

CITIZENS FINANCIAL SERVICES INC
Form 10-K
March 07, 2013

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

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2012

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 000-13222

CITIZENS FINANCIAL SERVICES, INC.
(Exact name of registrant as specified in its charter)

Pennsylvania
State or other jurisdiction of
incorporation or organization

23-2265045
(I.R.S. Employer
Identification No.)

15 South Main Street, Mansfield,
Pennsylvania
(Address of principal executive offices)

16933
(Zip Code)

Registrant's telephone number, including area
code (570) 662-2121

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, par value \$1.00 per share
(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

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Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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

Yes No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter. \$102,768,841 as of June 30, 2012.

As of February 28, 2013, there were 2,893,595 shares of the registrant's common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Certain information required by Part III is incorporated by reference to the Registrant's Definitive Proxy Statement for the 2013 Annual Meeting of Shareholders.

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PART I

ITEM 1 – BUSINESS.

CITIZENS FINANCIAL SERVICES, INC.

Citizens Financial Services, Inc. (the “Company”), a Pennsylvania corporation, was incorporated on April 30, 1984 to be the holding company for First Citizens Community Bank (the “Bank”), which until 2012, and in connection with its conversion from a national bank to a Pennsylvania-chartered bank and trust company, operated under the name First Citizens National Bank. The Company is primarily engaged in the ownership and management of the Bank and the Bank’s wholly-owned insurance agency subsidiary, First Citizens Insurance Agency, Inc.

AVAILABLE INFORMATION

A copy of the Company’s annual report on Form 10-K, quarterly reports on Form 10-Q, current events reports on Form 8-K, and amendments to these reports, filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, are made available free of charge through the Company’s web site at www.firstcitizensbank.com as soon as reasonably practicable after such reports are filed with the Securities and Exchange Commission. Information on our website shall not be considered as incorporated by reference into this Form 10-K.

FIRST CITIZENS COMMUNITY BANK

The Bank’s main office is located at 15 South Main Street, Mansfield, (Tioga County) Pennsylvania. The Bank’s primary market area consists of the Pennsylvania Counties of Bradford, Potter and Tioga in North Central Pennsylvania. It also includes Allegany, Steuben, Chemung and Tioga Counties in Southern New York. The economy of the Bank’s market area is diversified and includes manufacturing industries, wholesale and retail trade, service industries, family farms and the production of natural resources of gas and timber. We are dependent geographically upon the economic conditions in north central Pennsylvania and the southern tier of New York. In addition to the main office, the Bank has 16 other full service branch offices in its market area and loan production offices located in Clinton and Luzerne Counties in Pennsylvania.

The Bank is a full-service bank engaged in a broad range of banking activities and services for individual, business, governmental and institutional customers. These activities and services principally include checking, savings, time and deposit accounts; residential, commercial and agricultural real estate, commercial and industrial, state and political subdivision and consumer loans; and a variety of other specialized financial services. The Trust and Investment division of the Bank offers a full range of client investment, estate, mineral management and retirement services.

As of December 31, 2012, the Bank employed 165 full time employees and 32 part-time employees, resulting in 185 full time equivalent employees at our corporate offices and other banking locations.

COMPETITION

The banking industry in the Bank’s service area continues to be extremely competitive, both among commercial banks and with financial service providers such as consumer finance companies, thrifts, investment firms, mutual funds, insurance companies, credit unions and internet entities. The increased competition has resulted from changes in the legal and regulatory guidelines as well as from economic conditions, specifically, the additional wealth resulting from

the exploration of the Marcellus Shale in our primary market. Mortgage banking firms, financial companies, financial affiliates of industrial companies, brokerage firms, retirement fund management firms and government sponsored agencies, such as Freddie Mac and Fannie Mae, provide additional competition for loans and other financial services. The Bank is generally competitive with all competing financial institutions in its service area with respect to interest rates paid on time and savings deposits, service charges on deposit accounts and interest rates charged on loans.

Additional information related to our business and competition is included in Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations".

SUPERVISION AND REGULATION

GENERAL

The Bank is subject to extensive regulation, examination and supervision by the Pennsylvania Banking Department (“PBD”) and, as a member of the Federal Reserve System, by the Board of Governors of the Federal Reserve System (the “FRB”). Federal and state banking laws and regulations govern, among other things, the scope of a bank’s business, the investments a bank may make, the reserves against deposits a bank must maintain, terms of deposit accounts, loans a bank makes, the interest rates a bank charges and collateral a bank takes, the activities of a bank with respect to mergers and consolidations and the establishment of branches. The Company is registered as a bank holding company and is subject to supervision and regulation by FRB under the Bank Holding Company Act of 1956, as amended (the “BHCA”).

PENNSYLVANIA BANKING LAWS

The Pennsylvania Banking Code (“Banking Code”) contains detailed provisions governing the organization, location of offices, rights and responsibilities of directors, officers, and employees, as well as corporate powers, savings and investment operations and other aspects of the Bank and its affairs. The Banking Code delegates extensive rule-making power and administrative discretion to the PBD so that the supervision and regulation of state chartered banks may be flexible and readily responsive to changes in economic conditions and in savings and lending practices.

Pennsylvania law also provides Pennsylvania state chartered institutions elective parity with the power of national banks, federal thrifts, and state-chartered institutions in other states as authorized by the FDIC, subject to a required notice to the PBD. The Federal Deposit Insurance Corporation Act (“FDIA”), however, prohibits state chartered banks from making new investments, loans, or becoming involved in activities as principal and equity investments which are not permitted for national banks unless (1) the FDIC determines the activity or investment does not pose a significant risk of loss to the Deposit Insurance Fund and (2) the bank meets all applicable capital requirements. Accordingly, the additional operating authority provided to the Bank by the Banking Code is restricted by the FDIA.

In April 2008, banking regulators in the States of New Jersey, New York, and Pennsylvania entered into a Memorandum of Understanding (the “Interstate MOU”) to clarify their respective roles, as home and host state regulators, regarding interstate branching activity on a regional basis pursuant to the Riegle-Neal Amendments Act of 1997. The Interstate MOU establishes the regulatory responsibilities of the respective state banking regulators regarding bank regulatory examinations and is intended to reduce the regulatory burden on state chartered banks branching within the region by eliminating duplicative host state compliance exams. Under the Interstate MOU, the activities of branches we established in New York would be governed by Pennsylvania state law to the same extent that federal law governs the activities of the branch of an out-of-state national bank in such host states. Issues regarding whether a particular host state law is preempted are to be determined in the first instance by the PBD. In the event that the PBD and the applicable host state regulator disagree regarding whether a particular host state law is pre-empted, the PBD and the applicable host state regulator would use their reasonable best efforts to consider all points of view and to resolve the disagreement.

COMMUNITY REINVESTMENT ACT

The Community Reinvestment Act, (“CRA”), as implemented by FRB regulations, provides that the Bank has a continuing and affirmative obligation consistent with its safe and sound operation to help meet the credit needs of its entire community, including low and moderate income neighborhoods. The CRA does not establish specific lending requirements or programs for financial institutions nor does it limit an institution’s discretion to develop the types of products and services that it believes are best suited to its particular community, consistent with the CRA. The CRA requires the FRB, in connection with its examination of the Bank, to assess the institution’s record of meeting the

credit needs of its community and to take such record into account in its evaluation of certain corporate applications by such institution, such as mergers and branching. The Bank's most recent rating was "Satisfactory." Various consumer laws and regulations also affect the operations of the Bank. In addition to the impact of regulation, commercial banks are affected significantly by the actions of the FRB as it attempts to control the money supply and credit availability in order to influence the economy.

THE DODD-FRANK ACT

The Dodd-Frank Wall Street Reform and Consumer Protection Act (“Dodd-Frank Act”) has significantly changed the current bank regulatory structure and will affect into the immediate future the lending and investment activities and general operations of depository institutions and their holding companies.

The Dodd-Frank Act requires the FRB to establish minimum consolidated capital requirements for bank holding companies that are as stringent as those required for insured depository institutions; the components of Tier 1 capital would be restricted to capital instruments that are currently considered to be Tier 1 capital for insured depository institutions. In addition, the proceeds of trust preferred securities are excluded from Tier 1 capital unless (i) such securities are issued by bank holding companies with assets of less than \$500 million or (ii) such securities were issued prior to May 19, 2010 by bank or savings and loan holding companies with less than \$15 billion of assets.

The Dodd-Frank Act also created a new Consumer Financial Protection Bureau with extensive powers to implement and enforce consumer protection laws. The Consumer Financial Protection Bureau has broad rulemaking authority for a wide range of consumer protection laws that apply to all banks, among other things, including the authority to prohibit “unfair, deceptive or abusive” acts and practices. However, institutions of less than \$10 billion in assets, such as the Bank, will continue to be examined for compliance with consumer protection and fair lending laws and regulations by, and be subject to the enforcement authority of, their prudential regulators.

The Dodd-Frank Act created a new supervisory structure for oversight of the U.S. financial system, including the establishment of a new council of regulators, the Financial Stability Oversight Council, to monitor and address systemic risks to the financial system. Non-bank financial companies that are deemed to be significant to the stability of the U.S. financial system and all bank holding companies with \$50 billion or more in total consolidated assets will be subject to heightened supervision and regulation. The FRB will implement prudential requirements and prompt corrective action procedures for such companies.

The Dodd-Frank Act made many other changes in banking regulation. Those include allowing depository institutions, for the first time, to pay interest on business checking accounts, requiring originators of securitized loans to retain a percentage of the risk for transferred loans, establishing regulatory rate-setting for certain debit card interchange fees and establishing a number of reforms for mortgage originations. Effective October 1, 2011, the debit-card interchange fee was capped at \$0.21 per transaction, plus an additional 5 basis point charge to cover fraud losses. These fees are much lower than the current market rates. Although the regulation only impacts banks with assets above \$10.0 billion, we believe that the provisions could result in a reduction in interchange revenue in the future.

The Dodd-Frank Act also broadened the base for FDIC insurance assessments. The FDIC was required to promulgate rules revising its assessment system so that it is based on the average consolidated total assets less tangible equity capital of an insured institution instead of deposits. That rule took effect April 1, 2011. The Dodd-Frank Act also permanently increased the maximum amount of deposit insurance for banks, savings institutions and credit unions to \$250,000 per depositor, retroactive to January 1, 2008, and provided for noninterest bearing transaction accounts with unlimited deposit insurance through December 31, 2012.

Many of the provisions of the Dodd-Frank Act are not yet effective, and the Dodd-Frank Act requires various federal agencies to promulgate numerous and extensive implementing regulations over the next several years. It is therefore difficult to predict at this time what impact the Dodd-Frank Act and implementing regulations will have on the Company and the Bank. Although the substance and scope of many of these regulations cannot be determined at this time, particularly those provisions relating to the new Consumer Financial Protection Bureau, the Dodd-Frank Act and implementing regulations may have a material impact on operations through, among other things, increased compliance costs, heightened regulatory supervision, and higher interest expense.

CAPITAL ADEQUACY GUIDELINES

Federal banking agencies have issued certain “risk-based capital” guidelines, which supplemented existing capital requirements. In addition, the FRB imposes certain “leverage” requirements on member banks such as us. Banking regulators have authority to require higher minimum capital ratios for an individual bank or bank holding company in view of its circumstances.

The risk-based guidelines require all banks and bank holding companies to maintain two “risk-weighted assets” ratios. The first is a minimum ratio of total capital (Tier 1 and Tier 2 capital) to risk-weighted assets equal to 8.0%; the second is a minimum ratio of Tier 1 capital to risk-weighted assets equal to 4.0%. Assets are assigned to five risk categories, with higher levels of capital being required for the categories perceived as representing greater risk. In making the calculation, certain intangible assets must be deducted from the capital base. The risk-based capital rules are designed to make regulatory capital requirements more sensitive to differences in risk profiles among banks and bank holding companies and to minimize disincentives for holding liquid assets.

The risk-based capital rules also account for interest rate risk. Institutions with interest rate risk exposure above a normal level would be required to hold extra capital in proportion to that risk. A bank’s exposure to declines in the economic value of its capital due to changes in interest rates is a factor that banking agencies will consider in evaluating a bank’s capital adequacy. The rule does not codify an explicit minimum capital charge for interest rate risk. We currently monitor and manage our assets and liabilities for interest rate risk, and management believes that the interest rate risk rules which have been implemented and proposed will not materially adversely affect our operations.

The FRB’s “leverage” ratio rules require member banks which are rated the highest in the composite areas of capital, asset quality, management, earnings and liquidity to maintain a ratio of Tier 1 capital to “adjusted total assets” of not less than 3.0%. For banks which are not the most highly rated, the minimum “leverage” ratio will range from 4.0% to 5.0%, or higher at the discretion of the FRB, and is required to be at a level commensurate with the nature of the level of risk of a bank’s condition and activities.

For purposes of the capital requirements, “Tier 1” or “core” capital is defined to include common shareholders’ equity and certain noncumulative perpetual preferred stock and related surplus. “Tier 2” or “qualifying supplementary” capital is defined to include a bank’s allowance for loan and lease losses up to 1.25% of risk-weighted assets, plus certain types of preferred stock and related surplus, certain “hybrid capital instruments” and certain term subordinated debt instruments.

BASEL III PROPOSAL

In the summer of 2012, our primary federal regulators, published two notices of proposed rulemaking (the “2012 Capital Proposals”) that would substantially revise the risk-based capital requirements applicable to bank holding companies and depository institutions, including the Company and the Bank, compared to the current U.S. risk-based capital rules, which are based on the international capital accords of the Basel Committee on Banking Supervision (the “Basel Committee”) which are generally referred to as “Basel I.”

One of the 2012 Capital Proposals (the “Basel III Proposal”) addresses the components of capital and other issues affecting the numerator in banking institutions’ regulatory capital ratios and would implement the Basel Committee’s December 2010 framework, known as “Basel III,” for strengthening international capital standards. The other proposal (the “Standardized Approach Proposal”) addresses risk weights and other issues affecting the denominator in banking institutions’ regulatory capital ratios and would replace the existing Basel I-derived risk weighting approach with a more risk-sensitive approach based, in part, on the standardized approach in the Basel Committee’s 2004 “Basel II” capital accords. Although the Basel III Proposal was proposed to come into effect on January 1, 2013, the federal

banking agencies jointly announced on November 9, 2012 that they do not expect any of the proposed rules to become effective on that date. As proposed, the Standardized Approach Proposal would come into effect on January 1, 2015.

The federal banking agencies have not proposed rules implementing the final liquidity framework of Basel III and have not determined to what extent they will apply to U.S. banks that are not large, internationally active banks.

It is management's belief that, as of December 31, 2012, the Company and the Bank would meet all capital adequacy requirements under the Basel III and Standardized Approach Proposals on a fully phased-in basis if such requirements were currently effective. The regulations ultimately applicable to financial institutions may be substantially different from the Basel III final framework as published in December 2010 and the proposed rules issued in June 2012. Management will continue to monitor these and any future proposals submitted by our regulators.

PROMPT CORRECTIVE ACTION RULES

The federal banking agencies have regulations defining the levels at which an insured institution would be considered "well capitalized," "adequately capitalized," "undercapitalized," "significantly undercapitalized" and "critically undercapitalized." Institutions that are classified as undercapitalized, significantly undercapitalized or critically undercapitalized are subject to various supervision measures based on the degree of undercapitalization. The applicable federal bank regulator for a depository institution could, under certain circumstances, reclassify a "well-capitalized" institution as "adequately capitalized" or require an "adequately capitalized" or "undercapitalized" institution to comply with supervisory actions as if it were in the next lower category. Such a reclassification could be made if the regulatory agency determines that the institution is in an unsafe or unsound condition (which could include unsatisfactory examination ratings). The Bank satisfies the criteria to be classified as "well capitalized" within the meaning of applicable regulations.

REGULATORY RESTRICTIONS ON BANK DIVIDENDS

The Bank may not declare a dividend without approval of the FRB, unless the dividend to be declared by the Bank's Board of Directors does not exceed the total of: (i) the Bank's net profits for the current year to date, plus (ii) its retained net profits for the preceding two years, less any required transfers to surplus.

Under Pennsylvania law, the Bank may only declare and pay dividends from its accumulated net earnings. In addition, the Bank may not declare and pay dividends from the surplus funds that Pennsylvania law requires that it maintain. Under these policies and subject to the restrictions applicable to the Bank, the Bank could have declared, during 2012, without prior regulatory approval, aggregate dividends of approximately \$17.8 million, plus net profits earned to the date of such dividend declaration.

BANK SECRECY ACT

Under the Bank Secrecy Act (BSA), banks and other financial institutions are required to retain records to assure that the details of financial transactions can be traced if investigators need to do so. Banks are also required to report most cash transactions in amounts exceeding \$10,000 made by or on behalf of their customers. Failure to meet BSA requirements may expose the Bank to statutory penalties, and a negative compliance record may affect the willingness of regulating authorities to approve certain actions by the Bank requiring regulatory approval, including new branches.

INSURANCE OF DEPOSIT ACCOUNTS

The Bank's deposits are insured up to applicable limits by the Deposit Insurance Fund (DIF) of the FDIC. Under the FDIC's risk-based assessment system, insured institutions are assigned to one of four risk categories based on supervisory evaluations, regulatory capital levels and certain other factors, with less risky institutions paying lower assessments. An institution's assessment rate depends upon the category to which it is assigned, and certain adjustments specified by FDIC regulations. Until recently, assessment rates ranged from seven to 77.5 basis points of

assessable deposits.

On February 7, 2011, as required by the Dodd-Frank Act, the FDIC issued final rules implementing changes to the assessment rules. The rule, which took effect April 1, 2011, changes the assessment base used for calculating deposit insurance assessments from deposits to total assets less tangible (Tier 1) capital. Since the new base is larger than the previous base, the FDIC also lowered assessment rates so that the rule would not significantly alter the total amount of revenue collected from the industry. The range of adjusted assessment rates is now 2.5 to 45 basis points of the new assessment base. The rule is expected to benefit smaller financial institutions, which typically rely more on deposits for funding, and shift more of the burden for supporting the insurance fund to larger institutions, which are thought to have greater access to nondeposit funding.

The FDIC imposed on all insured institutions a special emergency assessment of five basis points of total assets minus Tier 1 capital (as of June 30, 2009), capped at ten basis points of an institution's deposit assessment base, in order to cover losses to the DIF. That special assessment was collected on September 30, 2009. In lieu of further special assessments, however, the FDIC required insured institutions to prepay estimated quarterly risk-based assessments for the fourth quarter of 2009 through the fourth quarter of 2012. That prepayment, which included an assumed annual assessment base increase of 5%, was recorded as a prepaid expense asset as of December 30, 2009. As of December 31, 2009, and each quarter thereafter, a charge to earnings is recorded for each regular assessment with an offsetting credit to the prepaid asset.

Due to the recent difficult economic conditions, deposit insurance per account owner has been raised to \$250,000 for all types of accounts. That coverage was made permanent by the Dodd-Frank Act. In addition, the FDIC adopted an optional Temporary Liquidity Guarantee Program by which, for a fee, noninterest-bearing transaction accounts would receive unlimited insurance coverage until June 30, 2010, subsequently extended to December 31, 2010, and certain senior unsecured debt issued by institutions and their holding companies between October 13, 2008 and October 31, 2009 would be guaranteed by the FDIC through June 30, 2012, or in some cases, December 31, 2012.

In addition to the assessment for deposit insurance, institutions are required to make payments on bonds issued in the late 1980s by the Financing Corporation to recapitalize a predecessor deposit insurance fund. That payment is established quarterly and during the four quarters ended December 31, 2011 averaged 0.925 basis points of assessable deposits.

The Dodd-Frank Act increased the minimum target DIF ratio from 1.15% of estimated insured deposits to 1.35% of estimated insured deposits. The FDIC must seek to achieve the 1.35% ratio by September 30, 2020. Insured institutions with assets of \$10 billion or more are supposed to fund the increase. The Dodd-Frank Act eliminated the 1.5% maximum fund ratio, instead leaving it to the discretion of the FDIC. The FDIC has recently exercised that discretion by establishing a long range fund ratio of 2%.

The FDIC has authority to increase insurance assessments. A significant increase in insurance premiums would likely have an adverse effect on the operating expenses and results of operations of the Bank. Management cannot predict what insurance assessment rates will be in the future.

Insurance of deposits may be terminated by the FDIC upon a finding that the institution has engaged in unsafe or unsound practices, is in an unsafe or unsound condition to continue operations or has violated any applicable law, regulation, rule, order or regulatory condition imposed in writing. The management of the Bank does not know of any practice, condition or violation that might lead to termination of deposit insurance.

FEDERAL RESERVE SYSTEM

Under FRB regulations, the Bank is required to maintain reserves against its transaction accounts (primarily NOW and regular checking accounts). The FRB regulations generally require that reserves be maintained against aggregate transaction accounts as follows: a 3% reserve ratio is assessed on net transaction accounts up to and including \$71.0 million; a 10% reserve ratio is applied above \$71.0 million. The first \$11.5 million of otherwise reservable balances (subject to adjustments by the FRB) are exempted from the reserve requirements. The amounts are adjusted annually and, for 2013, require a 3% ratio for up to \$71.0 million and an exemption of \$11.5 million. The Bank complies with the foregoing requirements.

ACQUISITION OF THE HOLDING COMPANY

Under the Federal Change in Bank Control Act (the "CIBCA"), a notice must be submitted to the FRB if any person (including a company), or group acting in concert, seeks to acquire 10% or more of the Company's shares of

outstanding common stock, unless the FRB has found that the acquisition will not result in a change in control of the Company. Under the CIBCA, the FRB generally has 60 days within which to act on such notices, taking into consideration certain factors, including the financial and managerial resources of the acquirer, the convenience and needs of the communities served by the Company and the Bank, and the anti-trust effects of the acquisition. Under the BHCA, any company would be required to obtain prior approval from the FRB before it may obtain “control” of the Company within the meaning of the BHCA. Control generally is defined to mean the ownership or power to vote 25% or more of any class of voting securities of the Company or the ability to control in any manner the election of a majority of the Company’s directors. An existing bank holding company would be required to obtain the FRB’s prior approval under the BHCA before acquiring more than 5% of the Company’s voting stock.

HOLDING COMPANY REGULATION

The Company, as a bank holding company, is subject to examination, supervision, regulation, and periodic reporting under the Bank Holding Company Act of 1956, as amended, as administered by the FRB. The Company is required to obtain the prior approval of the FRB to acquire all, or substantially all, of the assets of any bank or bank holding company. Prior FRB approval would be required for the Company to acquire direct or indirect ownership or control of any voting securities of any bank or bank holding company if it would, directly or indirectly, own or control more than 5% of any class of voting shares of the bank or bank holding company.

A bank holding company is generally prohibited from engaging in, or acquiring, direct or indirect control of more than 5% of the voting securities of any company engaged in nonbanking activities. One of the principal exceptions to this prohibition is for activities found by the FRB to be so closely related to banking or managing or controlling banks as to be a proper incident thereto. Some of the principal activities that the FRB has determined by regulation to be closely related to banking are: (i) making or servicing loans; (ii) performing certain data processing services; (iii) providing securities brokerage services; (iv) acting as fiduciary, investment or financial advisor; (v) leasing personal or real property under certain conditions; (vi) making investments in corporations or projects designed primarily to promote community welfare; and (vii) acquiring a savings association.

A bank holding company that meets specified conditions, including that its depository institutions subsidiaries are “well capitalized” and “well managed,” can opt to become a “financial holding company.” A “financial holding company” may engage in a broader array of financial activities than permitted a typical bank holding company. Such activities can include insurance underwriting and investment banking. The Company does not anticipate opting for “financial holding company” status at this time.

The Company is subject to the FRB’s consolidated capital adequacy guidelines for bank holding companies. Traditionally, those guidelines have been structured similarly to the regulatory capital requirements for the subsidiary depository institutions, but were somewhat more lenient. For example, the holding company capital requirements allowed inclusion of certain instruments in Tier 1 capital that are not includable at the institution level. As previously noted, the Dodd-Frank Act requires that the guidelines be amended so that they are at least as stringent as those required for the subsidiary depository institutions. See “—The Dodd-Frank Act.”

A bank holding company is generally required to give the FRB prior written notice of any purchase or redemption of then outstanding equity securities if the gross consideration for the purchase or redemption, when combined with the net consideration paid for all such purchases or redemptions during the preceding 12 months, is equal to 10% or more of the Company’s consolidated net worth. The FRB may disapprove such a purchase or redemption if it determines that the proposal would constitute an unsafe and unsound practice, or would violate any law, regulation, FRB order or directive, or any condition imposed by, or written agreement with, the FRB. The FRB has adopted an exception to that approval requirement for well-capitalized bank holding companies that meet certain other conditions.

The FRB has issued a policy statement regarding the payment of dividends by bank holding companies. In general, the FRB’s policies provide that dividends should be paid only out of current earnings and only if the prospective rate of earnings retention by the bank holding company appears consistent with the organization’s capital needs, asset quality and overall financial condition. The FRB’s policies also require that a bank holding company serve as a source of financial strength to its subsidiary banks by using available resources to provide capital funds during periods of financial stress or adversity and by maintaining the financial flexibility and capital-raising capacity to obtain additional resources for assisting its subsidiary banks where necessary. The Dodd-Frank Act codified the source of strength policy and requires the promulgation of implementing regulations. Under the prompt corrective action laws, the ability of a bank holding company to pay dividends may be restricted if a subsidiary bank becomes undercapitalized. These regulatory policies could affect the ability of The Company to pay dividends or otherwise engage in capital distributions.

The Federal Deposit Insurance Act makes depository institutions liable to the Federal Deposit Insurance Corporation for losses suffered or anticipated by the insurance fund in connection with the default of a commonly controlled depository institution or any assistance provided by the Federal Deposit Insurance Corporation to such an institution in danger of default. That law would have potential applicability if the Company ever held as a separate subsidiary a depository institution in addition to the Bank.

The status of the Company as a registered bank holding company under the Bank Holding Company Act will not exempt it from certain federal and state laws and regulations applicable to corporations generally, including, without limitation, certain provisions of the federal securities laws.

EFFECT OF GOVERNMENT MONETARY POLICIES

The earnings and growth of the banking industry are affected by the credit policies of monetary authorities, including the Federal Reserve System. An important function of the Federal Reserve System is to regulate the national supply of bank credit in order to control recessionary and inflationary pressures. Among the instruments of monetary policy used by the Federal Reserve to implement these objectives are open market activities in U.S. government securities, changes in the discount rate on member bank borrowings and changes in reserve requirements against member bank deposits. These operations are used in varying combinations to influence overall economic growth and indirectly, bank loans, securities, and deposits. These variables may also affect interest rates charged on loans or paid on deposits. The monetary policies of the Federal Reserve authorities have had a significant effect on the operating results of commercial banks in the past and are expected to continue to have such an effect in the future.

In view of the changing conditions in the national economy and in the money markets, as well as the effect of actions by monetary and fiscal authorities including the Federal Reserve System, no prediction can be made as to possible changes in interest rates, deposit levels, loan demand or their effect on the business and earnings of the Company and the Bank. Additional information is included under the caption “Management’s Discussion and Analysis of Financial Condition and Results of Operations” appearing in this Annual Report on Form 10-K.

ITEM 1A – RISK FACTORS.

Changing interest rates may decrease our earnings and asset values.

Our net interest income is the interest we earn on loans and investments less the interest we pay on our deposits and borrowings. Our net interest margin is the difference between the yield we earn on our assets and the interest rate we pay for deposits and our other sources of funding. Changes in interest rates—up or down—could adversely affect our net interest margin and, as a result, our net interest income. Although the yield we earn on our assets and our funding costs tend to move in the same direction in response to changes in interest rates, one can rise or fall faster than the other, causing our net interest margin to expand or contract. Our liabilities tend to be shorter in duration than our assets, so they may adjust faster in response to changes in interest rates. As a result, when interest rates rise, our funding costs may rise faster than the yield we earn on our assets, causing our net interest margin to contract until the asset yields catch up. Changes in the slope of the “yield curve”—or the spread between short-term and long-term interest rates—could also reduce our net interest margin. Normally, the yield curve is upward sloping, meaning short-term rates are lower than long-term rates. Because our liabilities tend to be shorter in duration than our assets, when the yield curve flattens or even inverts, we could experience pressure on our net interest margin as our cost of funds increases relative to the yield we can earn on our assets.

Changes in interest rates also affect the value of the Bank’s interest-earning assets, and in particular the Bank’s securities portfolio. Generally, the value of fixed-rate securities fluctuates inversely with changes in interest rates. Unrealized gains and losses on securities available for sale are reported as a separate component of shareholder equity, net of tax. Decreases in the fair value of securities available for sale resulting from increases in interest rates

could have an adverse effect on shareholders' equity.

A return of recessionary conditions in our national economy and, in particular, local economy could continue to increase our level of nonperforming loans and/or reduce demand for our products and services, which would lead to lower revenue, higher loan losses and lower earnings.

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Our business activities and earnings are affected by general business conditions in the United States and, in particular, our local market area as a result of our geographic concentration of lending activities. These conditions include short-term and long-term interest rates, inflation, unemployment levels, monetary supply, consumer confidence and spending, fluctuations in both debt and equity capital markets, and the strength of the economy in the United States generally, and in our market area in particular. Following a national home price peak in mid-2006, falling home prices and sharply reduced sales volumes, along with the collapse of the United States' subprime mortgage industry in early 2007, significantly contributed to a recession that officially lasted until June 2009, although the effects continued thereafter. Dramatic declines in real estate values and high levels of foreclosures resulted in significant asset write-downs by financial institutions, which have caused many financial institutions to seek additional capital, to merge with other institutions and, in some cases, to fail. While our primary market area was not affected by the recessionary conditions as much as the United States generally, our primary market area was negatively impacted by the downturn in the economy and experienced increased unemployment levels.

Concerns over the United States' credit rating (which was downgraded by Standard & Poor's), the European sovereign debt crisis, and continued high unemployment in the United States, among other economic indicators, have contributed to increased volatility in the capital markets and diminished expectations for the economy. A return of recessionary conditions and/or continued negative developments in the domestic and international credit markets may significantly affect the markets in which we do business, the value of our loans and investments, and our ongoing operations, costs and profitability. In particular, unlike larger financial institutions that are more geographically diversified, our profitability depends on the general economic conditions in our primary market area. Most of our loans are secured by real estate or made to businesses in the localities in which we have offices. As a result of this concentration, a prolonged or more severe downturn in the local economy could result in significant increases in nonperforming loans, which would negatively impact our interest income and result in higher provisions for loan losses, which would reduce our earnings. The economic downturn could also result in reduced demand for credit or fee-based products and services, which would negatively impact our revenues.

Local economic conditions are being increasingly impacted by the exploration of the Marcellus Shale natural gas exploration and drilling activities.

The economy in a large portion of our market areas has become increasingly influenced by the natural gas industry. Our market area is predominately centered in the Marcellus Shale natural gas exploration and drilling area. These natural gas exploration and drilling activities have significantly impacted the overall interest in real estate in our market area due to the related lease and royalty revenues associated with it. The natural gas activities have had a positive impact on the value of local real estate. Additionally, many of our customers provide transportation and other services and products that support natural gas exploration and production activities. Moreover, we have experienced an increase in deposits as a result of this natural resource exploration and have developed products specifically targeting those that have benefited from this activity. Exploration and drilling of the natural gas reserves in the Marcellus Shale in our market area may be affected by federal, state and local laws and regulations such as restrictions on production, permitting, changes in taxes and environmental protection. In addition, these activities can be affected by the market price for natural gas. These factors could negatively impact our customers and, as a result, negatively impact our loan and deposit volume. If there is a significant downturn in this industry, as a result of regulatory action or otherwise, the ability of our borrowers to repay their loans in accordance with their terms could be negatively impacted and/or reduce demand for loans. Finally, the borrowing needs of some of the residents in our market area have been limited due to the economic benefits afforded them as a result of the Marcellus Shale. These factors could have a material adverse effect on our business, prospects, financial condition and results of operations.

Higher loan losses could require us to increase our allowance for loan losses through a charge to earnings.

When we loan money we incur the risk that our borrowers do not repay their loans. We reserve for loan losses by establishing an allowance through a charge to earnings. The amount of this allowance is based on our assessment of

loan losses inherent in our loan portfolio. The process for determining the amount of the allowance is critical to our financial results and condition. It requires subjective and complex judgments about the future, including forecasts of economic or market conditions that might impair the ability of our borrowers to repay their loans. We might underestimate the loan losses inherent in our loan portfolio and have loan losses in excess of the amount reserved. We might increase the allowance because of changing economic conditions. For example, in a rising interest rate environment, borrowers with adjustable-rate loans could see their payments increase. There may be a significant increase in the number of borrowers who are unable or unwilling to repay their loans, resulting in our charging off more loans and increasing our allowance. In addition, when real estate values decline, the potential severity of loss on a real estate-secured loan can increase significantly, especially in the case of loans with high combined loan-to-value ratios. A decline in the national economy and the local economies of the areas in which the loans are concentrated could result in an increase in loan delinquencies, foreclosures or repossessions resulting in increased charge-off amounts and the need for additional loan loss allowances in future periods. In addition, our determination as to the amount of our allowance for loan losses is subject to review by our primary regulator, the FRB, as part of its examination process, which may result in the establishment of an additional allowance based upon the judgment of the FRB after a review of the information available at the time of its examination. Our allowance for loan losses amounted to \$6.8 million, or 1.35% of total loans outstanding and 79.1% of nonperforming loans, at December 31, 2012. Our allowance for loan losses at December 31, 2012 may not be sufficient to cover future loan losses. A large loss could deplete the allowance and require increased provisions to replenish the allowance, which would decrease our earnings. In addition, at December 31, 2012, we had a total of 18 loan relationships with outstanding balances that exceeded \$3.0 million, 17 of which were performing according to their original terms. However, the deterioration of one or more of these loans could result in a significant increase in our nonperforming loans and our provision for loan losses, which would negatively impact our results of operations.

Our emphasis on commercial real estate, agricultural, construction and municipal lending may expose us to increased lending risks.

At December 31, 2012, we had \$176.7 million in loans secured by commercial real estate, \$18.0 million in agricultural loans, \$12.0 million in construction loans and \$59.2 million in municipal loans. Commercial real estate loans, agricultural, construction and municipal loans represented 35.2%, 3.6%, 2.4% and 11.8%, respectively, of our loan portfolio. At December 31, 2012, we had \$4.7 million of reserves specifically allocated to these loan types. While commercial real estate, agricultural, construction and municipal loans are generally more interest rate sensitive and carry higher yields than do residential mortgage loans, these types of loans generally expose a lender to greater risk of non-payment and loss than single-family residential mortgage loans because repayment of the loans often depends on the successful operation of the property, the income stream of the borrowers and, for construction loans, the accuracy of the estimate of the property's value at completion of construction and the estimated cost of construction. Such loans typically involve larger loan balances to single borrowers or groups of related borrowers compared to single-family residential mortgage loans.

If we conclude that the decline in value of any of our investment securities is other than temporary, we are required to write down the value of that security through a charge to earnings.

We review our investment securities portfolio monthly and at each quarter-end reporting period to determine whether the fair value is below the current carrying value. When the fair value of any of our investment securities has declined below its carrying value, we are required to assess whether the decline is other than temporary. If we conclude that the decline is other than temporary, we are required to write down the value of that security through a charge to earnings. As of December 31, 2012, our investment portfolio included available for sale investment securities with a carrying value of \$300.0 million and a fair value of \$310.3 million, which included unrealized losses on 25 securities totaling \$344,000. Changes in the expected cash flows of these securities and/or prolonged price declines may result in our concluding in future periods that the impairment of these securities is other than temporary, which would require a charge to earnings to write down these securities to their fair value. Any charges for other-than-temporary impairment would not impact cash flow, tangible capital or liquidity.

Income from secondary mortgage market operations is volatile, and we may incur losses or charges with respect to our secondary mortgage market operations which would negatively affect our earnings.

We generally sell in the secondary market the longer term fixed-rate residential mortgage loans that we originate, earning non-interest income in the form of gains on sale. When interest rates rise, the demand for mortgage loans tends to fall and may reduce the number of loans available for sale. In addition to interest rate levels, weak or deteriorating economic conditions also tend to reduce loan demand. Although we sell loans in the secondary market without recourse, we are required to give customary representations and warranties to the buyers. If we breach those representations and warranties, the buyers can require us to repurchase the loans and we may incur a loss on the repurchase. Because we generally retain the servicing rights on the loans we sell in the secondary market, we are required to record a mortgage servicing right asset, which we test annually for impairment. The value of mortgage servicing rights tends to increase with rising interest rates and to decrease with falling interest rates. If we are required to take an impairment charge on our mortgage servicing rights our earnings would be adversely affected.

