilities measured at fair value on a recurring basis as of March 31, 2011 and December 31, 2010, classified using the fair value hierarchy:

| (Dollars in thousands) | At March 31, 2011 | | | Assets/ Liabilities at Fair Value |
|--|-------------------|------------|---------|---|
| | Level 1 | Level 2 | Level 3 | |
| Assets: | | | | |
| Available-for-sale securities: | | | | |
| U.S government corporations and agencies | \$ | \$ 165,632 | \$ | \$ 165,632 |
| State and political subdivisions | | 109,355 | | 109,355 |
| Mortgage-backed securities | | 88,203 | | 88,203 |
| Commercial mortgage obligations | | 71,453 | | 71,453 |
| Other securities | | 8,047 | | 8,047 |
| Equity securities | 3,087 | | | 3,087 |
| Total available-for-sale securities | 3,087 | 442,690 | | 445,777 |
| Interest rate swap | | 721 | | 721 |
| Interest rate locks with customers | | 190 | | 190 |
| Total assets | \$ 3,087 | \$ 443,601 | \$ | \$ 446,688 |
| Liabilities: | | | | |
| Forward loan commitments | | 3 | | 3 |
| Total liabilities | \$ | \$ 3 | \$ | \$ 3 |
| At December 31, 2010 | | | | |
| (Dollars in thousands) | Level 1 | Level 2 | Level 3 | Assets/ Liabilities at Fair Value |
| Assets: | | | | |
| Available-for-sale securities: | | | | |
| U.S government corporations and agencies | \$ | \$ 188,100 | \$ | \$ 188,100 |
| State and political subdivisions | | 108,048 | | 108,048 |
| Mortgage-backed securities | | 85,101 | | 85,101 |
| Commercial mortgage obligations | | 68,760 | 4,331 | 73,091 |
| Other securities | | 9,667 | | 9,667 |
| Equity securities | 2,985 | | | 2,985 |
| Total available-for-sale securities | 2,985 | 459,676 | 4,331 | 466,992 |
| Interest rate swaps | | 492 | | 492 |
| Interest rate locks with customers | | 530 | | 530 |

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| | | | | |
|--------------------------|----------|------------|----------|------------|
| Forward loan commitments | | 269 | | 269 |
| Total assets | \$ 2,985 | \$ 460,967 | \$ 4,331 | \$ 468,283 |
| Liabilities: | | | | |
| Liabilities | \$ | \$ | \$ | \$ |
| Total liabilities | \$ | \$ | \$ | \$ |

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The following table presents a reconciliation for all assets measured at fair value on a recurring basis and for which the Corporation utilized Level 3 inputs to determine fair value for the three ended March 31, 2011 and 2010:

| (Dollars in thousands) | Balance at December 31, 2010 | Three Months Ended March 31, 2011 | | | | Balance at March 31, 2011 |
|---------------------------------|--|---|--|------------|-------------------------|---------------------------------------|
| | | Total Unrealized Gains or (Losses) | Total Realized Gains or (Losses) | Paydowns | Transfers to Level 2 | |
| Available-for-sale securities: | | | | | | |
| Commercial mortgage obligations | \$ 4,331 | \$ (26) | \$ (135) | \$ (4,170) | \$ | |
| Total Level 3 assets | \$ 4,331 | \$ (26) | \$ (135) | \$ (4,170) | \$ | |

| (Dollars in thousands) | Balance at December 31, 2009 | Three Months Ended March 31, 2010 | | | | Balance at March 31, 2010 |
|---------------------------------|---------------------------------------|---|---|----------|----------|---------------------------------|
| | | Total Unrealized Gains or (Losses) | Total Realized Gains or (Losses) | Paydowns | | |
| Available-for-sale securities: | | | | | | |
| Commercial mortgage obligations | \$ 5,172 | \$ 122 | \$ (243) | \$ | \$ 5,051 | |
| Asset-backed securities | 573 | (5) | (130) | | 438 | |
| Total Level 3 assets | \$ 5,745 | \$ 117 | \$ (373) | \$ | \$ 5,489 | |

Realized gains or losses are recognized in the consolidated statements of income. There were no realized gains or losses recognized on Level 3 assets during the three month periods ended March 31, 2011 or 2010. The CMO security which was previously classified at Level 3 at March 31, 2010 and December 31, 2010 was transferred to Level 2 at March 31, 2011 as the CMO market for these types of securities are again being actively traded in the market and quoted prices are again observable at March 31, 2011.

The following table represents assets measured at fair value on a non-recurring basis as of March 31, 2011 and December 31, 2010.

| (Dollars in thousands) | At March 31, 2011 | | | Assets/Liabilities at Fair Value |
|-----------------------------|-------------------|-----------|-----------|-------------------------------------|
| | Level 1 | Level 2 | Level 3 | |
| Real estate-commercial loan | | 17,549 | | 17,549 |
| Impaired loans and leases | | | 41,848 | 41,848 |
| Mortgage servicing rights | | 2,772 | | 2,772 |
| Total | \$ | \$ 20,321 | \$ 41,848 | \$ 62,169 |

| (Dollars in thousands) | At December 31, 2010 | | | Assets/Liabilities at Fair Value |
|-----------------------------|----------------------|-----------|-----------|-------------------------------------|
| | Level 1 | Level 2 | Level 3 | |
| Loans held for sale | \$ | \$ 4,178 | \$ | \$ 4,178 |
| Real estate-commercial loan | | 17,650 | | 17,650 |
| Impaired loans and leases | | | 44,159 | 44,159 |
| Mortgage servicing rights | | 2,441 | | 2,441 |
| Total | \$ | \$ 24,269 | \$ 44,159 | \$ 68,428 |

The fair value of the Corporation's loans held for sale are generally determined using a pricing model based on current market information obtained from external sources, including, interest rates, and bids or indications provided by market participants on specific loans that are actively marketed for sale. The Corporation's loans held for sale are primarily residential mortgage loans and are generally classified in Level 2 due to the observable pricing data. Loans held for sale at March 31, 2011 were carried at the lower of cost or estimated fair value.

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The fair value of the hedged real estate-commercial loan (as discussed in Note 10) was based on a discounted cash flow model which takes into consideration the changes in market value due to changes in LIBOR. Commercial loans are classified within Level 2 of the valuation hierarchy. During the fourth quarter of 2009, the Corporation participated \$5.0 million of the hedged real estate-commercial loan and at that time the remaining \$17.0 million loan was marked to fair value due to the de-designation of the fair value hedge. During the first quarter of 2010, the swap was re-designated and the hedged loan was being marked to fair value on a recurring basis. During the third quarter of 2010 the swap was terminated and the loan was marked to fair value. The fair value is being amortized to par value over the remaining life of the loan using the level-yield method.

Impaired loans and leases include those collateral-dependent loans and leases for which the practical expedient was applied, resulting in a fair-value adjustment to the loan or lease. Impaired loans and leases are evaluated and valued at the time the loan and lease is identified as impaired, at the lower of cost or fair value. Fair value is measured based on the value of the collateral securing these loans and leases less cost to sell and is classified at a Level 3 in the fair value hierarchy. The fair value of collateral is based on appraisals performed by qualified licensed appraisers hired by the Corporation. At March 31, 2011, impaired loans and leases had a carrying amount of \$43.7 million with a valuation allowance of \$1.9 million. At December 31, 2010, impaired loans and leases had a carrying amount of \$45.8 million with a valuation allowance of \$1.6 million.

The Corporation estimates the fair value of mortgage servicing rights using discounted cash flow models that calculate the present value of estimated future net servicing income. The model uses readily available prepayment speed assumptions for the current interest rates of the portfolios serviced. Mortgage servicing rights are classified within Level 2 of the valuation hierarchy. The Corporation reviews the mortgage servicing rights portfolio on a quarterly basis for impairment and the mortgage servicing rights are carried at the lower of amortized cost or estimated fair value.

Certain non-financial assets subject to measurement at fair value on a non-recurring basis include goodwill and other intangible assets. During the three months ended March 31, 2011, there were no triggering events to fair value goodwill and other intangible assets.

The following table represents the estimates of fair value of financial instruments:

| (Dollars in thousands) | At March 31, 2011 | | At December 31, 2010 | |
|------------------------------------|--|------------|--|------------|
| | Carrying, Notional or Contract Amount | Fair Value | Carrying, Notional or Contract Amount | Fair Value |
| Assets: | | | | |
| Cash and short-term assets | \$ 55,249 | \$ 55,249 | \$ 29,187 | \$ 29,187 |
| Investment securities | 445,798 | 445,798 | 467,024 | 467,024 |
| Loans held for sale | 1,451 | 1,451 | 4,178 | 4,178 |
| Net loans and leases | 1,409,333 | 1,466,440 | 1,440,288 | 1,499,065 |
| Interest rate swaps | 20,000 | 721 | 20,000 | 492 |
| Interest rate locks with customers | 14,764 | 190 | 37,691 | 530 |
| Forward loan commitments | | | 41,842 | 269 |
| Liabilities: | | | | |
| Deposits | 1,665,225 | 1,642,335 | 1,686,270 | 1,666,566 |
| Short-term borrowings | 96,551 | 96,593 | 114,871 | 114,908 |
| Long-term borrowings | 28,994 | 29,309 | 28,994 | 29,363 |
| Forward loan commitments | 16,198 | 3 | | |
| Off-Balance-Sheet: | | | | |
| Commitments to extend credit | | (1,076) | | (1,069) |

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The following methods and assumptions were used by the Corporation in estimating its fair value disclosures for financial instruments:

Cash and short-term assets: The carrying amounts reported in the balance sheets for cash and due from banks, interest-earning deposits with other banks, and federal funds sold and other short-term investments approximates those assets' fair values.

