PENNS WOODS BANCORP INC
Form 10-Q
August 10, 2009
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# UNITED STATES

# SECURITIES AND EXCHANGE COMMISSION

**WASHINGTON, D.C. 20549**

# FORM 10-Q

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

**Act of 1934 for the Quarterly Period Ended June 30, 2009.**

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

**Transition Period from to .**

**No. 0-17077**

(Commission File Number)

# PENNS WOODS BANCORP, INC.

(Exact name of Registrant as specified in its charter)

| **PENNSYLVANIA** | **23-2226454** |
|---|---|

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

**(570) 322-1111**

Registrant s telephone number, including area code

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES o NO o

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

| Large accelerated filer o | Accelerated filer x |
|---|---|
| Non-accelerated filer o | Small reporting company o |

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

On July 30, 2009 there were 3,832,957 shares of the Registrant s common stock outstanding.

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**PENNS WOODS BANCORP, INC.**

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## Part I. FINANCIAL INFORMATION

### Item 1. Financial Statements

PENNS WOODS BANCORP, INC.

CONSOLIDATED BALANCE SHEET

(UNAUDITED)

| **(In Thousands, Except Share Data)** | **June 30, 2009** | **December 31, 2008** |
|---|---|---|
| ASSETS | | |
| Noninterest-bearing balances | $ 10,832 | $ 16,563 |
| Interest-bearing deposits in other financial institutions | 7,815 | 18 |
| Total cash and cash equivalents | 18,647 | 16,581 |
| | | |
| Investment securities, available for sale, at fair value | 207,901 | 208,251 |
| Investment securities held to maturity (fair value of $111 and $136) | 110 | 135 |
| Loans held for sale | 4,595 | 3,622 |
| Loans | 392,074 | 381,478 |
| Less: Allowance for loan losses | 4,377 | 4,356 |
| Loans, net | 387,697 | 377,122 |
| Premises and equipment, net | 7,656 | 7,865 |
| Accrued interest receivable | 3,468 | 3,614 |
| Bank-owned life insurance | 14,862 | 14,546 |
| Investment in limited partnerships | 5,182 | 4,727 |
| Goodwill | 3,032 | 3,032 |
| Deferred tax asset | 11,583 | 10,879 |
| Other assets | 3,128 | 2,429 |
| TOTAL ASSETS | $ 667,861 | $ 652,803 |
| | | |
| LIABILITIES | | |
| Interest-bearing deposits | $ 420,492 | $ 345,333 |
| Noninterest-bearing deposits | 74,509 | 76,035 |
| Total deposits | 495,001 | 421,368 |
| | | |
| Short-term borrowings | 14,880 | 73,946 |
| Long-term borrowings, Federal Home Loan Bank (FHLB) | 86,778 | 86,778 |
| Accrued interest payable | 1,220 | 1,317 |
| Other liabilities | 8,611 | 8,367 |
| TOTAL LIABILITIES | 606,490 | 591,776 |
| | | |
| SHAREHOLDERS EQUITY | | |
| Common stock, par value $8.33, 10,000,000 shares authorized; 4,011,985 and 4,010,528 shares issued | 33,433 | 33,421 |
| Additional paid-in capital | 17,983 | 17,959 |
| Retained earnings | 26,322 | 28,177 |

| | | | | |
|---|---|---|---|---|
| Accumulated other comprehensive loss: | | | | |
| Net unrealized loss on available for sale securities | | (6,323) | | (8,486) |
| Defined benefit plan | | (3,780) | | (3,780) |
| Less: Treasury stock at cost, 179,028 and 179,028 shares | | (6,264) | | (6,264) |
| TOTAL SHAREHOLDERS EQUITY | | 61,371 | | 61,027 |
| TOTAL LIABILITIES AND SHAREHOLDERS EQUITY | $ | 667,861 | $ | 652,803 |

See accompanying notes to the unaudited consolidated financial statements.

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PENNS WOODS BANCORP, INC.