The Company's financial condition and results of operations are dependent on the economy in the Bank's market area.

The Bank's primary market area consists of the Pennsylvania Counties of Bradford, Potter, and Tioga in North Central Pennsylvania and Allegany, Steuben, Chemung and Tioga Counties in Southern New York. As of December 31, 2012, management estimates that approximately 92.8% of deposits and 81.6% of loans came from households whose primary address is located in the Bank's market area. Because of the Bank's concentration of business activities in its market area, the Company's financial condition and results of operations depend upon economic conditions in its market area. Adverse economic conditions in our market area could reduce our growth rate, affect the ability of our customers to repay their loans and generally affect our financial condition and results of operations. Conditions such as inflation, recession, unemployment, high interest rates and short money supply and other factors beyond our control may adversely affect our profitability. We are less able than a larger institution to spread the risks of unfavorable local economic conditions across a large number of diversified economies. Any sustained period of increased payment delinquencies, foreclosures or losses caused by adverse market or economic conditions in the States of Pennsylvania and New York could adversely affect the value of our assets, revenues, results of operations and financial condition. Moreover, we cannot give any assurance we will benefit from any market growth or favorable economic conditions in our primary market areas if they do occur.

Financial reform legislation enacted by Congress will, among other things, tighten capital standards, create a new Consumer Financial Protection Bureau and result in new laws and regulations that are expected to increase our costs of operations.

The Dodd-Frank Act has and will continue to change the current bank regulatory structure and affect the lending, investment, trading and operating activities of financial institutions and their holding companies. The Dodd-Frank Act requires the FRB to set minimum capital levels for bank holding companies that are as stringent as those required for insured depository institutions, and the components of Tier 1 capital would be restricted to capital instruments that are currently considered to be Tier 1 capital for insured depository institutions. The legislation also establishes a floor for capital of insured depository institutions that cannot be lower than the standards in effect today, and directs the federal banking regulators to implement new leverage and capital requirements within 18 months of the date of enactment of the Dodd-Frank Act that take into account off-balance sheet activities and other risks, including risks relating to securitized products and derivatives.

The Dodd-Frank Act also created a new Consumer Financial Protection Bureau with broad powers to supervise and enforce consumer protection laws. The Consumer Financial Protection Bureau has broad rule-making authority for a wide range of consumer protection laws that apply to all banks, including the authority to prohibit "unfair, deceptive or abusive" acts and practices. The Consumer Financial Protection Bureau has examination and enforcement authority over all banks and savings institutions with more than \$10.0 billion in assets. Banks and savings institutions with \$10.0 billion or less in assets will be examined by their applicable bank regulators.

In addition, the Dodd-Frank Act increased stockholder influence over boards of directors by requiring certain public companies to give stockholders a nonbinding vote on executive compensation and so-called "golden parachute" payments, and by authorizing the Securities and Exchange Commission to promulgate rules that would allow stockholders to nominate and solicit votes for their own candidates using a company's proxy materials.

Many aspects of the Dodd-Frank Act are subject to rulemaking and will take effect over several years. While it is difficult to anticipate the overall impact of the Dodd-Frank Act on us and the financial service industry, it is expected that at a minimum it will increase our operating costs.

The Company and the Bank operate in a highly regulated environment and may be adversely affected by changes in laws and regulations.

The Bank is subject to extensive regulation, supervision and examination by the FRB and the PDB, our chartering authorities, and by the FDIC, as insurer of its deposits. The Company is subject to regulation and supervision by the FRB. Such regulation and supervision govern the activities in which an institution and its holding company may engage, and are intended primarily for the protection of the insurance fund and for the depositors and borrowers of the Bank. The regulation and supervision by the FRB, PDB and the FDIC are not intended to protect the interests of investors in the Company's common stock. Regulatory authorities have extensive discretion in their supervisory and enforcement activities, including the imposition of restrictions on our operations, the classification of our assets and determination of the level of our allowance for loan losses. Any change in such regulation and oversight, whether in the form of regulatory policy, regulations, legislation or supervisory action, may have a material impact on our operations.

Strong competition within the Bank's market area could hurt profits and slow growth.

The Bank faces intense competition both in making loans and attracting deposits. This competition has made it more difficult for the Bank to make new loans and at times has forced the Bank to offer higher deposit rates. Price competition for loans and deposits might result in the Bank earning less on loans and paying more on deposits, which would reduce net interest income. Competition also makes it more difficult to increase loans and deposits. As of June 30, 2012, which is the most recent date for which information is available, for those counties in which the Bank has branches, we held 34.4% of the deposits in Bradford, Potter and Tioga Counties, Pennsylvania, which was the second largest share of deposits out of eight financial institutions with offices in the area, and 7.3% of the deposits in Allegany County, New York, which was the third largest share of deposits out of five financial institutions with offices in this area. Competition also makes it more difficult to hire and retain experienced employees. Some of the institutions with which the Bank competes have substantially greater resources and lending limits than the Bank has and may offer services that the Bank does not provide. Management expects competition to increase in the future as a result of legislative, regulatory and technological changes and the continuing trend of consolidation in the financial services industry. The Bank's profitability depends upon its continued ability to compete successfully in its market area.

We rely on our management and other key personnel, and the loss of any of them may adversely affect our operations.

We are and will continue to be dependent upon the services of our executive management team. In addition, we will continue to depend on our ability to retain and recruit key commercial loan officers. The unexpected loss of services of any key management personnel or commercial loan officers could have an adverse effect on our business and financial condition because of their skills, knowledge of our market, years of industry experience and the difficulty of promptly finding qualified replacement personnel.

Environmental liability associated with lending activities could result in losses.

In the course of our business, we may foreclose on and take title to properties securing our loans. If hazardous substances were discovered on any of these properties, we could be liable to governmental entities or third parties for the costs of remediation of the hazard, as well as for personal injury and property damage. Many environmental laws can impose liability regardless of whether we knew of, or were responsible for, the contamination. In addition, if we arrange for the disposal of hazardous or toxic substances at another site, we may be liable for the costs of cleaning up and removing those substances from the site even if we neither own nor operate the disposal site. Environmental laws may require us to incur substantial expenses and may materially limit use of properties we acquire through foreclosure, reduce their value or limit our ability to sell them in the event of a default on the loans they secure. In addition, future laws or more stringent interpretations or enforcement policies with respect to existing laws may increase our exposure to environmental liability.

Our ability to pay dividends is limited by law.

Our ability to pay dividends to our shareholders largely depends on our receipt of dividends from the Bank. The amount of dividends that the Bank may pay to us is limited by federal and state laws and regulations. We also may decide to limit the payment of dividends even when we have the legal ability to pay them in order to retain earnings for use in our business.

Federal and state banking laws, our articles of incorporation and our by-laws may have an anti-takeover effect.

Federal law imposes restrictions, including regulatory approval requirements, on persons seeking to acquire control over us. Pennsylvania law also has provisions that may have an anti-takeover effect. These provisions may serve to entrench management or discourage a takeover attempt that shareholders consider to be in their best interest or in which they would receive a substantial premium over the current market price.

We are subject to certain risks in connection with our use of technology

Communications and information systems are essential to the conduct of our business, as we use such systems to manage our customer relationships, our general ledger, our deposits, and our loans. Our operations rely on the secure processing, storage, and transmission of confidential and other information in our computer systems and networks. Although we take protective measures and endeavor to modify them as circumstances warrant, the security of our computer systems, software, and networks may be vulnerable to breaches, unauthorized access, misuse, computer viruses, or other malicious code and cyber attacks that could have a security impact.

In addition, breaches of security may occur through intentional or unintentional acts by those having authorized or unauthorized access to our confidential or other information or the confidential or other information of our customers, clients, or counterparties. If one or more of such events were to occur, the confidential and other information processed and stored in, and transmitted through, our computer systems and networks could potentially be jeopardized, or could otherwise cause interruptions or malfunctions in our operations or the operations of our customers, clients, or counterparties. This could cause us significant reputational damage or result in our experiencing significant losses.

Furthermore, we may be required to expend significant additional resources to modify our protective measures or to investigate and remediate vulnerabilities or other exposures arising from operational and security risks. Also, we may be subject to litigation and financial losses that are either not insured against or not fully covered through any insurance we maintain.

In addition, we routinely transmit and receive personal, confidential, and proprietary information by e-mail and other electronic means. We have discussed and worked with our customers, clients, and counterparties to develop secure transmission capabilities, but we do not have, and may be unable to put in place, secure capabilities with all of these constituents, and we may not be able to ensure that these third parties have appropriate controls in place to protect the confidentiality of such information. Any interception, misuse, or mishandling of personal, confidential, or proprietary information being sent to or received from a customer, client, or counterparty could result in legal liability, regulatory action, and reputational harm, and could have a significant adverse effect on our competitive position, financial condition, and results of operations.

ITEM 1B – UNRESOLVED STAFF COMMENTS.

Not applicable.

ITEM 2 – PROPERTIES.

The headquarters of the Company and Bank are located at 15 South Main Street, Mansfield, Pennsylvania. The building contains the central offices of the Company and Bank. Our bank owns fourteen banking facilities, leases five other facilities and owns an additional vacant property for a possible future branch expansion. All buildings owned by the Bank are free of any liens or encumbrances.

The net book value of owned banking facilities and leasehold improvements totaled \$10,774,000 as of December 31, 2012. The properties are adequate to meet the needs of the employees and customers. We have equipped all of our facilities with current technological improvements for data processing.

ITEM 3 - LEGAL PROCEEDINGS.

The Company is not involved in any pending legal proceedings other than routine legal proceedings occurring in the ordinary course of business. Such routine legal proceedings in the aggregate are believed by management to be

immaterial to the Company's financial condition or results of operations.

ITEM 4 – MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5 - MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

The Company's stock is not listed on any stock exchange, but it is quoted on the OTC Bulletin Board under the trading symbol CZFS. Prices presented in the table below are bid prices between broker-dealers published by the OTC Bulletin Board and the Pink Sheets Electronic Quotation Service. The prices do not include retail markups or markdowns or any commission to the broker-dealer. The bid prices do not necessarily reflect prices in actual transactions. Cash dividends are declared on a quarterly basis and are summarized in the table below (also see dividend restrictions in Note 15 of the consolidated financial statements).

| | 2012 | | Dividends declared per share | 2011 | | Dividends declared per share |
|-------------------|----------|----------|------------------------------------|----------|----------|------------------------------------|
| | High | Low | | High | Low | |
| First quarter | \$ 36.39 | \$ 33.42 | \$ 0.295 | \$ 45.00 | \$ 35.00 | \$ 0.260 |
| Second quarter | 41.09 | 35.64 | 0.300 | 38.01 | 36.50 | 0.265 |
| Third quarter | 46.00 | 39.31 | 0.300 | 40.00 | 33.00 | 0.265 |
| Fourth quarter | 46.01 | 41.75 | 0.685 | 36.65 | 32.75 | 0.370 |

The Company has paid dividends since April 30, 1984, the effective date of our formation as a bank holding company. The dividends paid in 2012 include an acceleration of 2013's first quarter dividend, which amounted to \$0.38 per share. The dividend was accelerated to benefit the Company's shareholders that could have been significantly impacted by issues in Washington D.C. regarding the very complex fiscal cliff tax issues that were not resolved until the final hours of 2012. The Company's Board of Directors expects that comparable cash dividends will continue to be paid by the Company in the future; however, future dividends necessarily depend upon earnings, financial condition, appropriate legal restrictions and other factors in existence at the time the Board of Directors considers a dividend policy. Cash available for dividend distributions to stockholders of the Company comes primarily from dividends paid to the Company by the Bank. Therefore, restrictions on the ability of the Bank to make dividend payments are directly applicable to the Company. Under the Pennsylvania Business Corporation Law of 1988, the Company may pay dividends only if, after payment, the Company would be able to pay debts as they become due in the usual course of our business and total assets will be greater than the sum of total liabilities. These regulatory policies could affect the ability of the Company to pay dividends or otherwise engage in capital distributions. Also see "Supervision and Regulation – Regulatory Restrictions on Bank Dividends," "Supervision and Regulation – Holding Company Regulation," and "Note 15 – Regulatory Matter" to the consolidated financial statements.

The Company distributed a 1% stock dividend on July 27, 2012 to all shareholders of record as of July 20, 2012.

As of February 28, 2013, the Company had approximately 1,555 stockholders of record. The computation of stockholders of record excludes investors whose shares were held for them by a bank or broker at that date. The following table presents information regarding the Company's stock repurchases during the three months ended December 31, 2012:

| Period | Total Number of | Average Price Paid | Maximum Number (or |
|--------|-----------------|--------------------|--------------------|
|--------|-----------------|--------------------|--------------------|

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| Shares (or units Purchased) | per Share (or Unit) | Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans of Programs | Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs (1) |
|-----------------------------|---------------------|---|--|
| 10/1/12 to 10/31/12 | - | - | 135,685 |
| 11/1/12 to 11/30/12 | 16,111 | \$43.92 | 16,111 |
| 12/1/12 to 12/31/12 | - | - | 119,574 |
| Total | 16,111 | \$43.92 | 16,111 |

(1) On January 17, 2012, the Company announced that the Board of Directors authorized the Company to repurchase up to 140,000 shares. The repurchases will be conducted through open-market purchases or privately negotiated transactions and will be made from time to time depending on market conditions and other factors. No time limit was placed on the duration of the share repurchase program. Any repurchased shares will be held as treasury stock and will be available for general corporate purposes.

Set forth below is a line graph comparing the yearly dollar changes in the cumulative shareholder return on the Company's common stock against the cumulative total return of the S&P 500 Stock index, NASDAQ Bank Index, and SNL Mid-Atlantic Bank Index for the period of six fiscal years assuming the investment of \$100.00 on December 31, 2006 and assuming the reinvestment of dividends. The shareholder return shown on the graph below is not necessarily indicative of future performance and was obtained from SNL Financial LC, Charlottesville, VA.

| Index | Period Ending | | | | | | |
|-----------------------------------|---------------|----------|----------|----------|----------|----------|----------|
| | 12/31/06 | 12/31/07 | 12/31/08 | 12/31/09 | 12/31/10 | 12/31/11 | 12/31/12 |
| Citizens Financial Services, Inc. | 100.00 | 93.40 | 96.45 | 134.90 | 203.38 | 197.59 | 258.60 |
| S&P 500 | 100.00 | 105.49 | 66.46 | 84.05 | 96.71 | 98.76 | 114.56 |
| SNL Bank NASDAQ | 100.00 | 78.51 | 57.02 | 46.25 | 54.57 | 48.42 | 57.71 |
| SNL Mid-Atlantic Bank | 100.00 | 75.62 | 41.66 | 43.85 | 51.16 | 38.43 | 51.49 |
| SNL Bank \$500M-\$1B | 100.00 | 80.13 | 51.35 | 48.90 | 53.38 | 46.96 | 60.21 |

ITEM 6 - SELECTED FINANCIAL DATA.

The following table sets forth certain financial data as of and for each of the years in the five year period ended December 31, 2012:

| (in thousands, except share data) | 2012 | 2011 | 2010 | 2009 | 2008 |
|---|-----------|-----------|-----------|-----------|-----------|
| Interest income | \$ 38,085 | \$ 38,293 | \$ 39,000 | \$ 38,615 | \$ 37,238 |
| Interest expense | 7,659 | 9,683 | 11,340 | 13,231 | 14,058 |
| Net interest income | 30,426 | 28,610 | 27,660 | 25,384 | 23,180 |
| Provision for loan losses | 420 | 675 | 1,255 | 925 | 330 |
| Net interest income after provision | | | | | |
| for loan losses | 30,006 | 27,935 | 26,405 | 24,459 | 22,850 |
| Non-interest income | 7,233 | 6,582 | 6,197 | 5,959 | 5,325 |
| Investment securities gains (losses), net | 604 | 334 | 99 | 139 | (4,089) |
| Non-interest expenses | 19,297 | 18,409 | 18,043 | 18,010 | 15,957 |
| Income before provision for income taxes | 18,546 | 16,442 | 14,658 | 12,547 | 8,129 |
| Provision for income taxes | 4,331 | 3,610 | 3,156 | 2,683 | 1,224 |
| Net income | \$ 14,215 | \$ 12,832 | \$ 11,502 | \$ 9,864 | \$ 6,905 |

Per share data:

| | | | | | |
|-----------------------------|---------|---------|---------|---------|---------|
| Net income – Basic (1) | \$ 4.88 | \$ 4.36 | \$ 3.90 | \$ 3.33 | \$ 2.33 |
| Net income - Diluted (1) | 4.88 | 4.36 | 3.90 | 3.33 | 2.33 |
| Cash dividends declared (1) | 1.58 | 1.15 | 1.07 | 1.00 | 0.95 |
| Stock dividend | 1% | 1% | 1% | 1% | 1% |
| Book value (1) (2) | 29.27 | 26.11 | 22.93 | 20.12 | 17.82 |

End of Period Balances:

| | | | | | |
|---------------------------|------------|------------|------------|------------|------------|
| Total assets | \$ 882,427 | \$ 878,567 | \$ 812,526 | \$ 729,477 | \$ 668,612 |
| Total investments | 310,252 | 318,823 | 251,303 | 198,582 | 174,139 |
| Loans | 502,463 | 487,509 | 473,517 | 456,384 | 432,814 |
| Allowance for loan losses | 6,784 | 6,487 | 5,915 | 4,888 | 4,378 |
| Total deposits | 737,096 | 733,993 | 680,711 | 605,559 | 546,680 |
| Total borrowings | 46,126 | 53,882 | 55,996 | 54,115 | 61,204 |
| Stockholders' equity | 89,475 | 81,468 | 68,690 | 61,527 | 52,770 |

Key Ratios

| | | | | | |
|--|--------|--------|--------|--------|--------|
| Return on assets (net income to average total assets) | 1.62% | 1.52% | 1.50% | 1.42% | 1.13% |
| Return on equity (net income to average total equity) | 17.48% | 17.86% | 18.13% | 17.65% | 13.51% |
| Equity to asset ratio (average equity to average total assets, excluding other comprehensive income) | 9.26% | 8.49% | 8.25% | 8.02% | 8.33% |
| Net interest margin | 3.99% | 3.94% | 4.19% | 4.23% | 4.36% |
| Efficiency | 46.10% | 46.23% | 47.96% | 51.91% | 50.91% |

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| | | | | | |
|--|--------|--------|--------|--------|--------|
| Dividend payout ratio (dividends declared divided by net income) | 32.37% | 26.30% | 27.50% | 29.92% | 40.77% |
| Tier 1 leverage | 9.70% | 8.83% | 8.32% | 8.15% | 7.91% |
| Tier 1 risk-based capital | 16.21% | 14.94% | 13.72% | 12.69% | 12.02% |
| Total risk-based capital | 17.50% | 16.23% | 14.97% | 13.77% | 13.06% |
| Nonperforming assets/total loans | 1.83% | 2.11% | 2.80% | 1.55% | 0.73% |
| Nonperforming loans/total loans | 1.71% | 1.94% | 2.65% | 1.48% | 0.60% |
| Allowance for loan losses/total loans | 1.35% | 1.33% | 1.25% | 1.07% | 1.01% |
| Net charge-offs/average loans | 0.02% | 0.02% | 0.05% | 0.09% | 0.04% |

(1) Amounts were retroactively adjusted to reflect stock dividends.

(2) Calculation excludes accumulated other comprehensive income.

ITEM 7 – MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

CAUTIONARY STATEMENT

We have made forward-looking statements in this document, and in documents that we incorporate by reference, that are subject to risks and uncertainties. Forward-looking statements include information concerning possible or assumed future results of operations of the Company, the Bank, First Citizens Insurance Agency, Inc. or the Company on a consolidated basis. When we use words such as “believes,” “expects,” “anticipates,” or similar expressions, we are making forward-looking statements. Forward-looking statements may prove inaccurate. For a variety of reasons, actual results could differ materially from those contained in or implied by forward-looking statements:

- Interest rates could change more rapidly or more significantly than we expect.
- The economy could change significantly in an unexpected way, which would cause the demand for new loans and the ability of borrowers to repay outstanding loans to change in ways that our models do not anticipate.
- The stock and bond markets could suffer a significant disruption, which may have a negative effect on our financial condition and that of our borrowers, and on our ability to raise money by issuing new securities.
- It could take us longer than we anticipate implementing strategic initiatives designed to increase revenues or manage expenses, or we may be unable to implement those initiatives at all.
- Acquisitions and dispositions of assets could affect us in ways that management has not anticipated.
- We may become subject to new legal obligations or the resolution of litigation may have a negative effect on our financial condition.
 - We may become subject to new and unanticipated accounting, tax, or regulatory practices or requirements.
- We could experience greater loan delinquencies than anticipated, adversely affecting our earnings and financial condition. We could also experience greater losses than expected due to the ever increasing volume of information theft and fraudulent scams impacting our customers and the banking industry.
- We could lose the services of some or all of our key personnel, which would negatively impact our business because of their business development skills, financial expertise, lending experience, technical expertise and market area knowledge.
- Exploration and drilling of the natural gas reserves in the Marcellus Shale in our market area may be affected by federal, state and local laws and regulations such as restrictions on production, permitting, changes in taxes and environmental protection, which could negatively impact our customers and, as a result, negatively impact our loan and deposit volume and loan quality.
- Similarly, customers dependent on the exploration and drilling of the natural gas reserves may be dependent on the market price of natural gas. As a result, decreases in the market price of natural gas could also negatively impact our customers.

Additional factors are discussed in this Annual Report on Form 10-K under “Item 1A. Risk Factors.” These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. Forward-looking statements speak only as of the date they are made and the Company does not undertake to update forward-looking statements to reflect circumstances or events that occur after the date of the forward-looking statements or to reflect the occurrence of unanticipated events. Accordingly, past results and trends should not be used by investors to anticipate future results or trends.

INTRODUCTION

The following is management’s discussion and analysis of the significant changes in financial condition, the results of operations, capital resources and liquidity presented in its accompanying consolidated financial statements for the Company. Our Company’s consolidated financial condition and results of operations consist almost entirely of the Bank’s financial condition and results of operations. Management’s discussion and analysis should be read in

conjunction with the audited consolidated financial statements and related notes. Except as noted, tabular information is presented in thousands of dollars.

Our Company currently engages in the general business of banking throughout our service area of Potter, Tioga and Bradford counties in North Central Pennsylvania and Allegany, Steuben, Chemung, and Tioga counties in Southern New York. We maintain our central office in Mansfield, Pennsylvania. Presently we operate 20 banking facilities, 17 of which operate as bank branches. In Pennsylvania, these offices are located in Mansfield, Blossburg, Ulysses, Genesee, Wellsboro, Troy, Sayre, Canton, Gillett, Millerton, LeRaysville, Towanda, Rome, the Wellsboro Weis Market store and the Mansfield Wal-Mart Super Center. In New York, our office is in Wellsville. We also have loan production offices in Lock Haven and Dallas, Pennsylvania.

Risk identification and management are essential elements for the successful management of the Company. In the normal course of business, the Company is subject to various types of risk, including interest rate, credit, liquidity and regulatory risk.

Interest rate risk is the sensitivity of net interest income and the market value of financial instruments to the direction and frequency of changes in interest rates. Interest rate risk results from various re-pricing frequencies and the maturity structure of the financial instruments owned by the Company. The Company uses its asset/liability and funds management policies to control and manage interest rate risk.

Credit risk represents the possibility that a customer may not perform in accordance with contractual terms. Credit risk results from loans with customers and the purchasing of securities. The Company's primary credit risk is in the loan portfolio. The Company manages credit risk by adhering to an established credit policy and through a disciplined evaluation of the adequacy of the allowance for loan losses. Also, the investment policy limits the amount of credit risk that may be taken in the investment portfolio.

Liquidity risk represents the inability to generate or otherwise obtain funds at reasonable rates to satisfy commitments to borrowers and obligations to depositors. The Company has established guidelines within its asset/liability and funds management policy to manage liquidity risk. These guidelines include, among other things, contingent funding alternatives.

Reputational risk, or the risk to our business, earnings, liquidity, and capital from negative public opinion, could result from our actual or alleged conduct in a variety of areas, including legal and regulatory compliance, lending practices, corporate governance, litigation, ethical issues, or inadequate protection of customer information. We expend significant resources to comply with regulatory requirements. Failure to comply could result in reputational harm or significant legal or remedial costs. Damage to our reputation could adversely affect our ability to retain and attract new customers, and adversely impact our earnings and liquidity.

Regulatory risk represents the possibility that a change in law, regulations or regulatory policy may have a material effect on the business of the Company and its subsidiary. We cannot predict what legislation might be enacted or what regulations might be adopted, or if adopted, the effect thereof on our operations. We cannot anticipate additional requirements or additional compliance efforts regarding the Bank Secrecy Act, Dodd-Frank Act or USA Patriot Act, or regulatory burdens regarding the ever increasing information theft and fraudulent activities impacting our customers and the banking industry in general.

Readers should carefully review the risk factors described in other documents our Company files with the SEC, including the annual reports on Form 10-K, the quarterly reports on Form 10-Q and any current reports on Form 8-K filed by us.

TRUST AND INVESTMENT SERVICES; OIL AND GAS SERVICES

Our Investment and Trust Division is committed to helping our customers meet their financial goals. The Trust Division offers professional trust administration, investment management services, estate planning and administration, custody of securities and individual retirement accounts. Assets held by the Bank in a fiduciary or agency capacity for its customers are not included in the consolidated financial statements since such items are not assets of the Bank. As of December 31, 2012 and 2011, non-deposit investment products under management totaled \$92.0 million and \$78.1 million, respectively. Additionally, as summarized in the table below, the Trust Department had assets under management as of December 31, 2012 and 2011 of \$105.6 million and \$94.7 million, respectively. The increase in assets under management is due to changing market valuations of approximately \$5.9 million and net new additions of accounts of \$5.0 million.

| (market values - in thousands) | 2012 | 2011 |
|--------------------------------|-------------------|------------------|
| INVESTMENTS: | | |
| Bonds | \$ 18,848 | \$ 20,688 |
| Stock | 23,811 | 21,500 |
| Savings and Money Market Funds | 15,521 | 18,411 |
| Mutual Funds | 46,106 | 32,780 |
| Mortgages | 558 | 723 |
| Real Estate | 670 | 570 |
| Miscellaneous | 40 | - |
| Cash | - | - |
| TOTAL | \$ 105,554 | \$ 94,672 |
| ACCOUNTS: | | |
| Trusts | 27,313 | 27,485 |
| Guardianships | 982 | 648 |
| Employee Benefits | 37,588 | 33,022 |
| Investment Management | 39,647 | 30,623 |
| Custodial | 24 | 2,894 |
| TOTAL | \$ 105,554 | \$ 94,672 |

Our financial consultants offer full service brokerage services throughout the Bank's market area. Appointments can be made at any Bank branch. The financial consultants provide financial planning which includes mutual funds, annuities, health and life insurance. These products are made available through our insurance subsidiary, First Citizens Insurance Agency, Inc.

In addition to the trust and investment services offered we have created an oil and gas division, which serves as a network of experts to assist our customers through various oil and gas specific leasing matters from lease negotiations to establishing a successful approach to personal wealth management. We have partnered with a professional firm to provide mineral management expertise and services to customers in our market who have been impacted by the Marcellus Shale exploration and drilling activities. Through this relationship, we are able to assist customers negotiate lease payments and royalty percentages, resolve leasing issues, account for and ensure the accuracy of royalty checks, distribute revenue to satisfy investment objectives and provide customized reports outlining payment and distribution information.

RESULTS OF OPERATIONS

Net income for the twelve months ended December 31, 2012 was \$14,215,000, which represents an increase of \$1,383,000, or 10.8%, when compared to the 2011 related period. Net income for the twelve months ended December 31, 2011 was \$12,832,000, which represents an increase of \$1,330,000, or 11.6%, when compared to the 2010 related period. Basic and diluted earnings per share were \$4.88, \$4.36, and \$3.90 for the years ended 2012, 2011 and 2010, respectively.

Net income is influenced by five key components: net interest income, provision for loan losses, non-interest income, non-interest expenses, and the provision for income taxes.

Net Interest Income

The most significant source of revenue is net interest income; the amount of interest earned on interest-earning assets exceeding interest incurred on interest-bearing liabilities. Factors that influence net interest income are changes in volume of interest-earning assets and interest-bearing liabilities as well as changes in the associated interest rates.

The following table sets forth our Company's average balances of, and the interest earned or incurred on, each principal category of assets, liabilities and stockholders' equity, the related rates, net interest income and rate "spread" created:

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Analysis of Average Balances and Interest Rates (1)

| | 2012 | | | 2011 | | | 2010 | | |
|---|---------------------------|----------|-----------------|---------------------------|----------|-----------------|---------------------------|----------|-----------------|
| | Average Balance (1) | Interest | Average Rate | Average Balance (1) | Interest | Average Rate | Average Balance (1) | Interest | Average Rate |
| (dollars in thousands) | \$ | \$ | % | \$ | \$ | % | \$ | \$ | % |
| ASSETS | | | | | | | | | |
| Short-term investments: | | | | | | | | | |
| Interest-bearing deposits at banks | 14,439 | 21 | 0.15 | 30,508 | 81 | 0.27 | 31,495 | 90 | 0.29 |
| Total short-term investments | 14,439 | 21 | 0.15 | 30,508 | 81 | 0.27 | 31,495 | 90 | 0.29 |
| Investment securities: | | | | | | | | | |
| Taxable | 226,424 | 4,592 | 2.03 | 198,908 | 4,630 | 2.33 | 147,242 | 4,923 | 3.34 |
| Tax-exempt (3) | 94,221 | 5,608 | 5.95 | 90,794 | 5,555 | 6.12 | 69,928 | 4,463 | 6.38 |
| Total investment securities | 320,645 | 10,200 | 3.18 | 289,702 | 10,185 | 3.52 | 217,170 | 9,386 | 4.32 |
| Loans: | | | | | | | | | |
| Residential mortgage loans | 183,408 | 11,746 | 6.40 | 181,394 | 12,396 | 6.83 | 192,294 | 13,666 | 7.11 |
| Construction loans | 10,746 | 605 | 5.63 | 7,043 | 437 | 6.20 | 9,548 | 588 | 6.16 |
| Commercial & agricultural loans | 235,073 | 14,699 | 6.25 | 223,586 | 14,297 | 6.39 | 208,596 | 13,903 | 6.67 |
| Loans to state & political subdivisions | 57,247 | 2,680 | 4.68 | 52,113 | 2,709 | 5.20 | 46,719 | 2,750 | 5.89 |
| Other loans | 10,348 | 871 | 8.42 | 10,836 | 921 | 8.49 | 11,463 | 994 | 8.67 |
| Loans, net of discount (2)(3)(4) | 496,822 | 30,601 | 6.16 | 474,972 | 30,760 | 6.48 | 468,620 | 31,901 | 6.81 |
| Total interest-earning assets | 831,906 | 40,822 | 4.91 | 795,182 | 41,026 | 5.16 | 717,285 | 41,377 | 5.77 |
| Cash and due from banks | 3,736 | | | 9,996 | | | 9,537 | | |
| Bank premises and equipment | 11,560 | | | 12,121 | | | 12,659 | | |
| Other assets | 30,782 | | | 28,816 | | | 29,311 | | |
| Total non-interest earning assets | 46,078 | | | 50,933 | | | 51,507 | | |
| Total assets | 877,984 | | | 846,115 | | | 768,792 | | |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | | | | | | | | |
| Interest-bearing liabilities: | | | | | | | | | |
| NOW accounts | 200,486 | 791 | 0.39 | 190,810 | 919 | 0.48 | 155,157 | 1,020 | 0.66 |
| Savings accounts | 84,558 | 165 | 0.20 | 71,205 | 195 | 0.27 | 55,241 | 166 | 0.30 |
| Money market accounts | 73,102 | 316 | 0.43 | 57,742 | 299 | 0.52 | 46,878 | 259 | 0.55 |
| Certificates of deposit | 290,710 | 4,841 | 1.67 | 312,284 | 6,531 | 2.09 | 320,504 | 8,115 | 2.53 |
| | 648,856 | 6,113 | 0.94 | 632,041 | 7,944 | 1.26 | 577,780 | 9,560 | 1.65 |

| | | | | | | | | | |
|--|--------|--------|-------|--------|--------|-------|--------|--------|-------|
| Total interest-bearing deposits | | | | | | | | | |
| Other borrowed funds | 52,484 | 1,546 | 2.95 | 55,483 | 1,739 | 3.13 | 54,071 | 1,780 | 3.29 |
| Total interest-bearing liabilities | | | | | | | | | |
| Demand deposits | 85,890 | | | 79,086 | | | 65,654 | | |
| Other liabilities | 9,430 | | | 7,637 | | | 7,841 | | |
| Total non-interest-bearing liabilities | | | | | | | | | |
| Stockholders' equity | 81,324 | | | 71,868 | | | 63,446 | | |
| Total liabilities & stockholders' equity | | | | | | | | | |
| Net interest income | | 33,163 | | | 31,343 | | | 30,037 | |
| Net interest spread (5) | | | 3.82% | | | 3.75% | | | 3.98% |
| Net interest income as a percentage of average interest-earning assets | | | | | | | | | |
| Ratio of interest-earning assets to interest-bearing liabilities | | | 3.99% | | | 3.94% | | | 4.19% |
| | | | | | | | | | |
| | | | 119% | | | 116% | | | 114% |

(1) Averages are based on daily averages.

(2) Includes loan origination and commitment fees.

(3) Tax exempt interest revenue is shown on a tax equivalent basis for proper comparison using a statutory federal income tax rate of 34%.

(4) Income on non-accrual loans is accounted for on a cash basis, and the loan balances are included in interest-earning assets.

(5) Interest rate spread represents the difference between the average rate earned on interest-earning assets and the average rate paid on interest-bearing liabilities.

Tax exempt interest revenue is shown on a tax-equivalent basis for proper comparison using a statutory, federal income tax rate of 34%. For purposes of the comparison, as well as the discussion that follows, this presentation facilitates performance comparisons between taxable and tax-free assets by increasing the tax-free income by an amount equivalent to the Federal income taxes that would have been paid if this income were taxable at the 34% Federal statutory rate. Accordingly, tax equivalent adjustments for investments and loans have been made accordingly to the previous table for the years ended December 31, 2012, 2011 and 2010, respectively (in thousands):

| | 2012 | 2011 | 2010 |
|---|-----------|-----------|-----------|
| Interest and dividend income from investment securities and short-term investments (non-tax adjusted) | \$ 8,315 | \$ 8,377 | \$ 7,958 |
| Tax equivalent adjustment | 1,906 | 1,889 | 1,518 |
| Interest and dividend income from investment securities and short-term investments (non-tax adjusted) | \$ 10,221 | \$ 10,266 | \$ 9,476 |
| | | | |
| | 2012 | 2011 | 2010 |
| Interest and fees on loans (non-tax adjusted) | \$ 29,770 | \$ 29,916 | \$ 31,042 |
| Tax equivalent adjustment | 831 | 844 | 859 |
| Interest and fees on loans (tax equivalent basis) | \$ 30,601 | \$ 30,760 | \$ 31,901 |
| | | | |
| | 2012 | 2011 | 2010 |
| Total interest income | \$ 38,085 | \$ 38,293 | \$ 39,000 |
| Total interest expense | 7,659 | 9,683 | 11,340 |
| Net interest income | 30,426 | 28,610 | 27,660 |
| Total tax equivalent adjustment | 2,737 | 2,733 | 2,377 |
| Net interest income (tax equivalent basis) | \$ 33,163 | \$ 31,343 | \$ 30,037 |

The following table shows the tax-equivalent effect of changes in volume and rates on interest income and expense (in thousands):

Analysis of Changes in Net Interest Income on a Tax-Equivalent Basis (1)

| | 2012 vs. 2011 (1) | | | 2011 vs. 2010 (1) | | |
|---|-------------------|----------------|--------------|-------------------|----------------|--------------|
| | Change in Volume | Change in Rate | Total Change | Change in Volume | Change in Rate | Total Change |
| Interest Income: | | | | | | |
| Short-term investments: | | | | | | |
| Interest-bearing deposits at banks | \$ (32) | \$ (28) | \$ (60) | \$ (3) | \$ (6) | \$ (9) |
| Investment securities: | | | | | | |
| Taxable | 598 | (636) | (38) | 1,446 | (1,739) | (293) |
| Tax-exempt | 189 | (136) | 53 | 1,268 | (176) | 1,092 |
| Total investment securities | 787 | (772) | 15 | 2,714 | (1,915) | 799 |
| Total investment income | 755 | (800) | (45) | 2,711 | (1,921) | 790 |
| Loans: | | | | | | |
| Residential mortgage loans | 140 | (790) | (650) | (757) | (513) | (1,270) |
| Construction loans | 204 | (36) | 168 | (155) | 4 | (151) |
| Commercial & agricultural loans | 706 | (304) | 402 | 906 | (512) | 394 |
| Loans to state & political subdivisions | 253 | (282) | (29) | 300 | (341) | (41) |
| Other loans | (42) | (8) | (50) | (54) | (19) | (73) |
| Total loans, net of discount | 1,261 | (1,420) | (159) | 240 | (1,381) | (1,141) |
| Total Interest Income | 2,016 | (2,220) | (204) | 2,951 | (3,302) | (351) |
| Interest Expense: | | | | | | |
| Interest-bearing deposits: | | | | | | |
| NOW accounts | 49 | (177) | (128) | 205 | (306) | (101) |
| Savings accounts | 55 | (85) | (30) | 42 | (13) | 29 |
| Money Market accounts | 45 | (28) | 17 | 55 | (15) | 40 |
| Certificates of deposit | (428) | (1,262) | (1,690) | (203) | (1,381) | (1,584) |
| Total interest-bearing deposits | (279) | (1,552) | (1,831) | 99 | (1,715) | (1,616) |
| Other borrowed funds | (91) | (102) | (193) | 48 | (89) | (41) |
| Total interest expense | (370) | (1,654) | (2,024) | 147 | (1,804) | (1,657) |
| Net interest income | \$ 2,386 | \$ (566) | \$ 1,820 | \$ 2,804 | \$ (1,498) | \$ 1,306 |

(1) The portion of total change attributable to both volume and rate changes, which cannot be separated, has been allocated proportionally to the change due to volume and the change due to rate prior to allocation.