Investment securities: Fair values for the held-to-maturity and available-for-sale investment securities are based on quoted market prices that are available in an active market for identical instruments. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows.

Loans held for sale: The fair value of the Corporation's loans held for sale are generally determined using a pricing model based on current market information obtained from external sources, including, interest rates, and bids or indications provided by market participants on specific loans that are actively marketed for sale. The Corporation's loans held for sale are primarily residential mortgage loans. Loans held for sale are carried at the lower of cost or estimated fair value.

Loans and leases: The fair values for loans are estimated using discounted cash flow analyses, using a discount rate consisting of an appropriate risk free rate, as well as components for credit risk, operating expense and embedded prepayment options. As permitted, the fair value of the loans and leases are not based on the exit price concept as discussed in the first paragraph of this note.

Derivative Financial Instruments: The fair values of derivative financial instruments are based upon the estimated amount the Corporation would receive or pay to terminate the contracts or agreements, taking into account current interest rates and, when appropriate, the current creditworthiness of the counterparties.

Deposit liabilities: The fair values for deposits with fixed maturities are estimated by discounting the final maturity, and the fair values for non-maturity deposits are established using a decay factor estimate of cash flows based upon industry-accepted assumptions. The discount rate applied to deposits consists of an appropriate risk free rate and includes components for operating expense.

Short-term borrowings: The carrying amounts of securities sold under repurchase agreements, and fed funds purchased approximate their fair values. Short-term FHLB advances with embedded options are estimated using a discounted cash flow analysis using a discount rate consisting of an appropriate risk free rate, as well as operating expense, and embedded prepayment options.

Long-term borrowings: The fair values of the Corporation's long-term borrowings (other than deposits) are estimated using a discounted cash flow analysis using a discount rate consisting of an appropriate risk free rate, as well as components for credit risk, operating expense, and embedded prepayment options.

Off-balance-sheet instruments: Fair values for the Corporation's off-balance-sheet instruments are based on the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing.

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

(All dollar amounts presented within tables are in thousands, except per share data. N/M equates to not meaningful ; - equates to zero or doesn't round to a reportable number ; and N/A equates to not applicable. Certain amounts have been reclassified to conform to the current-year presentation.)

Forward-Looking Statements

The information contained in this report may contain forward-looking statements. When used or incorporated by reference in disclosure documents, the words believe, anticipate, estimate, expect, project, target, goal, expressions are intended to identify forward-looking statements within the meaning of section 27A of the Securities Act of 1933. Such forward-looking statements are subject to certain risks, uncertainties and assumptions, including those set forth below:

- Operating, legal and regulatory risks
- Economic, political and competitive forces impacting various lines of business
- The risk that our analysis of these risks and forces could be incorrect and/or that the strategies developed to address them could be unsuccessful
- Volatility in interest rates
- Other risks and uncertainties, including those occurring in the U.S. and world financial systems

Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated, expected or projected. These forward-looking statements speak only as of the date of the report. The Corporation expressly disclaims any obligation to publicly release any updates or revisions to reflect any change in the Corporation's expectations with regard to any change in events, conditions or circumstances on which any such statement is based.

Critical Accounting Policies

Management, in order to prepare the Corporation's financial statements in conformity with U.S. generally accepted accounting principles, is required to make estimates and assumptions that effect the amounts reported in the Corporation's financial statements. There are uncertainties inherent in making these estimates and assumptions. Certain critical accounting policies, discussed below, could materially affect the results of operations and financial position of the Corporation should changes in circumstances require a change in related estimates or assumptions. The Corporation has identified the fair value measurement of investment securities available for sale and assessment for impairment of certain investment securities, reserve for loan and lease losses, valuation of goodwill and other intangible assets, mortgage servicing rights, deferred tax assets and liabilities, benefit plans and stock-based compensation as areas with critical accounting policies. For more information on these critical accounting policies, please refer to the Corporation's 2010 Annual Report on Form 10-K.

General

Univest Corporation of Pennsylvania, (the Corporation), is a Bank Holding Company. It owns all of the capital stock of Univest National Bank and Trust Co. (the Bank), Univest Delaware, Inc., and Univest Reinsurance Corporation. The Bank is engaged in the general commercial banking business and provides a full range of banking services and trust services to its customers. The Bank is the parent company of Delview, Inc., which is the parent company of Univest Insurance, Inc., an independent insurance agency, and Univest Investments, Inc., a full-service broker-dealer and investment advisory firm. The Bank is also the parent company of Univest Capital, Inc., a small ticket commercial finance business, and TCG Investment Advisory, a registered investment advisor which provides discretionary investment consulting and management services. Through its wholly-owned subsidiaries, the Bank provides a variety of financial services to individuals, municipalities and businesses throughout its markets of operation.

Table of Contents**Executive Overview**

The Corporation reported net income for the three months ended March 31, 2011 of \$3.9 million or \$0.23 diluted earnings per share compared to net income of \$3.0 million or \$0.18 diluted earnings per share for the three months ended March 31, 2010.

Net interest income on a tax-equivalent basis for the three months ended March 31, 2011 was up \$1.8 million, or 10.2% compared to the same period in 2010. The first quarter 2011 net interest margin was 4.24% compared to 4.18% for the fourth quarter of 2010 and 3.99% for the first quarter of 2010. The increase in net interest income and the net interest margin for the three months ended March 31, 2011 was mainly attributable to declines in the cost of interest-bearing liabilities, primarily time deposits as well as regular savings accounts, and declines in the volume of Federal Home Loan Bank of Pittsburgh (FHLB) borrowings, exceeding the declines in yields on total interest-earning assets. The Corporation experienced core deposit growth during 2010 which allowed the Corporation to not replace or renew its maturing FHLB advances reducing FHLB advances from \$64.0 million at March 31, 2010 to \$5.0 million at December 31, 2010. FHLB advances at March 31, 2011 remained at \$5.0 million.

The provision for loan and lease losses increased slightly by \$239 thousand for the three months ended March 31, 2011 compared to the same period in 2010.

Non-interest income decreased \$448 thousand, or 5.5% during the three months ended March 31, 2011 compared to the same period in 2010 primarily due to the challenging economic environment and increased regulatory requirements. Service charges on deposit accounts decreased by \$446 thousand mostly due to amendments to Regulation E which were implemented in August 2010. The Corporation recognized a net loss on mortgage banking activities of \$25 thousand as compared to a net gain of \$460 thousand for the same period in the prior year as a result of negative fair value adjustments on the mortgage pipeline as mortgage demand has softened due to a continued slow purchase market for housing. These unfavorable variances were partially offset by increases in trust fee income and investment advisory commissions and fees due to a rebounding equity market and customers' willingness to invest, as well as an increase in other service fees. Additionally, the three months ended March 31, 2010 was impacted by a net loss on the ineffective portion of a fair value swap of \$310 thousand which was terminated in August 2010 as well as other income from a litigation settlement.

Non-interest expense decreased \$333 thousand, or 1.9% for the three months ended March 31, 2011 compared to the same period in 2010. Salaries and benefit expense decreased \$828 thousand during the three months ended March 31, 2011 compared to the same period in 2010 mainly due to increased deferred loan origination costs on individual loan credits as well as lower healthcare costs and reduced pension plan expenses. The Corporation implemented higher deferred loan origination costs on individual loan credits commencing during the fourth quarter of 2010 based upon an in-depth study performed which incorporated management's additional review time in connection with the loan approval process in the current economic environment. These decreases were partially offset by increases in occupancy expense, deposit insurance premiums and interchange expenses.

Nonperforming loans and leases were \$44.3 million at March 31, 2011 compared to \$46.5 million at December 31, 2010 and \$36.9 million at March 31, 2010. Nonperforming loans and leases as a percentage of total loans and leases were 3.07% at March 31, 2011 compared to 3.16% at December 31, 2010 and 2.58% at March 31, 2010. Net charge-offs for the three months ended March 31, 2011 were \$3.2 million compared to \$2.6 million for the three months ended March 31, 2010. The increase in loan and lease charge-offs was primarily due to deterioration of underlying collateral and economic factors. The charge-offs occurred across various loan and lease categories.