CONSOLIDATED STATEMENT OF INCOME

(UNAUDITED)

| (In Thousands, Except Per Share Data) | Three Months Ended June 30, 2009 | Three Months Ended June 30, 2008 | Six Months Ended June 30, 2009 | Six Months Ended June 30, 2008 |
|---|---|---|---|---|
| INTEREST AND DIVIDEND INCOME | | | | |
| Loans including fees | $ 6,349 | $ 6,246 | $ 12,568 | $ 12,625 |
| Investment Securities: | | | | |
| Taxable | 1,374 | 1,276 | 2,737 | 2,466 |
| Tax-exempt | 1,249 | 1,210 | 2,495 | 2,436 |
| Dividend and other interest income | 41 | 204 | 130 | 457 |
| TOTAL INTEREST AND DIVIDEND INCOME | 9,013 | 8,936 | 17,930 | 17,984 |
| INTEREST EXPENSE | | | | |
| Deposits | 2,204 | 2,551 | 4,209 | 5,092 |
| Short-term borrowings | 78 | 257 | 236 | 686 |
| Long-term borrowings, FHLB | 926 | 972 | 1,843 | 2,169 |
| TOTAL INTEREST EXPENSE | 3,208 | 3,780 | 6,288 | 7,947 |
| NET INTEREST INCOME | 5,805 | 5,156 | 11,642 | 10,037 |
| PROVISION FOR LOAN LOSSES | 186 | 60 | 312 | 120 |
| NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES | 5,619 | 5,096 | 11,330 | 9,917 |
| NON-INTEREST INCOME | | | | |
| Service charges | 541 | 540 | 1,066 | 1,110 |
| Securities losses, net | (2,086) | (251) | (4,455) | (213) |
| Earnings on bank-owned life insurance | 112 | 91 | 274 | 246 |
| Gain on sale of loans | 103 | 212 | 221 | 364 |
| Insurance commissions | 347 | 486 | 701 | 1,066 |
| Other | 591 | 543 | 1,025 | 962 |
| TOTAL NON-INTEREST INCOME | (392) | 1,621 | (1,168) | 3,535 |
| NON-INTEREST EXPENSE | | | | |
| Salaries and employee benefits | 2,595 | 2,469 | 5,077 | 4,920 |
| Occupancy, net | 318 | 314 | 657 | 652 |
| Furniture and equipment | 306 | 287 | 613 | 572 |
| Pennsylvania shares tax | 172 | 105 | 343 | 210 |
| Amortization of investment in limited partnerships | 141 | 178 | 283 | 356 |
| Other | 1,353 | 1,158 | 2,557 | 2,246 |
| TOTAL NON-INTEREST EXPENSE | 4,885 | 4,511 | 9,530 | 8,956 |
| INCOME BEFORE INCOME TAX (BENEFIT) PROVISION | 342 | 2,206 | 632 | 4,496 |
| INCOME TAX (BENEFIT) PROVISION | (490) | 149 | (1,039) | 308 |
| NET INCOME | $ 832 | $ 2,057 | $ 1,671 | $ 4,188 |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| EARNINGS PER SHARE - BASIC | $ | 0.22 | $ | 0.53 | $ | 0.44 | $ | 1.08 |
| EARNINGS PER SHARE - DILUTED | $ | 0.22 | $ | 0.53 | $ | 0.44 | $ | 1.08 |
| WEIGHTED AVERAGE SHARES OUTSTANDING - BASIC | | 3,832,520 | | 3,865,977 | | 3,832,135 | | 3,870,359 |
| WEIGHTED AVERAGE SHARES OUTSTANDING - DILUTED | | 3,832,596 | | 3,866,115 | | 3,832,173 | | 3,870,523 |
| DIVIDENDS PER SHARE | $ | 0.46 | $ | 0.46 | $ | 0.92 | $ | 0.92 |

See accompanying notes to the unaudited consolidated financial statements.

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PENNS WOODS BANCORP, INC.