2012 vs. 2011

Tax equivalent net interest income for 2012 was \$33,163,000 compared with \$31,343,000 for 2011, an increase of \$1,820,000 or 5.8%. Total interest income decreased \$204,000, as total investment income decreased \$45,000 and

loan interest income decreased \$159,000. The largest driver of the increase in net interest income was interest expense, as it decreased \$2,024,000 from 2011.

Total tax equivalent interest income from investment securities increased \$15,000 in 2012 from 2011. The average balance of investment securities increased \$30.9 million, which had an effect of increasing interest income by \$787,000 due to volume. The average tax-effected yield on our investment portfolio decreased from 3.52% in 2011 to 3.18% in 2012. This had the effect of decreasing interest income by \$772,000 due to rate, the majority of which was related to taxable securities whose yield decreased from 2.33% in 2011 to 2.03% in 2012. Due to the Federal Reserve announcement that rates would likely remain extremely low through late 2014, the Company's investment strategy changed in 2012 compared to the strategy in place in 2011. The previous strategy employed by the Company had resulted in a relatively short duration in the investment portfolio. As a result of the Federal Reserve's commitment to a low rate policy, the Company implemented a strategy to increase portfolio duration through the purchase of certain mortgage backed securities and longer term agencies to provide additional interest income. This strategy maintained a defensive posture to future rising rates by selecting securities that had limited extension risk. By increasing duration with defensive securities the Bank was able to increase interest income with minimal additional interest rate risk. As part of implementing this strategy, in the first quarter of 2012, the Company purchased certain investment securities utilizing overnight borrowings, which were repaid in the second quarter as other investment securities matured or were called. We believe this strategy, while having a positive impact on 2012 earnings, will also provide us with cash flows in the next two to five years to reinvest when and if investment opportunities improve.

In total, loan interest income decreased \$159,000 in 2012 from 2011. The average balance of our loan portfolio increased by \$21.9 million in 2012 compared to 2011, which resulted in an increase in interest income of \$1,261,000 due to volume. Offsetting this was a decrease in average yield on total loans from 6.48% in 2011 to 6.16% in 2012 resulting in a decrease in interest income of \$1,420,000 due to rate.

Specifically, interest income on residential mortgage loans decreased \$650,000. The majority of the decrease is a result of decrease of \$790,000 attributable to rate as the average yield on residential mortgages decreased from 6.83% in 2011 to 6.40% in 2012. This was offset by an increase due to volume of \$140,000, as the average balance of residential mortgage loans increased \$2.0 million. Due to continued, historically low mortgage interest rates on conforming mortgages throughout 2012, the Company decided to sell most conforming mortgage loans originated by the Bank to minimize interest rate risk in rising rate environments. During 2012, conforming loans totaling \$37,398,000 were originated and sold due to the continuing historically low residential mortgage rates offered during 2012. Currently, all loans sold by the Bank are sold without recourse, while retaining the servicing rights for the loans sold.

The average balance of construction loans increased \$3.7 million from 2011 to 2012, which had a positive impact of \$204,000 on interest income. This was offset by a decrease due to a reduction in yield of \$36,000 as the average yield on construction loans decreased from 6.2% in 2011 to 5.63% in 2012. The average balance of commercial and agricultural loans increased \$11.5 million from 2011 to 2012 which had a positive impact of \$706,000 on total interest income due to volume. We continue to focus on this segment of the loan portfolio, utilizing an experienced lending staff capable of servicing and solving our customers' lending needs. Offsetting these increases, the average yield on commercial and agricultural loans decreased from 6.39% in 2011 to 6.25% in 2012, decreasing interest income by \$304,000. The decreasing yield was the result of competitive pressures to obtain and retain quality credits in the current economic environment. The average balance of loans to state and political subdivisions increased \$5.1 million from 2012 to 2011 primarily as a result of municipalities in our area that continued to borrow funds to ensure compliance with U.S. Environmental Protection Agency laws and regulations impacting the Chesapeake Bay watershed. This had a positive impact of \$253,000 on total interest income due to volume. Offsetting this, the average tax equivalent yield on loans to state and political subdivisions decreased from 5.20% in 2011 to 4.68% in 2012, decreasing interest income by \$282,000. The decreasing yield was largely due to competitive pressures to obtain and retain quality credits in the current economic environment.

Total interest expense decreased \$2,024,000 in 2012 compared to 2011. The decrease is primarily attributable to a change in average rate from 1.41% in 2011 to 1.09% in 2012, which had the effect of decreasing interest expense by \$1,654,000. The continued low interest rate environment prompted by the Federal Reserve and current economic conditions had the effect of decreasing our short-term borrowing costs as well as rates on all deposit products. While the Company's rates on deposit products are below historical averages they are competitive with rates paid by other institutions in the marketplace. The average balance of interest bearing liabilities increased \$13.8 million from 2011 to 2012. While in total the average balance liabilities increased, certificates of deposit and other borrowed funds decreased \$21.6 million and \$3.0 million, respectively, which resulted a decrease in interest expense due to volume of \$370,000.

The average balance of certificates of deposit decreased \$21.6 million causing a decrease in interest expense of \$428,000. In addition, there was a decrease in the average rate on certificates of deposit from 2.09% to 1.67% resulting in a decrease in interest expense of \$1,262,000. The average balance of other borrowed funds decreased \$3.0 million causing a decrease in interest expense of \$91,000. In addition, there was a decrease in the average rate on other borrowed funds from 3.13% to 2.95% resulting in a decrease in interest expense of \$102,000.

Our net interest spread for 2012 was 3.82% compared to 3.75% in 2011. The current economic situation has resulted in a flattening of the short term portion of the yield curve. Should long-term interest rates move in such a way that results in a further flattened or inverted yield curve, we would anticipate additional pressure on our margin.

2011 vs. 2010

Tax equivalent net interest income for 2011 was \$31,343,000 compared with \$30,037,000 for 2010, an increase of \$1,306,000 or 4.3%. Most of this increase was due to a decrease in interest expense of \$1,657,000. The average rate on interest bearing liabilities decreased from 1.79% to 1.41% in 2011, which had the effect of decreasing interest expense by \$1,804,000. The increased volume of interest-bearing liabilities of \$55.7 million generated an increase in interest expense of \$147,000. The increased volume of interest earning assets of \$77.9 million generated an increase in interest income of \$2,951,000. The average rate on interest earning assets decreased from 5.77% in 2010 to 5.16% in 2011, which had the effect of decreasing interest income by \$3,302,000.

Total tax equivalent interest income from investment securities increased \$799,000 in 2011 from 2010. The average balance of investment securities increased \$72.5 million, which had an effect of increasing interest income by \$2,714,000 due to volume. The average tax-effected yield on our investment portfolio decreased from 4.32% in 2010 to 3.52% in 2011. This had the effect of decreasing interest income by \$1,915,000 due to rate, the majority of which was related to taxable securities whose yield decreased from 3.34% in 2010 to 2.33% in 2011. The Company's strategy in 2011 was to invest available funds primarily in shorter-term, one-time callable agency securities that offer higher coupon rates, as well as agency securities that mature in two to four years and longer term municipal securities. During 2011 as part of this strategy, we purchased \$125.8 million of U.S. agency obligations and \$27.9 million of municipal obligations. While this strategy resulted in a decrease in the overall yield on our investments, it was implemented to stabilize the effective duration and average life of the portfolio in an upward rate environment.

Loan income decreased \$1.1 million in 2011 from 2010. The average balance of our loan portfolio increased by \$6.4 million in 2011 compared to 2010 resulting in an increase in interest income of \$240,000 due to volume. Offsetting this was a decrease in yield on total loans from 6.81% in 2010 to 6.48% in 2011 resulting in a decrease in interest income of \$1,381,000 due to rate.

Interest income on residential mortgage loans decreased \$1,270,000, of which \$757,000 was due to volume and \$513,000 was due to rate. The average balance decreased \$10.9 million due to the fact that more customers are qualifying for conforming loans which the Bank typically sells, and local economic conditions related to the exploration of the Marcellus Shale, which reduced the borrowing needs of some of the residents in our primary market. Due to the lower rates typically associated with conforming mortgages, the Company sold a majority to minimize interest rate risk in rising rate environments. During 2011, conforming loans totaling \$9,583,000 were originated and sold due to the continuing historically low residential mortgage rates offered during 2011. The average balance of construction loans decreased \$2.5 million from 2010 to 2011. This had a negative impact of \$155,000 on total interest income. The average balance of commercial and agricultural loans increased \$15.0 million from 2010 to 2011. This had a positive impact of \$906,000 on total interest income due to volume. Offsetting this, the average yield on commercial and agricultural loans decreased from 6.67% in 2010 to 6.39% in 2011, decreasing interest income by \$512,000. The average balance of loans to state and political subdivisions increased \$5.4 million from 2011 to 2010 primarily as a result of municipalities in our area borrowing funds to ensure compliance with U.S. Environmental Protection Agency laws and regulations impacting the Chesapeake Bay watershed. This had a positive impact of \$300,000 on total interest income due to volume. Offsetting this, the average tax equivalent yield on loans to state and political subdivisions decreased from 5.89% in 2010 to 5.20% in 2011, decreasing interest income by \$341,000.

Total interest expense decreased \$1,657,000 in 2011 compared to 2010. The decrease is primarily attributable to a change in rate from 1.79% in 2010 to 1.41% in 2011, which had the effect of decreasing interest expense by \$1,804,000. The average balance of interest bearing liabilities increased \$55.7 million from 2010 to 2011. This had

the effect of increasing interest expense by \$147,000 due to volume.

The average balance of certificates of deposit decreased \$8.2 million causing a decrease in interest expense of \$203,000. In addition, there was a decrease in the rate on certificates of deposit from 2.53% to 2.09% resulting in a decrease in interest expense of \$1,381,000. The average balance of NOW accounts also increased \$35.7 million accounting for an increase of \$205,000 in interest expense. The change in rate from 66 basis points to 48 basis points, contributed to an offset in interest expense of \$306,000 resulting in an overall decrease of \$101,000.

Our net interest spread for 2011 was 3.75% compared to 3.98% in 2010.

PROVISION FOR LOAN LOSSES

For the year ended December 31, 2012, we recorded a provision for loan losses of \$420,000, which represents a decrease of \$255,000 or 37.8% over the same time period in 2011. The decrease in the provision for loan losses is the result of improving conditions of the Company's loan portfolio and the current economic conditions in the Company's primary market place, as of December 31, 2012, which have impacted management's quarterly review of the allowance for loan losses (see also "Financial Condition – Allowance for Loan Losses and Credit Quality Risk").

For the year ended December 31, 2011, we recorded a provision for loan losses of \$675,000, which represents a decrease of \$580,000 or 46.2% over the same time period in 2010. The decrease in the provision for loan losses was the result of improved conditions in the Company's loan portfolio compared to 2010.

NON-INTEREST INCOME

The following table reflects non-interest income by major category for the periods ended December 31 (dollars in thousands):

| | 2012 | 2011 | 2010 |
|---------------------------------------|----------|----------|----------|
| Service charges | \$ 4,475 | \$ 4,380 | \$ 3,997 |
| Trust | 644 | 665 | 542 |
| Brokerage and insurance | 392 | 352 | 439 |
| Investment securities gains, net | 604 | 334 | 99 |
| Gains on loans sold | 759 | 208 | 341 |
| Earnings on bank owned life insurance | 507 | 498 | 504 |
| Other | 456 | 479 | 374 |
| Total | \$ 7,837 | \$ 6,916 | \$ 6,296 |

| | 2012/2011 Change | | 2011/2010 Change | |
|----------------------------------|------------------|-------|------------------|--------|
| | Amount | % | Amount | % |
| Service charges | \$ 95 | 2.2 | \$ 383 | 9.6 |
| Trust | (21) | (3.2) | 123 | 22.7 |
| Brokerage and insurance | 40 | 11.4 | (87) | (19.8) |
| Investment securities gains, net | 270 | 80.8 | 235 | 237.4 |
| Gains on loans sold | 551 | 264.9 | (133) | (39.0) |

| | | | | |
|--|--------|-------|--------|-------|
| Earnings on bank owned life insurance | 9 | 1.8 | (6) | (1.2) |
| Other | (23) | (4.8) | 105 | 28.1 |
| Total | \$ 921 | 13.3 | \$ 620 | 9.8 |

2012 vs. 2011

Non-interest income increased \$921,000 in 2012 from 2011, or 13.3%. We recorded investment securities gains totaling \$604,000 compared with net gains of \$334,000 in 2011. During 2012, we elected to sell four agency securities, thirteen mortgage backed securities, portions of an equity security and one municipal security for total gains of \$604,000 due to favorable market conditions. During 2011, we elected to sell three agency securities, thirteen mortgage backed securities, portions of two equity securities and one municipal security for total gains of \$461,000. We sold three municipal bonds, one equity security and one mortgage backed security for losses totaling \$73,000. Additionally, we recorded an other than temporary impairment charge of \$54,000 related to one equity security due to the magnitude of the loss in relation to the security's cost basis.

Gains on loans sold increased \$551,000 compared to last year, which is the result of the increased level of refinancing done in 2012 versus 2011. During 2012, due to the low rate interest rate environment, the Company sold \$36.7 million of loans on the secondary market generating gains compared to \$9.8 million of loans in 2011. Trust income decreased slightly in 2012 from 2011 due to a large estate settling in 2011 that resulted in significant revenues.

Service charge income increased by \$95,000 in 2012 compared to 2011 and continues to be the Company's primary source of non-interest income. Service charge fees related to customers' usage of their debit cards increased by \$49,000 and continues to become a larger percentage of service charge income as the Company is encouraging its customers to use their debit cards for making purchases by providing a deposit product that rewards customers for their usage. ATM income increased \$31,000 in 2012 compared to 2011 due to a rate increase implemented midway through 2011 and additional usage of the Company's ATM machines by non-customers. Part of the increased usage by non-customers is associated with an influx of temporary workers working for companies' associated with the exploration of the Marcellus Shale who have not established permanent residency in the Company's primary market. Finally, there was an increase in fees charged to customers for non-sufficient funds of \$19,000. Management continues to monitor regulatory changes including the Dodd-Frank Act to determine the level of impact that these regulations will have on the Company.

2011 vs. 2010

Non-interest income increased \$620,000 in 2011 from 2010, or 9.8%. We recorded investment securities gains totaling \$334,000 compared with net gains of \$99,000 in 2010. During 2011, we elected to sell three agency securities, thirteen mortgage backed securities, portions of two equity securities and one municipal security for total gains of \$461,000. We also sold three municipal bonds, one equity security and one mortgage backed security for losses totaling \$73,000. We also recorded an other than temporary impairment charge of \$54,000 related to one equity security due to the magnitude of the loss in relation to the security's cost basis. During 2010, we elected to sell one U.S. Treasury note, three agency securities and one mortgage backed security for total gains of \$99,000. There were no sales in 2010 that resulted in a realized loss.

Service charge income increased by \$383,000 in 2011 compared to 2010. Service charge fees related to customers' usage of their debit cards increased by \$333,000. ATM income increased \$62,000 in 2011 compared to 2010. This was offset by a decrease in fees charged to customers for non-sufficient funds of \$21,000. The decrease in fees charged to customers for non-sufficient funds was the result of changes to Regulation E effective for all of 2011 compared to only a portion of 2010.

Gains on loans sold decreased \$133,000 compared to 2010, which is the result of the reduced level of refinancing done in 2011 versus 2010. Trust income increased in 2011 from 2010 due to a large estate settling in 2011. Other income increased \$105,000 as a result of additional transferring the brokerage platform to a new vendor that resulted in other income of \$38,000 to make up for any lost sales during the conversion and to cover certain conversion costs, and \$37,000 of commissions by offering FHA and VA mortgage loans through a third party. Brokerage and insurance revenue decreased by \$87,000 in 2011, as customers purchased fewer insurance products and performed fewer trades due the volatility experienced in the stock markets in 2011.

Non-interest Expenses

The following tables reflect the breakdown of non-interest expense by major category for the periods ended December 31 (dollars in thousands):

| | 2012 | 2011 | 2010 |
|-----------------------|-----------|----------|----------|
| Salaries and employee | \$ 11,018 | \$ 9,996 | \$ 9,850 |

| | | | |
|-------------------------------|-----------|-----------|-----------|
| benefits | | | |
| Occupancy | 1,265 | 1,331 | 1,219 |
| Furniture and equipment | 411 | 449 | 454 |
| Professional fees | 891 | 744 | 681 |
| FDIC insurance | 468 | 592 | 950 |
| ORE expenses | 164 | 396 | 310 |
| Pennsylvania shares tax | 602 | 541 | 540 |
| Other | 4,478 | 4,360 | 4,039 |
| Total | \$ 19,297 | \$ 18,409 | \$ 18,043 |

| | 2012/2011 Change | | 2011/2010 Change | |
|--------------------------------|---------------------|--------|---------------------|--------|
| | Amount | % | Amount | % |
| Salaries and employee benefits | \$ 1,022 | 10.2 | \$ 146 | 1.5 |
| Occupancy | (66) | (5.0) | 112 | 9.2 |
| Furniture and equipment | (38) | (8.5) | (5) | (1.1) |
| Professional fees | 147 | 19.8 | 63 | 9.3 |
| FDIC insurance | (124) | (20.9) | (358) | (37.7) |
| ORE expenses | (232) | (58.6) | 86 | 27.7 |
| Pennsylvania shares tax | 61 | 11.3 | 1 | 0.2 |
| Other | 118 | 2.7 | 321 | 7.9 |
| Total | \$ 888 | 4.8 | \$ 366 | 2.0 |

2012 vs. 2011

Non-interest expenses for 2012 totaled \$19,297,000 which represents an increase of \$888,000, compared with 2011 costs of \$18,409,000. Salary and benefit costs increased \$1,022,000. Base salaries and related payroll taxes increased \$574,000, primarily due to merit increases and additional head count as a result of implementing portions of the Company's strategic and expansion plans. Full time equivalent staffing was 181 and 174 employees for 2012 and 2011, respectively. Incentive costs increased \$38,000 compared to 2011 primarily due to the attainment of certain corporate goals and objectives. Insurance costs for employees increased by \$304,000 as a result of claims experience. Retirement expenses increased \$94,000 compared to 2011 as a result of actuarial changes in the pension plan and increased salary levels utilized in the calculation of the supplemental executive retirement plan.

FDIC insurance decreased \$124,000 in 2012 primarily due to changes in the FDIC assessment base and the assessment formula that was implemented during 2011 that was effective for all of 2012. Professional fees increased as a result fees and costs incurred in connection with the Bank's charter conversion and simultaneous name change. ORE expenses decreased as a result of selling several properties for gains in 2012 compared to losses in 2011. In addition, as a result of the sales, holding costs for ORE properties were also lower in 2012.

2011 vs. 2010

Non-interest expenses for 2011 totaled \$18,409,000 which represents an increase of \$366,000, compared with 2010 costs of \$18,043,000. Salary and benefit costs increased \$146,000. Base salaries and related payroll taxes increased \$394,000, primarily due to merit increases and additional head count. Full time equivalent staffing was 174 and 168 employees for 2011 and 2010, respectively. Incentive costs increased \$208,000 compared to 2010 primarily due to the attainment of certain corporate goals and objectives. Insurance costs for employees decreased by \$48,000 attributable to the Bank becoming self insured for employee health insurance expenses in May of 2010. Supplemental executive retirement plan (SERP) expenses decreased \$287,000. Pension expense decreased by \$43,000 compared to 2010, mostly attributable to an increase in the market value of plan assets during 2010 and the impact it had on the actuarial calculation of pension costs for 2011.

FDIC insurance decreased \$358,000 in 2011 primarily due to changes in the FDIC assessment base and the assessment formula.

Occupancy expenses increased \$112,000 primarily as a result of additional depreciation and real estate taxes on the new Wellsboro building and land purchased in Lock Haven. We also experienced increases in rental expense for the new office located in Rome, Pennsylvania and the loan production office in Lock Haven, Pennsylvania. Finally, we experienced an increase in utility costs as a result of the deregulation of the electric market in Pennsylvania and the colder than normal months of January through May of 2011.

ORE expenses increased \$86,000 primarily as a result of write downs of ORE properties to fair market value as of December 31, 2011.

Other expenses increased \$321,000 from 2010 to 2011. The biggest increase was the recording of \$135,000 as a provision for off-balance sheet items. Contributions also increased \$50,000 due to a contribution made to a local educational foundation, which will result in the Bank receiving tax credits towards its various Pennsylvania taxes in 2012. Additionally, there was an increase to the amortization expense associated with the Company's investments in low income housing projects from which the Bank generates tax credits. This expense increased \$80,000 from 2010 to 2011 to a total of \$151,000.

Provision for Income Taxes

The provision for income taxes was \$4,331,000, \$3,610,000 and \$3,156,000 for 2012, 2011 and 2010, respectively. The effective tax rates for 2012, 2011 and 2010 were 23.4% 22.0% and 21.6%, respectively.

Income before the provision for income taxes increased by \$2,104,000 in 2012 compared to 2011. This resulted in the provision for income taxes increasing by \$721,000 when compared to 2011. We have managed our effective tax rate by remaining invested in tax-exempt municipal loans and bonds and investments in certain partnerships that provide the Company with tax credits. As such, the provision was impacted in 2012 by an increase in tax exempt bond and loan revenue.

Income before the provision for income taxes increased by \$1,784,000 in 2011 compared to 2010. This resulted in the provision for income taxes increasing by \$454,000 when compared to 2010.

We are involved in four limited partnership agreements that established low-income housing projects in our market area. During 2012, we recognized tax credits related to one of the four partnerships as the tax credits for two projects were fully utilized by December 31, 2011 and the other project began construction in the second quarter of 2011. For the project under construction, we expect to receive tax credits totaling \$1.4 million, with initial recognition of the credits beginning in 2013. We anticipate recognizing an aggregate of \$1.6 million of tax credits over the next 10 years.

FINANCIAL CONDITION

The following table presents ending balances (dollars in millions), growth and the percentage change during the past two years:

| | 2012 | | % | 2011 | | % | 2010 |
|----------------------------|----------|----------|--------|----------|----------|--------|----------|
| | Balance | Increase | Change | Balance | Increase | Change | Balance |
| Total assets | \$ 882.4 | \$ 3.8 | 0.4 | \$ 878.6 | \$ 66.1 | 8.1 | \$ 812.5 |
| Total investments | 310.3 | (8.5) | (2.7) | 318.8 | 67.5 | 26.9 | 251.3 |
| Total loans, net | 495.7 | 14.7 | 3.1 | 481.0 | 13.4 | 2.9 | 467.6 |
| Total deposits | 737.1 | 3.1 | 0.4 | 734.0 | 53.3 | 7.8 | 680.7 |
| Total stockholders' equity | 89.5 | 8.0 | 9.8 | 81.5 | 12.8 | 18.6 | 68.7 |

Cash and Cash Equivalents

Cash and cash equivalents totaled \$26.3 million at December 31, 2012 compared with \$30.4 million at December 31, 2011. The decrease in cash and cash equivalents is the result of the Company's increased loan portfolio and decreased other borrowings offset by deposit growth, as discussed in more detail below. Management actively measures and

evaluates its liquidity through our Asset – Liability committee and believes its liquidity needs are satisfied by the current balance of cash and cash equivalents, readily available access to traditional funding sources, Federal Home Loan Bank financing, federal funds lines with correspondent banks, brokered certificates of deposit and the portion of the investment and loan portfolios that mature within one year. Management expects that these sources of funds will permit us to meet cash obligations and off-balance sheet commitments as they come due.

Investments

The following table shows the year-end composition of the investment portfolio for the five years ended December 31 (dollars in thousands):

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| | 2012 Amount | % of Total | 2011 Amount | % of Total | 2010 Amount | % of Total | 2009 Amount | % of Total | 2008 Amount | % of Total |
|---|----------------|---------------|----------------|---------------|----------------|---------------|----------------|---------------|----------------|---------------|
| Available-for-sale: | | | | | | | | | | |
| U. S. Agency securities | \$ 127,234 | 41.0 | \$ 168,600 | 52.9 | \$ 118,484 | 47.1 | \$ 65,223 | 32.8 | \$ 28,942 | 16.6 |
| U.S. Treasuries | 4,947 | 1.6 | - | - | - | - | - | - | - | - |
| Obligations of state & political subdivisions | 100,875 | 32.5 | 101,547 | 31.9 | 76,922 | 30.6 | 59,574 | 30.0 | 44,132 | 25.3 |
| Corporate obligations | 22,109 | 7.1 | 8,460 | 2.7 | 8,681 | 3.5 | 3,166 | 1.6 | 5,296 | 3.0 |
| Mortgage-backed securities | 53,673 | 17.3 | 38,974 | 12.2 | 46,015 | 18.3 | 70,194 | 35.3 | 95,407 | 54.8 |
| Equity securities | 1,414 | 0.5 | 1,242 | 0.3 | 1,201 | 0.5 | 425 | 0.3 | 362 | 0.3 |
| Total | \$ 310,252 | 100.0 | \$ 318,823 | 100.0 | \$ 251,303 | 100.0 | \$ 198,582 | 100.0 | \$ 174,139 | 100.0 |

2012

The Company's investment portfolio decreased by \$8.6 million, or 2.7%, during the past year. During 2012, we purchased \$60.6 million of U.S. agency obligations, \$36.5 million of mortgage-backed securities, \$11.3 million of state and local obligations, \$13.6 million of corporate obligations, \$8.8 million of U.S. treasury notes and \$140,000 of equity securities, which help offset the \$16.0 million of principal repayments and \$101.4 million of calls and maturities that occurred during the year. We also selectively sold \$20.6 million of bonds and equities at a net gain of \$604,000. The market value of our investment portfolio increased approximately \$217,000 in 2012 due to market fluctuations. Excluding our short term investments consisting of monies held primarily at the Federal Reserve, the effective yield on our investment portfolio for 2012 was 3.18% compared to 3.52% for 2011 on a tax equivalent basis.

Due to the continued low interest rate environment, we have experienced significant prepayments of our mortgage backed securities, which, with the normal returns of principals, totaled \$16.0 million. The current rate environment has also resulted in numerous agency and municipal bonds being called, which, including maturities, totaled \$101.4 million for 2012. As a result of the Federal Reserve's commitment to a low rate policy, the Company implemented a strategy in 2012 to increase portfolio duration through the purchase of certain mortgage backed securities and longer term agencies to provide additional interest income. This strategy maintained a defensive posture to future rising rates by selecting securities that had limited extension risk. As part of implementing this strategy, the Company purchased agencies, corporate bonds, high quality municipal bond and mortgage backed securities of \$60.6 million, \$13.6 million, \$11.3 million and \$36.5 million, respectively. We believe this strategy, while having a positive impact on 2012 earnings, will also enable us to reinvest cash flows in the next two to five years when and if investment opportunities improve.

At December 31, 2012, the Company did not own any securities, other than government-sponsored and government-guaranteed mortgage-backed securities, that had an aggregate book value in excess of 10% of our total capital at that date.

2011

The Company's investment portfolio increased by \$67.5 million, or 26.9%, from the end of 2010. During 2011, we purchased \$125.8 million of U.S. agency obligations, \$8.4 million of mortgage-backed securities, \$27.9 million of state and local obligations, and \$147,000 of equity securities, which help offset the \$9.9 million of principal

repayments and \$79.7 million of calls and maturities that occurred during the year. We also selectively sold \$10.3 million of bonds and equities at a net gain of \$334,000. The market value of our investment portfolio increased approximately \$6.8 million in 2011 due to market fluctuations. Excluding our short term investments consisting of monies held primarily at the Federal Reserve, the effective yield on our investment portfolio for 2011 was 3.52% compared to 4.32% for 2010 on a tax equivalent basis.

The expected principal repayments (amortized cost) and average weighted yields for the investment portfolio as of December 31, 2012, are shown below (dollars in thousands). Expected principal repayments, which include prepayment speed assumptions for mortgage-backed securities, are significantly different than the contractual maturities detailed in Note 3 of the consolidated financial statements. Yields on tax-exempt securities are presented on a fully taxable equivalent basis, assuming a 34% tax rate.

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| | One Year or Less | | After One Year | | After Five Years | | After Ten Years | | Total | |
|---|------------------|---------|----------------|---------|------------------|---------|-----------------|---------|----------------|---------|
| | Amortized Cost | Yield % | Amortized Cost | Yield % | Amortized Cost | Yield % | Amortized Cost | Yield % | Amortized Cost | Yield % |
| Available-for-sale securities: | | | | | | | | | | |
| U.S. agency securities | \$ 52,676 | 1.7 | \$ 72,449 | 1.7 | \$ - | - | \$ - | - | \$ 125,125 | 1.7 |
| U.S. treasuries | - | - | - | - | 4,922 | 1.2 | - | - | 4,922 | 1.2 |
| Obligations of state & political subdivisions | 14,013 | 5.6 | 58,650 | 5.5 | 22,625 | 6.0 | - | - | 95,288 | 5.7 |
| Corporate obligations | 4,080 | 1.5 | 10,419 | 2.8 | 7,200 | 1.8 | - | - | 21,699 | 2.2 |
| Mortgage-backed securities | 11,242 | 2.5 | 40,830 | 2.5 | - | - | - | - | 52,072 | 2.5 |
| Total available-for-sale | \$ 82,011 | 2.5 | \$ 182,348 | 3.1 | \$ 34,747 | 4.3 | \$ - | - | \$ 299,106 | 3.1 |

Approximately 88.4% of the amortized cost of debt securities is expected to mature, call or pre-pay within five years or less. The Company expects that earnings from operations, the levels of cash held at the Federal Reserve and other correspondent banks, the high liquidity level of the available-for-sale securities, growth of deposits and the availability of borrowings from the Federal Home Loan Bank and other third party banks will be sufficient to meet future liquidity needs. Excluding, U.S Agency and Mortgage-backed securities, there are no securities from a single issuer representing more than 10% of stockholders' equity.

Loans

The Bank's lending efforts are focused within its market area located in North Central Pennsylvania and Southern New York. We originate loans primarily through direct loans to our existing customer base, with new customers generated by referrals from real estate brokers, building contractors, attorneys, accountants, existing customers and the Bank's website. The Bank offers a variety of loans although historically most of our lending has focused on real estate loans including residential, commercial, agricultural, and construction loans. As of December 31, 2012, approximately 77% of our loan portfolio consisted of real estate loans. All lending is governed by a lending policy that is developed and maintained by us and approved by the Board of Directors.

Primarily the Bank offers fixed rate residential mortgage loans with terms of up to 25 years and adjustable rate mortgage loans (with amortization schedules based up to 30 years) with interest rates and payments that adjust based on one, three, and five year fixed periods. Loan to value ratios are usually 80% or less with exceptions for individuals with excellent credit and low debt to income and/or high net worth. Adjustable rate mortgages are tied to a margin above the comparable Federal Home Loan Bank of Pittsburgh borrowing rate. Home equity loans are written with terms of up to 15 years at fixed rates. Home equity lines of credit are variable rate loans tied to the Prime Rate generally with a ten year draw period followed by a ten year repayment period. Home equity loans are typically written with a maximum 80% loan to value.

Commercial real estate loan terms are generally 20 years or less with one to five year adjustable rates. The adjustable rates are typically tied to a margin above the comparable Federal Home Loan Bank of Pittsburgh borrowing rate with a maximum loan to value ratio of 80%. Where feasible, the Bank works with the United States Department of Agriculture's (USDA) and Small Business Administration (SBA) guaranteed loan programs to offset risk and to further

promote economic growth in our market area. During 2012, we originated \$3.8 million in USDA and SBA guaranteed commercial real estate loans.

Agriculture, and particularly dairy farming, is an important industry in our market area. Therefore the Bank has developed an agriculture lending team with significant experience that has a thorough understanding of this industry. Agricultural loans focus on character, cash flow and collateral, while also taking into account the particular risks of the industry. Loan terms are generally 20 years or less with one to five year adjustable rates. The adjustable rates are typically tied to a margin above the comparable Federal Home Loan Bank of Pittsburgh borrowing rate with a maximum loan to value of 80%. The Bank is a preferred lender under the USDA's Farm Service Agency (FSA) and participates in the FSA guaranteed loan program.

The Bank, as part of its commitment to the communities it serves, is an active lender for projects by our local municipalities and school districts. These loans range from short term bridge financing to 20 year term loans for specific projects. These loans are typically written at rates that adjust at least every five years.

Over the past few years, we have experienced an increase in loan demand from companies and businesses associated with, and serving, the exploration of the Marcellus Shale gas field. We have pursued these opportunities prudently and cautiously and have developed specific policies and procedures for lending to these entities. The Bank has lowered the loan to value threshold for loans, shortened amortization periods, and expanded our monitoring of loan concentrations associated with this activity.

The following table shows the year-end composition of the loan portfolio for the five years ended December 31 (dollars in thousands):

Five Year Breakdown of Loans by Type as of December 31,

| | 2012 | | 2011 | | 2010 | | 2009 | | 2008 | |
|-------------------------------------|------------|-------|------------|-------|------------|-------|-----------|-------|-----------|-------|
| | Amount | % | Amount | % | Amount | % | Amount | % | Amount | % |
| Real estate: | | | | | | | | | | |
| Residential | \$ 178,080 | 35.4 | \$ 184,034 | 37.7 | \$ 185,012 | 39.1 | \$194,989 | 42.7 | \$199,118 | 46.0 |
| Commercial | 176,710 | 35.2 | 165,826 | 34.0 | 152,499 | 32.2 | 133,953 | 29.4 | 107,740 | 24.9 |
| Agricultural | 18,015 | 3.6 | 19,224 | 3.9 | 19,078 | 4.0 | 19,485 | 4.2 | 17,066 | 3.9 |
| Construction | 12,011 | 2.4 | 8,481 | 1.7 | 9,766 | 2.1 | 5,619 | 1.2 | 11,118 | 2.6 |
| Consumer | 10,559 | 2.1 | 10,746 | 2.2 | 11,285 | 2.4 | 11,895 | 2.6 | 11,651 | 2.7 |
| Other | | | | | | | | | | |
| commercial and agricultural loans | 47,880 | 9.5 | 44,299 | 9.1 | 47,156 | 10.0 | 44,101 | 9.7 | 37,968 | 8.8 |
| State & political subdivision loans | 59,208 | 11.8 | 54,899 | 11.4 | 48,721 | 10.2 | 46,342 | 10.2 | 48,153 | 11.1 |
| Total loans | 502,463 | 100.0 | 487,509 | 100.0 | 473,517 | 100.0 | 456,384 | 100.0 | 432,814 | 100.0 |
| Less allowance | | | | | | | | | | |
| for loan losses | 6,784 | | 6,487 | | 5,915 | | 4,888 | | 4,378 | |
| Net loans | \$ 495,679 | | \$ 481,022 | | \$ 467,602 | | \$451,496 | | \$428,436 | |

| | 2012/2011 Change | | 2011/2010 Change | |
|---|---------------------|-------|---------------------|--------|
| | Amount | % | Amount | % |
| Real estate: | | | | |
| Residential | \$ (5,954) | (3.2) | \$ (978) | (0.5) |
| Commercial | 10,884 | 6.6 | 13,327 | 8.7 |
| Agricultural | (1,209) | (6.3) | 146 | 0.8 |
| Construction | 3,530 | 41.6 | (1,285) | (13.2) |
| Consumer | (187) | (1.7) | (539) | (4.8) |
| Other commercial and agricultural loans | | | | |
| | 3,581 | 8.1 | (2,857) | (6.1) |
| State & political subdivision loans | 4,309 | 7.8 | 6,178 | 12.7 |
| Total loans | \$ 14,954 | 3.1 | \$ 13,992 | 3.0 |

2012

Total loans grew \$15.0 million in 2012 from a balance of \$487.5 million at the end of 2011 to \$502.5 million at the end of 2012. Total loans grew 3.1% in 2012 compared with a 3.0% loan growth rate in 2011.