The Corporation earns its revenues primarily from the margins and fees it generates from loans and leases and depository services it provides as well as from trust fees and insurance and investment commissions. The Corporation seeks to achieve adequate and reliable earnings by growing its business while maintaining adequate levels of capital and liquidity and limiting its exposure to credit and interest rate risk to Board of Directors approved levels. As interest rates increase, fixed-rate assets that banks hold will tend to decrease in value; conversely, as interest rates decline, fixed-rate assets that banks hold will tend to increase in value. The Corporation is in a more asset sensitive position; although interest rates are expected to remain low for the foreseeable future, it anticipates increasing interest rates over the longer term, which it expects would benefit its net interest margin.

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The Corporation seeks to establish itself as the financial provider of choice in the markets it serves. It plans to achieve this goal by offering a broad range of high quality financial products and services and by increasing market awareness of its brand and the benefits that can be derived from its products. The Corporation operates in an attractive market for financial services but also is in intense competition with domestic and international banking organizations and other insurance and investment providers for the financial services business. The Corporation has taken initiatives to achieve its business objectives by acquiring banks and other financial service providers in strategic markets, through marketing, public relations and advertising, by establishing standards of service excellence for its customers, and by using technology to ensure that the needs of its customers are understood and satisfied.

Results of Operations

The Corporation's consolidated net income and earnings per share for the three months ended March 31, 2011 and 2010 were as follows:

| (Dollars in thousands, except per share data) | For the Three Months Ended March 31, | | Change | |
|---|--|----------|---------|---------|
| | 2011 | 2010 | Amount | Percent |
| Net income | \$ 3,862 | \$ 2,970 | \$ 892 | 30.0% |
| Net income per share: | | | | |
| Basic | \$ 0.23 | \$ 0.18 | \$ 0.05 | 27.8% |
| Diluted | 0.23 | 0.18 | 0.05 | 27.8 |

Return on average shareholders' equity was 5.84% and return on average assets was 0.74% for the three months ended March 31, 2011, compared to 4.48% and 0.59%, respectively, for the same period in 2010.

Net Interest Income

Net interest income is the difference between interest earned on loans and leases, investments and other interest-earning assets and interest paid on deposits and other interest-bearing liabilities. Net interest income is the principal source of the Corporation's revenue. Table 1 presents a summary of the Corporation's average balances; the tax-equivalent yields earned on average assets, and the cost of average liabilities, and shareholders' equity on a tax-equivalent basis for the three months ended March 31, 2011 and 2010. The tax-equivalent net interest margin is tax-equivalent net interest income as a percentage of average interest-earning assets. The tax-equivalent net interest spread represents the difference between the weighted average tax-equivalent yield on interest-earning assets and the weighted average cost of interest-bearing liabilities. The effect of net interest free funding sources represents the effect on the net interest margin of net funding provided by noninterest-earning assets, noninterest-bearing liabilities and shareholders' equity. Table 2 analyzes the changes in the tax-equivalent net interest income for the periods broken down by their rate and volume components. Sensitivities associated with the mix of assets and liabilities are numerous and complex. The Investment Asset/Liability Management Committee works to maintain an adequate and stable net interest margin for the Corporation.

Net interest income on a tax-equivalent basis for the three months ended March 31, 2011 increased \$1.8 million, or 10.2% compared to the same period in 2010. The tax-equivalent net interest margin for the three months ended March 31, 2011 increased 25 basis points to 4.24% from 3.99% for the three-months ended March 31, 2010. The increase in net interest income and the net interest margin for the three months ended March 31, 2011 was mainly attributable to declines in the cost of interest-bearing liabilities, primarily time deposits as well as regular savings accounts, and a decline in the volume of FHLB borrowings, exceeding the declines in yields on total interest-earning assets. The Corporation experienced core deposit growth during 2010 which allowed the Corporation to not replace or renew its maturing FHLB advances reducing FHLB advances from \$64.0 million at March 31, 2010 to \$5.0 million at December 31, 2010. FHLB advances at March 31, 2011 remained at \$5.0 million.

Table of Contents**Table 1 Average Balances and Interest Rates Tax-Equivalent Basis**

| (Dollars in thousands) | For the Three Months Ended March 31, | | | | | |
|--|--------------------------------------|----------------------------|-----------------|--------------------|----------------------------|-----------------|
| | Average Balance | 2011 Income/ Expense | Average Rate | Average Balance | 2010 Income/ Expense | Average Rate |
| Assets: | | | | | | |
| Interest-earning deposits with other banks | \$ 6,279 | \$ 3 | 0.19% | \$ 14,293 | \$ 11 | 0.31% |
| U.S. Government obligations | 170,658 | 717 | 1.70 | 114,164 | 742 | 2.64 |
| Obligations of states and political subdivisions | 109,026 | 1,721 | 6.40 | 106,634 | 1,739 | 6.61 |
| Other debt and equity securities | 164,978 | 1,529 | 3.76 | 188,390 | 2,019 | 4.35 |
| Total interest-earning deposits and investments | 450,941 | 3,970 | 3.57 | 423,481 | 4,511 | 4.32 |
| Commercial, financial and agricultural loans | 428,636 | 5,171 | 4.89 | 409,663 | 4,666 | 4.62 |
| Real estate-commercial and construction loans | 558,304 | 7,251 | 5.27 | 524,084 | 7,561 | 5.85 |
| Real estate-residential loans | 244,305 | 2,641 | 4.38 | 260,959 | 2,858 | 4.44 |
| Loans to individuals | 43,010 | 626 | 5.90 | 47,509 | 798 | 6.81 |
| Municipal loans and leases | 122,478 | 1,731 | 5.73 | 97,448 | 1,425 | 5.93 |
| Lease financings | 64,304 | 1,518 | 9.57 | 81,167 | 1,723 | 8.61 |
| Gross loans and leases | 1,461,037 | 18,938 | 5.26 | 1,420,830 | 19,031 | 5.43 |
| Total interest-earning assets | 1,911,978 | 22,908 | 4.86 | 1,844,311 | 23,542 | 5.18 |
| Cash and due from banks | 36,101 | | | 31,621 | | |
| Reserve for loan and lease losses | (32,402) | | | (26,579) | | |
| Premises and equipment, net | 34,624 | | | 34,859 | | |
| Other assets | 155,975 | | | 154,527 | | |
| Total assets | \$ 2,106,276 | | | \$ 2,038,739 | | |
| Liabilities: | | | | | | |
| Interest-bearing checking deposits | \$ 192,676 | 64 | 0.13 | \$ 171,978 | 57 | 0.13 |
| Money market savings | 308,797 | 201 | 0.26 | 279,912 | 317 | 0.46 |
| Regular savings | 481,404 | 463 | 0.39 | 415,934 | 781 | 0.76 |
| Time deposits | 411,030 | 1,738 | 1.71 | 434,166 | 3,065 | 2.86 |
| Total time and interest-bearing deposits | 1,393,907 | 2,466 | 0.72 | 1,301,990 | 4,220 | 1.31 |

| | | | | | | |
|--|--------------|-----------|-------|--------------|-----------|-------|
| Securities sold under agreements to repurchase | 96,446 | 71 | 0.30 | 95,841 | 117 | 0.50 |
| Other short-term borrowings | 10,269 | 9 | 0.36 | 71,266 | 685 | 3.90 |
| Long-term debt | 5,000 | 47 | 3.81 | 5,746 | 47 | 3.32 |
| Subordinated notes and capital securities | 23,994 | 304 | 5.14 | 25,494 | 311 | 4.95 |
| Total borrowings | 135,709 | 431 | 1.29 | 198,347 | 1,160 | 2.37 |
| Total interest-bearing liabilities | 1,529,616 | 2,897 | 0.77 | 1,500,337 | 5,380 | 1.45 |
| Demand deposits, non-interest bearing | 276,155 | | | 235,686 | | |
| Accrued expenses and other liabilities | 32,162 | | | 33,686 | | |
| Total liabilities | 1,837,933 | | | 1,769,709 | | |
| Shareholders Equity: | | | | | | |
| Common stock | 91,332 | | | 91,332 | | |
| Additional paid-in capital | 61,411 | | | 61,420 | | |
| Retained earnings and other equity | 115,600 | | | 116,278 | | |
| Total shareholders equity | 268,343 | | | 269,030 | | |
| Total liabilities and shareholders equity | \$ 2,106,276 | | | \$ 2,038,739 | | |
| Net interest income | | \$ 20,011 | | | \$ 18,162 | |
| Net interest spread | | | 4.09 | | | 3.73 |
| Effect of net interest-free funding sources | | | 0.15 | | | 0.26 |
| Net interest margin | | | 4.24% | | | 3.99% |
| Ratio of average interest-earning assets to average interest-bearing liabilities | | 125.00% | | | 122.93% | |

Notes: For rate calculation purposes, average loan and lease categories include unearned discount. Nonaccrual loans and leases have been included in the average loan and lease balances. Loans held for sale have been included in the average loan balances. Tax-equivalent amounts for the three months ended March 31, 2011 and 2010 have been calculated using the Corporation's federal applicable rate of 35.0%.