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS EQUITY

(UNAUDITED)

| (In Thousands, Except Per Share Data) | COMMON STOCK SHARES | COMMON STOCK AMOUNT | ADDITIONAL PAID-IN CAPITAL | RETAINED EARNINGS | ACCUMULATED OTHER COMPREHENSIVE LOSS | TREASURY STOCK | TOTAL SHAREHOLDERS EQUITY |
|---|---|---|---|---|---|---|---|
| Balance, December 31, 2008 | 4,010,528 | $ 33,421 | $ 17,959 | $ 28,177 | $ (12,266) | $ (6,264) | $ 61,027 |
| Comprehensive income (loss): | | | | | | | |
| Net income | | | | 1,671 | | | 1,671 |
| Other comprehensive income (loss) | | | | | 2,163 | | 2,163 |
| Dividends declared ($0.92 per share) | | | | (3,526) | | | (3,526) |
| Common shares issued for employee stock purchase plan | 1,457 | 12 | 24 | | | | 36 |
| Balance, June 30, 2009 | 4,011,985 | $ 33,433 | $ 17,983 | $ 26,322 | $ (10,103) | $ (6,264) | $ 61,371 |

| (In Thousands, Except Per Share Data) | COMMON STOCK SHARES | COMMON STOCK AMOUNT | ADDITIONAL PAID-IN CAPITAL | RETAINED EARNINGS | ACCUMULATED OTHER COMPREHENSIVE LOSS | TREASURY STOCK | TOTAL SHAREHOLDERS EQUITY |
|---|---|---|---|---|---|---|---|
| Balance, December 31, 2007 | 4,006,934 | $ 33,391 | $ 17,888 | $ 27,707 | $ (3,534) | $ (4,893) | $ 70,559 |
| Cumulative effect of change in accounting for postretirement benefits | | | | (437) | | | (437) |
| Comprehensive loss: | | | | | | | |
| Net income | | | | 4,188 | | | 4,188 |
| Other comprehensive loss | | | | | (5,701) | | (5,701) |
| Dividends declared, ($0.92 per share) | | | | (3,560) | | | (3,560) |
| Stock options exercised | 330 | 3 | 8 | | | | 11 |
| Common shares issued for employee stock purchase plan | 1,569 | 13 | 34 | | | | 47 |
| Purchase of treasury stock (18,516 shares) | | | | | | (585) | (585) |
| Balance, June 30, 2008 | 4,008,833 | $ 33,407 | $ 17,930 | $ 27,898 | $ (9,235) | $ (5,478) | $ 64,522 |

PENNS WOODS BANCORP, INC.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(UNAUDITED)

| (In Thousands) | Three Months Ended June 30, 2009 | 2008 | Six Months Ended June 30, 2009 | 2008 |
|---|---|---|---|---|
| Net Income | $ 832 | $ 2,057 | $ 1,671 | $ 4,188 |
| Other comprehensive income (loss): | | | | |
| Change in net unrealized gains (losses) on available for sale securities | 3,520 | (7,061) | (1,178) | (8,852) |
| Less: Reclassification adjustment for net losses included in net income | (2,086) | (251) | (4,455) | (213) |
| Other comprehensive income (loss) before tax expense (benefit) | 5,606 | (6,810) | 3,277 | (8,639) |
| Income tax expense (benefit) related to other comprehensive income (loss) | 1,906 | (2,315) | 1,114 | (2,938) |
| Other comprehensive income (loss), net of tax | 3,700 | (4,495) | 2,163 | (5,701) |
| Comprehensive income (loss) | $ 4,532 | $ (2,438) | $ 3,834 | $ (1,513) |

See accompanying notes to the unaudited consolidated financial statements.

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PENNS WOODS BANCORP, INC.