During 2012, the Company experienced growth in commercial real estate loans which increased \$10.9 million or 6.6%, construction loans which increased \$3.5 million or 41.6%, other commercial and agricultural loans which increased \$3.6 million or 8.1% and state and political subdivision loans which increased \$4.3 million or 7.8%. The growth in commercial real estate, construction, other commercial and agricultural and state and political subdivision loans reflects the Company's focus on commercial lending as a means to increase loan growth and obtain deposits from farmers, small businesses and municipalities throughout our market area. As a community bank, we believe we have a strong team of experienced professionals that enable us to meet the unique needs and provide solutions to customers within our service area. Commercial real estate and other commercial loan demand is subject to significant competitive pressures, the yield curve, the strength of the overall regional and national economy and the local economy. The local economy is impacted significantly by the Marcellus Shale gas exploration activities, which are impacted by regulations and changes in the market price of natural gas. Due to the low price for natural gas throughout 2012, exploration activities were curtailed in comparison to 2011. We work closely with local municipalities and school districts to meet their needs that otherwise would be provided by the municipal bond market.

Residential real estate loans decreased \$6.0 million, with the majority of the decrease occurring in the fourth quarter of 2012, while consumer loans decreased \$187,000. The major factor impacting this decline is the demand for conforming rate loans. Loan demand for conforming mortgages, which the Company typically sells on the secondary market, increased substantially in 2012. During 2012, \$37.4 million of loans were originated and marketed for sale, which compares to the \$14.8 million of loans originated in 2011 of which \$9.6 million were sold. During the fourth quarter of 2011, the Company decided that certain loans meeting secondary market standards would not be sold. In the middle of the first quarter of 2012, due to a further decline in interest rates, the Company resumed selling all loans originated after that time that met secondary market standards. These loans are sold to limit the Company's exposure to rising rate environments as the majority of the loans have fixed rates for a minimum of fifteen years. For loans sold on the secondary market, the Company recognizes fee income for servicing these sold loans, which is included in non-interest income. Management continues to explore new competitively priced products, including partnering with a third party to provide access to government supported loan programs sponsored by the Federal Housing Administration and the U.S. Department of Veteran Affairs, that are attractive to our customers, and to build technologies which make it easier and more efficient for customers to choose the Company for their mortgage needs.

2011

Total loans grew \$14.0 million in 2011 from a balance of \$473.5 million at the end of 2010 to \$487.5 million at the end of 2011. Total loans grew 3.0% in 2011 compared with a 3.8% loan growth rate in 2010.

During 2011, the Company experienced significant growth in commercial real estate loans which increased \$13.3 million in 2011 or 8.7% and state and political subdivision loans which increased \$6.2 million or 12.7%. A portion of the growth in commercial real estate was a transfer from construction upon the completion of a large project in the first quarter, which resulted in construction loans decreasing \$1.3 million for the year. Other commercial loans decreased \$2.9 million or 6.1% during 2011.

Residential real estate loans decreased \$1.0 million while consumer loans decreased \$539,000. Factors impacting this decline included demand for conforming rate loans and recessionary pressures outside of the local market area. Loan demand for conforming mortgages remained stable. During 2011, \$14.8 million of loans were originated, of which \$9.6 million were sold in the secondary market, which compares to the \$16.2 million of loans originated in 2010 that were all sold in the secondary market. Due to the decline in non-conforming residential real estate loans and the current interest rate environment for investments, the Company decided during the fourth quarter of 2011 that certain loans meeting secondary market standards would not be sold on the secondary market. As of December 31, 2011, loans totaling \$5.2 million are included in residential real estate loans, which met the criteria necessary to be sold on the secondary market.

The following table shows the maturity of commercial business and agricultural, state and political subdivision loans, commercial real estate loans, and construction loans as of December 31, 2012, classified according to the sensitivity to changes in interest rates within various time intervals (in thousands). The table does not include any estimate of prepayments which significantly shorten the average life of all loans and may cause our actual repayment experience to differ from that shown below. Demand loans having no stated schedule of repayments and no stated maturity are reported as due in one year or less. The amounts shown below exclude net deferred loan costs or fees.

| | Commercial, municipal, agricultural | Real estate construction | Total |
|-------------------------------------|---|-----------------------------|-----------|
| Maturity of loans: | | | |
| One year or less | \$ 10,219 | \$ - | \$ 10,219 |
| Over one year through five years | 40,114 | - | 40,114 |

| | | | |
|-----------------|------------|-----------|------------|
| Over five years | 251,480 | 12,011 | 263,491 |
| Total | \$ 301,813 | \$ 12,011 | \$ 313,824 |

Sensitivity of loans
to changes in
interest

rates - loans due
after December 31,
2013:

| | | | |
|--------------------------------|-----------|--------|-----------|
| Predetermined interest rate | \$ 51,831 | \$ 726 | \$ 52,557 |
|--------------------------------|-----------|--------|-----------|

Floating or
adjustable interest
rate

| | | | |
|-------|------------|-----------|------------|
| | 239,763 | 11,285 | 251,048 |
| Total | \$ 291,594 | \$ 12,011 | \$ 303,605 |

Allowance for Loan Losses and Credit Quality Risk

The allowance for loan losses is maintained at a level, which in management's judgment is adequate to absorb probable future loan losses inherent in the loan portfolio. The provision for loan losses is charged against current income. Loans deemed not collectable are charged-off against the allowance while subsequent recoveries increase the allowance. The following table presents an analysis of the change in the allowance for loan losses and a summary of our non-performing assets for the years ended December 31, 2012, 2011, 2010, 2009 and 2008. All non-accruing troubled debt restructurings are also included the non-accruing loans total.

| | December 31, | | | | |
|--|--------------|------------|------------|------------|------------|
| | 2012 | 2011 | 2010 | 2009 | 2008 |
| Balance at beginning of period | \$ 6,487 | \$ 5,915 | \$ 4,888 | \$ 4,378 | \$ 4,197 |
| Charge-offs: | | | | | |
| Real estate: | | | | | |
| Residential | 95 | 101 | 147 | 76 | 31 |
| Commercial | 2 | 29 | 53 | 236 | 36 |
| Agricultural | - | - | - | 1 | 20 |
| Consumer | 54 | 71 | 35 | 80 | 44 |
| Other commercial and agricultural loans | 21 | 6 | 173 | 153 | 115 |
| Total loans charged-off | 172 | 207 | 408 | 546 | 246 |
| Recoveries: | | | | | |
| Real estate: | | | | | |
| Residential | - | - | 4 | 1 | 6 |
| Commercial | 9 | 15 | 11 | 1 | - |
| Agricultural | - | - | - | - | 20 |
| Consumer | 33 | 57 | 45 | 52 | 19 |
| Other commercial and agricultural loans | 7 | 32 | 120 | 77 | 52 |
| Total loans recovered | 49 | 104 | 180 | 131 | 97 |
| Net loans charged-off | 123 | 103 | 228 | 415 | 149 |
| Provision charged to expense | 420 | 675 | 1,255 | 925 | 330 |
| Balance at end of year | \$ 6,784 | \$ 6,487 | \$ 5,915 | \$ 4,888 | \$ 4,378 |
| Loans outstanding at end of period | \$ 502,463 | \$ 487,509 | \$ 473,517 | \$ 456,384 | \$ 432,814 |
| Average loans outstanding, net | \$ 496,822 | \$ 474,972 | \$ 468,620 | \$ 442,921 | \$ 423,382 |
| Non-performing assets: | | | | | |
| Non-accruing loans | \$ 8,067 | \$ 9,165 | \$ 11,853 | \$ 5,871 | \$ 2,202 |
| Accrual loans - 90 days or more past due | 506 | 275 | 692 | 884 | 383 |

| | | | | | | | | | | |
|---|----|--------|----|--------|----|--------|----|--------|----|---------|
| Total non-performing loans | \$ | 8,573 | \$ | 9,440 | \$ | 12,545 | \$ | 6,755 | \$ | 2,585 |
| Foreclosed assets held for sale | | 616 | | 860 | | 693 | | 302 | | 591 |
| Total non-performing assets | \$ | 9,189 | \$ | 10,300 | \$ | 13,238 | \$ | 7,057 | \$ | 3,176 |
| Troubled debt restructurings (TDR) | | | | | | | | | | |
| Non-accruing TDRs | \$ | 4,834 | \$ | 5,490 | \$ | 130 | \$ | - | \$ | - |
| Accrual TDRs | | 193 | | 123 | | - | | - | | - |
| Total troubled debt restructurings | \$ | 5,027 | \$ | 5,613 | \$ | 130 | \$ | - | \$ | - |
| Net charge-offs to average loans | | 0.02% | | 0.02% | | 0.05% | | 0.09% | | 0.04% |
| Allowance to total loans | | 1.35% | | 1.33% | | 1.25% | | 1.07% | | 1.01% |
| Allowance to total non-performing loans | | 79.13% | | 68.72% | | 47.15% | | 72.36% | | 169.36% |
| Non-performing loans as a percent of loans | | | | | | | | | | |
| net of unearned income | | 1.71% | | 1.94% | | 2.65% | | 1.48% | | 0.60% |
| Non-performing assets as a percent of loans | | | | | | | | | | |
| net of unearned income | | 1.83% | | 2.11% | | 2.80% | | 1.55% | | 0.73% |

The Company utilizes a disciplined and thorough loan review process based upon our internal loan policy approved by the Company's Board of Directors. The purpose of the review is to assess loan quality, analyze delinquencies, identify problem loans, evaluate potential charge-offs and recoveries, and assess general overall economic conditions in the markets served. An external independent loan review is performed on our commercial portfolio semi-annually for the Company. The external consultant is engaged to 1) review a minimum of 60% of the dollar volume of the commercial loan portfolio on an annual basis, 2) review a sample of new commercial/agricultural loans originated in the last year, 3) review all relationships in aggregate over \$500,000, 4) review all aggregate loan relationships over \$100,000 which are over 90 days past due, classified Special Mention, Substandard, Doubtful, or Loss, and 5) such other loans which management or the consultant deems appropriate. As part of this review, our underwriting process and loan grading system is evaluated.

Management believes it uses the best information available to make such determinations and that the allowance for loan losses is adequate as of December 31, 2012. However, future adjustments could be required if circumstances differ substantially from assumptions and estimates used in making the initial determination. A prolonged downturn in the economy, continued high unemployment rates, significant changes in the value of collateral and delays in receiving financial information from borrowers could result in increased levels of non-performing assets, charge-offs, loan loss provisions and reduction in income. Additionally, bank regulatory agencies periodically examine the Bank's allowance for loan losses. The banking agencies could require the recognition of additions to the allowance for loan losses based upon their judgment of information available to them at the time of their examination.

On a monthly basis, problem loans are identified and updated primarily using internally prepared past due reports. Based on data surrounding the collection process of each identified loan, the loan may be added or deleted from the monthly watch list. The watch list includes loans graded special mention, substandard, doubtful, and loss, as well as additional loans that management may choose to include. Watch list loans are continually monitored going forward until satisfactory conditions exist that allow management to upgrade and remove the loan from the watchlist. In certain cases, loans may be placed on non-accrual status or charged-off based upon management's evaluation of the borrower's ability to pay. All commercial loans, which include commercial real estate, agricultural real estate, state and political subdivision loans and commercial business loans, on non-accrual are evaluated quarterly for impairment.

The adequacy of the allowance for loan losses is subject to a formal, quarterly analysis by management of the Company. In order to better analyze the risks associated with the loan portfolio, the entire portfolio is divided into several categories. As stated above, loans on non-accrual status are specifically reviewed for impairment and given a specific reserve, if appropriate. Loans evaluated and not found to be impaired are included with other performing loans, by category, by their respective homogenous pools. Three year average historical loss factors were calculated for each pool and applied to the performing portion of the loan category for 2012, 2011 and 2010. In previous years, the historical loss factor was based on a five year average. This was changed in 2010, as management believes the three year average is a better representative of the inherent risks in the loan portfolio and more reflective of current trends. The historical loss factors for both reviewed and homogeneous pools are adjusted based upon the following qualitative factors:

- Level of and trends in delinquencies, impaired/classified loans
 - Change in volume and severity of past due loans
 - Volume of non-accrual loans
 - Volume and severity of classified, adversely or graded loans
 - Level of and trends in charge-offs and recoveries
 - Trends in volume, terms and nature of the loan portfolio
- Effects of any changes in risk selection and underwriting standards and any other changes in lending and recovery policies, procedures and practices
 - Changes in the quality of the Bank's loan review system

- Experience, ability and depth of lending management and other relevant staff
- National, state, regional and local economic trends and business conditions

General economic conditions

Unemployment rates

Inflation / CPI

Changes in values of underlying collateral for collateral-dependent loans

- Industry conditions including the effects of external factors such as competition, legal, and regulatory requirements on the level of estimated credit losses.
 - Existence and effect of any credit concentrations, and changes in the level of such concentrations

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See also “Note 4 – Loans and Related Allowance for Loan Losses” to the consolidated financial statements.

The balance in the allowance for loan losses was \$6,784,000 or 1.35% of total loans as of December 31, 2012 as compared to \$6,487,000 or 1.33% of loans as of December 31, 2011. The \$297,000 increase is a result of a \$420,000 provision for loan losses less net charge-offs of \$123,000. The following table shows the distribution of the allowance for loan losses and the percentage of loans compared to total loans by loan category (dollars in thousands) as of December 31:

| | 2012 | | 2011 | | 2010 | | 2009 | | 2008 | |
|---|----------|-------|----------|-------|----------|-------|----------|-------|----------|-------|
| | Amount | % | Amount | % | Amount | % | Amount | % | Amount | % |
| Real estate loans: | | | | | | | | | | |
| Residential | \$ 875 | 35.4 | \$ 805 | 37.7 | \$ 969 | 39.1 | \$ 801 | 42.7 | \$ 694 | 46.0 |
| Commercial, agricultural | 4,437 | 38.8 | 4,132 | 37.9 | 3,380 | 36.2 | 2,864 | 33.6 | 2,303 | 28.8 |
| Construction | 38 | 2.4 | 15 | 1.7 | 22 | 2.1 | 20 | 1.2 | 5 | 2.6 |
| Consumer | 119 | 2.1 | 111 | 2.2 | 108 | 2.4 | 131 | 2.6 | 449 | 2.7 |
| Other commercial and agricultural loans | 728 | 9.5 | 674 | 9.1 | 983 | 10.0 | 918 | 9.7 | 807 | 8.8 |
| State & political subdivision loans | 271 | 11.8 | 235 | 11.4 | 137 | 10.1 | 93 | 10.1 | 19 | 11.1 |
| Unallocated | 316 | N/A | 515 | N/A | 316 | N/A | 61 | N/A | 101 | N/A |
| Total allowance for loan losses | \$ 6,784 | 100.0 | \$ 6,487 | 100.0 | \$ 5,915 | 100.0 | \$ 4,888 | 100.0 | \$ 4,378 | 100.0 |

As a result of previous loss experiences and other the risk factors utilized in determining the allowance, the Bank’s allocation of the allowance does not directly correspond to the actual balances of the loan portfolio. While commercial and agricultural real estate total 38.8% of the loan portfolio, 65.4% of the allowance is assigned to this segment of the loan portfolio as these loans have more inherent risks than residential real estate or loans to state and political subdivisions. Residential real estate loans comprise 35.4% of the loan portfolio as of December 31, 2012 and 12.9% of the allowance is assigned this segment.

The following table identifies amounts of loans contractually past due 30 to 90 days and non-performing loans by loan category, as well as the change from December 31, 2011 to December 31, 2012 in non-performing loans (dollars in thousands). Non-performing loans include those loans that are contractually past due 90 days or more and non-accrual loans. Interest does not accrue on non-accrual loans. Subsequent cash payments received are applied to the outstanding principal balance or recorded as interest income, depending upon management's assessment of its ultimate ability to collect principal and interest.

| | December 31, 2012 | | | | December 31, 2011 | | | |
|--------------|-----------------------|---------------------------|-------------|----------------------|-----------------------|------------------|-------------|----------------------|
| | 30 - 90 Days Past Due | 90 Days Past Due Accruing | Non-accrual | Total Non-Performing | 30 - 90 Days Past Due | 90 Days Past Due | Non-accrual | Total Non-Performing |
| Real estate: | | | | | | | | |

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| | | | | | | | | | | | | | | | | |
|---------------------------|----|-------|----|-----|----|-------|----|-------|----|-------|----|-----|----|-------|----|-----|
| Residential | \$ | 1,108 | \$ | 332 | \$ | 663 | \$ | 995 | \$ | 859 | \$ | 99 | \$ | 554 | \$ | 6 |
| Commercial | | 597 | | 152 | | 7,042 | | 7,194 | | 731 | | 176 | | 8,094 | | 8,2 |
| Agricultural | | 54 | | - | | - | | - | | 143 | | - | | - | | - |
| Construction | | - | | - | | - | | - | | - | | - | | - | | - |
| Consumer | | 87 | | 4 | | - | | 4 | | 93 | | - | | - | | - |
| Other commercial loans | | 932 | | 18 | | 362 | | 380 | | 8 | | - | | 517 | | 5 |
| Total nonperforming loans | \$ | 2,778 | \$ | 506 | \$ | 8,067 | \$ | 8,573 | \$ | 1,834 | \$ | 275 | \$ | 9,165 | \$ | 9,4 |

| Change in Non-Performing Loans 2012 / 2011 | | |
|--|----------|--------|
| | Amount | % |
| Real estate: | | |
| Residential | \$ 342 | 52.4 |
| Commercial | (1,076) | (13.0) |
| Agricultural | - | - |
| Construction | - | - |
| Consumer | 4 | N/A |
| Other commercial loans | | |
| | (137) | (26.5) |
| Total nonperforming loans | | |
| | \$ (867) | (9.2) |

The following table shows the distribution of non-performing loans by loan category (dollars in thousands) for the past five years as of December 31:

| | Non-Performing Loans | | | | |
|---|----------------------|----------|-----------|----------|----------|
| | 2012 | 2011 | 2010 | 2009 | 2008 |
| Real estate: | | | | | |
| Residential | \$ 995 | \$ 653 | \$ 711 | \$ 885 | \$ 956 |
| Commercial | 7,194 | 8,270 | 8,161 | 2,498 | 1,567 |
| Agricultural | - | - | 2,241 | 2,094 | - |
| Construction | - | - | - | 749 | - |
| Consumer | 4 | - | 18 | 11 | 2 |
| Commercial and other loans | | | | | |
| | 380 | 517 | 1,414 | 429 | 60 |
| State & political subdivision loans | | | | | |
| | - | - | - | 89 | - |
| Total nonperforming loans | | | | | |
| | \$ 8,573 | \$ 9,440 | \$ 12,545 | \$ 6,755 | \$ 2,585 |

For the year ended December 31, 2012 we recorded a provision for loan losses of \$420,000 which compares to \$675,000 for the same period in 2011, a decrease of \$255,000 or 37.8%. The decrease is attributable to the decrease in non-performing loans in comparison to year end 2011. Non-performing loans decreased \$867,000 or 9.2%, from December 31, 2011 to December 31, 2012 as a result of a large payment received from the USDA for a guaranteed loan. Approximately 76.4% of the Bank's non-performing loans are associated with the following three customer relationships, of which 70.8% is current:

- A commercial customer with a total loan relationship of \$4.6 million secured by 165 residential properties is considered non-accrual as of December 31, 2012. In the first quarter of 2011, the Company and Borrower entered into a forbearance agreement to restructure the debt. As a result of all loan payments being made on the loans through December 31, 2012, there is no specific reserve allocation as of December 31, 2012 and the loan continues to pay in accordance with the restructured agreement.
-

A commercial customer with a relationship of approximately \$946,000 is considered non-accrual as of December 31, 2012. This relationship includes a balance of \$669,000 that is subject to USDA guarantees. The current economic conditions related to the timber industry have significantly impacted the cash flows from the customer's activities. Management reviewed the collateral and guarantees and determined that a specific reserve allocation of \$113,000 was required as of December 31, 2012 based on the appraised value of collateral.

- A commercial customer with a relationship of approximately \$968,000 is considered non-accrual as of December 31, 2012. The current economic conditions have significantly impacted the cash flows from the customer's activities. Management reviewed the collateral and determined that a specific reserve allocation of \$231,000 was required as of December 31, 2012 based on the appraised value of collateral.

The increase in loans 30-89 days past due from December 31, 2011 to December 31, 2012 is the result of approximately \$730,000 of loans with one customer being past due that were refinanced in the first quarter of 2013.

Management of the Bank believes that the allowance for loan losses is adequate, which is based on the following factors:

- While non-performing loans are still higher than the Company's historical levels, 54.0% of this balance is associated with one customer still experiencing financial difficulties, whose debt was restructured in 2011 and whose balances at December 31, 2012 were current. Additionally, in 2012, we experienced a decrease in our non-performing assets of \$867,000 or 9.2% since December 31, 2011.
- Net and gross charge-offs continue to be low in relation to the size of the Bank's loan portfolio and compared to our peer group. Net charge-offs for both 2012 and 2011 were 0.02% of the total loan portfolio.
- We have not experienced the significant decrease in the collateral values of local residential, commercial or agricultural real estate loan portfolios as seen in other parts of the country. Additionally, real estate market values in our market area did not realize the significant, and sometimes speculative, increases as seen in other parts of the country. Finally, our market area is predominately centered in the Marcellus Shale natural gas exploration and drilling area. These natural gas exploration and drilling activities have significantly impacted the overall interest in real estate in our market area due to the related lease and royalty revenues associated with it. The natural gas activities have had a positive impact on the value of local real estate.

Bank Owned Life Insurance

The Company holds bank owned life insurance policies to offset future employee benefit costs. The Bank is the sole beneficiary on the policies, and will provide the Bank with an asset that will generate earnings to partially offset the current costs of benefits, and eventually (at the death of the insured's) provide partial recovery of cash outflows associated with the benefits. As of December 31, 2012 and 2011, the cash surrender value of the life insurance was \$14.2 and \$13.7 million, respectively. The change in cash surrender value, net of purchases, is recognized in the results of operations. The amounts recorded as non-interest income totaled \$507,000, \$498,000 and \$504,000 in 2012, 2011 and 2010, respectively. The Company evaluates annually the risks associated with the life insurance policies, including limits on the amount of coverage and an evaluation of the various carriers' credit ratings.

Other Assets

2012

Other assets decreased to \$8.9 million in 2012 from \$9.0 million in 2011. Changes included a decrease in prepaid FDIC insurance of \$416,000 as the Bank continues to utilize the prepayment the FDIC required to be made in 2009. Additionally, the Company was able to sell certain ORE properties, which resulted in a decrease of \$244,000. These decreases were offset by an increase in regulatory stock of \$264,000 that was a result of short term borrowings made in 2012 and an increase in the investment in tax credit partnerships of \$388,000 as we completed the investment in another partnership during 2012.

2011

Other assets decreased \$1.2 million or 11.7% in 2011 to \$9.0 million. The majority of the decrease was the result of a decrease in deferred tax assets from \$1.0 million at December 31, 2010 to \$0 at December 31, 2011. As a result of the increase in the market value of the Company's investment portfolio, net deferred taxes changed from an asset of \$1.0 million as of December 31, 2010 to a liability of \$1.1 million, which is included in other liabilities on the Consolidated Balance Sheet as of December 31, 2011. Another change that occurred was a decrease in prepaid FDIC insurance of \$530,000 as the Bank continues to utilize the prepayment the FDIC required to be made in 2009. Additionally, the Federal Home Loan Bank returned \$472,000 of capital in 2011. These decreases were offset by increases in other real estate owned obtained through foreclosure proceedings of \$167,000 and a purchase of real estate for potential expansion of \$542,000 less the sale of an old branch that was valued in other assets as of December 31, 2010 at \$307,000. Investment in tax credit partnerships increased \$246,000 as we invested in another partnership during 2011.

Deposits

The following table shows the breakdown of deposits by deposit type (dollars in thousands):

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| | 2012 | | 2011 | | 2010 | |
|-------------------------------|------------|-------|------------|-------|------------|-------|
| | Amount | % | Amount | % | Amount | % |
| Non-interest-bearing deposits | \$ 89,494 | 12.1 | \$ 85,605 | 11.6 | \$ 75,589 | 11.1 |
| NOW accounts | 201,804 | 27.4 | 200,897 | 27.4 | 176,625 | 25.9 |
| Savings deposits | 87,836 | 11.9 | 79,659 | 10.8 | 61,682 | 9.1 |
| Money market deposit accounts | 83,423 | 11.3 | 67,223 | 9.2 | 50,201 | 7.4 |
| Certificates of deposit | 274,539 | 37.3 | 300,609 | 41.0 | 316,614 | 46.5 |
| Total | \$ 737,096 | 100.0 | \$ 733,993 | 100.0 | \$ 680,711 | 100.0 |

| | 2012/2011 | | 2011/2010 | |
|-------------------------------|------------------|-------|------------------|-------|
| | Change Amount | % | Change Amount | % |
| Non-interest-bearing deposits | \$ 3,889 | 4.5 | \$ 10,016 | 13.3 |
| NOW accounts | 907 | 0.5 | 24,272 | 13.7 |
| Savings deposits | 8,177 | 10.3 | 17,977 | 29.1 |
| Money market deposit accounts | 16,200 | 24.1 | 17,022 | 33.9 |
| Certificates of deposit | (26,070) | (8.7) | (16,005) | (5.1) |
| Total | \$ 3,103 | 0.4 | \$ 53,282 | 7.8 |

2012

As can be seen in the tables above, total deposits increased \$3.1 million in 2012, or .4%. Our market continues to be impacted by the Marcellus Shale gas exploration activities; however the impact has slowed in 2012 as compared to 2011 and 2010. The majority of the acreage in the Company's primary markets was leased prior to 2012, and as a result, landowners did not receive large bonus payments as they did in 2011 and 2010. Additionally, due to the low natural gas prices experienced across the country, those landowners receiving royalty checks experienced significant decreases thus lowering their monthly deposits. Furthermore, due to returns in the stock market, certain customers of the Bank proceeded to purchase investment products through both the Company's brokers and external brokerage firms. We believe that our historical financial performance, reputation as a strong, local community bank, acquisitions of local competitors from institutions outside of our general market area and our focus on developing relationships with the local municipalities has positioned the Company as a leading financial institution within our service area with the ability to meet our customers' needs and expectations.

Non-interest bearing deposits increased \$3.9 million, or 4.5% in 2012. As a percentage of total deposits, non-interest bearing deposits totaled 12.1% as of the end of 2012, which compares to 11.7% at the end of 2011. In order to manage our overall cost of funds, the Company continues to focus on adding low cost deposits by having a free checking product available for retail customers. Additionally, our business development officers and branch personnel are focused on providing outstanding customer service and developing larger deposit relationships with our commercial customers.

NOW accounts increased by \$907,000, or .5%, money market deposit accounts increased by \$16.2 million or 24.1% and savings deposits increased \$8.2 million, or 10.3%, since the end of 2010. A portion of the increase in money market accounts and savings deposits is related to the decrease in certificates of deposits of \$26.1 million from 2011 to 2012. Throughout 2012, the Company continued to lower rates paid on certificates of deposits to a point where certain customers transferred funds they traditionally deposited in certificates of deposits to more liquid accounts that still paid interest. Additionally, in the second half of 2012, local government entities received a portion of their share of impact fees assessed to Companies exploring for natural gas, which resulted in a significant influx of deposits.

2011

Total deposits increased \$53.3 million in 2011, or 7.84%. The increase in deposits is due to several reasons. Our market during 2011 was significantly impacted by the Marcellus Shale gas exploration activities. Furthermore, our customers appeared reluctant to invest in other financial markets again due to concerns over the United States' credit rating (which was downgraded by Standard & Poor's), the European sovereign debt crisis, and continued high unemployment in the United States, among other economic indicators which contributed to increased volatility in the capital markets and diminished expectations for the economy. Additionally, the interest rate environment limited the options in which our customers could invest while maintaining a similar risk profile to depositing funds with the Company.

Non-interest bearing deposits increased \$10.0 million, or 13.3% in 2011. As a percentage of total deposits, non-interest bearing deposits totaled 11.7% as of the end of 2011, which compares to 11.1% at the end of 2010. NOW accounts increased by \$24.3 million, or 13.7%, money market deposit accounts increased by \$17.0 million or 33.9% and savings deposits increased \$18.0 million, or 29.1%, since the end of 2010. A portion of the increase in NOW accounts, money market accounts and savings deposits is related to the decrease in certificates of deposits of \$16.0 million from 2010 to 2011. Throughout 2011, the Company continued to lower rates paid on certificates of deposits to a point where certain customers transferred funds they traditionally deposited in certificates of deposits to more liquid accounts that still paid interest. The interest bearing checking account offered by the Bank that rewards the customer based upon the usage of their debit cards and participation in other electronic services in order to qualify for higher interest rates earned on their deposits increased \$4.5 million. The money market product geared to natural resource exploration occurring in our local market area increased \$6.6 million from its 2010 balance of approximately \$7.0 million. We also offer a CD gas product that as of December 31, 2011 has deposits totaling approximately \$25.9 million.

Remaining maturities of certificates of deposit of \$100,000 or more are as follows (dollars in thousands):

| | 2012 | 2011 | 2010 |
|---|------------|------------|------------|
| 3 months or less | \$ 15,348 | \$ 17,135 | \$ 11,189 |
| Over 3 months through 6 months | 10,216 | 14,300 | 9,857 |
| Over 6 months through 12 months | 28,953 | 36,726 | 45,822 |
| Over 12 months | 58,962 | 51,966 | 61,828 |
| Total | \$ 113,479 | \$ 120,127 | \$ 128,696 |
| As a percent of total certificates of deposit | 41.33% | 39.96% | 40.65% |

Deposits by type of depositor are as follows (dollars in thousands):

| | 2012 | | 2011 | | 2010 | |
|------------------------------------|------------|-------|------------|-------|------------|-------|
| | Amount | % | Amount | % | Amount | % |
| Individuals | \$ 464,764 | 63.1 | \$ 484,523 | 66.0 | \$ 468,747 | 68.9 |
| Businesses and other organizations | 142,659 | 19.3 | 138,338 | 18.9 | 105,958 | 15.5 |
| United States government | - | - | 2 | - | 1,239 | 0.2 |
| State & political subdivisions | 129,673 | 17.6 | 111,130 | 15.1 | 104,767 | 15.4 |
| Total | \$ 737,096 | 100.0 | \$ 733,993 | 100.0 | \$ 680,711 | 100.0 |

Borrowed Funds

2012

Borrowed funds decreased \$7.8 million during 2012, or 14.4%. The majority of the decrease was associated with term loans maturing with the Federal Home Loan Bank. Term loans decreased \$5.0 million from \$35.0 million as of December 31, 2011 to \$30 million as of December 31, 2012 (see Note 10 of the consolidated financial statements for additional information). During 2012, no new term loans were obtained. During 2012, the balance of sweep repurchase agreements decreased \$2.8 million, with the majority of the decrease, \$1.9 million associated with one customer ending their agreement. As of December 31, 2012 and 2011, there were no outstanding short term borrowings from the Federal Home Loan Bank.

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2011

Borrowed funds decreased \$2.1 million during 2011, or 3.8% as a result of term loans maturing with the Federal Home Loan Bank. Term loans decreased \$4.0 million from \$39.0 million as of December 31, 2010 to \$35 million as of December 31, 2011 (see Note 10 of the consolidated financial statements for additional information). During 2011, \$7.0 million of term loans matured, and \$3.0 million of new term loans were obtained at various maturities as a means of reducing our cost of funds, given the lower interest rates that prevailed during 2011. During 2011, the balance of sweep repurchase agreements increased \$1.9 million as a result of several new customers and increased usage of this product by existing customers. The significant increase in our deposits continued to limit our need for short term borrowings from the Federal Home Loan Bank during 2011 as the outstanding balance on these arrangements was \$0 at December 31, 2011 and 2010.

Other Liabilities

2012

Other liabilities increased \$875,000 during 2012, or 11.3%. The majority of the increase is attributable to an increase in the pension liability of \$342,000, which was attributable to the actual return on pension plan assets and changes in the discount rate utilized to determine the liability.

2011

Other liabilities increased \$2.4 million during 2011, or 44.2%. The majority of the increase is attributable to an increase in the deferred tax liability of \$1.1 million due to the increase in unrealized investment security gains from 2010 to 2011. In 2010, the net deferred tax item was an asset, which was included in other assets as discussed above. The second large changes was an increase in the pension liability of \$614,000, which was attributable to the actual return on pension plan assets and changes in the discount rate utilized to determine the liability.

Stockholders' Equity

We evaluate stockholders' equity in relation to total assets and the risk associated with those assets. The greater our capital resources, the greater the likelihood of meeting our cash obligations and absorbing unforeseen losses. For these reasons, capital adequacy has been, and will continue to be, of paramount importance. Due its importance, we develop a capital plan and stress test capital levels using various assumptions annually to ensure that in the event of unforeseen circumstances, we would remain in compliance with our capital plan approved by the Board of Directors.

Our Board of Directors determines our dividend rate after considering our capital requirements, current and projected net income, and other factors. In 2012 and 2011, the Company paid out 32.4% and 26.3% of net income in dividends, respectively. The dividends paid in 2012 include an acceleration of 2013's first quarter dividend, which amounted to \$0.38 per share. The dividend was accelerated to benefit the Company's shareholders that could have been significantly impacted by issues in Washington D.C. regarding the very complex fiscal cliff tax issues that were not resolved until the final hours of 2012.

For the year ended December 31, 2012, the total number of common shares outstanding was 2,898,403. For comparative purposes, outstanding shares for prior periods were adjusted for the July 2012 stock dividend in computing earnings and cash dividends per share as detailed in Note 1 of the consolidated financial statements. During 2012, we purchased 33,042 shares of treasury stock at a weighted average cost of \$40.80 per

share. The Company awarded 4,132 shares of restricted stock to employees and 801 shares to the Board of Directors under equity incentive programs.

There are currently three federal regulatory measures of capital adequacy. The Company's ratios meet the regulatory standards for well capitalized for 2012 and 2011, as detailed in Note 15 of the consolidated financial statements.

2012

Stockholders' equity increased 9.8% in 2012 to \$89.5 million. Excluding accumulated other comprehensive income, which is the after-tax effect of unrealized holding gains and losses on available-for-sale securities, additional pension obligation and unrealized loss on interest rate swap, stockholders' equity increased \$8.3 million, or 10.9%. This increase is due to net income of \$14,215,000, offset by net cash dividends of \$4,601,000 and the purchase of treasury stock of \$1,348,000. All of the Company's investment securities are classified as available-for-sale, making this portion of the Company's balance sheet more sensitive to the changing market value of investments. Accumulated other comprehensive income decreased \$318,000 from December 31, 2011 primarily as result of changes in the Company's pension obligation. Total equity was approximately 10.14% of total assets as of December 31, 2012, compared to 9.27% of total assets as of December 31, 2011.

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2011

Stockholders' equity increased 18.6% in 2011 to \$81.5 million. Excluding accumulated other comprehensive income, stockholders' equity increased \$8.9 million, or 13.1%. This increase is due to net income of \$12,832,000, offset by net cash dividends of \$3,148,000 and the purchase of treasury stock of \$851,000. Accumulated other comprehensive income increased \$3,895,000 from December 31, 2010 primarily as result of market value fluctuations related to the investment portfolio. Total equity was approximately 9.27% of total assets as of December 31, 2011, compared to 8.45% of total assets as of December 31, 2010.