Table of Contents**Table 2 Analysis of Changes in Net Interest Income**

The rate-volume variance analysis set forth in the table below compares changes in tax-equivalent net interest income for the periods indicated by their rate and volume components. The change in interest income/expense due to both volume and rate has been allocated proportionately.

| (Dollars in thousands) | For the Three Months Ended March 31, 2011 Versus 2010 | | |
|--|--|------------------------|--------------|
| | Volume Change | Rate Change | Total |
| Interest income: | | | |
| Interest-earning deposits with other banks | \$ (5) | \$ (3) | \$ (8) |
| U.S. Government obligations | 294 | (319) | (25) |
| Obligations of states and political subdivisions | 38 | (56) | (18) |
| Other debt and equity securities | (234) | (256) | (490) |
| Interest on deposits and investments | 93 | (634) | (541) |
| Commercial, financial and agricultural loans | 223 | 282 | 505 |
| Real estate-commercial and construction loans | 473 | (783) | (310) |
| Real estate-residential loans | (179) | (38) | (217) |
| Loans to individuals | (71) | (101) | (172) |
| Municipal loans and leases | 355 | (49) | 306 |
| Lease financings | (383) | 178 | (205) |
| Interest and fees on loans and leases | 418 | (511) | (93) |
| Total interest income | 511 | (1,145) | (634) |
| Interest expense: | | | |
| Interest-bearing checking deposits | 7 | | 7 |
| Money market savings | 31 | (147) | (116) |
| Regular savings | 108 | (426) | (318) |
| Time deposits | (155) | (1,172) | (1,327) |
| Interest on time and interest-bearing deposits | (9) | (1,745) | (1,754) |
| Securities sold under agreement to repurchase | 1 | (47) | (46) |
| Other short-term borrowings | (328) | (348) | (676) |
| Long-term debt | | | |
| Subordinated notes and capital securities | (19) | 12 | (7) |
| Interest on borrowings | (346) | (383) | (729) |
| Total interest expense | (355) | (2,128) | (2,483) |
| Net interest income | \$ 856 | \$ 993 | \$ 1,849 |

Notes: For rate calculation purposes, average loan and lease categories include unearned discount. Nonaccrual loans and leases have been included in the average loan and lease balances. Loans held for sale have been included in the average loan balances. Tax-equivalent amounts for the three months ended March 31, 2011 and 2010 have been calculated using the Corporation's federal applicable rate of 35.0%.

Interest Income

Interest income on a tax-equivalent basis for the three months ended March 31, 2011 decreased \$634 thousand, or 2.7% from the same period in 2010. This decrease was mainly due to a 75 basis point decrease in the average rate earned on investment securities and deposits at other banks as well as a 17 basis point decrease in the average rate earned on loans partially offset by a \$40.2 million increase in average loan volume. The decline in interest income on investment securities and deposits at other banks of \$541 thousand for the three months ended March 31, 2011 compared to the same period in 2010 was mostly due to maturities, pay-downs and calls of investment securities and replacement with lower yielding investments due to the lower interest rate environment. Interest and fees on loans and leases declined by \$93 thousand during the three months ended March 31, 2011 compared to the same period in 2010. The Corporation experienced decreases in the average rates on commercial real estate and construction loans as well as decreases in average volume for lease financings and residential real estate loans. These decreases were mostly attributable to the lower interest rate environment and increased refinancing activity as well as reduced leasing origination volume. These unfavorable variances were partially offset by growth and higher average rates of commercial business loans as well as growth in commercial real estate and construction loans and municipal loans and leases.

Table of Contents**Interest Expense**

Interest expense on a tax-equivalent basis for the three months ended March 31, 2011 decreased \$2.5 million, or 46.2% from the comparable period in 2010. This decrease was mainly due to a 59 basis point decrease in the Corporation's average cost of deposits as well as a \$62.6 million decrease in average borrowings and a 108 basis point decrease in the average borrowing rate. The decrease in the Corporation's cost of deposits was largely attributable to re-pricing of time deposit accounts as well as regular savings accounts. For the three months ended March 31, 2011, interest expense on time deposits decreased \$1.3 million and interest expense on savings accounts decreased by \$318 thousand. For the three months ended March 31, 2011, average deposits increased by \$91.9 million with increases in average regular savings of \$65.5 million, interest-bearing checking of \$20.7 million and money market savings of \$28.9 million partially offset by a decrease in average time deposits of \$23.1 million. The Corporation's focus on growing low cost core deposits and the lower interest rate environment has resulted in a shift in customer deposits from time deposits to savings accounts. Interest on other short-term borrowings mainly includes interest paid on federal funds purchased and short-term FHLB borrowings. In addition, the Bank offers an automated cash management checking account that sweeps funds daily into a repurchase agreement account. Interest expense on other short-term borrowings decreased \$676 thousand for the three months ended March 31, 2011 compared to the same period in 2010 primarily due to a decrease in average volume of \$61.0 million and a reduction in average rate of 354 basis points. Interest on long-term debt, which consists of long-term FHLB borrowings, remained at the same level.

Provision for Loan and Lease Losses

The reserve for loan and lease losses is determined through a periodic evaluation that takes into consideration the growth of the loan and lease portfolio, the status of past-due loans and leases, current economic conditions, various types of lending activity, policies, real estate and other loan commitments, and significant changes in charged-off activity. Loans and leases are also reviewed for impairment based on discounted cash flows using the loans' and leases' initial effective interest rates or the fair value of the collateral for certain collateral dependent loans and leases. Any of the above criteria may cause the reserve to fluctuate. The provision for the three months ended March 31, 2011 and 2010 was \$5.1 million and \$4.9 million, respectively.

Noninterest Income

Non-interest income consists of trust department fee income, service charges on deposit accounts, commission income, net gains (losses) on sales of securities and loans, net gains (losses) on mortgage banking activities, net gains (losses) on interest rate swaps, net gains (losses) on sales and write-downs of other real estate owned and other miscellaneous types of income. Other service fee income primarily consists of fees from credit card companies for a portion of merchant charges paid to the credit card companies for the Bank's customer debit card usage (Mastermoney fees), non-customer debit card fees, other merchant fees, mortgage servicing income and mortgage placement income. Bank owned life insurance income represents changes in the cash surrender value of bank-owned life insurance policies, which is affected by the market value of the underlying assets, and also includes any excess proceeds from death benefit claims. Other non-interest income includes gains (losses) on investments in partnerships, gains (losses) on sales of other real estate owned, reinsurance income and other miscellaneous income.

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The following table presents noninterest income for the periods indicated:

| (Dollars in thousands) | For the Three Months Ended March 31, | | Change | |
|--|--|-----------------|-----------------|--------------|
| | 2011 | 2010 | Amount | Percent |
| Trust fee income | \$ 1,625 | \$ 1,500 | \$ 125 | 8.3% |
| Service charges on deposit accounts | 1,336 | 1,782 | (446) | (25.0) |
| Investment advisory commission and fee income | 1,162 | 1,056 | 106 | 10.0 |
| Insurance commission and fee income | 2,200 | 2,243 | (43) | (1.9) |
| Other service fee income | 1,355 | 909 | 446 | 49.1 |
| Bank owned life insurance income | 344 | 332 | 12 | 3.6 |
| Other-than-temporary impairment on equity securities | (7) | (5) | (2) | (40.0) |
| Net gain on sales of securities | | 49 | (49) | N/M |
| Net (loss) gain on mortgage banking activities | (25) | 460 | (485) | N/M |
| Net loss on interest rate swap | | (310) | 310 | N/M |
| Net loss on dispositions of fixed assets | | (6) | 6 | N/M |
| Net loss on sales and write-downs of other real estate owned | (352) | (347) | (5) | (1.4) |
| Other | 121 | 544 | (423) | (77.8) |
| Total noninterest income | \$ 7,759 | \$ 8,207 | \$ (448) | (5.5) |

Total non-interest income decreased \$448 thousand, or 5.5% during the three months ended March 31, 2011 compared to the same period in 2010 primarily due to a decline in service charges on deposit accounts mostly due to Regulation E, a net loss on mortgage banking activities of \$25 thousand as compared to a net gain of \$460 thousand for the same period in the prior year and a reduction in other income mainly due to a litigation settlement during the first quarter of 2010. These unfavorable variances were partially offset by increases in trust fee income, investment advisory commissions and fees, and other service fees. Additionally, the three months ended March 31, 2010 was impacted by a net loss on the ineffective portion of a fair value swap of \$310 thousand which was terminated in third quarter of 2010.

Trust fee income increased by \$125 thousand and investment advisory commissions and fee income increased by \$106 thousand during the three months ended March 31, 2011 from the comparable period in 2010 primarily related to increases in the market values of the assets and increased volume.

Service charges on deposit accounts decreased \$446 thousand during the three months ended March 31, 2011 from the comparable period in 2010 primarily due to decreased levels of insufficient fund charges. In November 2009, the Federal Reserve Board issued a final rule that, effective July 1, 2010, in accordance with Regulation E, prohibits financial institutions from charging consumers fees for paying overdrafts on automated teller machine and one-time debit card transactions, unless a consumer consents, or opts in, to the overdraft service for those types of transactions. The Corporation implemented the provisions of Regulation E in the third quarter of 2010.

Other service fee income increased by \$446 thousand during the three months ended March 31, 2011 thousand primarily attributable to increases in Mastermoney fees, servicing income and check charges.

The Corporation realized other-than-temporary impairment charges of \$7 thousand on its equity portfolio during the three months ended March 31, 2011 as compared to \$5 thousand for the same period in the prior year. The Corporation carefully monitors all of its equity securities and has not taken impairment losses on certain other under-water securities, at this time, as the financial performance and near-term prospects of the underlying companies are not indicative of the market deterioration of their stock. The Corporation has the positive intent and ability to hold

these securities and believes it is more likely than not, that it will not have to sell these securities until recovery to the Corporation's cost basis occurs. During the three months ended March 31, 2011, the Corporation did not sell any available for sale securities. During the three months ended March 31, 2010, the Corporation sold \$466 thousand in available for sale securities that resulted in a net gain of \$49 thousand.

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For the three months ended March 31, 2011, the Corporation recognized a net loss on mortgage banking activities of \$25 thousand compared to a net gain of \$460 thousand for the same period in 2010. The net gain/loss consists of gains on sales of mortgages held for sale and fair value adjustments on interest-rate locks and forward loan commitments. The net loss on mortgage banking activities during the first quarter of 2011 resulted mainly from negative fair market value adjustments on the interest rate locks partially offset by an increase in the gains on sales of mortgages held for sale due to increased volume during the first quarter of 2011 over the same period in 2010.

For the three months ended March 31, 2010, the Corporation recognized a loss of \$310 thousand on an interest rate swap for a commercial real estate loan mainly related to re-designation of the swap during the first quarter of 2010. This interest rate swap was terminated in the third quarter of 2010 due to the forecasted low interest rate environment. The underlying commercial loan had a positive fair value adjustment at the termination date of \$859 thousand which is being amortized through a reduction of interest income over the remaining life of the loan.

For the three months ended March 31, 2011, the Corporation recognized a net loss on sales and write-downs of other real estate owned of \$352 thousand compared to a net loss of \$347 thousand for the same period in 2010.

Other income for the three months ended March 31, 2011 decreased \$423 thousand from the same period in the prior year mainly due to income received from a litigation settlement during the first quarter of 2010.

Noninterest Expense

The operating costs of the Corporation are known as non-interest expense, and include, but are not limited to, salaries and benefits, equipment expense, and occupancy costs. Expense control is very important to the management of the Corporation, and every effort is made to contain and minimize the growth of operating expenses, and to provide technological innovation whenever practical, as operations change or expand.

The following table presents noninterest expense for the periods indicated:

| | For the Three Months | | Change | |
|----------------------------------|-----------------------------|------------------|-----------------|----------------|
| | Ended | | | |
| | March 31, | | Amount | Percent |
| | 2011 | 2010 | | |
| Salaries and benefits | \$ 8,983 | \$ 9,811 | \$ (828) | (8.4)% |
| Net occupancy | 1,550 | 1,354 | 196 | 14.5 |
| Equipment | 977 | 938 | 39 | 4.2 |
| Marketing and advertising | 589 | 684 | (95) | (13.9) |
| Deposit insurance premiums | 713 | 597 | 116 | 19.4 |
| Other | 3,934 | 3,695 | 239 | 6.5 |
| Total noninterest expense | \$ 16,746 | \$ 17,079 | \$ (333) | (1.9) |

Total non-interest expense decreased \$333 thousand, or 1.9% for the three months ended March 31, 2011 compared to the same period in 2010. Salaries and benefit expense decreased \$828 thousand during the three months ended March 31, 2011 compared to the same period in 2010 mainly due to increased deferred loan origination costs on individual loan credits as well as lower healthcare costs and reduced pension plan expenses. The Corporation implemented higher deferred loan origination costs on individual loan credits commencing during the fourth quarter of 2010 based upon an in-depth study performed which incorporated management's additional review time spent on loan credits as a result of increased scrutiny of loan credits. Additionally, as more loan approvals are currently being approved at the Committee level as opposed to individual relationship managers, as the Corporation proactively manages its credit risk given the current economic environment, increased costs for each loan credit are being incurred in connection with the loan approval process and as a result, a higher level of costs are being deferred. These favorable variances were partially offset by increased salaries and benefits expense to grow the mortgage banking business and higher restricted stock expense. Occupancy expense increased \$196 thousand for the three months ended March 31, 2011 primarily due to increased rent, taxes and other occupancy costs related to a branch relocation and branch

improvements. Deposit insurance premiums increased \$116 thousand for the three months ended March 31, 2011 mainly due to the growth in deposits. Other expenses increased \$239 thousand primarily due to increased interchange expenses and loan processing expenses.

Table of Contents**Tax Provision**

The provision for income taxes for the three months ended March 31, 2011 and 2010 was \$826 thousand and \$368 thousand, at effective rates of 17.62% and 11.02%, respectively. The effective tax rates reflect the benefits of tax-exempt income from investments in municipal securities and loans and bank-owned life insurance. The increase in the effective tax rate between the three-month periods is primarily due to a smaller percentage of tax-exempt income to pre-tax income.

Financial Condition**Assets**

Total assets decreased \$25.3 million since December 31, 2010 primarily due to a decrease in loans and leases. The following table presents the assets for the periods indicated:

| (Dollars in thousands) | At March 31, | At December | Change | |
|--|--------------|--------------|-------------|---------|
| | 2011 | 31, 2010 | Amount | Percent |
| Cash, interest-earning deposits and federal funds sold | \$ 55,249 | \$ 29,187 | \$ 26,062 | 89.3% |
| Investment securities | 445,798 | 467,024 | (21,226) | (4.5) |
| Loans held for sale | 1,451 | 4,178 | (2,727) | (65.3) |
| Total loans and leases | 1,442,137 | 1,471,186 | (29,049) | (2.0) |
| Reserve for loan and lease losses | (32,804) | (30,898) | (1,906) | (6.2) |
| Premises and equipment, net | 34,363 | 34,605 | (242) | (0.7) |
| Goodwill and other intangibles, net | 56,899 | 56,797 | 102 | 0.2 |
| Bank owned life insurance | 48,354 | 48,010 | 344 | 0.7 |
| Accrued interest and other assets | 57,132 | 53,804 | 3,328 | 6.2 |
| Total assets | \$ 2,108,579 | \$ 2,133,893 | \$ (25,314) | (1.2) |

Cash, Interest-earning Deposits and Federal Funds Sold

Cash, interest-earning deposits and federal funds sold increased as of March 31, 2011 as compared to December 31, 2010 primarily due to an increase in cash maintained at the Federal Reserve Bank, the source of funds which came from maturing investment securities held for sale.

Investment Securities

The investment portfolio is managed as part of the overall asset and liability management process to optimize income and market performance over an entire interest rate cycle while mitigating risk. Activity in this portfolio is undertaken primarily to manage liquidity and interest rate risk, to take advantage of market conditions that create more economically attractive returns on these investments, and to collateralize public funds deposits. The securities portfolio consists primarily of U.S. Government agency, residential mortgage-backed and municipal securities.

Total investments decreased by \$21.2 million at March 31, 2011 compared to December 31, 2010. Maturities and paydowns of \$23.3 million and calls of \$35.8 million were partially offset by purchases of \$36.8 million.

Loans and Leases

Total gross loans and leases decreased by \$29.0 million at March 31, 2011 as compared to December 31, 2010 mainly due to less credit demand and utilization of lines by both business and consumers responding to the current economic environment. Declines occurred in construction loans of \$17.6 million, commercial, financial and agricultural loans of \$6.1 million, lease financings of \$4.9 million and consumer loans of \$1.9 million while residential and home equity mortgage loans secured for personal purposes increased by \$2.9 million.

Table of Contents***Asset Quality***

Performance of the entire loan and lease portfolio is reviewed on a regular basis by bank management and loan officers. A number of factors regarding the borrower, such as overall financial strength, collateral values and repayment ability, are considered in deciding what actions should be taken when determining the collectability of interest for accrual purposes.

When a loan or lease, including a loan or lease that is impaired, is classified as nonaccrual, the accrual of interest on such a loan or lease is discontinued. A loan or lease is classified as nonaccrual when the contractual payment of principal or interest has become 90 days past due or management has serious doubts about the further collectability of principal or interest, even though the loan or lease is currently performing. A loan or lease may remain on accrual status if it is in the process of collection and is either guaranteed or well secured. When a loan or lease is placed on nonaccrual status, unpaid interest credited to income is reversed. Interest received on nonaccrual loans and leases is either applied against principal or reported as interest income, according to management's judgment as to the collectability of principal.

Loans or leases are usually restored to accrual status when the obligation is brought current, has performed in accordance with the contractual terms for a reasonable period of time, and the ultimate collectability of the total contractual principal and interest is no longer in doubt.