LIQUIDITY

Liquidity is a measure of the Company's ability to efficiently meet normal cash flow requirements of both borrowers and depositors. Liquidity is needed to meet depositors' withdrawal demands, extend credit to meet borrowers' needs, provide funds for normal operating expenses and cash dividends, and fund future capital expenditures.

To maintain proper liquidity, we use funds management policies along with our investment and asset liability policies to assure we can meet our financial obligations to depositors, credit customers and stockholders. Management monitors liquidity by reviewing loan demand, investment opportunities, deposit pricing and the cost and availability of borrowing funds. Additionally, the bank has established various limits and ratios to monitor liquidity. On an annual basis, we stress test our liquidity position to ensure that the Bank has the capability of meetings its cash flow requirements in the event of unforeseen circumstances. The Company's historical activity in this area can be seen in the Consolidated Statement of Cash Flows from investing and financing activities.

Cash generated by operating activities, investing activities and financing activities influences liquidity management. The most important source of funds is the deposits that are primarily core deposits (deposits from customers with other relationships). Short-term debt from the Federal Home Loan Bank supplements the Company's availability of funds as well as a line of credit arrangement with a corresponding bank. Other sources of short-term funds include brokered CDs and the sale of loans, if needed.

The Company's use of funds is shown in the investing activity section of the Consolidated Statement of Cash Flows, where the net loan activity is detailed. Other significant uses of funds are capital expenditures, purchase of loans and acquisition premiums. Surplus funds are then invested in investment securities.

Capital expenditures in 2012 totaled \$438,000, which included:

- Repairs to parking lots at various facilities totaling \$125,000
- New signs as a result of the Bank's charter conversion totaling \$48,000
- New ATM's and upgraded software to meet the Americans with Disabilities Act requirements totaling \$117,000

Capital expenditures in 2011 totaled \$682,000, which included:

- Purchase of real estate for \$542,000, which may be used for future expansion.
- Computer and software purchases totaling \$65,000
- Leasehold improvements and furniture and fixtures for the Rome branch totaling \$27,000.

We expect these expenditures will allow us to support our growth over the next decade, create greater operating efficiency and provide the customer with higher quality banking services.

In addition, to the Bank's cash balances, the Bank achieves additional liquidity primarily from temporary or short-term investments in the Federal Home Loan Bank of Pittsburgh, investments that mature in less than one year and expected principal repayments from mortgage backed securities. The Bank has a maximum borrowing capacity at the Federal Home Loan Bank of approximately \$236.8 million, inclusive of any outstanding amounts, as an additional source of liquidity. The Bank also had a federal funds line with a third party provider in the amount of \$10.0 million as of December 31, 2012, which is unsecured and a borrower in custody agreement was established with the FRB in the amount of \$13.7 million, which is collateralized by \$16.8 million of municipal loans.

The Company is a separate legal entity from the Bank and must provide for its own liquidity. In addition to its operating expenses, the Company is responsible for paying any dividends declared to its shareholders. The Company also has repurchased shares of its common stock. The Company's primary source of income is dividends received from the Bank. The Bank may not declare a dividend without approval of the FRB, unless the dividend to be declared by the Bank's Board of Directors does not exceed the total of: (i) the Bank's net profits for the current year to date, plus (ii) its retained net profits for the preceding two current years, less any required transfers to surplus. In addition, the Bank can only pay dividends to the extent that its retained net profits (including the portion transferred to surplus) exceed its bad debts. The FRB, the OCC, the PDB and the FDIC have formal and informal policies which provide that insured banks and bank holding companies should generally pay dividends only out of current operating earnings, with some exceptions. The Prompt Corrective Action Rules, described above, further limit the ability of banks to pay dividends, because banks which are not classified as well capitalized or adequately capitalized may not pay dividends and no dividend may be paid which would make the Bank undercapitalized after the dividend. At December 31, 2012, the Company had liquid assets of \$2.4 million.

CONTRACTUAL OBLIGATIONS

The Company has various financial obligations, including contractual obligations which may require cash payments. The following table presents as of December 31, 2012, significant fixed and determinable contractual obligations to third parties by payment date. Further discussion of each obligation is included in the "Notes to Consolidated Financial Statements" of the Annual Report on Form 10-K.

| Contractual Obligations | One year or Less | One to Three Years | Three to Five Years | Over Five Years | Total |
|------------------------------------|---------------------|-----------------------|------------------------|--------------------|-------------------|
| Deposits without a stated maturity | \$ 462,557 | \$ - | \$ - | \$ - | 462,557 |
| Time deposits | 126,355 | 107,946 | 38,838 | 1,400 | 274,539 |
| Long-term borrowings - FHLB | 20,800 | 4,200 | 2,000 | 3,000 | 30,000 |
| Note Payable | 7,500 | - | - | - | 7,500 |
| Repurchase agreements | 7,436 | - | 1,190 | - | 8,626 |
| Operating leases | 127 | 131 | 78 | 306 | 642 |
| Total | \$ 624,775 | \$ 112,277 | \$ 42,106 | \$ 4,706 | \$ 783,222 |

OFF-BALANCE SHEET ARRANGEMENTS

In the normal course of operations, we engage in a variety of financial transactions that, in accordance with generally accepted accounting principles are not recorded in our financial statements. These transactions involve, to varying degrees, elements of credit, interest rate and liquidity risk. Such transactions are used primarily to manage customers' requests for funding and take the form of loan commitments, unused lines of credit and letters of credit. For information about our loan commitments, unused lines of credit and letters of credit, see note 16 of the notes to consolidated financial statements.

For the year ended December 31, 2012, we did not engage in any off-balance sheet transactions reasonably likely to have a material effect on our financial condition, results of operations or cash flows.

INTEREST RATE AND MARKET RISK MANAGEMENT

The objective of interest rate sensitivity management is to maintain an appropriate balance between the stable growth of income and the risks associated with maximizing income through interest sensitivity imbalances and the market value risk of assets and liabilities.

Because of the nature of our operations, we are not subject to foreign currency exchange or commodity price risk and, since the Company has no trading portfolio, it is not subject to trading risk.

Currently, our Company has equity securities that represent only 0.5% of our investment portfolio, and therefore equity risk is not significant.

The primary factors that make assets interest-sensitive include adjustable-rate features on loans and investments, loan repayments, investment maturities and money market investments. The primary components of interest-sensitive liabilities include maturing certificates of deposit, IRA certificates of deposit, repurchase agreements and short-term borrowings. Savings deposits, NOW accounts and money market investor accounts are considered core deposits and are not short-term interest sensitive and therefore are included in the table below in the over five year column (except for the top-tier money market investor and NOW accounts which are paid current market interest rates).

The following table shows the cumulative static gap (at amortized cost) for various time intervals (dollars in thousands):

Maturity or Re-pricing of Company Assets and Liabilities as of December 31, 2012

| | Within Three Months | Four to Twelve Months | One to Two Years | Two to Three Years | Three to Five Years | Over Five Years | Total |
|--|---------------------------|-----------------------------|------------------------|--------------------------|---------------------------|-----------------------|------------|
| Interest-earning assets: | | | | | | | |
| Interest-bearing deposits at banks | | | | | | | |
| | \$ 14,026 | \$ - | \$ - | \$ - | \$ - | \$ - | \$ 14,026 |
| Investment securities | | | | | | | |
| | 36,466 | 56,658 | 58,174 | 32,901 | 76,115 | 39,704 | 300,018 |
| Residential mortgage loans | | | | | | | |
| | 18,195 | 16,951 | 20,434 | 21,765 | 45,522 | 55,213 | 178,080 |
| Construction loans | | | | | | | |
| | 62 | 556 | 368 | 1,727 | 7,343 | 1,955 | 12,011 |
| Commercial and farm loans | | | | | | | |
| | 73,552 | 34,916 | 34,936 | 40,721 | 41,088 | 17,392 | 242,605 |
| Loans to state & political subdivisions | | | | | | | |
| | 2,919 | 5,801 | 22,266 | 412 | 4,937 | 22,873 | 59,208 |
| Other loans | | | | | | | |
| | 2,467 | 2,398 | 2,012 | 1,282 | 1,204 | 1,196 | 10,559 |
| Total interest-earning assets | | | | | | | |
| | \$ 147,687 | \$ 117,280 | \$ 138,190 | \$ 98,808 | \$ 176,209 | \$ 138,333 | \$ 816,507 |
| Interest-bearing liabilities: | | | | | | | |
| NOW accounts | | | | | | | |
| | \$ 115,017 | \$ - | \$ - | \$ - | \$ - | \$ 86,787 | \$ 201,804 |
| Savings accounts | | | | | | | |
| | - | - | - | - | - | 87,836 | 87,836 |
| Money Market accounts | | | | | | | |
| | 72,068 | - | - | - | - | 11,355 | 83,423 |
| Certificates of deposit | | | | | | | |
| | 37,187 | 89,168 | 62,274 | 45,672 | 38,838 | 1,400 | 274,539 |

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| | | | | | | | |
|--|-------------|-------------|-------------|------------|------------|-------------|------------|
| Short-term borrowing | 6,936 | - | - | - | - | - | 6,936 |
| Long-term borrowing | 7,500 | 21,300 | 4,200 | 656 | 2,534 | 3,000 | 39,190 |
| Total interest-bearing liabilities | \$ 238,708 | \$ 110,468 | \$ 66,474 | \$ 46,328 | \$ 41,372 | \$ 190,378 | \$ 693,728 |
| Excess interest-earning assets (liabilities) | \$ (91,021) | \$ 6,812 | \$ 71,716 | \$ 52,480 | \$ 134,837 | \$ (52,045) | |
| Cumulative interest-earning assets | \$ 147,687 | \$ 264,967 | \$ 403,157 | \$ 501,965 | \$ 678,174 | \$ 816,507 | |
| Cumulative interest-bearing liabilities | 238,708 | 349,176 | 415,650 | 461,978 | 503,350 | 693,728 | |
| Cumulative gap | \$ (91,021) | \$ (84,209) | \$ (12,493) | \$ 39,987 | \$ 174,824 | \$ 122,779 | |
| Cumulative interest rate sensitivity ratio (1) | 0.62 | 0.76 | 0.97 | 1.09 | 1.35 | 1.18 | |

(1) Cumulative interest-earning assets divided by interest-bearing liabilities.

The previous table and the simulation models discussed below are presented assuming money market investment accounts and NOW accounts in the top interest rate tier are re-priced within the first three months. The loan amounts reflect the principal balances expected to be re-priced as a result of contractual amortization and anticipated early payoffs.

Gap analysis, one of the methods used by us to analyze interest rate risk, does not necessarily show the precise impact of specific interest rate movements on the Bank's net interest income because the re-pricing of certain assets and liabilities is discretionary and is subject to competition and other pressures. In addition, assets and liabilities within the same period may, in fact, be repaid at different times and at different rate levels. We have not experienced the kind of earnings volatility that might be indicated from gap analysis.

The Bank currently uses a computer simulation model to better measure the impact of interest rate changes on net interest income. We use the model as part of our risk management and asset liability management processes that will effectively identify, measure, and monitor the Bank's risk exposure. In this analysis, the Bank examines the results of movements in interest rates with additional assumptions made concerning prepayment speeds on mortgage loans and mortgage securities. Shock scenarios, which assume a parallel shift in interest rates and is instantaneous, typically have the greatest impact on net interest income. The following is a rate shock analysis and the impact on net interest income as of December 31, 2012 (dollars in thousands):

| Changes in Rates | Prospective One-Year Net Interest Income | Change In Prospective Net Interest Income | % Change In Prospective Net Interest Income |
|------------------|--|---|---|
| -100 Shock | \$ 28,046 | \$ (378) | (1.33) |
| Base | 28,424 | | |
| +100 Shock | 28,185 | (239) | (0.84) |
| +200 Shock | 27,625 | (799) | (2.81) |
| +300 Shock | 27,046 | (1,378) | (4.85) |
| +400 Shock | 26,574 | (1,850) | (6.51) |

The model makes estimates, at each level of interest rate change, regarding cash flows from principal repayments on loans and mortgage backed securities, call activity of other investment securities, and deposit selection, re-pricing and maturity structure. Because of these assumptions, actual results could differ significantly from these estimates which would result in significant differences in the calculated projected change on net interest income. Additionally, the changes above do not necessarily represent the level of change under which management would undertake specific measures to realign its portfolio in order to reduce the projected level of change.

CRITICAL ACCOUNTING POLICIES

The Company's accounting policies are integral to understanding the results reported. The accounting policies are described in detail in Note 1 of the consolidated financial statements. Our most complex accounting policies require management's judgment to ascertain the valuation of assets, liabilities, commitments and contingencies. We have established detailed policies and control procedures that are intended to ensure valuation methods are well controlled

and applied consistently from period to period. In addition, the policies and procedures are intended to ensure that the process for changing methodologies occurs in an appropriate manner. The following is a brief description of our current accounting policies involving significant management valuation judgments.

Other than Temporary Impairment

All securities are evaluated periodically to determine whether a decline in their value is other than temporary and is a matter of judgment. For debt securities, management considers whether the present value of cash flows expected to be collected are less than the security's amortized cost basis (the difference defined as the credit loss), the magnitude and duration of the decline, the reasons underlying the decline and the Company's intent to sell the security or whether it is more likely than not that the Company would be required to sell the security before its anticipated recovery in market value, to determine whether the loss in value is other than temporary. Once a decline in value is determined to be other than temporary, if the Company does not intend to sell the security, and it is more-likely-than-not that it will not be required to sell the security, before recovery of the security's amortized cost basis, the charge to earnings is limited to the amount of credit loss. Any remaining difference between fair value and amortized cost (the difference defined as the non-credit portion) is recognized in other comprehensive income, net of applicable taxes. Otherwise, the entire difference between fair value and amortized cost is charged to earnings. For equity securities where the fair value has been significantly below cost for one year, the Company's policy is to recognize an impairment loss unless sufficient evidence is available that the decline is not other than temporary and a recovery period can be predicted.

Allowance for Loan Losses

Arriving at an appropriate level of allowance for loan losses involves a high degree of judgment. The Company's allowance for loan losses provides for probable losses based upon evaluations of known and inherent risks in the loan portfolio.

Management uses historical information to assess the adequacy of the allowance for loan losses as well as the prevailing business environment; as it is affected by changing economic conditions and various external factors, which may impact the portfolio in ways currently unforeseen. This evaluation is inherently subjective as it requires significant estimates that may be susceptible to significant change, subjecting the Bank to volatility of earnings. The allowance is increased by provisions for loan losses and by recoveries of loans previously charged-off and reduced by loans charged-off. For a full discussion of the Company's methodology of assessing the adequacy of the reserve for loan losses, refer to Note 1 of the consolidated financial statements.

Goodwill and Other Intangible Assets

As discussed in Note 1 of the consolidated financial statements, the Company must assess goodwill and other intangible assets each year for impairment. This assessment involves estimating the fair value of the Company's reporting units. If the fair value of the reporting unit is less than its carrying value including goodwill, we would be required to take a charge against earnings to write down the assets to the lower value.

Deferred Tax Assets

We use an estimate of future earnings to support our position that the benefit of our deferred tax assets will be realized. If future income should prove non-existent or less than the amount of the deferred tax assets within the tax years to which they may be applied, the asset may not be realized and our net income will be reduced. Management also evaluates deferred tax assets to determine if it is more likely than not that the deferred tax benefit will be utilized in future periods. If not, a valuation allowance is recorded. Our deferred tax assets are described further in Note 12 of the consolidated financial statements.

ITEM 7A – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

This information is included under Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations", appearing in this Annual Report on Form 10-K.

ITEM 8 - FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

Citizens Financial Services, Inc.
Consolidated Balance Sheet

December 31,

(in thousands, except share data)

2012

2011

ASSETS:

Cash and cash equivalents:

| | | | | |
|---------------------|----|--------|----|-------|
| Noninterest-bearing | \$ | 12,307 | \$ | 9,960 |
|---------------------|----|--------|----|-------|

| | | | | |
|------------------|--|--------|--|--------|
| Interest-bearing | | 14,026 | | 20,472 |
|------------------|--|--------|--|--------|

| | | | | |
|---------------------------------|--|--------|--|--------|
| Total cash and cash equivalents | | 26,333 | | 30,432 |
|---------------------------------|--|--------|--|--------|

| | | | | |
|-------------------------------|--|---------|--|---------|
| Available-for-sale securities | | 310,252 | | 318,823 |
|-------------------------------|--|---------|--|---------|

| | | | | |
|---------------------|--|-------|--|---|
| Loans held for sale | | 1,458 | | - |
|---------------------|--|-------|--|---|

Loans (net of allowance for loan losses:

| | | | | |
|-------------------------------|--|---------|--|---------|
| 2012, \$6,784; 2011, \$6,487) | | 495,679 | | 481,022 |
|-------------------------------|--|---------|--|---------|

| | | | | |
|------------------------|--|--------|--|--------|
| Premises and equipment | | 11,521 | | 11,702 |
|------------------------|--|--------|--|--------|

| | | | | |
|-----------------------------|--|-------|--|-------|
| Accrued interest receivable | | 3,816 | | 3,621 |
|-----------------------------|--|-------|--|-------|

| | | | | |
|----------|--|--------|--|--------|
| Goodwill | | 10,256 | | 10,256 |
|----------|--|--------|--|--------|

| | | | | |
|---------------------------|--|--------|--|--------|
| Bank owned life insurance | | 14,177 | | 13,669 |
|---------------------------|--|--------|--|--------|

| | | | | |
|--------------|--|-------|--|-------|
| Other assets | | 8,935 | | 9,042 |
|--------------|--|-------|--|-------|

| | | | | |
|--------------|----|---------|----|---------|
| TOTAL ASSETS | \$ | 882,427 | \$ | 878,567 |
|--------------|----|---------|----|---------|

LIABILITIES:

Deposits:

| | | | | |
|---------------------|----|--------|----|--------|
| Noninterest-bearing | \$ | 89,494 | \$ | 85,605 |
|---------------------|----|--------|----|--------|

| | | | | |
|------------------|--|---------|--|---------|
| Interest-bearing | | 647,602 | | 648,388 |
|------------------|--|---------|--|---------|

| | | | | |
|----------------|--|---------|--|---------|
| Total deposits | | 737,096 | | 733,993 |
|----------------|--|---------|--|---------|

| | | | | |
|----------------|--|--------|--|--------|
| Borrowed funds | | 46,126 | | 53,882 |
|----------------|--|--------|--|--------|

| | | | | |
|--------------------------|--|-------|--|-------|
| Accrued interest payable | | 1,143 | | 1,512 |
|--------------------------|--|-------|--|-------|

| | | | | |
|-------------------|--|-------|--|-------|
| Other liabilities | | 8,587 | | 7,712 |
|-------------------|--|-------|--|-------|

| | | | | |
|-------------------|--|---------|--|---------|
| TOTAL LIABILITIES | | 792,952 | | 797,099 |
|-------------------|--|---------|--|---------|

STOCKHOLDERS' EQUITY:

Preferred Stock \$1.00 par value; authorized
3,000,000 shares2012 and 2011; none issued in 2012 or
2011

-

Common Stock

\$1.00 par value; authorized
15,000,000 shares 2012 and
2011;issued 3,161,324 and
3,132,866 shares in 2012 and
2011,

| | | | | |
|--------------|--|-------|--|-------|
| respectively | | 3,161 | | 3,133 |
|--------------|--|-------|--|-------|

| | | | | |
|----------------------------|--|--------|--|--------|
| Additional paid-in capital | | 16,468 | | 15,313 |
|----------------------------|--|--------|--|--------|

| | | | | |
|-------------------|--|--------|--|--------|
| Retained earnings | | 71,813 | | 63,337 |
|-------------------|--|--------|--|--------|

| | | | | |
|--|--|-------|--|-------|
| Accumulated other comprehensive income | | 4,631 | | 4,949 |
|--|--|-------|--|-------|

Treasury stock, at cost:

| | | | | |
|--|--|---------|--|---------|
| 262,921 and 230,203 shares for 2012 and 2011, | | (6,598) | | (5,264) |
|--|--|---------|--|---------|

respectively

| | | | | |
|---|----|---------|----|---------|
| TOTAL STOCKHOLDERS' EQUITY | | 89,475 | | 81,468 |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | \$ | 882,427 | \$ | 878,567 |

See accompanying notes to consolidated
financial statements.

Citizens Financial Services, Inc.
Consolidated Statement of Income
Year Ended December 31,

(in thousands, except per share data)

| | 2012 | 2011 | 2010 |
|--|---------------|---------------|---------------|
| INTEREST AND DIVIDEND INCOME: | | | |
| Interest and fees on loans | \$ 29,770 | \$ 29,916 | \$ 31,042 |
| Interest-bearing deposits with banks | 21 | 81 | 90 |
| Investment securities: | | | |
| Taxable | 4,521 | 4,575 | 4,876 |
| Nontaxable | 3,702 | 3,666 | 2,945 |
| Dividends | 71 | 55 | 47 |
| TOTAL INTEREST AND DIVIDEND INCOME | 38,085 | 38,293 | 39,000 |
| INTEREST EXPENSE: | | | |
| Deposits | 6,113 | 7,944 | 9,560 |
| Borrowed funds | 1,546 | 1,739 | 1,780 |
| TOTAL INTEREST EXPENSE | 7,659 | 9,683 | 11,340 |
| NET INTEREST INCOME | 30,426 | 28,610 | 27,660 |
| Provision for loan losses | 420 | 675 | 1,255 |
| NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES | 30,006 | 27,935 | 26,405 |
| NON-INTEREST INCOME: | | | |
| Service charges | 4,475 | 4,380 | 3,997 |
| Trust | 644 | 665 | 542 |
| Brokerage and insurance | 392 | 352 | 439 |
| Investment securities gains, net | 604 | 334 | 99 |
| Gains on loans sold | 759 | 208 | 341 |
| Earnings on bank owned life insurance | 507 | 498 | 504 |
| Other | 456 | 479 | 374 |
| TOTAL NON-INTEREST INCOME | 7,837 | 6,916 | 6,296 |
| NON-INTEREST EXPENSES: | | | |
| Salaries and employee benefits | 11,018 | 9,996 | 9,850 |
| Occupancy | 1,265 | 1,331 | 1,219 |
| Furniture and equipment | 411 | 449 | 454 |
| Professional fees | 891 | 744 | 681 |
| Federal depository insurance | 468 | 592 | 950 |
| Pennsylvania shares tax | 602 | 541 | 540 |
| Other | 4,642 | 4,756 | 4,349 |
| TOTAL NON-INTEREST EXPENSES | 19,297 | 18,409 | 18,043 |
| | 18,546 | 16,442 | 14,658 |

Income before provision for
income taxes

| | | | |
|----------------------------|-------|-------|-------|
| Provision for income taxes | 4,331 | 3,610 | 3,156 |
|----------------------------|-------|-------|-------|

| | | | |
|------------|-----------|-----------|-----------|
| NET INCOME | \$ 14,215 | \$ 12,832 | \$ 11,502 |
|------------|-----------|-----------|-----------|

PER COMMON SHARE DATA:

| | | | |
|--------------------|---------|---------|---------|
| NET INCOME – BASIC | \$ 4.88 | \$ 4.36 | \$ 3.90 |
|--------------------|---------|---------|---------|

| | | | |
|----------------------|---------|---------|---------|
| NET INCOME - DILUTED | \$ 4.88 | \$ 4.36 | \$ 3.90 |
|----------------------|---------|---------|---------|

| | | | |
|--------------------------|---------|---------|---------|
| CASH DIVIDENDS PER SHARE | \$ 1.58 | \$ 1.15 | \$ 1.07 |
|--------------------------|---------|---------|---------|

See accompanying notes to consolidated financial
statements.

Citizens Financial Services, Inc.
Consolidated Statement of Comprehensive Income
Year Ended December 31,

| (in thousands) | 2012 | 2011 | 2010 |
|--|-----------|-----------|-----------|
| Net Income | \$ 14,215 | \$ 12,832 | \$ 11,502 |
| Other Comprehensive income (loss): | | | |
| Securities available for sale | | | |
| Change in net unrealized gain/loss during the period | 821 | 7,114 | (1,617) |
| Income tax (benefit) | 278 | 2,419 | (550) |
| | 543 | 4,695 | (1,067) |
| Reclassification adjustment for realized gains | | | |
| included in income | (604) | (334) | (99) |
| Income tax benefit | (205) | (114) | (34) |
| | (399) | (220) | (65) |
| Unrealized loss (gain) on interest rate swap | | | |
| | 148 | 61 | (243) |
| Income tax (benefit) | 50 | 21 | (83) |
| | 98 | 40 | (160) |
| Change in unrecognized pension costs | | | |
| | (848) | (939) | 464 |
| Income tax (benefit) | (288) | (319) | 159 |
| | (560) | (620) | 305 |
| Net other comprehensive income (loss) | (318) | 3,895 | (987) |
| Comprehensive income | \$ 13,897 | \$ 16,727 | \$ 10,515 |

See accompanying notes to consolidated financial statements.

Citizens Financial Services, Inc.
Consolidated Statement of Changes in Stockholders' Equity

| (in thousands, except share data) | Common Stock | | Additional | Retained | Accumulated Other | Treasury | Total |
|--|--------------|----------|--------------------|-----------|----------------------|------------|-----------|
| | Shares | Amount | Paid-in Capital | Earnings | Income (Loss) | Stock | |
| Balance, December 31, 2009 | 3,076,253 | \$ 3,076 | \$ 13,457 | \$ 47,353 | \$ 2,041 | \$ (4,400) | \$ 61,527 |
| Net income | | | | 11,502 | | | 11,502 |
| Net other comprehensive loss | | | | | (987) | | (987) |
| Total comprehensive income | | | | | | | 10,515 |
| Stock dividend | 28,181 | 28 | 733 | (761) | | | - |
| Purchase of treasury stock (13,863 shares) | | | | | | (386) | (386) |
| Restricted stock awards | | | (128) | | | 119 | (9) |
| Restricted stock vesting | | | 154 | | | - | 154 |
| Forfeited restricted stock | | | 10 | | | (10) | - |
| Stock awards | | | 9 | | | 42 | 51 |
| Cash dividends, \$1.07 per share | | | | (3,162) | | | (3,162) |
| Balance, December 31, 2010 | 3,104,434 | 3,104 | 14,235 | 54,932 | 1,054 | (4,635) | 68,690 |
| Net income | | | | 12,832 | | | 12,832 |
| Net other comprehensive income | | | | | 3,895 | | 3,895 |
| Total comprehensive income | | | | | | | 16,727 |
| Stock dividend | 28,432 | 29 | 1,023 | (1,052) | | | - |
| Purchase of treasury stock (24,247 shares) | | | | | | (851) | (851) |

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| | | | | | | | |
|---|--------------|----------|-----------|-----------|----------|------------|---------|
| Restricted stock awards | | | (159) | | | | (159) |
| Restricted stock vesting | | | 209 | | | | 209 |
| Cash dividend reinvestment paid from treasury stock | | | 5 | (227) | | 222 | - |
| Cash dividends, \$1.15 per share | | | | (3,148) | | | (3,148) |
| Balance, December 31, 2011 | 3,132,866 | 3,133 | 15,313 | 63,337 | 4,949 | (5,264) | 81,468 |
| Net income | | | | 14,215 | | | 14,215 |
| Net other comprehensive loss | | | | | (318) | | (318) |
| Total comprehensive income | | | | | | | 13,897 |
| Stock dividend | 28,458 | 28 | 1,110 | (1,138) | | | - |
| Purchase of treasury stock (33,042 shares) | | | | | | (1,348) | (1,348) |
| Restricted stock awards | | | (156) | | | 14 | (142) |
| Restricted stock vesting | | | 201 | | | | 201 |
| Cash dividends, \$1.58 per share | | | | (4,601) | | | (4,601) |
| Balance, December 31, 2012 | 3,161,324 \$ | 3,161 \$ | 16,468 \$ | 71,813 \$ | 4,631 \$ | (6,598) \$ | 89,475 |

See accompanying notes to consolidated financial statements.

Citizens Financial Services, Inc.
Consolidated Statement of Cash Flows
Year Ended December 31,

| (in thousands) | 2012 | 2011 | 2010 |
|---|-----------|-----------|-----------|
| Cash Flows from Operating Activities: | | | |
| Net income | \$ 14,215 | \$ 12,832 | \$ 11,502 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | |
| Provision for loan losses | 420 | 675 | 1,255 |
| Depreciation and amortization | 420 | 469 | 457 |
| Amortization and accretion on investment securities | 2,364 | 1,932 | 829 |
| Deferred income taxes | (58) | 98 | (270) |
| Investment securities gains, net | (604) | (334) | (99) |
| Earnings on bank owned life insurance | (507) | (498) | (504) |
| Stock awards | 201 | 209 | 205 |
| Originations of loans held for sale | (37,398) | (9,583) | (16,243) |
| Proceeds from sales of loans held for sale | 36,699 | 9,791 | 16,584 |
| Realized gains on loans sold | (759) | (208) | (341) |
| Increase in accrued interest receivable | (195) | (166) | (314) |
| Decrease in prepaid federal depository insurance | 415 | 531 | 860 |
| Decrease in accrued interest payable | (369) | (267) | (258) |
| Other, net | (33) | 83 | (847) |
| Net cash provided by operating activities | 14,811 | 15,564 | 12,816 |
| Cash Flows from Investing Activities: | | | |
| Available-for-sale securities: | | | |
| Proceeds from sales of available-for-sale securities | 20,619 | 10,264 | 8,871 |
| Proceeds from maturity and principal repayments of securities | 117,375 | 89,645 | 54,069 |
| Purchase of securities | (130,966) | (162,247) | (118,105) |
| Proceeds from redemption of regulatory stock | 1,141 | 472 | 184 |
| Purchase of regulatory stock | (1,405) | - | - |

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| | | | |
|---|-----------|-----------|-----------|
| Net increase in loans | (15,230) | (14,551) | (18,415) |
| Purchase of premises, equipment and software | (438) | (140) | (1,292) |
| Proceeds from sale of premises and equipment | - | 590 | - |
| Proceeds from sale of foreclosed assets held for sale | 738 | 372 | 942 |
| Property purchased for future expansion | - | (542) | - |
| Net cash used in investing activities | (8,166) | (76,137) | (73,746) |
| Cash Flows from Financing Activities: | | | |
| Net increase in deposits | 3,103 | 53,282 | 75,152 |
| Proceeds from long-term borrowings | - | 3,018 | 3,702 |
| Repayments of long-term borrowings | (5,590) | (7,000) | (3,858) |
| Net increase (decrease) in short-term borrowed funds | (2,166) | 1,868 | 2,037 |
| Purchase of treasury stock | (1,348) | (851) | (386) |
| Purchase of restricted stock | (142) | (159) | (9) |
| Dividends paid | (4,601) | (3,148) | (3,162) |
| Net cash (used) provided by financing activities | (10,744) | 47,010 | 73,476 |
| Net (decrease) increase in cash and cash equivalents | (4,099) | (13,563) | 12,546 |
| Cash and Cash Equivalents at Beginning of Year | 30,432 | 43,995 | 31,449 |
| Cash and Cash Equivalents at End of Year | \$ 26,333 | \$ 30,432 | \$ 43,995 |
| Supplemental Disclosures of Cash Flow Information: | | | |
| Interest paid | \$ 8,028 | \$ 9,950 | \$ 11,598 |
| Income taxes paid | \$ 4,345 | \$ 3,215 | \$ 3,585 |
| Non-cash activities: | | | |
| Real estate acquired in settlement of loans | \$ 374 | \$ 684 | \$ 1,205 |
| Real estate transferred to other assets | \$ - | \$ - | \$ 307 |

See accompanying notes to consolidated financial statements.

CITIZENS FINANCIAL SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business and Organization

Citizens Financial Services, Inc. (individually and collectively, the “Company”), is headquartered in Mansfield, Pennsylvania, and provides a full range of banking and related services through its wholly owned subsidiary, First Citizens Community Bank (the “Bank”), and its wholly owned subsidiary, First Citizens Insurance Agency, Inc. During 2012, the Bank converted from a national bank to a Pennsylvania state chartered bank and trust company, which resulted in a name change from First Citizens National Bank. As of December 31, 2012, the Bank operates seventeen full-service banking branches in Potter, Tioga and Bradford counties, Pennsylvania and Allegany County, New York and loan production offices in Clinton and Luzerne Counties in Pennsylvania. The Bank also provides trust services, including the administration of trusts and estates, retirement plans, and other employee benefit plans, along with a brokerage division that provides a comprehensive menu of investment services. The Bank serves individual and corporate customers and is subject to competition from other financial institutions and intermediaries with respect to these services. The Company and Bank are supervised by the Board of Governors of the Federal Reserve System, while the Bank is subject to additional regulation and supervision by the Pennsylvania Department of Banking.

A summary of significant accounting and reporting policies applied in the presentation of the accompanying financial statements follows:

Basis of Presentation

The financial statements are consolidated to include the accounts of the Company and its subsidiary, First Citizens Community Bank, and its subsidiary, First Citizens Insurance Agency, Inc. These statements have been prepared in accordance with U.S. generally accepted accounting principles. All significant inter-company accounts and transactions have been eliminated in the consolidated financial statements.

In preparing the financial statements, management makes estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses for the period. Actual results could differ significantly from those estimates. Material estimates that are particularly susceptible to significant change relate to determination of the allowance for loan losses and deferred tax assets and liabilities.

Operating Segments

An operating segment is defined as a component of an enterprise that engages in business activities that generates revenue and incurs expense, and the operating results of which are reviewed by the chief operating decision maker in the determination of resource allocation and performance. While the Company’s chief decision makers monitor the revenue streams of the various Company’s products and services, operations are managed and financial performance is evaluated on a Company-wide basis. Consistent with our internal reporting, the Company’s business activities are reported as one segment, which is community banking.

Cash and Cash Equivalents

Cash equivalents include cash on hand, deposits in banks and interest-earning deposits. Interest-earning deposits with original maturities of 90 or less are considered cash equivalents. Net cash flows are reported for loan, deposits and short term borrowing transactions.

Investment Securities

Investment securities at the time of purchase are classified as one of the three following types:

Held-to-Maturity Securities - Includes securities that the Company has the positive intent and ability to hold to maturity. These securities are reported at amortized cost. The Company had no held-to-maturity securities as of December 31, 2012 and 2011.

Trading Securities - Includes debt and equity securities bought and held principally for the purpose of selling them in the near term. Such securities are reported at fair value with unrealized holding gains and losses included in earnings. The Company had no trading securities as of December 31, 2012 and 2011.

Available-for-Sale Securities - Includes debt and equity securities not classified as held-to-maturity or trading securities that will be held for indefinite periods of time. These securities may be sold in response to changes in market interest or prepayment rates, needs for liquidity and changes in the availability of and yield of alternative investments. Such securities are reported at fair value, with unrealized holding gains and losses excluded from earnings and reported as a separate component of stockholders' equity, net of estimated income tax effect.

The amortized cost of investment in debt securities is adjusted for amortization of premiums and accretion of discounts, computed by a method that results in a level yield. Gains and losses on the sale of investment securities are computed on the basis of specific identification of the adjusted cost of each security.

Securities are periodically reviewed for other-than-temporary impairment. For debt securities, management considers whether the present value of future cash flows expected to be collected are less than the security's amortized cost basis (the difference defined as the credit loss), the magnitude and duration of the decline, the reasons underlying the decline and the Company's intent to sell the security or whether it is more likely than not that the Company would be required to sell the security before its anticipated recovery in market value, to determine whether the loss in value is other than temporary. Once a decline in value is determined to be other than temporary, if the Company does not intend to sell the security, and it is more-likely-than-not that it will not be required to sell the security, before recovery of the security's amortized cost basis, the charge to earnings is limited to the amount of credit loss. Any remaining difference between fair value and amortized cost (the difference defined as the non-credit portion) is recognized in other comprehensive income, net of applicable taxes. Otherwise, the entire difference between fair value and amortized cost is charged to earnings. For equity securities where the fair value has been significantly below cost for one year, the Company's policy is to recognize an impairment loss unless sufficient evidence is available that the decline is not other than temporary and a recovery period can be predicted. A decline in value that is considered to be other-than-temporary is recorded as a loss within non-interest income in the consolidated statement of income.

Common stock of the Federal Reserve Bank, Federal Home Loan Bank and correspondent banks represent ownership in institutions which are wholly owned by other financial institutions. These equity securities are accounted for at cost and are classified as other assets.

The fair value of investments, except certain state and municipal securities, is based on bid prices published in financial newspapers or bid quotations received from securities dealers. The fair value of certain state and municipal securities is not readily available through market sources other than dealer quotations, so fair value is based on quoted market prices of similar instruments, adjusted for differences between the quoted instruments and the instruments being valued.