Total cash basis, troubled debt restructured and nonaccrual loans and leases totaled \$43.7 million at March 31, 2011, \$45.8 million at December 31, 2010, and \$36.5 million at March 31, 2010; the balance at March 31, 2011 primarily consisted of commercial real estate, construction and commercial, financial and agricultural loans. For the three months ended March 31, 2011 and 2010, impaired loans and leases resulted in lost interest income of \$589 thousand and \$510 thousand, respectively. The Corporation's ratio of nonperforming assets to total loans and leases and other real estate owned was 3.48% as of March 31, 2011, compared to 3.32% as of December 31, 2010 and 2.75% as of March 31, 2010. The ratio of nonperforming assets to total assets was 2.39% at March 31, 2011, 2.29% at December 31, 2010 and 1.90% at March 31, 2010.

At March 31, 2011, the recorded investment in loans and leases that were considered to be impaired was \$43.7 million, all of which were on a nonaccrual basis or accruing trouble debt restructured. The related reserve for loan and lease losses for those loans was \$1.9 million. At December 31, 2010, the recorded investment in loans and leases that were considered to be impaired was \$45.8 million, all of which were on a nonaccrual basis or accruing trouble debt restructured. The related reserve for loan and lease losses for those loans was \$1.6 million. The amount of the specific reserve needed for these credits could change in future periods subject to changes in facts and judgments related to these credits. Specific reserves have been established based on current facts and management's judgments about the ultimate outcome of these credits. The decrease in impaired loans and leases at March 31, 2011 compared to December 31, 2010 was mainly due to the foreclosure on three commercial real estate loan relationships and transfer of the collateral to other real estate owned for \$4.0 million partially offset by the addition of two large real estate construction loan relationships to accruing troubled debt restructured status totaling \$2.8 million. Due to the stagnant real estate market, these borrower's properties have not been selling or are selling slow and therefore the maturity dates on these construction loans have been extended. The related specific reserve for these loans is \$45 thousand. Impaired loans at March 31, 2011 included several large commercial real estate, construction, and commercial business credits which migrated to non-accrual status during the fourth quarter of 2010 and were not concentrated in any one industry consisting of hotel/office space; investment commercial real estate; a construction company; and a manufacturing company. Impaired loans at March 31, 2011 also included one large credit which went on non-accrual during the third quarter of 2009 and is for four separate facilities to a local commercial real estate developer/home builder, aggregating to \$14.6 million at March 31, 2011. There is a specific allowance on this credit of \$168 thousand at March 31, 2011 to cover deficiencies in the underlying real estate value under current market conditions. The borrower does not have the resources to develop these properties themselves; therefore, the properties must be sold. The Corporation will continue to closely monitor this credit relationship and may have to provide additional reserve in future quarters related to this credit. The Corporation will continue to closely monitor the impaired loans and may have to provide additional reserves in future quarters related to these credits. At March 31, 2010, the recorded investment in loans and leases that were considered to be impaired was \$36.5 million, all of which were on a nonaccrual basis or accruing trouble debt

restructured. The related reserve for loan and lease losses for those loans was \$1.6 million.

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The other real estate owned balance increased from \$2.4 million at December 31, 2010 to \$6.1 million at March 31, 2011 and consisted of five commercial properties, three of which aggregating to \$3.0 million, are currently under agreements of sale. During the first quarter of 2011, three properties were acquired and one property had a negative valuation adjustment of \$352 thousand based on the updated fair value.

Table 3 Nonaccrual, Past Due and Troubled Debt Restructured Loans and Leases, and Other Real Estate Owned

The following table details the aggregate principal balance of loans and leases classified as nonaccrual (including nonaccrual troubled debt restructured loans and leases), past due loans and leases and accruing troubled debt restructured loans and leases as well as other real estate owned as of the dates indicated:

| (Dollars in thousands) | At March 31, 2011 | At December 31, 2010 | At March 31, 2010 |
|---|-------------------------|----------------------------|-------------------------|
| Nonaccruing loans and leases, including nonaccrual troubled debt restructured loans and leases*: | | | |
| Commercial, financial and agricultural | \$ 6,735 | \$ 7,627 | \$ 2,689 |
| Real estate commercial | 22,756 | 28,183 | 15,148 |
| Real estate construction | 7,022 | 6,874 | 14,244 |
| Real estate residential | 1,203 | 1,625 | 1,910 |
| Loans to individuals | | 21 | |
| Leases financings | 915 | 902 | 865 |
| Total nonaccruing loans and leases, including nonaccrual troubled debt restructured loans and leases* | 38,631 | 45,232 | 34,856 |
| Accruing troubled debt restructured loans and leases, not included above | 5,111 | 550 | 1,691 |
| Total impaired loans and leases | \$ 43,742 | \$ 45,782 | \$ 36,547 |
| Accruing loans and leases 90 days or more past due: | | | |
| Commercial, financial and agricultural | \$ | \$ | \$ |
| Real estate commercial | | | |
| Real estate residential | 44 | 314 | 141 |
| Loans to individuals | 471 | 382 | 162 |
| Lease financings | 1 | | |
| Total accruing loans and leases, 90 days or more past due | \$ 516 | \$ 696 | \$ 303 |
| Total non-performing loans and leases | \$ 44,258 | \$ 46,478 | \$ 36,850 |
| Other real estate owned | \$ 6,135 | \$ 2,438 | \$ 2,453 |
| Total non-performing assets | \$ 50,393 | \$ 48,916 | \$ 39,303 |

* Includes non-accrual troubled debt restructured loans and leases of \$3.5 million, \$1.2 million and \$1.5 million at March 31, 2011, December, 31, 2010 and March 31, 2010, respectively.

Reserve for Loan and Lease Losses

Management believes the reserve for loan and lease losses is maintained at a level that is adequate to absorb probable losses in the loan and lease portfolio. Management's methodology to determine the adequacy of and the provisions to the reserve considers specific credit reviews, past loan and lease loss experience, current economic conditions and trends, and the volume, growth, and composition of the portfolio.

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The reserve for loan and lease losses is determined through a monthly evaluation of reserve adequacy. This analysis takes into consideration the growth of the loan and lease portfolio, the status of past-due loans and leases, current economic conditions, various types of lending activity, policies, real estate and other loan commitments, and significant changes in charge-off activity. Non-accrual loans and leases, and those which are troubled debt restructured, are evaluated individually. All other loans and leases are evaluated as pools. Based on historical loss experience, loss factors are determined giving consideration to the areas noted in the first paragraph and applied to the pooled loan and lease categories to develop the general or allocated portion of the reserve. Loans are also reviewed for impairment based on discounted cash flows using the loans' initial effective interest rate or the fair value of the collateral for certain collateral-dependent loans. Management also reviews the activity within the reserve to determine what actions, if any, should be taken to address differences between estimated and actual losses. Any of the above factors may cause the provision to fluctuate.

Wholesale leasing portfolios are purchased by the Bank's subsidiary, Univest Capital, Inc. Credit losses on these purchased portfolios are largely the responsibility of the seller up to pre-set dollar amounts initially equal to 10 to 20 percent of the portfolio purchase amount. The dollar amount of recourse for purchased portfolios is inclusive of cash holdbacks and purchase discounts. Purchased wholesale leasing portfolios outstanding equaled \$7.3 million at March 31, 2011 and \$9.4 million at December 31, 2010.

The reserve for loan and lease losses is based on management's evaluation of the loan and lease portfolio under current economic conditions and such other factors, which deserve recognition in estimating loan and lease losses. This evaluation is inherently subjective, as it requires estimates including the amounts and timing of future cash flows expected to be received on impaired loans that may be susceptible to significant change. Additions to the reserve arise from the provision for loan and lease losses charged to operations or from the recovery of amounts previously charged off. Loan and lease charge-offs reduce the reserve. Loans and leases are charged off when there has been permanent impairment or when in the opinion of management the full amount of the loan or lease, in the case of non-collateral dependent borrowings, will not be realized. Certain impaired loans and leases are reported at the present value of expected future cash flows using the loan's initial effective interest rate, or at the loan's observable market price or the fair value of the collateral if the loan is collateral dependent.

The reserve for loan and lease losses consists of an allocated reserve and unallocated reserve categories. The allocated reserve is comprised of reserves established on specific loans and leases, and class reserves based on historical loan and lease loss experience, current trends, and management assessments. The unallocated reserve is based on both general economic conditions and other risk factors in the Corporation's individual markets and portfolios.

The specific reserve element is based on a regular analysis of impaired commercial and real estate loans. For these loans, the specific reserve established is based on an analysis of related collateral value, cash flow considerations and, if applicable, guarantor capacity.

The class reserve element is determined by an internal loan and lease grading process in conjunction with associated allowance factors. The Corporation revises the class allowance factors whenever necessary, but no less than quarterly, in order to address improving or deteriorating credit quality trends or specific risks associated with a given loan or lease pool classification.

The Corporation maintains a reserve in other liabilities for off-balance sheet credit exposures that currently are unfunded in categories with historical loss experience.

The reserve for loan and lease losses increased \$1.9 million from December 31, 2010 to March 31, 2011, primarily due to deterioration of underlying collateral and economic factors. As a result of the provision exceeding net-charge-offs combined with the decline in outstanding loans during the quarter, the ratio of the reserve for loan and lease losses to total loans and leases increased to 2.27% at March 31, 2011 from 2.10% at December 31, 2010 and 1.90% at March 31, 2010. Management believes that the reserve is maintained at a level that is adequate to absorb losses in the loan and lease portfolio.

Goodwill and Other Intangible Assets

Goodwill and other intangible assets have been recorded on the books of the Corporation in connection with acquisitions. The Corporation has covenants not to compete, intangible assets due to branch acquisitions, core deposit intangibles, customer-related intangibles and mortgage servicing rights, which are not deemed to have an indefinite

life and therefore will continue to be amortized over their useful life using the present value of projected cash flows. The amortization of intangible assets was \$349 thousand and \$362 thousand for the three months ended March 31, 2011 and 2010, respectively. The Corporation also has goodwill with a net carrying amount of \$51.3 million at March 31, 2011 and December 31, 2010, which is deemed to be an indefinite intangible asset and is not amortized.

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Goodwill and other identifiable intangibles are reviewed for potential impairment on an annual basis, or more often, if events or circumstances indicate there may be impairment. Goodwill is tested for impairment at the reporting unit level and an impairment loss is recorded to the extent that the carrying amount of goodwill exceeds its implied fair value. The Corporation completed an annual impairment test for the intangible asset category during 2010 and there were no impairments recorded in 2010. There can be no assurance that future impairment tests will not result in a charge to earnings. Since the last annual impairment date, there were no circumstances to indicate impairment.

Other Assets

At March 31, 2011 and December 31, 2010, the Bank held \$3.3 million in Federal Reserve Bank stock as required by the Federal Reserve Bank. The Bank is required to hold stock in the FHLB in relation to the level of outstanding borrowings. The Bank held FHLB stock of \$6.7 million and \$7.1 million as of March 31, 2011 and December 31, 2010, respectively. On December 23, 2008, the FHLB announced that it would be suspending the payment of its dividends and the repurchase of excess capital stock in-order to rebuild its capital levels. This is due to the other-than-temporary impairment write down required on their private-label mortgage portfolio which could reduce their capital below required levels. Additionally, the FHLB might require its members to increase its capital stock requirement. On October 29, 2010 and February 23, 2011, the FHLB repurchased a limited amount of excess capital stock. The FHLB will make decisions on future repurchases of excess capital stock on a quarterly basis. Effective February 28, 2011, the FHLB entered into a Joint Capital Enhancement Agreement with the other 11 Federal Home Loan Banks (collectively, the FHLBanks). The agreement calls for a plan for each FHLBank to build additional retained earnings and enhance capital. This will commence later in 2011, upon completion of the FHLBank's currently required Resolution Funding Corporation assessment. Under the plan, each FHLBank will, on a quarterly basis, allocate at least 20 percent of its net income to a separate restricted retained earnings account until the balance of the account equals one percent of that FHLBank's balance of outstanding obligations. Based on current information from the FHLB, management believes that if there is any impairment in the stock it is temporary. Therefore, as of March 31, 2011 and December 31, 2010, the FHLB stock is recorded at cost.

Liabilities

Total liabilities decreased since December 31, 2010 primarily due to decreases in deposits and short-term borrowings partially offset by an increase in accrued expenses and other liabilities. The following table presents the liabilities for the periods indicated:

| (Dollars in thousands) | At March 31, 2011 | At December 31, 2010 | Change | |
|--|----------------------|----------------------------|-------------|---------|
| | | | Amount | Percent |
| Deposits | \$ 1,665,225 | \$ 1,686,270 | \$ (21,045) | (1.2)% |
| Short-term borrowings | 96,551 | 114,871 | (18,320) | (15.9) |
| Long-term borrowings | 28,994 | 28,994 | | |
| Accrued expenses and other liabilities | 49,136 | 37,534 | 11,602 | 30.9 |
| Total liabilities | \$ 1,839,906 | \$ 1,867,669 | \$ (27,763) | (1.5) |

Deposits

Total deposits decreased at the Bank primarily due to decreases in interest-bearing demand deposits of \$41.9 million and decreases in time deposits of \$7.0 million which were partially offset by increases in regular savings of \$18.7 million and, noninterest-bearing demand deposits of \$9.2 million. The increase in non-interest bearing deposits was a result of campaigns to attract new consumer and business checking accounts. The lower interest rate environment has resulted in a shift in customer deposits from time deposits to savings accounts. Accrued expenses and other liabilities increased primarily due to the purchase of three investment securities that settled in April 2011.

Table of Contents**Borrowings**

Long-term borrowings at March 31, 2011, included \$3.4 million in Subordinated Capital Notes, \$20.6 million of Trust Preferred Securities and \$5.0 million in long-term borrowings from the FHLB. Short-term borrowings typically include securities sold under agreement to repurchase, federal funds purchased, Federal Reserve Bank discount window borrowings and short-term FHLB borrowings. Short-term borrowings decreased mainly due to a decrease in federal funds purchased of \$24.6 million. At March 31, 2011, the Bank also had outstanding short-term letters of credit with the FHLB totaling \$10.0 million which were utilized to collateralize seasonal public funds deposits.

Shareholders Equity

Total shareholders equity at March 31, 2011 increased \$2.4 million since December 31, 2010. This increase was primarily due to the issuance of stock under the dividend reinvestment and employee stock purchase plans and net income exceeding dividends declared.

The following table presents the shareholders equity for the periods indicated:

| (Dollars in thousands) | At March | At December | Change | |
|--------------------------------------|-------------|-------------|----------|---------|
| | 31, 2011 | 31, 2010 | Amount | Percent |
| Common stock | \$ 91,332 | \$ 91,332 | \$ | % |
| Additional paid-in capital | 58,276 | 59,080 | (804) | (1.4) |
| Retained earnings | 152,567 | 151,978 | 589 | 0.4 |
| Accumulated other comprehensive loss | (5,768) | (6,766) | 998 | 14.8 |
| Treasury stock | (27,734) | (29,400) | 1,666 | 5.7 |
| Total shareholders equity | \$ 268,673 | \$ 266,224 | \$ 2,449 | 0.9 |

Retained earnings at March 31, 2011 were impacted by the three months of net income of \$3.9 million offset by cash dividends of \$3.3 million declared during the first three months of 2011. Additional paid-in capital decreased mainly due to shares issued for restricted stock awards. Treasury stock decreased primarily due to shares issued for the employee stock purchase plan, the dividend reinvestment plan and restricted stock awards.

Capital Adequacy

The Corporation and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Corporation's and the Bank's financial statements. Capital adequacy guidelines, and additionally for the Bank prompt corrective action regulations, involve quantitative measures of assets, liabilities, and certain off-balance-sheet items calculated under regulatory accounting practices. Capital amounts and classifications are also subject to qualitative judgments by regulators about components, risk weighting and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Corporation and the Bank to maintain minimum amounts and ratios (set forth in the following table) of total and Tier 1 capital (as defined in the regulations) to risk-weighted assets (as defined), and of Tier 1 capital (as defined) to average assets (as defined).

Table of Contents**Table 4 Regulatory Capital**

| (Dollars in thousands) | Actual | | For Capital Adequacy Purposes | | To Be Well-Capitalized Under Prompt Corrective Action Provisions | |
|---|------------|--------|-------------------------------|-------|--|--------|
| | Amount | Ratio | Amount | Ratio | Amount | Ratio |
| As of March 10, 2011: | | | | | | |
| Total Capital (to Risk-Weighted Assets): | | | | | | |
| Corporation | \$ 261,497 | 15.89% | \$ 131,626 | 8.00% | \$ 164,532 | 10.00% |
| Bank | 244,720 | 15.09 | 129,756 | 8.00 | 162,195 | 10.00 |
| Tier 1 Capital (to Risk-Weighted Assets): | | | | | | |
| Corporation | 240,037 | 14.59 | 65,813 | 4.00 | 98,719 | 6.00 |
| Bank | 224,289 | 13.83 | 64,878 | 4.00 | 97,317 | 6.00 |
| Tier 1 Capital (to Average Assets): | | | | | | |
| Corporation | 240,037 | 11.72 | 81,905 | 4.00 | 102,382 | 5.00 |
| Bank | 224,289 | 11.04 | 81,244 | 4.00 | 101,555 | 5.00 |
| As of December 31, 2010: | | | | | | |
| Total Capital (to Risk-Weighted Assets): | | | | | | |
| Corporation | \$ 260,244 | 15.47% | \$ 134,623 | 8.00% | \$ 168,279 | 10.00% |
| Bank | 243,908 | 14.71 | 132,674 | 8.00 | 165,842 | 10.00 |
| Tier 1 Capital (to Risk-Weighted Assets): | | | | | | |
| Corporation | 238,393 | 14.17 | 67,312 | 4.00 | 100,968 | 6.00 |
| Bank | 223,050 | 13.45 | 66,337 | 4.00 | 99,505 | 6.00 |
| Tier 1 Capital (to Average Assets): | | | | | | |
| Corporation | 238,393 | 11.45 | 82,649 | 4.00 | 103,311 | 5.00 |
| Bank | 223,050 | 10.89 | 81,911 | 4.00 | 102,389 | 5.00 |

As of March 31, 2011 and December 31, 2010, management believes that the Corporation and the Bank met all capital adequacy requirements to which they are subject. The Corporation, like other bank holding companies, currently is required to maintain Tier 1 Capital and Total Capital (the sum of Tier 1, Tier 2 and Tier 3 capital) equal to at least 4.0% and 8.0%, respectively, of its total risk-weighted assets (including various off-balance-sheet items, such as standby letters of credit). The Bank, like other depository institutions, is required to maintain similar capital levels under capital adequacy guidelines. For a depository institution to be considered well capitalized under the regulatory framework for prompt corrective action, its Tier 1 and Total Capital ratios must be at least 6.0% and 10.0% on a risk-adjusted basis, respectively. As of March 31, 2011, the most recent notification from the Office of Comptroller of the Currency and Federal Deposit Insurance Corporation categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. There are no conditions or events since that notification that management believes have changed the Bank's category.