Loans

Interest on all loans is recognized on the accrual basis based upon the principal amount outstanding. The accrual of interest income on loans is discontinued when, in the opinion of management, doubt exists as to the ability to collect such interest. Payments received on non-accrual loans are applied to the outstanding principal balance or recorded as interest income, depending upon our assessment of our ultimate ability to collect principal and interest. Loans are returned to the accrual status when factors indicating doubtful collectability cease to exist.

The Company recognizes nonrefundable loan origination fees and certain direct loan origination costs over the life of the related loan as an adjustment of loan yield using the interest method.

Allowance For Loan Losses

The allowance for loan losses represents the amount which management estimates is adequate to provide for probable losses inherent in its loan portfolio. The allowance method is used in providing for loan losses. Accordingly, all loan losses are charged to the allowance and all recoveries are credited to it. The allowance for loan losses is established through a provision for loan losses which is charged to operations. The provision is based upon management's periodic evaluation of individual loans, the overall risk characteristics of the various portfolio segments, past experience with losses, the impact of economic conditions on borrowers, and other relevant factors. The estimates used in determining the adequacy of the allowance for loan losses are particularly susceptible to significant change in the near term.

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

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

The Company allocates the allowance based on the factors described below, which conform to the Company's loan classification policy. In reviewing risk within the Bank's loan portfolio, management has determined there to be several different risk categories within the loan portfolio. The allowance for loan losses consists of amounts applicable to: (i) residential real estate loans; (ii) commercial and agricultural real estate loans; (iii) construction; (iv) consumer loans; (v) commercial and other loans and (vi) state and political subdivision loans. Factors considered in this process include general loan terms, collateral, and availability of historical data to support the analysis. Historical loss percentages for each risk category are calculated and used as the basis for calculating allowance allocations. Certain qualitative factors are evaluated to determine additional inherent risks in the loan portfolio, which are not necessarily reflected in the historical loss percentages. These factors are then added to the historical allocation percentage to get the adjusted factor to be applied to non classified loans. The following qualitative factors are analyzed:

- Level of and trends in delinquencies, impaired/classified loans
 - Change in volume and severity of past due loans
 - Volume of non-accrual loans
 - Volume and severity of classified, adversely or graded loans
- Level of and trends in charge-offs and recoveries

- Trends in volume, terms and nature of the loan portfolio
- Effects of any changes in risk selection and underwriting standards and any other changes in lending and recovery policies, procedures and practices
 - Changes in the quality of the Bank's loan review system
 - Experience, ability and depth of lending management and other relevant staff
 - National, state, regional and local economic trends and business conditions
 - General economic conditions
 - Unemployment rates
 - Inflation / CPI
 - Changes in values of underlying collateral for collateral-dependent loans
- Industry conditions including the effects of external factors such as competition, legal, and regulatory requirements on the level of estimated credit losses.
 - Existence and effect of any credit concentrations, and changes in the level of such concentrations

The company also maintains an unallocated allowance to account for any factors or conditions that may cause a potential loss but are not specifically addressed in the process described above. The Company analyzes its loan portfolio each quarter to determine the appropriateness of its allowance for loan losses.

Loan Charge-off Policies

Consumer loans are generally fully or partially charged down to the fair value of collateral securing the asset when the loan is 180 days past due for open-end loans or 120 days past due for closed-end loans unless the loan is well secured and in the process of collection. All other loans are generally charged down to the net realizable value when the loan is 90 days past due.

Troubled Debt Restructurings

In situations where, for economic or legal reasons related to a borrower's financial difficulties, management may grant a concession for other than an insignificant period of time to the borrower that would not otherwise be considered, the related loan is classified as a Troubled Debt Restructuring (TDR). Management strives to identify borrowers in financial difficulty early and work with them to modify more affordable terms before their loan reaches nonaccrual status. These modified terms may include rate reductions, principal forgiveness, payment forbearance and other actions intended to minimize the economic loss and to avoid foreclosure or repossession of the collateral. In cases where borrowers are granted new terms that provide for a reduction of either interest or principal, management measures any impairment on the restructuring as noted above for impaired loans. In addition to the allowance for the pooled portfolios, management has developed a separate allowance for loans that are identified as impaired through a TDR. These loans are excluded from pooled loss forecasts and a separate reserve is provided under the accounting guidance for loan impairment.

Foreclosed Assets Held For Sale

Foreclosed assets acquired in settlement of loans are carried at fair value less estimated costs to sell. Prior to foreclosure, the value of the underlying loan is written down to fair market value of the real estate or other assets to be acquired by a charge to the allowance for loan losses, if necessary. Any subsequent write-downs are charged against operating expenses. Operating expenses of such properties, net of related income and losses on disposition, are included in other expenses and gains and losses are included in other non-interest income or other non-interest expense.

Premises and Equipment

Premises and equipment are stated at cost, less accumulated depreciation. Depreciation expense is computed on straight line and accelerated methods over the estimated useful lives of the assets, which range from 3 to 15 years for furniture, fixtures and equipment and 5 to 40 years for building premises. Repair and maintenance expenditures which extend the useful life of an asset are capitalized and other repair expenditures are expensed as incurred.

When premises or equipment are retired or sold, the remaining cost and accumulated depreciation are removed from the accounts and any gain or loss is credited to income or charged to expense, respectively.

Intangible Assets

Intangible assets include core deposit intangibles, which are a measure of the value of consumer demand and savings deposits acquired in business combinations accounted for as purchases. The core deposit intangibles are being amortized from 3 to 5 ½ year life on a straight-line basis depending on the acquisition and are included in other assets. The recoverability of the carrying value of intangible assets is evaluated on an ongoing basis, and permanent declines in value, if any, are charged to expense.

Goodwill

The Company utilizes a two-step process for testing the impairment of goodwill on at least an annual basis. This approach could cause more volatility in the Company's reported net income because impairment losses, if any, could occur irregularly and in varying amounts. The Company performs an annual impairment analysis of goodwill. Based on the fair value of the reporting unit, no impairment of goodwill was recognized in 2012 or 2011.

Bank Owned Life Insurance

The Company has purchased life insurance policies on certain officers, and is the sole beneficiary on those policies. Bank owned life insurance is recorded at its cash surrender value, or the amount that can be realized. Increases in the cash surrender value are recognized as other non-interest income.

Income Taxes

The Company and the Bank file a consolidated federal income tax return. Deferred tax assets and liabilities are computed based on the difference between the financial statement basis and income tax basis of assets and liabilities using the enacted marginal tax rates. Deferred income tax expenses or benefits are based on the changes in the net deferred tax asset or liability from period to period.

Employee Benefit Plans

The Company has a noncontributory defined benefit pension plan covering employees hired before January 1, 2007. It is the Company's policy to fund pension costs on a current basis to the extent deductible under existing tax regulations. Such contributions are intended to provide not only for benefits attributed to service to date, but also for those expected to be earned in the future.

The Company has a defined contribution, 401(k) plan covering eligible employees. The employee may also contribute to the plan on a voluntary basis, up to a maximum percentage allowable not to exceed the limits of Code Sections 401(k). Under the plan, the Company also makes contributions on behalf of eligible employees, which vest immediately.

The Company also has a profit-sharing plan for employees which provide tax-deferred salary savings to plan participants. The Company has a deferred compensation plan for directors who have elected to defer all or portions of their fees until their retirement or termination from service.

The Company has a restricted stock plan which covers eligible employees and non-employee corporate directors. Under the plan, awards are granted based upon performance related requirements and are subject to certain vesting criteria. Compensation cost related to restricted stock is recognized based on the market price of the stock at the grant date over the vesting period.

The Company maintains a non-qualified supplemental executive retirement plan (“SERP”) for certain executives to compensate those executive participants in the Company’s noncontributory defined benefit pension plan whose benefits are limited by compensation limitations under current tax law. The SERP is considered an unfunded plan for tax and ERISA purposes and all obligations arising under the SERP are payable from the general assets of the Company. Expenses under the SERP are recognized as earned over the expected years of service.

Mortgage Servicing Rights (MSR's)

The Company originates certain loans for the express purpose of selling such loans in the secondary market. The Company maintains all servicing rights for these loans. The loans held for sale are carried at lower of cost or market. Originated MSR's are recorded by allocating total costs incurred between the loan and servicing rights based on their relative fair values. MSR's are amortized in proportion to the estimated servicing income over the estimated life of the servicing portfolio and measured for impairment.

Derivative Financial Instruments

The Company entered into an interest rate swap derivative to convert floating-rate debt to fixed-rate debt. The Company's interest rate swap agreement involves an agreement to pay a fixed rate and receive a floating rate, at specified intervals, calculated on an agreed-upon notional amount. The Company's objective in entering into this interest rate financial instrument is to mitigate its exposure to significant unplanned fluctuations in earnings caused by volatility in interest rates. As of December 31, 2012 and 2011, the derivative instrument entered into was designated as a hedge of underlying exposures. The Company does not use this instrument for trading or speculative purposes. Derivative instruments used by the Company involve, to varying degrees, elements of credit risk, in the event a counter party should default, and market risk, as the instruments are subject to interest rate fluctuations. Credit risk is managed through the use of counterparty diversification and monitoring of counterparty financial condition.

All derivatives are recognized on the balance sheet at their fair value. To date, the derivative entered into by the Company qualifies for and is designated as a cash flow hedge. Changes in the fair value of a derivative that is highly effective, and that is designated and qualifies as a cash flow hedge to the extent that the hedge is effective, are recorded in other comprehensive income (loss) until earnings are affected by the variability of cash flows of the hedged transaction (e.g. until periodic settlements of a variable asset or liability are recorded in earnings). Any hedge ineffectiveness (which represents the amount by which the changes in the fair value of the derivative exceed the variability in the cash flows of the forecasted transaction) is recorded in current-period earnings. There was no net gain or loss recognized in earnings related to our derivative instruments during the years ended December 31, 2012, 2011 and 2010.

Comprehensive Income

The Company is required to present comprehensive income in a full set of general purpose financial statements for all periods presented. Other comprehensive income is comprised of unrealized holding gains (losses) on the available-for-sale securities portfolio, unrecognized pension costs, and unrealized gain (loss) on interest rate swap.

Recent Accounting Pronouncements

In July, 2012, the FASB issued ASU 2012-02, Intangibles – Goodwill and Other (Topic 350) – Testing Indefinite-Lived Intangible Assets for Impairment. ASU 2012-02 give entities the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that an indefinite-lived intangible asset is impaired. If, after assessing the totality of events or circumstances, an entity determines it is more likely than not that an indefinite-lived intangible asset is impaired, then the entity must perform the quantitative impairment test. If, under the quantitative impairment test, the carrying amount of the intangible asset exceeds its fair value, an entity should recognize an impairment loss in the amount of that excess. Permitting an entity to assess qualitative factors when testing indefinite-lived intangible assets for impairment results in guidance that is similar to the goodwill impairment testing guidance in ASU 2011-08. ASU 2012-02 is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012 (early adoption permitted). This ASU is not expected to have a significant impact on the Company's financial statements.

In October, 2012, the FASB issued ASU 2012-06, Business Combinations (Topic 805) - Subsequent Accounting for an Indemnification Asset Recognized at the Acquisition Date as a Result of a Government-Assisted Acquisition of a Financial Institution. ASU 2012-06 requires that when a reporting entity recognizes an indemnification asset (in accordance with Subtopic 805-20) as a result of a government assisted acquisition of a financial institution and subsequently a change in the cash flows expected to be collected on the indemnification asset occurs (as a result of a change in cash flows expected to be collected on the assets subject to indemnification), the reporting entity should subsequently account for the change in the measurement of the indemnification asset on the same basis as the change in the assets subject to indemnification. Any amortization of changes in value should be limited to the contractual term of the indemnification agreement (that is, the lesser of the term of the indemnification agreement and the remaining life of the indemnified assets). ASU 2012-06 is effective for fiscal years, and interim periods within those years, beginning on or after December 15, 2012. Early adoption is permitted. The amendments should be applied prospectively to any new indemnification assets acquired after the date of adoption and to indemnification assets existing as of the date of adoption arising from a government-assisted acquisition of a financial institution. This ASU is not expected to have a significant impact on the Company's financial statements.

In February 2013, the FASB issued ASU 2013-02, Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income. The amendments in this Update require an entity to report the effect of significant reclassifications out of accumulated other comprehensive income on the respective line items in net income if the amount being reclassified is required under U.S. generally accepted accounting principles (GAAP) to be reclassified in its entirety to net income. For other amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income in the same reporting period, an entity is required to cross-reference other disclosures required under U.S. GAAP that provide additional detail about those amounts. For public entities, the amendments are effective prospectively for reporting periods beginning after December 15, 2012. For nonpublic entities, the amendments are effective prospectively for reporting periods beginning after December 15, 2013. Early adoption is permitted. The Company is currently evaluating the impact that these disclosures will have on its financial statements.

In January 2013, the FASB issued ASU 2013-01, Balance Sheet (Topic 210): Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities. The amendments clarify that the scope of Update 2011-11 applies to derivatives accounted for in accordance with Topic 815, Derivatives and Hedging, including bifurcated embedded derivatives, repurchase agreements and reverse repurchase agreements, and securities borrowing and securities lending transactions that are either offset in accordance with Section 210-20-45 or Section 815-10-45 or subject to an enforceable master netting arrangement or similar agreement. An entity is required to apply the amendments for fiscal years beginning on or after January 1, 2013, and interim periods within those annual periods. An entity should provide the required disclosures retrospectively for all comparative periods presented. The effective date is the same as the effective date of Update 2011-11. The Company is currently evaluating the impact that these disclosures will have on its financial statements.

Treasury Stock

The purchase of the Company's common stock is recorded at cost. At the date of subsequent reissue, the treasury stock account is reduced by the cost of such stock on a last-in-first-out basis.

Cash Flows

The Company utilizes the net reporting of cash receipts and cash payments for deposit, short-term borrowing and lending activities. The Company considers amounts due from banks and interest-bearing deposits in banks as cash equivalents.

Trust Assets and Income

Assets held by the Company in a fiduciary or agency capacity for its customers are not included in the consolidated financial statements since such items are not assets of the Company. In accordance with industry practice, fees are recorded on the cash basis and approximate the fees which would have been recognized on the accrual basis.

Earnings Per Share

The following table sets forth the computation of earnings per share. Earnings per share calculations give retroactive effect to stock dividends declared by the Company.

| | 2012 | 2011 | 2010 |
|--|--------------|--------------|--------------|
| Net income applicable to common stock | \$14,215,000 | \$12,832,000 | \$11,502,000 |
| Basic earnings per share computation: | | | |
| Weighted average common shares outstanding | 2,911,885 | 2,943,028 | 2,952,041 |
| Earnings per share - basic | \$4.88 | \$4.36 | \$3.90 |
| Diluted earnings per share computation: | | | |
| Weighted average common shares outstanding for basic earnings per share | 2,911,885 | 2,943,028 | 2,952,041 |
| Add: Dilutive effects of restricted stock | 1,642 | - | - |
| Weighted average common shares outstanding for dilutive earnings per share | 2,913,527 | 2,943,028 | 2,952,041 |
| Earnings per share - dilutive | \$4.88 | \$4.36 | \$3.90 |

For 2012, 2011 and 2010, 2,621, 9,921 and 11,241 shares, respectively, related to the restricted stock program were excluded from the diluted earnings per share calculations since they were anti-dilutive.

Reclassification

Certain of the prior year amounts have been reclassified to conform to the current year presentation. Such reclassifications had no effect on net income or stockholders' equity.

2. RESTRICTIONS ON CASH AND DUE FROM BANKS

The Bank is required to maintain reserves, in the form of cash and balances with the Federal Reserve Bank, against its deposit liabilities. The amount of such reserves was \$1,468,000 and \$1,415,000 at December 31, 2012 and 2011, respectively.

Non-retirement account deposits with one financial institution are insured up to \$250,000. At times, the Company maintains cash and cash equivalents with other financial institutions in excess of the insured amount.

3. INVESTMENT SECURITIES

The amortized cost and fair value of investment securities at December 31, 2012 and 2011 were as follows (in thousands):

| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|---|-------------------|------------------------------|-------------------------------|---------------|
| 2012 | | | | |
| Available-for-sale securities: | | | | |
| U.S. Agency securities | \$ 125,125 | \$ 2,150 | \$ (41) | \$ 127,234 |
| U.S. Treasuries | 4,922 | 25 | - | 4,947 |
| Obligations of state and political subdivisions | 95,288 | 5,721 | (134) | 100,875 |
| Corporate obligations | 21,699 | 452 | (42) | 22,109 |
| Mortgage-backed securities in government sponsored entities | 52,072 | 1,728 | (127) | 53,673 |
| Equity securities in financial institutions | 912 | 502 | - | 1,414 |
| Total available-for-sale securities | \$ 300,018 | \$ 10,578 | \$ (344) | \$ 310,252 |

| | | | | |
|---|------------|-----------|---------|------------|
| 2011 | | | | |
| Available-for-sale securities: | | | | |
| U.S. Agency securities | \$ 166,534 | \$ 2,087 | \$ (21) | \$ 168,600 |
| Obligations of state and political subdivisions | 96,556 | 4,996 | (5) | 101,547 |
| Corporate obligations | 8,263 | 197 | - | 8,460 |
| Mortgage-backed securities in government sponsored entities | 36,630 | 2,356 | (12) | 38,974 |
| Equity securities in financial institutions | 823 | 420 | (1) | 1,242 |
| Total available-for-sale securities | \$ 308,806 | \$ 10,056 | \$ (39) | \$ 318,823 |

The following table shows the Company's gross unrealized losses and fair value, aggregated by investment category and length of time, that the individual securities have been in a continuous unrealized loss position, at December 31, 2012 and 2011 (in thousands). As of December 31, 2012, the Company owned 25 securities whose fair value was less than their cost basis, respectively.

| | Less than Twelve Months | | Twelve Months or Greater | | Total | |
|------------------------|-------------------------|-------------------------|--------------------------|-------------------------|------------|-------------------------|
| | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses |
| 2012 | | | | | | |
| U.S. Agency securities | \$ 6,016 | \$ (41) | \$ - | \$ - | \$ 6,016 | \$ (41) |

Obligations of states
and

| | | | | | | |
|---|-----------|----------|------|------|-----------|----------|
| political subdivisions | 7,981 | (134) | - | - | 7,981 | (134) |
| Corporate obligations | 10,972 | (42) | - | - | 10,972 | (42) |
| Mortgage-backed securities in government sponsored entities | 8,651 | (127) | - | - | 8,651 | (127) |
| Total securities | \$ 33,620 | \$ (344) | \$ - | \$ - | \$ 33,620 | \$ (344) |

2011

| | | | | | | |
|---|-----------|---------|--------|--------|-----------|---------|
| U.S. Agency securities | \$ 10,018 | \$ (21) | \$ - | \$ - | \$ 10,018 | \$ (21) |
| Obligations of states and political subdivisions | 1,057 | (3) | 771 | (2) | 1,828 | (5) |
| Mortgage-backed securities in government sponsored entities | 3,164 | (12) | - | - | 3,164 | (12) |
| Equity securities in financial institutions | 39 | (1) | - | - | 39 | (1) |
| Total securities | \$ 14,278 | \$ (37) | \$ 771 | \$ (2) | \$ 15,049 | \$ (39) |

As of December 31, 2012, the Company's investment securities portfolio contains unrealized losses on agency securities issued or backed by the full faith and credit of the United States government or are generally viewed as having the implied guarantee of the U.S. government, corporate obligations, obligations of states and political subdivisions and mortgage backed securities in government sponsored entities. For fixed maturity investments management considers whether the present value of cash flows expected to be collected are less than the security's amortized cost basis (the difference defined as the credit loss), the magnitude and duration of the decline, the reasons underlying the decline and the Company's intent to sell the security or whether it is more likely than not that the Company would be required to sell the security before its anticipated recovery in market value, to determine whether the loss in value is other than temporary. Once a decline in value is determined to be other than temporary, if the Company does not intend to sell the security, and it is more-likely-than-not that it will not be required to sell the security, before recovery of the security's amortized cost basis, the charge to earnings is limited to the amount of credit loss. Any remaining difference between fair value and amortized cost (the difference defined as the non-credit portion) is recognized in other comprehensive income, net of applicable taxes. Otherwise, the entire difference between fair value and amortized cost is charged to earnings. For equity securities where the fair value has been significantly below cost for one year, the Company's policy is to recognize an impairment loss unless sufficient evidence is available that the decline is not other than temporary and a recovery period can be predicted. During 2011, an impairment loss was determined to be other than temporary for an equity security in a financial institution. As a result a \$54,000 loss was recognized on the Consolidated Statement of Income. As of December 31, 2012 and 2011, the Company has concluded that any impairment of its investment securities portfolio outlined in the above table is not other than temporary and is the result of interest rate changes, sector credit rating changes, or company-specific rating changes that are not expected to result in the non-collection of principal and interest during the period.

Proceeds from sales of securities available-for-sale during 2012, 2011, and 2010 were \$20,619,000, \$10,264,000 and \$8,871,000, respectively. The gross gains realized during 2012 consisted of realized gains of \$50,000, \$392,000, \$58,000, \$95,000 and \$9,000 from the sale of four agency securities, twelve mortgage backed securities, portions of an equity security, two U.S. Treasuries and one municipal security, respectively. There were no losses incurred during 2012. The gross gains realized during 2011 consisted of realized gains of \$115,000, \$254,000, \$68,000 and \$24,000 from the sale of three agency securities, thirteen mortgage backed securities, portions of two equity securities and one municipal security, respectively. The gross losses incurred during 2011 were made up of realized losses of \$4,000, \$6,000, and \$63,000 from the sale of an equity security, one mortgage backed security, and three municipal securities and an impairment charge related to an equity security in a financial institution in the amount of \$54,000. The gross gains realized during 2010 consisted of realized gains of \$21,000, \$23,000, and \$55,000 from the sale of a U.S. Treasury note, three agency securities and one mortgage backed securities, respectively. There were no losses incurred during 2010. Gross gains and gross losses were realized as follows (in thousands):

| | 2012 | 2011 | 2010 |
|--------------|--------|--------|-------|
| Gross gains | \$ 604 | \$ 461 | \$ 99 |
| Gross losses | - | 127 | - |
| Net gains | \$ 604 | \$ 334 | \$ 99 |

Investment securities with an approximate carrying value of \$193,332,000 and \$177,940,000 at December 31, 2012 and 2011, respectively, were pledged to secure public funds and certain other deposits as provided by law and certain borrowing arrangements of the Company.

Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. The amortized cost and fair value of debt securities at December 31, 2012, by contractual maturity, are shown below (in thousands):

| | Amortized Cost | Fair Value |
|--|----------------|------------|
| Available-for-sale securities: | | |
| Due in one year or less | \$ 19,148 | \$ 19,317 |
| Due after one year through five years | 71,727 | 73,597 |
| Due after five years through ten years | 63,510 | 64,811 |
| Due after ten years | 144,721 | 151,113 |
| Total | \$ 299,106 | \$ 308,838 |

4. LOANS AND RELATED ALLOWANCE FOR LOAN LOSSES

The Company grants commercial, industrial, agricultural, residential, and consumer loans primarily to customers throughout North central Pennsylvania and Southern New York. Although the Company has a diversified loan portfolio at December 31, 2012 and 2011, a substantial portion of its debtors' ability to honor their contracts is dependent on the economic conditions within these regions. The following table summarizes the primary segments of the loan portfolio, as well as how those segments are analyzed within the allowance for loan losses as of December 31, 2012 and 2011 (in thousands):

| 2012 | Total Loans | Individually evaluated for impairment | Collectively evaluated for impairment |
|---|-------------|---|---|
| Real estate loans: | | | |
| Residential | \$ 178,080 | \$ 424 | \$ 177,656 |
| Commercial and agricultural | 194,725 | 9,093 | 185,632 |
| Construction | 12,011 | - | 12,011 |
| Consumer | 10,559 | - | 10,559 |
| Other commercial and agricultural loans | 47,880 | 901 | 46,979 |
| State and political subdivision loans | 59,208 | - | 59,208 |
| Total | 502,463 | 10,418 | 492,045 |
| Allowance for loan losses | 6,784 | | |
| Net loans | \$ 495,679 | | |
| 2011 | | | |
| Real estate loans: | | | |
| Residential | \$ 184,034 | \$ 94 | \$ 183,940 |
| Commercial and agricultural | 185,050 | 8,270 | 176,780 |
| Construction | 8,481 | - | 8,481 |
| Consumer | 10,746 | - | 10,746 |
| Other commercial and agricultural loans | 44,299 | 517 | 43,782 |
| State and political subdivision loans | 54,899 | - | 54,899 |
| Total | 487,509 | 8,881 | 478,628 |
| Allowance for loan losses | 6,487 | | |
| Net loans | \$ 481,022 | | |

Real estate loans serviced for Freddie Mac and Fannie Mae, which are not included in the consolidated balance sheet, totaled \$73,813,000 and \$58,985,000 at December 31, 2012 and 2011, respectively.

As of December 31, 2012 and 2011, net unamortized loan fees and costs of \$1,354,000 were included in the carrying value of loans.

The segments of the Bank's loan portfolio are disaggregated into classes to a level that allows management to monitor risk and performance. Residential real estate mortgages consists of 15 to 30 year first mortgages on residential real estate, while residential real estate home equities are consumer purpose installment loans or lines of credit secured by a mortgage which is often a second lien on residential real estate with terms of 15 years or less. Commercial real estate are business purpose loans secured by a mortgage on commercial real estate. Agricultural real estate are loans secured by a mortgage on real estate used in agriculture production. Construction real estate are loans secured by residential or commercial real estate used during the construction phase of residential and commercial projects. Consumer loans are typically unsecured or primarily secured by something other than real estate and overdraft lines of credit connected with customer deposit accounts. Commercial and other loans are loans for commercial purposes primarily secured by non-real estate collateral. Other agricultural loans are loans for agricultural purposes primarily secured by non real estate collateral. State and political subdivisions are loans for state and local municipalities for capital and operating expenses or tax free loans used to finance commercial development

Management considers commercial and other loans, commercial and agricultural real estate loans and state and political subdivision loans which are 90 days or more past due to be impaired. Certain residential mortgages, home equity and consumer loans that are cross collateralized with commercial relationships determined to be impaired maybe classified as impaired as well. These loans are analyzed to determine if it is probable that all amounts will not be collected according to the contractual terms of the loan agreement. If management determines that the value of the impaired loan is less than the recorded investment in the loan (net of previous charge-offs, deferred loan fees or costs and unamortized premium or discount), impairment is recognized through an allowance estimate or a charge-off to the allowance.

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The following table includes the recorded investment and unpaid principal balances for impaired loans by class, with the associated allowance amount as of December 31, 2012 and 2011, if applicable (in thousands):

| | Unpaid Principal Balance | Recorded Investment With Allowance | Recorded Investment Without Allowance | Total Recorded Investment | Related Allowance |
|---------------------------------------|--------------------------|------------------------------------|---------------------------------------|---------------------------|-------------------|
| 2012 | | | | | |
| Real estate loans: | | | | | |
| Mortgages | \$ 309 | \$ 150 | \$ 136 | \$ 286 | \$ 8 |
| Home Equity | 138 | - | 138 | 138 | 14 |
| Commercial | 10,669 | 6,476 | 2,617 | 9,093 | 559 |
| Agricultural | - | - | - | - | - |
| Construction | - | - | - | - | - |
| Consumer | - | - | - | - | - |
| Other commercial loans | 950 | 592 | 309 | 901 | 1 |
| Other agricultural loans | - | - | - | - | - |
| State and political subdivision loans | - | - | - | - | - |
| Total | \$ 12,066 | \$ 7,218 | \$ 3,200 | \$ 10,418 | \$ 582 |

| | | | | | |
|---------------------------------------|-------|-------|-------|-------|------|
| 2011 | | | | | |
| Real estate loans: | | | | | |
| Mortgages | \$ - | \$ - | \$ - | \$ - | \$ - |
| Home Equity | 94 | 36 | 58 | 94 | 13 |
| Commercial | 9,394 | 5,663 | 2,607 | 8,270 | 433 |
| Agricultural | - | - | - | - | - |
| Construction | - | - | - | - | - |
| Consumer | - | - | - | - | - |
| Other commercial loans | 574 | 30 | 487 | 517 | 48 |
| Other agricultural loans | - | - | - | - | - |
| State and political subdivision loans | - | - | - | - | - |

| | | | | | |
|-------|-----------|----------|----------|----------|--------|
| Total | \$ 10,062 | \$ 5,729 | \$ 3,152 | \$ 8,881 | \$ 494 |
|-------|-----------|----------|----------|----------|--------|

The following table includes the average investment in impaired loans and the income recognized on impaired loans for 2012, 2011 and 2010 (in thousands):

| | 2012 | 2011 | 2010 |
|--|----------|----------|----------|
| Average investment in impaired loans | \$ 8,625 | \$ 9,653 | \$ 9,356 |
| Interest income recognized on impaired loans | 123 | 123 | 143 |
| Interest income recognized on a cash basis on impaired loans | 123 | 123 | 143 |

Credit Quality Information

For commercial real estate, agricultural real estate, construction, commercial and other and other agricultural loans, management uses a nine point internal risk rating system to monitor the credit quality. The first five categories are considered not criticized and are aggregated as “Pass” rated. The criticized rating categories utilized by management generally follow bank regulatory definitions. The definitions of each rating are defined below:

- Pass (Grades 1-5) – These loans are to customers with credit quality ranging from an acceptable to very high quality and are protected by the current net worth and paying capacity of the obligor or by the value of the underlying collateral.
- Special Mention (Grade 6) – This loan grade is in accordance with regulatory guidance and includes loans where a potential weakness or risk exists, which could cause a more serious problem if not corrected.
- Substandard (Grade 7) – This loan grade is in accordance with regulatory guidance and includes loans that have a well-defined weakness based on objective evidence and be characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected.
- Doubtful (Grade 8) – This loan grade is in accordance with regulatory guidance and includes loans that have all the weaknesses inherent in a substandard asset. In addition, these weaknesses make collection or liquidation in full highly questionable and improbable, based on existing circumstances.
 - Loss (Grade 9) – This loan grade is in accordance with regulatory guidance and includes loans that are considered uncollectible, or of such value that continuance as an asset is not warranted.

To help ensure that risk ratings are accurate and reflect the present and future capacity of borrowers to repay loan as agreed, the Bank's loan rating process includes several layers of internal and external oversight. The Company's loan officers are responsible for the timely and accurate risk rating of the loans in each of their portfolios at origination and on an ongoing basis under the supervision of management. All commercial and agricultural loans are reviewed annually to ensure that appropriateness of the loan grade. In addition, the Bank engages an external consultant on at least an annual basis. The external consultant is engaged to 1) review a minimum of 60% of the dollar volume of the commercial loan portfolio on an annual basis, 2) review a sample of new commercial/agricultural loans originated in the last year, 3) review all relationships in aggregate over \$500,000, 4) review all aggregate loan relationships over \$100,000 which are over 90 days past due, classified Special Mention, Substandard, Doubtful, or Loss, and 5) such other loans which management or the consultant deems appropriate.

The following tables represent credit exposures by internally assigned grades as of December 31, 2012 and 2011 (in thousands):

| 2012 | Pass | Special Mention | Substandard | Doubtful | Loss | Ending Balance |
|---------------------------------------|------------|-----------------|-------------|----------|------|----------------|
| Real estate loans: | | | | | | |
| Commercial \$ | 149,892 \$ | 7,616 \$ | 19,127 \$ | 75 \$ | - \$ | 176,710 |
| Agricultural | 13,690 | 2,386 | 1,939 | - | - | 18,015 |
| Construction | 12,011 | - | - | - | - | 12,011 |
| Other commercial loans | 39,239 | 826 | 1,555 | - | - | 41,620 |
| Other agricultural loans | 4,833 | 589 | 838 | - | - | 6,260 |
| State and political subdivision loans | 58,120 | - | 1,088 | - | - | 59,208 |

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| | | | | | | | | | | | | |
|--------------|----|---------|----|-----------------|----|-------------|----|----------|----|------|----|----------------|
| Total | \$ | 277,785 | \$ | 11,417 | \$ | 24,547 | \$ | 75 | \$ | - | \$ | 313,824 |
| 2011 | | Pass | | Special Mention | | Substandard | | Doubtful | | Loss | | Ending Balance |
| Real estate | | | | | | | | | | | | |
| loans: | | | | | | | | | | | | |
| Commercial | \$ | 138,409 | \$ | 10,372 | \$ | 17,045 | \$ | - | \$ | - | \$ | 165,826 |
| Agricultural | | 14,628 | | 2,412 | | 2,184 | | - | | - | | 19,224 |
| Construction | | 8,481 | | - | | - | | - | | - | | 8,481 |
| Other | | | | | | | | | | | | |
| commercial | | | | | | | | | | | | |
| loans | | 34,606 | | 2,203 | | 921 | | 17 | | - | | 37,747 |
| Other | | | | | | | | | | | | |
| agricultural | | | | | | | | | | | | |
| loans | | 4,509 | | 809 | | 1,234 | | - | | - | | 6,552 |
| State and | | | | | | | | | | | | |
| political | | | | | | | | | | | | |
| subdivision | | | | | | | | | | | | |
| loans | | 53,733 | | - | | 1,166 | | - | | - | | 54,899 |
| Total | \$ | 254,366 | \$ | 15,796 | \$ | 22,550 | \$ | 17 | \$ | - | \$ | 292,729 |

For residential real estate mortgages, home equities and consumer loans, credit quality is monitored based on whether the loan is performing or non-performing, which is typically based on the aging status of the loan and payment activity, unless a specific action, such as bankruptcy, repossession, death or significant delay in payment occurs to raise awareness of a possible credit event. Non-performing loans include those loans that are considered nonaccrual, described in more detail below and all loans past due 90 or more days. The following table presents the recorded investment in those loan classes based on payment activity as of December 31, 2012 and 2011 (in thousands):

| 2012 | Performing | Non-performing | Total |
|--------------------|---------------|----------------|---------|
| Real estate loans: | | | |
| Mortgages \$ | 105,822 \$ | 726 \$ | 106,548 |
| Home Equity | 71,263 | 269 | 71,532 |
| Consumer | 10,555 | 4 | 10,559 |
| Total | \$ 187,640 \$ | 999 \$ | 188,639 |

| 2011 | Performing | Non-performing | Total |
|--------------------|---------------|----------------|---------|
| Real estate loans: | | | |
| Mortgages \$ | 102,238 \$ | 473 \$ | 102,711 |
| Home Equity | 81,143 | 180 | 81,323 |
| Consumer | 10,746 | - | 10,746 |
| Total | \$ 194,127 \$ | 653 \$ | 194,780 |

Age Analysis of Past Due Loans by Class

Management further monitors the performance and credit quality of the loan portfolio by analyzing the age of the portfolio as determined by the length of time a recorded payment is past due. The following table includes an aging analysis of the recorded investment of past due loans as of December 31, 2012 and 2011, (in thousands):

| 2012 | 30-59 Days Past Due | 60-89 Days Past Due | 90 Days Or Greater | Total Past Due | Total Financing Current | Total Financing Receivables | 90 Days and Accruing |
|---------------------------------------|---------------------|---------------------|--------------------|----------------|-------------------------|-----------------------------|----------------------|
| Real estate loans: | | | | | | | |
| Mortgages | \$ 636 | \$ 294 | \$ 493 | \$ 1,423 | \$ 105,125 | \$ 106,548 | \$ 244 |
| Home Equity | 267 | 17 | 222 | 506 | 71,026 | 71,532 | 88 |
| Commercial | 602 | - | 2,149 | 2,751 | 173,959 | 176,710 | 152 |
| Agricultural | 54 | - | - | 54 | 17,961 | 18,015 | - |
| Construction | - | - | - | - | 12,011 | 12,011 | - |
| Consumer | 45 | 43 | 4 | 92 | 10,467 | 10,559 | 4 |
| Other commercial loans | 962 | - | 317 | 1,279 | 40,341 | 41,620 | 18 |
| Other agricultural loans | - | - | - | - | 6,260 | 6,260 | - |
| State and political subdivision loans | - | - | - | - | 59,208 | 59,208 | - |
| Total | \$ 2,566 | \$ 354 | \$ 3,185 | \$ 6,105 | \$ 496,358 | \$ 502,463 | \$ 506 |
| Loans considered non-accrual | | | | | | | |
| | \$ 73 | \$ 69 | \$ 2,679 | \$ 2,821 | \$ 5,246 | \$ 8,067 | |
| Loans still accruing | 2,493 | 285 | 506 | 3,284 | 491,112 | 494,396 | |
| Total | \$ 2,566 | \$ 354 | \$ 3,185 | \$ 6,105 | \$ 496,358 | \$ 502,463 | |

| 2011 | 30-59 Days Past Due | 60-89 Days Past Due | 90 Days Or Greater | Total Past Due | Current | Total Financing Receivables | 90 Days and Accruing |
|--|---------------------------|---------------------------|-----------------------|----------------------|-------------------|--------------------------------|-------------------------|
| Real estate loans: | | | | | | | |
| Mortgages | \$ 428 | \$ 91 | \$ 398 | \$ 917 | \$ 101,794 | \$ 102,711 | \$ 60 |
| Home Equity | 339 | - | 180 | 519 | 80,804 | 81,323 | 39 |
| Commercial | 319 | 412 | 2,794 | 3,525 | 162,301 | 165,826 | 176 |
| Agricultural | 143 | - | - | 143 | 19,081 | 19,224 | - |
| Construction | - | - | - | - | 8,481 | 8,481 | - |
| Consumer | 86 | 7 | - | 93 | 10,653 | 10,746 | - |
| Other commercial loans | 9 | - | 503 | 512 | 37,235 | 37,747 | - |
| Other agricultural loans | - | - | - | - | 6,552 | 6,552 | - |
| State and political subdivision loans | - | - | - | - | 54,899 | 54,899 | - |
| Total | \$ 1,324 | \$ 510 | \$ 3,875 | \$ 5,709 | \$ 481,800 | \$ 487,509 | \$ 275 |
| Loans considered non-accrual | | | | | | | |
| | \$ - | \$ - | \$ 3,600 | \$ 3,600 | \$ 5,565 | \$ 9,165 | |
| Loans still accruing | 1,324 | 510 | 275 | 2,109 | 476,235 | 478,344 | |
| Total | \$ 1,324 | \$ 510 | \$ 3,875 | \$ 5,709 | \$ 481,800 | \$ 487,509 | |

Nonaccrual Loans

Loans are considered for nonaccrual status upon reaching 90 days delinquency, unless the loan is well secured and in the process of collection, although the Corporation may be receiving partial payments of interest and partial repayments of principal on such loans or if full payment of principal and interest is not expected.