Asset/Liability Management

The primary functions of Asset/Liability Management are to assure adequate earnings, capital and liquidity while maintaining an appropriate balance between interest-earning assets and interest-bearing liabilities. Liquidity

management involves the ability to meet cash flow requirements of customers and corporate needs. Interest-rate sensitivity management seeks to avoid fluctuating net interest margins and to enhance consistent growth of net interest income through periods of changing rates.

The Corporation uses both interest-sensitivity gap analysis and simulation techniques to quantify its exposure to interest rate risk. The Corporation uses the gap analysis to identify and monitor long-term rate exposure and uses a simulation model to measure the short-term rate exposures. The Corporation runs various earnings simulation scenarios to quantify the effect of declining or rising interest rates on the net interest margin over a one-year horizon. The simulation uses existing portfolio rate and repricing information, combined with assumptions regarding future loan and deposit growth, future spreads, prepayments on residential mortgages, and the discretionary pricing of non-maturity assets and liabilities.

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Liquidity

The Corporation, in its role as a financial intermediary, is exposed to certain liquidity risks. Liquidity refers to the Corporation's ability to ensure that sufficient cash flow and liquid assets are available to satisfy demand for loans and deposit withdrawals. The Corporation manages its liquidity risk by measuring and monitoring its liquidity sources and estimated funding needs. The Corporation has a contingency funding plan in place to address liquidity needs in the event of an institution-specific or a systemic financial crisis.

Sources of Funds

Core deposits and cash management repurchase agreements (Repos) have historically been the most significant funding sources for the Corporation. These deposits and Repos are generated from a base of consumer, business and public customers primarily located in Bucks and Montgomery counties, Pennsylvania. The Corporation faces increased competition for these deposits from a large array of financial market participants, including banks, thrifts, mutual funds, security dealers and others.

The Corporation supplements its core funding with money market funds it holds for the benefit of various trust accounts. These funds are fully collateralized by the Bank's investment portfolio and are at current money market mutual fund rates. This funding source is subject to changes in the asset allocations of the trust accounts.

The Corporation, through the Bank, has short-term and long-term credit facilities with the FHLB with a maximum borrowing capacity of approximately \$383.4 million. At March 31, 2011 and December 31, 2010, total outstanding short-term and long-term borrowings with the FHLB totaled \$5.0 million. At March 31, 2011, the Bank also had outstanding short-term letters of credit with the FHLB totaling \$10.0 million which were utilized to collateralize seasonal public funds deposits. The maximum borrowing capacity with the FHLB changes as a function of qualifying collateral assets as well as the FHLB's internal credit rating of the Bank and the amount of funds received may be reduced by additional required purchases of FHLB stock.

The Corporation maintains federal fund lines with several correspondent banks totaling \$82.0 million at March 31, 2011 and December 31, 2010. Future availability under these lines is subject to the prerogatives of the granting banks and may be withdrawn at will.

The Corporation, through the Bank, has an available line of credit at the Federal Reserve Bank of Philadelphia, the amount of which is dependent upon the balance of loans and securities pledged as collateral. At March 31, 2011 and December 31, 2010, the Corporation had no outstanding borrowings under this line.

Cash Requirements

The Corporation has cash requirements for various financial obligations, including contractual obligations and commitments that require cash payments. The most significant contractual obligation, in both the under and over one year time period, is for the Bank to repay its certificates of deposit. Short-term borrowings consisting of securities sold under agreement to repurchase constitute the next largest payment obligation. The Bank anticipates meeting these obligations by continuing to provide convenient depository and cash management services through its branch network, thereby replacing these contractual obligations with similar fund sources at rates that are competitive in our market. Commitments to extend credit are the Bank's most significant commitment in both the under and over one year time periods. These commitments do not necessarily represent future cash requirements - in that these commitments often expire without being drawn upon.

Recent Accounting Pronouncements

For information regarding recent accounting pronouncements, refer to Footnote 1, Summary of Significant Accounting Policies of this Form 10-Q.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk

No material changes in the Corporation's market risk or market strategy occurred during the current period. A detailed discussion of market risk is provided in the Registrant's Annual Report on Form 10-K for the period ended December 31, 2010.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Management is responsible for the disclosure controls and procedures of the Corporation. Disclosure controls and procedures are in place to assure that all material information is collected and disclosed in accordance with Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934. As of the end of the period covered by this report, an evaluation was performed under the supervision and with the participation of the Corporation's management, including the Chief Executive Officer (Principal Executive Officer) and Chief Financial Officer (Principal Financial and Accounting Officer), of the effectiveness of the design and operation of the Corporation's disclosure controls and procedures. Based on their evaluation, management concluded that the disclosure controls and procedures were effective as of March 31, 2011 to ensure that financial information required to be disclosed by the Corporation in the reports that it files or submits under the Securities Exchange Act of 1934 is accumulated and communicated to the Corporation's management, including its Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures and is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

Changes in Internal Control over Financial Reporting

There were no changes in the Corporation's internal control over financial reporting (as defined in Rule 13a-15(f)) during the quarter ended March 31, 2011 that materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

Management is not aware of any litigation that would have a material adverse effect on the consolidated financial position of the Corporation. There are no proceedings pending other than the ordinary routine litigation incident to the business of the Corporation. In addition, there are no material proceedings pending or known to be threatened or contemplated against the Corporation or the Bank by government authorities.

Item 1A. Risk Factors

There were no material changes from the risk factors previously disclosed in the Registrant's Form 10-K, Part 1, Item 1A, for the Year Ended December 31, 2010 as filed with the Securities and Exchange Commission on March 4, 2011.

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

The following table provides information on repurchases by the Corporation of its common stock during the three months ended March 31, 2011.

ISSUER PURCHASES OF EQUITY SECURITIES

| Period | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (3) |
|---------------------|---|---------------------------------------|---|---|
| January 1 31, 2011 | | | | 643,782 |
| February 1 28, 2011 | | | | 643,782 |
| March 1 31, 2011 | | | | 643,782 |
| Total | | | | |

1. Transactions are reported as of settlement dates.
2. The Corporation's current stock repurchase program was approved by its Board of Directors and announced on August 22, 2007. The repurchased shares limit is net of normal Treasury activity such as purchases to fund the Dividend Reinvestment Program, Employee Stock Purchase Program and the equity compensation plan.
3. The number of shares approved for repurchase under the Corporation's stock repurchase program is 643,782.
4. The Corporation's current stock repurchase program does not have an expiration date.
5. No stock repurchase plan or program of the Corporation expired during the period covered by the table.
6. The Corporation has no stock repurchase plan or program that it has determined to terminate prior to expiration or under which it does not intend to make further purchases. The plans are restricted during certain blackout periods in conformance with the Corporation's Insider Trading Policy.

Item 3. Defaults Upon Senior Securities

None

Item 4. Removed and Reserved**Item 5. Other Information**

None

Item 6. Exhibits

- a. Exhibits

Exhibit 31.1 Certification of William S. Aichele, Chairman, President and Chief Executive Officer of the Corporation, pursuant to Rule 13a-14(a) of the Exchange Act, as enacted by Section 302 of the Sarbanes-Oxley Act of 2002.

Exhibit 31.2

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Certification of Jeffrey M. Schweitzer, Senior Executive Vice President and Chief Financial Officer, pursuant to Rule 13a-14(a) of the Exchange Act, as enacted by Section 302 of the Sarbanes-Oxley Act of 2002.

- Exhibit 32.1 Certification of William S. Aichele, Chief Executive Officer of the Corporation, pursuant to 18 United States Code Section 1350, as enacted by Section 906 of the Sarbanes-Oxley Act of 2002.
- Exhibit 32.2 Certification of Jeffrey M. Schweitzer, Chief Financial Officer of the Corporation, pursuant to 18 United States Code Section 1350, as enacted by Section 906 of the Sarbanes-Oxley Act of 2002.

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SIGNATURES

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

Univest Corporation of Pennsylvania
(Registrant)

Date: May 9, 2011

/s/ William S. Aichele

William S. Aichele, Chairman, President and
Chief Executive Officer (Principal Executive
Officer)

Date: May 9, 2011

/s/ Jeffrey M. Schweitzer

Jeffrey M. Schweitzer, Senior Executive Vice
President,
and Chief Financial Officer
(Principal Financial and Accounting Officer)