The following table reflects the loans on nonaccrual status as of December 31, 2012 and 2011, respectively. The balances are presented by class of loan (in thousands):

| | 2012 | 2011 |
|-----------------------------|--------|--------|
| Real estate loans: | | |
| Mortgages | \$ 482 | \$ 413 |
| Home Equity | 181 | 141 |
| Commercial | 7,042 | 8,094 |
| Agricultural | - | - |
| Construction | - | - |
| Consumer | - | - |
| Other commercial loans | 362 | 517 |
| Other agricultural loans | - | - |

| | | |
|---------------------------------|----------|----------|
| State and political subdivision | - | - |
| | \$ 8,067 | \$ 9,165 |

Interest income on loans would have increased by approximately \$531,000, \$625,000, and \$522,000 and during 2012, 2011 and 2010, respectively, if these loans had performed in accordance with their terms.

Troubled Debt Restructurings

In situations where, for economic or legal reasons related to a borrower's financial difficulties, management may grant a concession for other than an insignificant period of time to the borrower that would not otherwise be considered, the related loan is classified as a Troubled Debt Restructuring (TDR). Management strives to identify borrowers in financial difficulty early and work with them to modify more affordable terms before their loan reaches nonaccrual status. These modified terms may include rate reductions, principal forgiveness, payment forbearance and other actions intended to minimize the economic loss and to avoid foreclosure or repossession of the collateral. In cases where borrowers are granted new terms that provide for a reduction of either interest or principal, management measures any impairment on the restructuring by calculating the present value of the revised loan terms and comparing this balance to the Company's investment in the loan prior to the restructuring. As these loans are individually evaluated, they are excluded from pooled portfolios when calculating the allowance for loan and lease losses and a separate allocation within the allowance for loan and lease losses is provided. Management continually evaluates loans that are considered TDR's, including payment history under the modified loan terms, the borrower's ability to continue to repay the loan based on continued evaluation of their operating results and cash flows from operations. Based on this evaluation management would no longer consider a loan to be a TDR when the relevant facts support such a conclusion.

Loan modifications that are considered TDR's completed during the years ended December 31, 2012 and 2011 were as follows (dollars in thousands):

| 2012 | Number of contracts | | Pre-modification Outstanding Recorded Investment | | Post-Modification Outstanding Recorded Investment | |
|------------------------|-----------------------|-------------------|--|-------------------|---|-------------------|
| | Interest Modification | Term Modification | Interest Modification | Term Modification | Interest Modification | Term Modification |
| Real estate loans: | | | | | | |
| Residential mortgage | 1 | 1 | \$ 48 | \$ 71 | \$ 48 | \$ 71 |
| Commercial | - | 3 | - | 160 | - | 160 |
| Other commercial loans | | | | | | |
| | - | 1 | - | 25 | - | 25 |
| Total | 1 | 5 | \$ 48 | \$ 256 | \$ 48 | \$ 256 |
| 2011 | Interest Modification | Term Modification | Interest Modification | Term Modification | Interest Modification | Term Modification |
| Real estate loans: | | | | | | |
| Residential | 2 | - | \$ 76 | \$ - | \$ 76 | \$ - |
| Commercial | 5 | 1 | 5,912 | 47 | 5,912 | 47 |
| Other commercial loans | | | | | | |
| | 1 | - | 15 | - | 15 | - |
| Total | 8 | 1 | \$ 6,003 | \$ 47 | \$ 6,003 | \$ 47 |

Recidivism, or the borrower defaulting on its obligation pursuant to a modified loan, results in the loan once again becoming a non-accrual loan. Recidivism occurs at a notably higher rate than do defaults on new origination loans, so modified loans present a higher risk of loss than do new origination loans. Loan modifications during the previous twelve months considered TDR's that defaulted during the twelve month periods ended December 31, 2012 and 2011 were as follows (dollars in thousands):

| | 2012 | | 2011 | |
|--------------------|---------------------|---------------------|---------------------|---------------------|
| | Number of contracts | Recorded investment | Number of contracts | Recorded investment |
| Real estate loans: | | | | |
| Commercial | 1 | \$ 50 | 3 | \$ 150 |
| Total | 1 | \$ 50 | 3 | \$ 150 |
| recidivism | | | | |
| | 1 | \$ 50 | 3 | \$ 150 |

Allowance for Loan Losses

The following tables roll forward the balance of the allowance for loan and lease losses for the years ended December 31, 2012, 2011 and 2010 and is segregated into the amount required for loans individually evaluated for impairment and the amount required for loans collectively evaluated for impairment as of December 31, 2012, 2011 and 2010 (in thousands):

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| | Balance at December 31, 2011 | Charge-offs | Recoveries | Provision | Balance at December 31, 2011 | Individually evaluated for impairment | Collectively evaluated for impairment |
|--|------------------------------------|-----------------|--------------|---------------|------------------------------------|---|---|
| Real estate loans: | | | | | | | |
| Residential | \$ 805 | \$ (95) | \$ - | \$ 165 | \$ 875 | \$ 22 | \$ 853 |
| Commercial and agricultural | 4,132 | (2) | 9 | 298 | 4,437 | 559 | 3,878 |
| Construction | 15 | - | - | 23 | 38 | - | 38 |
| Consumer | 111 | (54) | 33 | 29 | 119 | - | 119 |
| Other commercial and agricultural loans | 674 | (21) | 7 | 68 | 728 | 1 | 727 |
| State and political subdivision loans | 235 | - | - | 36 | 271 | - | 271 |
| Unallocated | 515 | - | - | (199) | 316 | - | 316 |
| Total | \$ 6,487 | \$ (172) | \$ 49 | \$ 420 | \$ 6,784 | \$ 582 | \$ 6,202 |

| | Balance at December 31, 2010 | Charge-offs | Recoveries | Provision | Balance at December 31, 2011 | Individually evaluated for impairment | Collectively evaluated for impairment |
|--|------------------------------------|-----------------|---------------|---------------|------------------------------------|---|---|
| Real estate loans: | | | | | | | |
| Residential | \$ 969 | \$ (101) | \$ - | \$ (63) | \$ 805 | \$ 13 | \$ 792 |
| Commercial and agricultural | 3,380 | (29) | 15 | 766 | 4,132 | 433 | 3,699 |
| Construction | 22 | - | - | (7) | 15 | - | 15 |
| Consumer | 108 | (71) | 57 | 17 | 111 | - | 111 |
| Other commercial and agricultural loans | 983 | (6) | 32 | (335) | 674 | 48 | 626 |
| State and political subdivision loans | 137 | - | - | 98 | 235 | - | 235 |
| Unallocated | 316 | - | - | 199 | 515 | - | 515 |
| Total | \$ 5,915 | \$ (207) | \$ 104 | \$ 675 | \$ 6,487 | \$ 494 | \$ 5,993 |

| | Balance at December 31, 2009 | Charge-offs | Recoveries | Provision | Balance at December 31, 2010 | Individually evaluated for impairment | Collectively evaluated for impairment |
|--|------------------------------------|-----------------|---------------|-----------------|------------------------------------|---|---|
| Real estate loans: | | | | | | | |
| Residential | \$ 801 | \$ (76) | \$ 4 | \$ 240 | \$ 969 | \$ 21 | \$ 948 |
| Commercial and agricultural | 2,864 | (124) | 21 | 619 | 3,380 | 167 | 3,213 |
| Construction | 20 | - | - | 2 | 22 | - | 22 |
| Consumer | 131 | (88) | 79 | (14) | 108 | - | 108 |
| Other commercial and agricultural loans | 918 | (120) | 76 | 109 | 983 | - | 983 |
| State and political subdivision loans | 93 | - | - | 44 | 137 | - | 137 |
| Unallocated | 61 | - | - | 255 | 316 | - | 316 |
| Total | \$ 4,888 | \$ (408) | \$ 180 | \$ 1,255 | \$ 5,915 | \$ 188 | \$ 5,727 |

As discussed in Footnote 1, management evaluates various qualitative factors on a quarterly basis. The following are factors that experienced changes:

2012

- The qualitative factors for changes in levels of and trends in delinquencies and impaired/classified loans were increased for residential real estate loans and other commercial loans due to increases in the amount of loans past due.
- The qualitative factor for changes in the quality of the loan review system was increased for all portfolio types due to personnel changes.
- The qualitative factor for changes in values of underlying collateral was decreased for residential and commercial real estate loans as flooding experienced in our primary market area of north central Pennsylvania at the end of 2011 was not as severe as estimated for the year ended December 31, 2011.
- The qualitative factor for changes in unemployment rates was increased for all loan types due to rising unemployment rates in the Bank's primary market during 2012.
- The qualitative factor for the existence and effect of any credit concentrations and changes in the level of such concentrations was increased for commercial real estate loans and other commercial loans due to the increased size of these loans in regards to the Company's loan portfolio.

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2011:

- Separate factors were created for special mention, substandard and doubtful loans for each qualitative factor reviewed to more accurately reflect the risks inherent in the Bank's loan portfolio.
- The qualitative factors for changes in levels of and trends in delinquencies, impaired/classified loans were decreased for all loans portfolio types due to the decreases in nonaccrual loans and total past due loans.
- The qualitative factors for changes in the trends of charge-offs and recoveries were decreased for residential, consumer loans, commercial and agricultural loans due to reduced net charge-offs in 2011.
- The qualitative factors for changes in portfolio volumes were reduced for agricultural loans due to the decreased size of the portfolio in relation to the total portfolio.
- The qualitative factor for changes in values of underlying collateral was increased for residential and commercial real estate loans due to flooding that occurred in our primary market area of north central Pennsylvania. The Company is continuing to monitor the impact, if any, this will have on the loan portfolio.
- The qualitative factor for the existence and effect of any credit concentrations and changes in the level of such concentrations was increased for municipal loans and commercial loans due to the increased size of these loans in regards to the Company's loan portfolio, while this factor was reduced for agricultural loans.

The negative provision associated with commercial and other loans of \$335,000 for 2011 was primarily driven by the \$2,857,000 or 6.1% decrease in the loan portfolio balance from December 31, 2010 and the \$1,164,000 decrease in commercial and other loans, including other agricultural loans classified as special mention or substandard. These items resulted in certain qualitative factors being reduced as discussed above, which resulted the negative provision for 2011.

5. PREMISES & EQUIPMENT

Premises and equipment at December 31, 2012 and 2011 are summarized as follows (in thousands):

| | 2012 | 2011 |
|-----------------------------------|-----------|-----------|
| Land | \$ 3,278 | \$ 3,278 |
| Buildings | 12,448 | 12,313 |
| Furniture, fixtures and equipment | 6,374 | 6,517 |
| Construction in process | 64 | 6 |
| | 22,164 | 22,114 |
| Less: accumulated depreciation | 10,643 | 10,412 |
| Premises and equipment, net | \$ 11,521 | \$ 11,702 |

Depreciation expense amounted to \$606,000, \$649,000 and \$669,000 for 2012, 2011 and 2010, respectively.

6. GOODWILL

As of December 31, 2012 and 2011, the Company had goodwill of \$10,256,000, which is tested for impairment on an annual basis. Based on the fair value of the reporting unit, no goodwill impairment loss was recognized in 2012, 2011 or, 2010.

7. CORE DEPOSIT INTANGIBLE ASSETS

A summary of core deposit intangible assets as of December 31, 2012 and 2011 are as follows (in thousands):

| | 2012 | 2011 |
|------------------------------------|----------|----------|
| Beginning carrying amount | \$ 3,619 | \$ 3,619 |
| Add: amount related to acquisition | - | - |
| Gross carrying amount | \$ 3,619 | \$ 3,619 |
| Less: accumulated amortization | 3,619 | 3,604 |
| Net carrying amount | \$ - | \$ 15 |

Amortization expense amounted to \$15,000, \$17,000 and \$17,000 for 2012, 2011, and 2010, respectively.

8. FEDERAL HOME LOAN BANK (FHLB) STOCK

The Bank is a member of the FHLB of Pittsburgh and as such, is required to maintain a minimum investment in stock of the FHLB that varies with the level of advances outstanding with the FHLB. As of December 31, 2012 and 2011, the Bank holds \$3,290,000 and \$3,027,000, respectively. The stock is bought from and sold to the FHLB based upon its \$100 par value. The stock does not have a readily determinable fair value and as such is classified as restricted stock, carried at cost and evaluated for by management. The stock's value is determined by the ultimate recoverability of the par value rather than by recognizing temporary declines. The determination of whether the par value will ultimately be recovered is influenced by criteria such as the following: (a) The significance of the decline in net assets of the FHLB as compared to the capital stock amount and the length of time this situation has persisted (b) commitments by the FHLB to make payments required by law or regulation and the level of such payments in relation to the operating performance (c) the impact of legislative and regulatory changes on the customer base of the FHLB and (d) the liquidity position of the FHLB. Management evaluated the stock and concluded that the stock was not impaired for the periods presented herein. Management considered that the FHLB's regulatory capital ratios have improved in the most recent quarters, liquidity appears adequate, new shares of FHLB stock continue to exchange hands at the \$100 par value and the FHLB has repurchased shares of excess capital stock from its members throughout 2012 and has reinstated the dividend in 2012.

9. DEPOSITS

The following table shows the breakdown of deposits as of December 31, 2012 and 2011, by deposit type (dollars in thousands):

| | 2012 | 2011 |
|-------------------------------|-----------|-----------|
| Non-interest-bearing deposits | \$ 89,494 | \$ 85,605 |
| NOW accounts | 201,804 | 200,897 |
| Savings deposits | 87,836 | 79,659 |
| Money market deposit accounts | 83,423 | 67,223 |
| | 274,539 | 300,609 |

Certificates of
deposit

| | | | | |
|-------|----|---------|----|---------|
| Total | \$ | 737,096 | \$ | 733,993 |
|-------|----|---------|----|---------|

Certificates of deposit of \$100,000 or more amounted to \$113,479,000 and \$120,127,000 at December 31, 2012 and 2011, respectively. Interest expense on certificates of deposit of \$100,000 or more amounted to \$1,819,000, \$2,496,000, and, \$3,095,000 for the years ended December 31, 2012, 2011, and 2010, respectively.

Following are maturities of certificates of deposit as of December 31, 2012 (in thousands):

| | | |
|-------------------------------------|----|---------|
| 2013 | \$ | 126,355 |
| 2014 | | 62,274 |
| 2015 | | 45,528 |
| 2016 | | 19,372 |
| 2017 | | 19,610 |
| Thereafter | | 1,400 |
| Total certificates of deposit | \$ | 274,539 |

10. BORROWED FUNDS

The following table shows the breakdown of borrowed funds as of December 31, 2012 and 2011, by deposit type (dollars in thousands):

| | Securities Sold Under | | Federal Funds Line (c) | FRB BIC Line (d) | Notes Payable(e,f) | Term Loans(g) | Total Borrowed Funds |
|----------------------------------|-----------------------------|------------------|------------------------|------------------|--------------------|---------------|----------------------|
| | Agreements to Repurchase(a) | FHLB Advances(b) | | | | | |
| 2012 | | | | | | | |
| Balance at December 31 | \$ 8,626 | \$ - | \$ - | \$ - | \$ 7,500 | \$ 30,000 | \$ 46,126 |
| Highest balance at any month-end | 11,382 | 19,338 | - | - | 7,500 | 35,000 | 73,220 |
| Average balance | 9,765 | 3,135 | - | 1 | 7,500 | 32,077 | 52,478 |
| Weighted average interest rate: | | | | | | | |
| Paid during the year | 0.84% | 0.25% | 0.51% | 0.75% | 5.87% | 3.14% | 2.95% |
| As of year-end | 0.87% | 0.00% | 0.00% | 0.00% | 5.87% | 3.06% | 3.10% |
| 2011 | | | | | | | |
| Balance at December 31 | \$ 11,382 | \$ - | \$ - | \$ - | \$ 7,500 | \$ 35,000 | \$ 53,882 |
| Highest balance at any month-end | 11,382 | - | - | - | 7,500 | 39,000 | 57,882 |
| Average balance | 10,484 | 3 | - | - | 7,500 | 37,496 | 55,483 |
| Weighted average interest rate: | | | | | | | |
| Paid during the year | 0.82% | 0.68% | 1.53% | 0.00% | 5.87% | 3.22% | 3.13% |
| As of year-end | 0.79% | 0.00% | 0.00% | 0.00% | 5.87% | 3.13% | 3.01% |

(a) Securities sold under agreements to repurchase mature within 5 years. As of December 31, 2012 and 2011, repurchase agreements with original maturities of less than one year totaled \$7,436,000 and \$9,602,000, respectively. As of December 31, 2012 and 2011, repurchase agreements with original maturities greater than one year totaled \$1,190,000 and \$1,780,000, respectively. The carrying value of the underlying securities pledged at December 31, 2012 and 2011 was \$13,177,000 and \$15,631,000, respectively.

(b) FHLB Advances consist of an “Open RepoPlus” agreement with the Federal Home Loan Bank of Pittsburgh. FHLB “Open RepoPlus” advances are short-term borrowings that bear interest based on the Federal Home Loan Bank discount rate or Federal Funds rate, whichever is higher. The Company has a borrowing limit of \$236,796,000, inclusive of any outstanding advances. FHLB advances are secured by a blanket security agreement that includes the Company’s FHLB stock, as well as certain investment and mortgage-backed securities held in safekeeping at the FHLB and certain residential and commercial mortgage loans. At December 31, 2012 and 2011, the approximate carrying value of the securities collateral was \$8,092,000 and \$11,196,000, respectively.

(c) The federal funds line consists of an unsecured line from a third party bank at market rates. The Company has a borrowing limit of \$10,000,000, inclusive of any outstanding balances. No specific collateral is required to be pledged for these borrowings.

(d) The Federal Reserve Bank Borrower in Custody (FRB BIC) Line consists of a borrower in custody in agreement open in January 2010 with the Federal Reserve Bank of Philadelphia secured by municipal loans maintained in the Company's possession. As of December 31, 2012, the Company has a borrowing limit of \$13,731,000, inclusive of any outstanding advances. The approximate carrying value of the municipal loan collateral was \$16,814,000 and \$17,549,000 as of December 31, 2012 and 2011, respectively.

(e) In December 2003, the Company formed a special purpose entity (“Entity”) to issue \$7,500,000 of floating rate obligated mandatory redeemable securities as part of a pooled offering. The rate was determined quarterly and floated based on the 3 month LIBOR plus 2.80. The Entity may redeem them, in whole or in part, at face value after December 17, 2008, and on a quarterly basis thereafter. The Company borrowed the proceeds of the issuance from the Entity in December 2003 in the form of a \$7,500,000 note payable. Debt issue costs of \$75,000 have been capitalized and fully amortized as of December 31, 2008. Under current accounting rules, the Company’s minority interest in the Entity was recorded at the initial investment amount and is included in the other assets section of the balance sheet. The Entity is not consolidated as part of the Company’s consolidated financial statements.

(f) In December, 2008, the Company entered into an interest rate swap agreement to convert floating-rate debt to fixed rate debt on a notional amount of \$7,500,000. The interest rate swap instrument involves an agreement to receive a floating rate and pay a fixed rate, at specified intervals, calculated on the agreed-upon notional amount. The differentials paid or received on interest rate swap agreements are recognized as adjustments to interest expense in the period. The interest rate swap agreement was entered into on December 17, 2008 and expires December 17, 2013. The fair value of the interest rate swap at December 31, 2012 and 2011 was a liability of \$200,000 and \$348,000, respectively, and is included within other liabilities on the consolidated balance sheets.

(g) Term Loans consist of separate loans with a third party bank and the Federal Home Loan Bank of Pittsburgh as follows (in thousands):

| Interest Rate | Maturity | December 31, 2012 | December 31, 2011 |
|------------------|-------------------|-------------------|-------------------|
| Fixed: | | | |
| 3.57% | May 7, 2012 | \$ - | \$ 2,000 |
| 3.36% | May 9, 2012 | - | 2,000 |
| 3.89% | September 5, 2012 | - | 1,000 |
| 2.72% | March 31, 2013 | 1,150 | 1,150 |
| 2.58% | April 28, 2013 | 2,000 | 2,000 |
| 2.37% | May 5, 2013 | 2,000 | 2,000 |
| 3.75% | May 6, 2013 | 2,000 | 2,000 |
| 3.55% | May 9, 2013 | 2,000 | 2,000 |
| 2.26% | May 15, 2013 | 1,650 | 1,650 |
| 3.42% | December 2, 2013 | 5,000 | 5,000 |
| 3.52% | December 5, 2013 | 5,000 | 5,000 |
| 2.31% | January 27, 2014 | 1,000 | 1,000 |
| 2.80% | April 17, 2014 | 3,200 | 3,200 |
| 2.29% | October 2, 2017 | 2,000 | 2,000 |
| 2.72% | July 12, 2018 | 1,000 | 1,000 |
| 3.52% | July 12, 2021 | 2,000 | 2,000 |
| Total term loans | | \$ 30,000 | \$ 35,000 |

Following are maturities of borrowed funds as of December 31, 2012 (in thousands):

| | |
|------|-----------|
| 2013 | \$ 35,736 |
| 2014 | 4,200 |
| 2015 | 656 |
| 2016 | 534 |
| 2017 | 2,000 |

| | |
|-------------------------------|--------|
| Thereafter | 3,000 |
| Total borrowed funds \$ | 46,126 |

11. EMPLOYEE BENEFIT PLANS

Noncontributory Defined Benefit Pension Plan

The Bank sponsors a trustee, noncontributory defined benefit pension plan covering substantially all employees and officers. The pension plan calls for benefits to be paid to eligible employees at retirement based primarily upon years of service with the Bank and compensation rates near retirement. The Bank's funding policy is to make annual contributions, if needed, based upon the funding formula developed by the pension plan's actuary. For the years ended December 31, 2012 and 2011, contributions to the pension plan totaled \$750,000 and \$505,000, respectively.

The pension plan was amended to cease eligibility for employees with a hire date of January 1, 2007 or later. In lieu of the pension plan, employees with a hire date of January 1, 2007 or later are eligible to receive, after meeting length of service requirements, an annual discretionary 401(k) plan contribution from the Bank equal to a percentage of an employee's base compensation. The contribution amount will be placed in a separate account within the 401(k) plan and will be subject to a vesting requirement. Contributions by the Company totaled \$30,000 and \$18,000 for 2012 and 2011, respectively.

The pension plan was also amended, effective January 1, 2008, for employees who are still eligible to participate. The amended pension plan calls for benefits to be paid to eligible employees based primarily upon years of service with the Bank and compensation rates during employment. Upon retirement or other termination of employment, employees can elect either an annuity benefit or a lump sum distribution of vested benefits in the pension plan.

The following table sets forth the obligation and funded status as of December 31 (in thousands):

| | 2012 | 2011 |
|--|------------|----------|
| Change in benefit obligation | | |
| Benefit obligation at beginning of year | \$ 8,387 | \$ 7,637 |
| Service cost | 330 | 328 |
| Interest cost | 344 | 402 |
| Actuarial gain | 1,207 | 425 |
| Benefits paid | (251) | (405) |
| Benefit obligation at end of year | 10,017 | 8,387 |
| Change in plan assets | | |
| Fair value of plan assets at beginning of year | 7,472 | 7,337 |
| Actual return on plan assets | 790 | 35 |
| Employer contribution | 750 | 505 |
| Benefits paid | (251) | (405) |
| Fair value of plan assets at end of year | 8,761 | 7,472 |
| Funded status | \$ (1,256) | \$ (915) |

Amounts not yet recognized as a component of net periodic pension cost (in thousands)

Amounts recognized in accumulated other comprehensive loss consists of:

| | | |
|--------------------|----------|----------|
| Net loss | \$ 3,375 | \$ 2,570 |
| Prior service cost | (357) | (400) |
| Total | \$ 3,018 | \$ 2,170 |

The accumulated benefit obligation for the defined benefit pension plan was \$10,017,000 and \$8,387,000 at December 31, 2012 and 2011, respectively. Information where the accumulated benefit obligation is in excess of plan assets at December 31, 2012 is as follows (in thousands):

| | 2012 |
|------------------------------|-----------|
| Projected benefit obligation | \$ 10,017 |
| | 10,017 |

| | |
|--------------------------------|-------|
| Accumulated benefit obligation | |
| Fair value of plan assets | 8,761 |

The components of net periodic benefit costs for the periods ending December 31 are as follows (in thousands):

| | 2012 | 2011 | 2010 |
|--------------------------------|--------|--------|-------|
| Service cost \$ | 330 \$ | 328 \$ | 303 |
| Interest cost | 344 | 402 | 399 |
| Expected return on plan assets | (565) | (595) | (523) |
| Net amortization and deferral | 135 | 46 | 44 |
| Net periodic benefit cost \$ | 244 \$ | 181 \$ | 223 |

The estimated net loss and prior service cost (benefit) that will be amortized from accumulated other comprehensive loss into the net periodic benefit cost in 2013 is \$223,859 and \$(43,000), respectively.

The weighted-average assumptions used to determine benefit obligations at December 31:

| | 2012 | 2011 |
|-------------------------------|-------|-------|
| Discount rate | 3.30% | 4.00% |
| Rate of compensation increase | 3.00% | 3.00% |

The weighted-average assumptions used to determine net periodic benefit cost for the year ended December 31:

| | | | |
|--|-------|-------|-------|
| | 2012 | 2011 | 2010 |
| Discount rate | 4.00% | 5.25% | 5.75% |
| Expected long-term return on plan assets | 7.50% | 8.00% | 8.00% |
| Rate of compensation increase | 3.00% | 3.00% | 3.25% |

The long-term rate of return on plan assets gives consideration to returns currently being earned on plan assets as well as future rates expected to be earned. The investment objective is to maximize total return consistent with the interests of the participants and beneficiaries, and prudent investment management. The allocation of the pension plan assets is determined on the basis of sound economic principles and is continually reviewed in light of changes in market conditions. Asset allocation favors equity securities, with a target allocation of 50-70%. The target allocation for debt securities is 30-50%. At December 31, 2012, the pension plan had a sufficient cash and money market position in order to re-allocate the equity portfolio for diversification purposes and reduce risk in the total portfolio. The following table sets forth by level, within the fair value hierarchy as defined in footnote 17, the Plan's assets at fair value as of December 31, 2012 and 2011 (in thousands):

| 2012 | Level 1 | Level II | Level III | Total | Allocation |
|----------------------------|----------|----------|-----------|----------|------------|
| Assets | | | | | |
| Cash and cash equivalents | \$ 525 | \$ - | \$ - | \$ 525 | 6.0% |
| Equity Securities | | | | | |
| U.S. | | | | | |
| Companies | 3,121 | - | - | 3,121 | 35.6% |
| Mutual Funds and ETF's (a) | 3,058 | - | - | 3,058 | 34.9% |
| Corporate Bonds | - | 1,149 | - | 1,149 | 13.1% |
| U.S. Agency Securities | | | | | |
| | - | 908 | - | 908 | 10.4% |
| Total | \$ 6,704 | \$ 2,057 | \$ - | \$ 8,761 | 100.0% |

| 2011 | Level 1 | Level II | Level III | Total | Allocation |
|----------------------------|----------|----------|-----------|----------|------------|
| Assets | | | | | |
| Cash and cash equivalents | \$ 208 | \$ - | \$ - | \$ 208 | 2.8% |
| Equity Securities | | | | | |
| U.S. | | | | | |
| Companies | 2,958 | - | - | 2,958 | 39.6% |
| Mutual Funds and ETF's (a) | 1,797 | - | - | 1,797 | 24.0% |
| Corporate Bonds | - | 1,273 | - | 1,273 | 17.0% |
| U.S. Agency Securities | | | | | |
| | - | 1,086 | - | 1,086 | 14.5% |
| Certificate of deposit | | | | | |
| | 150 | - | - | 150 | 2.1% |
| Total | \$ 5,113 | \$ 2,359 | \$ - | \$ 7,472 | 100.0% |

(a) This category comprises mutual funds investing in domestic large-cap, mid-caps, small caps, international large cap, emerging markets and commodities.

Equity securities include the Company's common stock in the amounts of \$436,000 (5.0% of total plan assets) and \$346,000 (4.6% of total plan assets) at December 31, 2012 and 2011, respectively.

The Bank expects to contribute \$500,000 to its pension plan in 2013. Expected future benefit payments that the Bank estimates from its pension plan are as follows (in thousands):

| | | |
|------|----|-------|
| 2013 | \$ | 326 |
| 2014 | | 636 |
| 2015 | | 306 |
| 2016 | | 570 |
| 2017 | | 516 |
| 2018 | | - |
| 2022 | | 4,037 |

Defined Contribution Plan

The Company sponsors a voluntary 401(k) savings plan which eligible employees can elect to contribute up to the maximum amount allowable not to exceed the limits of IRS Code Sections 401(k). Under the plan, the Company also makes required contributions on behalf of the eligible employees. The Company's contributions vest immediately. Contributions by the Company totaled \$245,000, \$230,000 and \$226,000 for 2012, 2011 and 2010, respectively.

Directors' Deferred Compensation Plan

The Company's directors may elect to defer all or portions of their fees until their retirement or termination from service. Amounts deferred under the deferred compensation plan earn interest based upon the highest current rate offered to certificate of deposit customers. Amounts deferred under the deferred compensation plan are not guaranteed and represent a general liability of the Company. As of December 31, 2012 and 2011, an obligation of \$1,001,000 and \$1,030,000, respectively, was included in other liabilities for this plan in the consolidated balance sheet. Amounts included in interest expense on the deferred amounts totaled \$16,000, \$22,000 and \$28,000 for the years ended December 31, 2012, 2011 and 2010, respectively.

Restricted Stock Plan

The Company maintains a Restricted Stock Plan (the Plan) whereby employees and non-employee corporate directors are eligible to receive awards of restricted stock based upon performance related requirements. Awards granted under the Plan are in the form of the Company's common stock and are subject to certain vesting requirements including in the case of employees, continuous employment or service with the Company. 100,000 shares of the Company's common stock have been authorized under the Plan, which terminates April 18, 2016. As of December 31, 2012, 70,783 shares remain available to be issued under the Plan. The Plan assists the Company in attracting, retaining and motivating employees to make substantial contributions to the success of the Company and to increase the emphasis on the use of equity as a key component of compensation.

The following table details the vesting, awarding and forfeiting of restricted shares during 2012 and 2011:

| | 2012 | | 2011 | |
|-----------------------------------|---------|-------------------------------------|---------|-------------------------------------|
| | Shares | Weighted Average Market Price | Shares | Weighted Average Market Price |
| Outstanding, beginning of year | 9,921 | \$ 29.37 | 11,241 | \$ 22.79 |
| Granted | 4,132 | 37.68 | 4,268 | 37.16 |
| Vested | (5,407) | 25.92 | (5,588) | 22.08 |
| Outstanding, end of year | 8,646 | \$ 35.51 | 9,921 | \$ 29.37 |

Compensation cost related to restricted stock is recognized based on the market price of the stock at the grant date over the vesting period. Compensation expense related to restricted stock was \$141,000, \$145,000, and \$127,000 for the years ended December 31, 2012, 2011 and 2010, respectively.

Supplemental Executive Retirement Plan

The Company maintains a non-qualified supplemental executive retirement plan (“SERP”) for certain executives to compensate those executive participants in the Company’s noncontributory defined benefit pension plan whose benefits are limited by compensation limitations under current tax law. At December 31, 2012 and 2011, an obligation of \$901,000 and \$809,000, respectively, was included in other liabilities for this plan in the consolidated balance sheet. Expenses related to this plan totaled \$92,000, \$62,000 and \$348,000 for the years ended December 31, 2012, 2011 and 2010.

12. INCOME TAXES

The provision for income taxes consists of the following (in thousands):

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| | Year Ended December 31, | | |
|--------------------------------|-------------------------|----------|----------|
| | 2012 | 2011 | 2010 |
| Currently payable | \$ 4,389 | \$ 3,512 | \$ 3,426 |
| Deferred tax liability (asset) | (58) | 98 | (270) |
| Provision for income taxes | \$ 4,331 | \$ 3,610 | \$ 3,156 |

The following temporary differences gave rise to the net deferred tax liabilities at December 31, 2012 and 2011 (in thousands):

| | 2012 | 2011 |
|---|----------|------------|
| Deferred tax assets: | | |
| Allowance for loan losses | \$ 2,307 | \$ 2,206 |
| Deferred compensation | 544 | 563 |
| Allowance for losses on available-for-sale securities | 784 | 789 |
| Pension and other retirement obligation | 733 | 586 |
| Unrealized loss on interest rate swap | 68 | 118 |
| Interest on non-accrual loans | 720 | 572 |
| Incentive plan accruals | 323 | 84 |
| Other | 214 | 140 |
| Total | \$ 5,693 | \$ 5,058 |
| Deferred tax liabilities: | | |
| Premises and equipment | \$ (358) | \$ (343) |
| Investment securities accretion | (302) | (354) |
| Loan fees and costs | (110) | (80) |
| Goodwill and core deposit intangibles | (2,126) | (1,828) |
| Low income housing tax credits | (20) | (36) |
| Mortgage servicing rights | (167) | (103) |
| Unrealized gains on available-for-sale securities | (3,480) | (3,406) |
| Total | (6,563) | (6,150) |
| Deferred tax liability, net | \$ (870) | \$ (1,092) |

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No valuation allowance was established at December 31, 2012 and 2011, in view of the Company's ability to carryback to taxes paid in previous years and certain tax strategies, coupled with the anticipated future taxable income as evidenced by the Company's earnings potential.

The total provision for income taxes is different from that computed at the statutory rates due to the following items (in thousands):

| | Year Ended December 31, | | |
|---------------------------------|-------------------------|----------|----------|
| | 2012 | 2011 | 2010 |
| Provision at statutory rates on | | | |
| pre-tax income | \$ 6,306 | \$ 5,590 | \$ 4,977 |
| Effect of tax-exempt income | (1,853) | (1,844) | (1,607) |
| Low income housing tax credits | (57) | (96) | (164) |
| Bank owned life insurance | (172) | (169) | (171) |
| Nondeductible interest | 87 | 107 | 113 |
| Other items | 20 | 22 | 8 |
| Provision for income taxes | \$ 4,331 | \$ 3,610 | \$ 3,156 |
| Statutory tax rates | 34% | 34% | 34% |
| Effective tax rates | 23.4% | 22.0% | 21.5% |

The Company prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Benefits from tax positions should be recognized in the financial statements only when it is more likely than not that the tax position will be sustained upon examination by the appropriate taxing authority that would have full knowledge of all relevant information. A tax position that meets the more-likely-than-not recognition threshold is measured at the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement. Tax positions that previously failed to meet the more-likely-than-not recognition threshold should be recognized in the first subsequent financial reporting period in which that threshold is met. Previously recognized tax positions that no longer meet the more-likely-than-not recognition threshold should be derecognized in the first subsequent financial reporting period in which that threshold is no longer met. There is currently no liability for uncertain tax positions and no known unrecognized tax benefits. With limited exception, the Company's federal and state income tax returns for taxable years through 2008 have been closed for purposes of examination by the federal and state taxing jurisdictions.

13. OTHER COMPREHENSIVE INCOME

The components of accumulated other comprehensive income, net of tax, as of December 31, were as follows (in thousands):

| | 2012 | 2011 |
|--|-----------|-----------|
| Net unrealized gain on securities available for sale | \$ 10,234 | \$ 10,017 |
| Tax effect | 3,480 | 3,406 |
| Net -of-tax amount | 6,754 | 6,611 |
| Unrealized loss on interest rate swap | (200) | (348) |
| Tax effect | (68) | (118) |
| Net -of-tax amount | (132) | (230) |
| Unrecognized pension costs | (3,017) | (2,170) |
| Tax effect | (1,026) | (738) |
| Net -of-tax amount | (1,991) | (1,432) |
| Total accumulated other comprehensive income | \$ 4,631 | \$ 4,949 |

14. RELATED PARTY TRANSACTIONS

Certain executive officers, corporate directors or companies in which they have 10 percent or more beneficial ownership were indebted to the Bank. Such loans were made in the ordinary course of business at the Bank's normal credit terms and do not present more than a normal risk of collection. A summary of loan activity for the years ended December 31, 2012 and 2011 with officers, directors, stockholders and associates of such persons is listed below (in thousands):

| | 2012 | 2011 |
|----------------------------|----------|----------|
| Balance, beginning of year | \$ 4,056 | \$ 3,080 |
| New loans | 2,420 | 2,270 |
| Repayments | (2,127) | (1,294) |
| Balance, end of year | \$ 4,349 | \$ 4,056 |

15. REGULATORY MATTERS

Dividend Restrictions:

The approval of the Federal Reserve Board is required for a bank to pay dividends up to the Company if the total of all dividends declared in any calendar year exceeds the Bank's net income (as defined) for that year combined with its retained net income for the preceding two calendar years. Under this formula, the Bank can declare dividends in 2013 without approval of the FRB or PDB of approximately \$19,165,000, plus the Bank's net income for 2013.

Loans:

The Bank is subject to regulatory restrictions which limit its ability to loan funds to the Company. At December 31, 2012, the regulatory lending limit amounted to approximately \$13,148,000.

Regulatory Capital Requirements:

Federal regulations require the Company and the Bank to maintain minimum amounts of capital. Specifically, each is required to maintain certain minimum dollar amounts and ratios of Total and Tier I capital to risk-weighted assets and of Tier I capital to average total assets.

In addition to the capital requirements, the Federal Deposit Insurance Corporation Improvement Act (FDICIA) established five capital categories ranging from “well capitalized” to “critically under-capitalized.” Should any institution fail to meet the requirements to be considered “adequately capitalized”, it would become subject to a series of increasingly restrictive regulatory actions.

As of December 31, 2012 and 2011, the FRB categorized the Company and the Bank as well capitalized, under the regulatory framework for prompt corrective action. To be categorized as a well capitalized financial institution, Total risk-based, Tier I risk-based and Tier I leverage capital ratios must be at least 10%, 6% and 5%, respectively.

The following table reflects the Company’s capital ratios at December 31 (dollars in thousands):

| | 2012 | | 2011 | |
|--|-----------|--------|-----------|--------|
| | Amount | Ratio | Amount | Ratio |
| Total capital (to risk-weighted assets) | | | | |
| Company | \$ 90,889 | 17.50% | \$ 82,050 | 16.23% |
| For capital adequacy purposes | 41,546 | 8.00% | 40,432 | 8.00% |
| To be well capitalized | 51,932 | 10.00% | 50,540 | 10.00% |
| Tier I capital (to risk-weighted assets) | | | | |
| Company | \$ 84,166 | 16.21% | \$ 75,541 | 14.95% |
| For capital adequacy purposes | 20,773 | 4.00% | 20,216 | 4.00% |
| To be well capitalized | 31,159 | 6.00% | 30,324 | 6.00% |
| Tier I capital (to average assets) | | | | |
| Company | \$ 84,166 | 9.70% | \$ 75,541 | 8.83% |
| For capital adequacy purposes | 34,692 | 4.00% | 34,223 | 4.00% |
| To be well capitalized | 43,366 | 5.00% | 42,779 | 5.00% |

The following table reflects the Bank’s capital ratios at December 31 (dollars in thousands):

| | 2012 | | 2011 | |
|---|-----------|--------|-----------|--------|
| | Amount | Ratio | Amount | Ratio |
| Total capital (to risk-weighted assets) | | | | |
| Bank | \$ 87,215 | 16.84% | \$ 77,051 | 15.29% |

| | | | | |
|--|-----------|--------|-----------|--------|
| For capital adequacy purposes | 41,425 | 8.00% | 40,326 | 8.00% |
| To be well capitalized | 51,781 | 10.00% | 50,408 | 10.00% |
| Tier I capital (to risk-weighted assets) | | | | |
| Bank | \$ 80,702 | 15.59% | \$ 70,729 | 14.03% |
| For capital adequacy purposes | 20,713 | 4.00% | 20,163 | 4.00% |
| To be well capitalized | 31,069 | 6.00% | 30,245 | 6.00% |
| Tier I capital (to average assets) | | | | |
| Bank | \$ 80,702 | 9.32% | \$ 70,729 | 8.28% |
| For capital adequacy purposes | 34,634 | 4.00% | 34,166 | 4.00% |
| To be well capitalized | 43,293 | 5.00% | 42,708 | 5.00% |

This annual report has not been reviewed, or confirmed for accuracy or relevance, by the Federal Deposit Insurance Corporation.

16. COMMITMENTS AND CONTINGENT LIABILITIES

The Company is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. These instruments involve, to varying degrees, elements of credit and interest rate or liquidity risk in excess of the amount recognized in the consolidated balance sheet.

Credit Extension Commitments

The Company's exposure to credit loss from nonperformance by the other party to the financial instruments for commitments to extend credit and standby letters of credit is represented by the contractual amount of these instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments. Financial instruments, whose contract amounts represent credit risk at December 31, 2012 and 2011, are as follows (in thousands):

| | 2012 | 2011 |
|------------------------------|----------|----------|
| Commitments to extend credit | \$82,645 | \$89,012 |
| Standby letters of credit | 5,208 | 3,832 |

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

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

We also offer limited overdraft protection as a non-contractual courtesy which is available to demand deposit accounts in good standing for business, personal or household use. The non-contractual amount of financial instruments with off-balance sheet risk at December 31, 2012 was \$12,579,000. The Company reserves the right to discontinue this service without prior notice.

Litigation Matters

The Company is subject to lawsuits and claims arising out its business. There are no legal proceedings or claims currently pending or threatened other than those encountered during the normal course of business, which include various foreclosure proceedings. As a result of these proceedings, it is not unusual for customers to countersue the Bank, which are vigorously challenged by the Bank's Counsel.

17. OPERATING LEASES

The following schedule shows future minimum rental payments under operating leases with noncancellable terms in excess of one year as of December 31, 2012 (in thousands):

| | |
|---------|-----|
| 2013 \$ | 127 |
|---------|-----|

| | |
|------------|-----|
| 2014 | 71 |
| 2015 | 60 |
| 2016 | 39 |
| 2017 | 39 |
| Thereafter | 306 |
| Total \$ | 642 |

The Company's operating lease obligations represent short and long-term lease and rental payments for facilities. Total rental expense for all operating leases for the years ended December 31, 2012, 2011 and 2010 were \$152,000, \$159,000 and \$139,000, respectively.

18. FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company established a hierarchal disclosure framework associated with the level of pricing observability utilized in measuring assets and liabilities at fair value. The three broad levels defined by this hierarchy are as follows:

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

I:

Level II: Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable

II: as of the reported date. The nature of these assets and liabilities include items for which quoted prices are available but traded less frequently, and items that are fair valued using other financial instruments, the parameters of which can be directly observed.

Level III: Assets and liabilities that have little to no pricing observability as of the reported date. These items do not have

III: two-way markets and are measured using management's best estimate of fair value, where the inputs into the determination of fair value require significant management judgment or estimation.

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, is set forth below.

In general, fair value is based upon quoted market prices, where available. If such quoted market prices are not available, fair value is based upon internally developed models that primarily use, as inputs, observable market-based parameters. Valuation adjustments may be made to ensure that financial instruments are recorded at fair value. These adjustments may include amounts to reflect counterparty credit quality, the Company's creditworthiness, among other things, as well as unobservable parameters. Any such valuation adjustments are applied consistently over time. Our valuation methodologies may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. While management believes the Company's valuation methodologies are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date. Transfers between levels of the fair value hierarchy are recognized on the actual date of the event or circumstances that caused the transfer, which generally coincides with the Company's monthly and/or quarterly valuation process

Financial Instruments Recorded at Fair Value on a Recurring Basis

The fair values of securities available for sale are determined by quoted prices in active markets, when available, and classified as Level 1. If quoted market prices are not available, the fair value is determined by a matrix pricing, which is a mathematical technique, widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities and classified as Level 2. The fair values consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the bond's terms and conditions, among other things. In cases where significant credit valuation adjustments are incorporated into the estimation of fair value, reported amounts are classified as Level 3 inputs.

Currently, we use an interest rate swap, which is a derivative, to manage our interest rate risk related to the trust preferred security. The valuation of this instrument is determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of each derivative and classified as Level 2. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including LIBOR rate curves. We also obtain dealer quotations for these derivatives for comparative purposes to assess the reasonableness of the model valuations.

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

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| 2012 | Level 1 | Level II | Level III | Total |
|--|---------|------------|-----------|------------|
| Fair value measurements on a recurring basis: Securities available for sale: | | | | |
| U.S. agency securities | \$ - | \$ 127,234 | \$ - | \$ 127,234 |
| U.S. treasuries | - | 4,947 | - | 4,947 |
| Obligations of state and political subdivisions | - | 100,875 | - | 100,875 |
| Corporate obligations | - | 22,109 | - | 22,109 |
| Mortgage-backed securities in government sponsored entities | - | 53,673 | - | 53,673 |
| Equity securities in financial institutions | 1,414 | - | - | 1,414 |
| Trust Preferred Interest Rate Swap | - | (200) | - | (200) |
| 2011 | Level 1 | Level II | Level III | Total |
| Fair value measurements on a recurring basis: Securities available for sale: | | | | |
| U.S. Agency securities | \$ - | \$ 168,600 | \$ - | \$ 168,600 |
| Obligations of state and political subdivisions | - | 101,547 | - | 101,547 |
| Corporate obligations | - | 8,460 | - | 8,460 |
| Mortgage-backed securities in government sponsored entities | - | 38,974 | - | 38,974 |
| Equity securities in financial institutions | 1,242 | - | - | 1,242 |
| Trust Preferred Interest Rate Swap | - | (348) | - | (348) |

Financial Instruments, Non-Financial Assets and Non-Financial Liabilities Recorded at Fair Value on a Nonrecurring Basis

The Company may be required, from time to time, to measure certain financial assets, financial liabilities, non-financial assets and non-financial liabilities at fair value on a nonrecurring basis in accordance with U.S. generally accepted accounting principles. These include assets that are measured at the lower of cost or market value that were recognized at fair value below cost at the end of the period. Certain non-financial assets measured at fair value on a non-recurring basis include foreclosed assets (upon initial recognition or subsequent impairment), non-financial assets and non-financial liabilities measured at fair value in the second step of a goodwill impairment test, and intangible assets and other non-financial long-lived assets measured at fair value for impairment assessment. Non-financial assets measured at fair value on a non-recurring basis during 2012 and 2011 include certain foreclosed assets which, upon initial recognition, were remeasured and reported at fair value through a charge-off to the allowance for possible loan losses and certain foreclosed assets which, subsequent to their initial recognition, were remeasured at fair value through a write-down included in other non-interest expense.

- Impaired Loans - Loans for which it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan agreement are considered impaired. Once a loan is identified as individually impaired, management measures impairment using one of several methods, including collateral value, liquidation value and discounted cash flows. Those impaired loans not requiring an allowance represent loans for which the fair value of the expected repayments or collateral exceed the recorded investments in such loans. Collateral values are estimated using Level 2 inputs based on observable market data or Level 3 inputs based on customized discounting criteria. For a majority of impaired real estate related loans, the Company obtains a current external appraisal. Other valuation techniques are used as well, including internal valuations, comparable property analysis and contractual sales information.
- Other Real Estate owned – Other real estate owned, which is obtained through the Bank's foreclosure process is valued utilizing the appraised collateral value. Collateral values are estimated using Level 2 inputs based on observable market data or Level 3 inputs based on customized discounting criteria. At the time, the foreclosure is completed, the Company obtains a current external appraisal.

Assets measured at fair value on a nonrecurring basis as of December 31, 2012 and 2011 (in thousands) are included in the table below:

| | December 31, 2012 | | | |
|-------------------------|-------------------|----------|-----------|----------|
| | Level 1 | Level II | Level III | Total |
| Impaired Loans | \$ - | \$ - | \$ 9,836 | \$ 9,836 |
| Other real estate owned | - | - | 616 | 616 |
| | December 31, 2011 | | | |
| | Level 1 | Level II | Level III | Total |
| Impaired Loans | \$ - | \$ - | \$ 8,387 | \$ 8,387 |
| Other real estate owned | - | - | 860 | 860 |

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

| | Fair Value at December 31, 2012 | Valuation Technique(s) | Unobservable input | Range |
|----------------------------|------------------------------------|--------------------------------|--------------------------------------|------------------|
| Impaired Loans | \$ 4,882 | Discounted Cash Flows | Probability of Default | 0% |
| | | | Change in interest rates | 0-7% |
| | | | Discount for time since appraisal | 0-20% |
| | | | Selling costs | 0%-10% |
| | | | Holding period | 0 - 18 months |
| Other real estate owned | 616 | Appraised Collateral Values | Discount for time since appraisal | 0-20% |
| | | | Selling costs | 6%-10% |
| | | | Holding period | 0 - 18 months |
| | | | | |

The fair values of the Company's financial instruments are as follows (in thousands):

| December 31, 2012 | Carrying Amount | Fair Value | Level I | Level II | Level III | Total |
|-------------------|--------------------|------------|---------|----------|-----------|-------|
| Financial assets: | | | | | | |

| | | | | | | |
|------------------------------------|------------|------------|------------|---------|------------|------------|
| Cash and due from banks | \$ 26,333 | \$ 26,333 | \$ 26,333 | \$ - | \$ - | \$ 26,333 |
| Available-for-sale securities | 310,252 | 310,252 | 1,414 | 308,838 | - | 310,252 |
| Loans held for sale | 1,458 | 1,458 | 1,458 | | | 1,458 |
| Net loans | 495,679 | 522,502 | - | - | 522,502 | 522,502 |
| Bank owned life insurance | 14,177 | 14,177 | 14,177 | - | - | 14,177 |
| Regulatory stock | 3,565 | 3,565 | 3,565 | - | - | 3,565 |
| Accrued interest receivable | 3,816 | 3,816 | 3,816 | - | - | 3,816 |
| Financial liabilities: | | | | | | |
| Deposits | \$ 737,096 | \$ 742,422 | \$ 462,557 | \$ - | \$ 279,865 | \$ 742,422 |
| Borrowed funds | 46,126 | 43,403 | - | 43,403 | - | 43,403 |
| Trust preferred interest rate swap | 200 | 200 | - | 200 | - | 200 |
| Accrued interest payable | 1,143 | 1,143 | 1,143 | - | - | 1,143 |

| December 31, 2011 | Carrying | |
|------------------------------------|------------|------------|
| | Amount | Fair Value |
| Financial assets: | | |
| Cash and cash equivalents | \$ 30,432 | \$ 30,432 |
| Available-for-sale securities | 318,823 | 318,823 |
| Net loans | 481,022 | 527,724 |
| Bank owned life insurance | 13,669 | 13,669 |
| Regulatory stock | 3,301 | 3,301 |
| Accrued interest receivable | 3,621 | 3,621 |
| Financial liabilities: | | |
| Deposits | \$ 733,993 | \$ 740,839 |
| Borrowed funds | 53,882 | 51,437 |
| Trust preferred interest rate swap | 348 | 348 |
| Accrued interest payable | 1,512 | 1,512 |

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

Estimated fair values have been determined by the Company using historical data, as generally provided in the Company's regulatory reports, and an estimation methodology suitable for each category of financial instruments. The Company's fair value estimates, methods and assumptions are set forth below for the Company's other financial instruments.

Cash and Cash Equivalents:

The carrying amounts for cash and due from banks approximate fair value because they have original maturities of 90 days or less and do not present unanticipated credit concerns.

Accrued Interest Receivable and Payable:

The carrying amounts for accrued interest receivable and payable approximate fair value because they are generally received or paid in 90 days or less and do not present unanticipated credit concerns.

Available-For-Sale Securities:

The fair values of available-for-sale securities are based on quoted market prices as of the balance sheet date. For certain instruments, fair value is estimated by obtaining quotes from independent dealers.

Loans:

Fair values are estimated for portfolios of loans with similar financial characteristics. The fair value of performing loans has been estimated by discounting expected future cash flows. The discount rate used in these calculations is derived from the Treasury yield curve adjusted for credit quality, operating expense and prepayment option price, and is calculated by discounting scheduled cash flows through the estimated maturity using estimated market discount rates that reflect the credit and interest rate risk inherent in the loan. The estimate of maturity is based on the Company's historical experience with repayments for each loan classification, modified as required by an estimate of the effect of current economic and lending conditions.

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

Bank Owned Life Insurance:

The carrying value of bank owned life insurance approximates fair value based on applicable redemption provisions.

Regulatory Stock:

The carrying value of regulatory stock approximates fair value based on applicable redemption provisions.

Deposits:

The fair value of deposits with no stated maturity, such as noninterest-bearing demand deposits, savings and NOW accounts, and money market accounts, is equal to the amount payable on demand. The fair value of certificates of deposit is based on the discounted value of contractual cash flows. The discount rate is estimated using the rates currently offered for deposits of similar remaining maturities.

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

Borrowed Funds:

The fair value of borrowed funds is based on the discounted value of contractual cash flows. The discount rate is the rates available to the Company for borrowed funds with similar terms and remaining maturities.

Trust Preferred Interest Rate Swap:

The fair value of the trust preferred interest rate swap is based on a pricing model that utilizes a yield curve and information contained in the swap agreement.

19. CONDENSED FINANCIAL INFORMATION - PARENT COMPANY ONLY**CITIZENS FINANCIAL SERVICES, INC.****CONDENSED BALANCE SHEET**

December 31,

| (in thousands) | 2012 | 2011 |
|-------------------------------|------------------|------------------|
| Assets: | | |
| Cash | \$ 2,366 | \$ 3,609 |
| Available-for-sale securities | 1,286 | 1,154 |
| Investment in subsidiary: | | |
| First Citizens Community Bank | 93,363 | 84,136 |
| Other assets | 520 | 510 |
| Total assets | \$ 97,535 | \$ 89,409 |
| Liabilities: | | |
| Other liabilities | \$ 560 | \$ 441 |
| Borrowed funds | 7,500 | 7,500 |
| Total liabilities | 8,060 | 7,941 |

| | | |
|--|-----------|-----------|
| Stockholders' equity | 89,475 | 81,468 |
| Total liabilities and stockholders' equity | \$ 97,535 | \$ 89,409 |

CITIZENS FINANCIAL SERVICES, INC.
CONDENSED STATEMENT OF INCOME

Year Ended December 31,

| (in thousands) | 2012 | 2011 | 2010 |
|--|-----------|-----------|-----------|
| Dividends from: | | | |
| Bank subsidiary | \$ 5,045 | \$ 3,823 | \$ 3,608 |
| Available-for-sale securities | 51 | 42 | 34 |
| Total dividends | 5,096 | 3,865 | 3,642 |
| Realized securities gains (losses) | 58 | (38) | - |
| Expenses | 611 | 488 | 423 |
| Income before equity in undistributed earnings of subsidiary | 4,543 | 3,339 | 3,219 |
| Equity in undistributed earnings - First Citizens Community Bank | 9,672 | 9,493 | 8,283 |
| Net income | \$ 14,215 | \$ 12,832 | \$ 11,502 |
| Comprehensive income | \$ 13,897 | \$ 16,727 | \$ 10,515 |

CITIZENS FINANCIAL SERVICES, INC.
STATEMENT OF CASH FLOWS

Year Ended December 31,

| (in thousands) | 2012 | 2011 | 2010 |
|---|-----------|-----------|-----------|
| Cash flows from operating activities: | | | |
| Net income | \$ 14,215 | \$ 12,832 | \$ 11,502 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | |
| Equity in undistributed earnings of subsidiaries | (9,672) | (9,493) | (8,283) |
| Investment securities (gains) losses, net | (58) | 38 | - |
| Other, net | 394 | 125 | 199 |
| Net cash provided by operating activities | 4,879 | 3,502 | 3,418 |
| Cash flows from investing activities: | | | |
| | (141) | (147) | (542) |

| | | | |
|---|----------|----------|----------|
| Purchases of available-for-sale securities | | | |
| Proceeds from the sale of available-for-sale securities | 110 | 184 | - |
| Net cash provided by (used in) investing activities | (31) | 37 | (542) |
| Cash flows from financing activities: | | | |
| Cash dividends paid | (4,601) | (3,148) | (3,162) |
| Purchase of treasury stock | (1,348) | (851) | (386) |
| Purchase of restricted stock | (142) | (159) | (9) |
| Net cash used in financing activities | (6,091) | (4,158) | (3,557) |
| Net decrease in cash | (1,243) | (619) | (681) |
| Cash at beginning of year | 3,609 | 4,228 | 4,909 |
| Cash at end of year | \$ 2,366 | \$ 3,609 | \$ 4,228 |

20. CONSOLIDATED CONDENSED QUARTERLY DATA (UNAUDITED)

(in thousands,
except share data)

| 2012 | Mar 31 | Three Months Ended, | | |
|--|----------|---------------------|----------|----------|
| | | Jun 30 | Sep 30 | Dec 31 |
| Interest income | \$ 9,637 | \$ 9,613 | \$ 9,474 | \$ 9,361 |
| Interest expense | 2,079 | 1,948 | 1,859 | 1,773 |
| Net interest income | 7,558 | 7,665 | 7,615 | 7,588 |
| Provision for loan losses | 105 | 105 | 105 | 105 |
| Non-interest income | 1,735 | 1,716 | 1,679 | 2,103 |
| Investment securities gains, net | 108 | 213 | 240 | 43 |
| Non-interest expenses | 4,855 | 4,565 | 4,932 | 4,945 |
| Income before provision for income taxes | 4,441 | 4,924 | 4,497 | 4,684 |
| Provision for income taxes | 992 | 1,171 | 1,033 | 1,135 |
| Net income | \$ 3,449 | \$ 3,753 | \$ 3,464 | \$ 3,549 |
| Earnings Per Share Basic | \$ 1.18 | \$ 1.29 | \$ 1.19 | \$ 1.22 |
| Earnings Per Share Diluted | \$ 1.18 | \$ 1.29 | \$ 1.19 | \$ 1.22 |

| 2011 | Mar 31 | Three Months Ended, | | |
|---|----------|---------------------|----------|----------|
| | | Jun 30 | Sep 30 | Dec 31 |
| Interest income | \$ 9,469 | \$ 9,565 | \$ 9,613 | \$ 9,646 |
| Interest expense | 2,533 | 2,489 | 2,406 | 2,255 |
| Net interest income | 6,936 | 7,076 | 7,207 | 7,391 |
| Provision for loan losses | 225 | 150 | 150 | 150 |
| Non-interest income | 1,462 | 1,653 | 1,711 | 1,756 |
| Investment securities gains (losses), net | 120 | 114 | 117 | (17) |
| Non-interest expenses | 4,743 | 4,679 | 4,498 | 4,489 |
| Income before provision for income taxes | 3,550 | 4,014 | 4,387 | 4,491 |
| Provision for income taxes | 720 | 867 | 1,009 | 1,014 |
| Net income | \$ 2,830 | \$ 3,147 | \$ 3,378 | \$ 3,477 |
| Earnings Per Share Basic | \$ 0.96 | \$ 1.07 | \$ 1.15 | \$ 1.18 |

| | | | | | | | | |
|-------------------------------|----|------|----|------|----|------|----|------|
| Earnings Per Share Diluted | \$ | 0.96 | \$ | 1.07 | \$ | 1.15 | \$ | 1.18 |
|-------------------------------|----|------|----|------|----|------|----|------|

MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

A material weakness is a significant deficiency (as defined in Public Company Accounting Oversight Board Auditing Standard No. 2), or a combination of significant deficiencies, that results in there being more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis by management or employees in the normal course by management or employees in the normal course of performing their assigned functions.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2012. Management's assessment did not identify any material weaknesses in the Company's internal control over financial reporting.

In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework. Because there were no material weaknesses discovered, management believes that, as of December 31, 2012, the Company's internal control over financial reporting was effective.

The Company's independent registered public accounting firm that audited the consolidated financial statements has issued an audit report on the effective operation of the Company's internal control over financial reporting as of December 31, 2012, a copy of which is included in this Annual Report on Form 10-K.

Date: March 7, 2013

By:

/s/ Randall E. Black
Randall E. Black
Chief Executive Officer and
President
(Principal Executive Officer)

Date: March 7, 2013

By:

/s/ Mickey L. Jones
Mickey L. Jones
Treasurer
(Principal Financial & Accounting
Officer)

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and Board of Directors of
Citizens Financial Services, Inc.

We have audited the accompanying consolidated balance sheets of Citizens Financial Services, Inc. and subsidiary (the "Company") as of December 31, 2012 and 2011, and the related consolidated statements of income, comprehensive income, changes in stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2012. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2012 and 2011, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2012, in conformity with U.S. generally accepted accounting principles.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2012, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated March 7, 2013, expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/S.R. Snodgrass, A.C.
Wexford, Pennsylvania
March 7, 2013

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and Board of Directors of
Citizens Financial Services, Inc.

We have audited the Citizens Financial Services, Inc. and subsidiary (the “Company”) internal control over financial reporting as of December 31, 2012, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management’s Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal control over financial reporting includes those policies and procedures that: (a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Citizens Financial Services, Inc. and subsidiary maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet as of December 31, 2012 and 2011, and the related consolidated statements of income, comprehensive income, changes in stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2012, of Citizens Financial Services, Inc. and subsidiary and our report dated March 7, 2013, expressed an unqualified opinion.

/s/S.R. Snodgrass, A.C.
Wexford, Pennsylvania
March 7, 2013

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ITEM 9 – CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

None.

ITEM 9A – CONTROLS AND PROCEDURES.

(a) Disclosure Controls and Procedures

The Company's management, including the Company's principal executive officer and principal financial officer, have evaluated the effectiveness of the Company's "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended, (the "Exchange Act"). Based upon their evaluation, the principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective for the purpose of ensuring that the information required to be disclosed in the reports that the Company files or submits under the Exchange Act with the Securities and Exchange Commission (the "SEC") (1) is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (2) is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

(b) Internal Control Over Financial Reporting

Management's annual report on internal control over financial reporting and the attestation report of the independent registered public accounting firm are incorporated herein by reference to Item 8 - the Company's audited Consolidated Financial Statements in this Annual Report on Form 10-K

(c) Changes to Internal Control Over Financial Reporting

There were no changes in the Company's internal control over financial reporting during the three months ended December 31, 2012 that have materially affected, or are reasonable likely to materially affect, the Company's internal control over financial reporting.

ITEM 9B – OTHER INFORMATION.

None.

PART III

ITEM 10 – DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Directors

For information relating to the directors of the Company, the section captioned “Proposal 1. Election of Directors” in the Company’s Proxy Statement for the 2013 Annual Meeting of Stockholders (the “2013 Proxy Statement”) is incorporated by reference.

Executive Officers

For information relating to officers of the Company, the section captioned “Proposal 1. Election of Directors” in the 2013 Proxy Statement is incorporated by reference.

Compliance with Section 16(a) of the Exchange Act

For information regarding compliance with Section 16(a) of the Exchange Act, the section captioned “Other Information Relating to Directors and Executive Officers - Section 16(a) Beneficial Ownership Reporting Compliance” in the Company’s 2013 Proxy Statement is incorporated by reference.

Disclosure of Code of Ethics

The Company has adopted a Code of Ethics that applies to directors, officers and employees of the Company and the Bank. A copy of the Code of Ethics is posted on the Company’s website at www.firstcitizensbank.com. The Company intends to satisfy the disclosure requirement of Form 8-K regarding an amendment to, or a waiver from, a provision of its Code of Ethics by posting such information on its website.

Corporate Governance

For information regarding the audit committee and its composition and the audit committee financial expert, the section captioned “Corporate Governance – Committees of the Board of Directors” in the Company’s 2013 Proxy Statement is incorporated by reference.

ITEM 11 – EXECUTIVE COMPENSATION

Executive Compensation

For information regarding executive and director compensation, the sections captioned “Director Compensation”, “Executive Compensation”, “Compensation Discussion and Analysis” and “Compensation Committee Report” in the Company’s 2013 Proxy Statement are incorporated by reference.

ITEM 12 – SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDERS MATTERS

(a) Security Ownership of Certain Beneficial Owners Information required by this item is incorporated herein by reference to the section captioned “Stock Ownership” in the Company’s 2013 Proxy Statement.

(b) Security Ownership of Management Information required by this item is incorporated herein by reference to the section captioned "Stock Ownership" in the Company's 2013 Proxy Statement.

(c) Changes in Control

Management of the Company knows of no arrangements, including any pledge by any person or securities of the Company, the operation of which may at a subsequent date result in a change in control of the registrant.

(d) Equity Compensation Plan Information

The following table sets forth information as of December 31, 2012 about Company common stock that may be issued under the Company's 2006 Restricted Stock Plan. The plan was approved by the Company's stockholders.

| Plan Category | Number of securities to be issued upon the exercise of outstanding options, warrants and rights | Weighted-average exercise price of outstanding options, warrants and rights | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column) |
|--|---|---|---|
| Equity compensation plans approved by security holders | n/a | n/a | 70,783 |
| Equity compensation plans not approved by security holders | n/a | n/a | n/a |
| Total | n/a | n/a | 70,783 |

ITEM 13 – CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Certain Relationships and Related Transactions

For information regarding certain relationships and related transactions, the section captioned “Other Information Relating to Directors and Executive Officers - Transactions with Related Persons” in the Company's 2013 Proxy Statement is incorporated by reference.

Director Independence

For information regarding director independence, the section captioned “Corporate Governance – Director Independence” in the Company's 2013 Proxy Statement is incorporated by reference.

ITEM 14 – PRINCIPAL ACCOUNTANT FEES AND SERVICES

For information regarding the principal accountant fees and expenses the section captioned “Audit – Related Matters” in the Company's 2013 Proxy Statement is incorporated by reference.

PART IV

ITEM 15 – EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

(a) The following documents are filed as a part of this report:

1. The following financial statements are incorporated by reference in Item 8:

Report of Independent Registered Public Accounting Firm
Consolidated Balance Sheet as of December 31, 2012 and 2011
Consolidated Statement of Income for the Years Ended December 31, 2012, 2011 and 2010
Consolidated Statement of Comprehensive Income for the Years Ended December 31, 2012, 2011 and 2010
Consolidated Statement of Changes in Stockholders' Equity for the Years Ended December 31, 2012, 2011 and 2010
Consolidated Statement of Cash Flows for the Years Ended December 31, 2012, 2011 and 2010
Notes to Consolidated Financial Statements

2. All financial statement schedules are omitted because the required information is either not applicable, not required or is shown in the respective financial statement or in the notes thereto, which are incorporated by reference at subsection(a)(1) of this item.

3. The following Exhibits are filed herewith, or incorporated by reference as a part of this report.

- 3.1 Articles of Incorporation of Citizens Financial Services, Inc., as amended(1)
- 3.2 Bylaws of Citizens Financial Services, Inc.(2)
- 4 Instrument defining the rights of security holders (3)
- 10.1 *Amended and Restated Executive Employment Agreement between Citizens Financial Services, Inc., First Citizens Community Bank and Randall E. Black(4)
- 10.2 *Citizens Financial Services, Inc. Directors' Deferred Compensation Plan(5)
- 10.3 *Citizens Financial Services, Inc. Directors' Life Insurance Program(6)
- 10.4 *Citizens Financial Services, Inc. 2006 Restricted Stock Plan(7)
- 10.5 *Form of Award Agreement for Citizens Financial Services, Inc. 2006 Restricted Stock Plan(8)
- 10.6 *Supplemental Executive Retirement Plan
- 10.7 *Change in Control Agreement, between First Citizens Community Bank, Citizens Financial Services, Inc. (as guarantor) and Terry B. Osborne (9)
- 10.8 *Change in Control Agreement, between First Citizens Community Bank, Citizens Financial Services, Inc. (as guarantor) and Mickey L. Jones (10)
- 10.9 *First Citizens Community Bank 2012 Annual Incentive Plan (11)
- 21 List of Subsidiaries
- 23 Consent of S.R. Snodgrass, A.C., Certified Public Accountants
- 31.1 Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer
- 31.2 Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer
- 32.1 Section 1350 Certification of Chief Executive Officer

32.2 Section 1350 Certification of Chief Financial Officer

101** The following materials from the Company's Annual Report on Form 10-K for the year ended December 31, 2012, formatted in XBRL (Extensible Business Reporting Language): (i) The Consolidated Balance Sheet, (ii) the Consolidated Statement of Income, (iii) the Consolidated Statement of Comprehensive Income, (iv) the Consolidated Statement of Changes in Stockholders' Equity, (v) the Consolidated Statement of Cash Flows and (vi) related notes.

*Management contract or compensatory plan, contract or arrangement

** Furnished not filed

(1) Incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2010, as filed with the Commission on May 12, 2010.

(2) Incorporated by reference to Exhibit 3.2) to the Company's Current Report on Form 8-K, as filed with the Commission on December 24, 2009.

(3) Incorporated by reference to Exhibit 4 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2005, as filed with the commission on March 14, 2006.

(4) Incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, as filed with the Commission on August 9, 2012.

(5) Incorporated by reference to Exhibit 10.2 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2004, as filed with the Commission on March 14, 2005.

(6) Incorporated by reference to Exhibit 10.3 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2004, as filed with the Commission on March 14, 2005.

(7) Incorporated by reference to Exhibit 4.1 to the Company's Form S-8, as filed with the Commission on August 29, 2006.

(8) Incorporated by reference to Exhibits 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, as filed with the Commission on August 9, 2012.

(9) Incorporated by reference to Exhibits 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, as filed with the Commission on August 9, 2012.

(10) Incorporated by reference to Exhibits 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, as filed with the Commission on August 9, 2012.

(11) Incorporated by reference to Exhibits 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, as filed with the Commission on August 9, 2012.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Citizens Financial Services, Inc.
(Registrant)

Date: March 7, 2013

By: /s/ Randall E. Black
Randall E. Black
Chief Executive Officer and
President

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| Signature and Capacity | Date |
|---|---------------|
| /s/ Randall E. Black Randall E. Black, Chief Executive Officer, President and Director (Principal Executive Officer) | March 7, 2013 |
| /s/ R. Lowell Coolidge R. Lowell Coolidge, Director | March 7, 2013 |
| /s/ Rudolph J. van der Hiel Rudolph J. van der Hiel, Director | March 7, 2013 |
| /s/ Robert W. Chappell Robert W. Chappell, Director | March 7, 2013 |
| /s/ Mark L. Dalton Mark L. Dalton, Director | March 7, 2013 |
| /s/ R. Joseph Landy R. Joseph Landy, Director | March 7, 2013 |
| /s/ Roger C. Graham, Jr. Roger C. Graham, Director | March 7, 2013 |
| /s/ E. Gene Kosa E. Gene Kosa, Director | March 7, 2013 |
| | March 7, 2013 |

/s/ Rinaldo A. DePaola
Rinaldo A. DePaola, Director

/s/ Thomas E. Freeman
Thomas E. Freeman, Director

March 7, 2013

/s/ Mickey L. Jones
Mickey L. Jones, Treasurer and Chief
Financial Officer
(Principal Financial & Accounting Officer)

March 7, 2013