CONSOLIDATED STATEMENT OF CASH FLOWS

(UNAUDITED)

| (In Thousands) | Six Months Ended June 30, 2009 | 2008 |
|---|---|---|
| OPERATING ACTIVITIES | | |
| Net Income | $ 1,671 | $ 4,188 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 364 | 323 |
| Provision for loan losses | 312 | 120 |
| Accretion and amortization of investment security discounts and premiums | (518) | (636) |
| Securities losses, net | 4,455 | 213 |
| Originations of loans held for sale | (10,202) | (16,137) |
| Proceeds of loans held for sale | 9,450 | 17,125 |
| Gain on sale of loans | (221) | (364) |
| Earnings on bank-owned life insurance | (274) | (246) |
| Other, net | (1,327) | (1,465) |
| Net cash provided by operating activities | 3,710 | 3,121 |
| INVESTING ACTIVITIES | | |
| Investment securities available for sale: | | |
| Proceeds from sales | 4,682 | 36,098 |
| Proceeds from calls and maturities | 5,132 | 5,139 |
| Purchases | (9,955) | (45,132) |
| Investment securities held to maturity: | | |
| Proceeds from calls and maturities | 26 | 154 |
| Net increase in loans | (11,501) | (5,520) |
| Acquisition of bank premises and equipment | (155) | (998) |
| Proceeds from the sale of foreclosed assets | | 70 |
| Purchase of bank-owned life insurance | (42) | (698) |
| Investment in limited partnership | (738) | |
| Proceeds from redemption of regulatory stock | | 3,560 |
| Purchases of regulatory stock | (170) | (1,996) |
| Net cash used for investing activities | (12,721) | (9,323) |
| FINANCING ACTIVITIES | | |
| Net increase in interest-bearing deposits | 75,159 | 43,662 |
| Net (decrease) increase in noninterest-bearing deposits | (1,526) | 5,237 |
| Repayment of long-term borrowings, FHLB | | (29,600) |
| Net decrease in short-term borrowings | (59,066) | (7,234) |
| Dividends paid | (3,526) | (3,560) |
| Issuance of common stock | 36 | 47 |
| Stock options exercised | | 11 |
| Purchase of treasury stock | | (585) |
| Net cash provided by financing activities | 11,077 | 7,978 |
| NET NCREASE IN CASH AND CASH EQUIVALENTS | 2,066 | 1,776 |
| CASH AND CASH EQUIVALENTS, BEGINNING | 16,581 | 15,433 |
| CASH AND CASH EQUIVALENTS, ENDING | $ 18,647 | $ 17,209 |
| | | |
| SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION | | |

| | | | | |
|---|---|---|---|---|
| Interest paid | $ | 6,385 | $ | 8,228 |
| Income taxes paid | | 1,175 | | 1,075 |
| Transfer of loans to foreclosed real estate | | 614 | | |

See accompanying notes to the unaudited consolidated financial statements.

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**PENNS WOODS BANCORP, INC. AND SUBSIDIARIES**

**NOTES TO**

**CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

## Note 1. Basis of Presentation

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

The interim financial statements are unaudited but, in the opinion of management, reflect all adjustments necessary for the fair presentation of results for such periods. The results of operations for any interim period are not necessarily indicative of results for the full year. These financial statements should be read in conjunction with financial statements and notes thereto contained in the Company s Annual Report on Form 10-K for the year ended December 31, 2008.

The accounting policies followed in the presentation of interim financial results are the same as those followed on an annual basis. These policies are presented on pages 38 through 44 of the Annual Report on Form 10-K for the year ended December 31, 2008.

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

## Note 2. Recent Accounting Pronouncements

In April 2009, the FASB issued FASB Staff Position ( FSP ) No. FAS 141(R)-1, *Accounting for Assets Acquired and Liabilities Assumed in a Business Combination That Arise from Contingencies* ( FAS 141(R)-1 ). This FSP requires companies acquiring contingent assets or assuming contingent liabilities in business combination to either (a) if the assets or liabilities fair value can be determined, recognize them at fair value, at the acquisition date, or (b) if the assets or liabilities fair value cannot be determined, but (i) it is probable that an asset existed or that a liability had been incurred at the acquisition date and (ii) the amount of the asset or liability can be reasonably estimated, recognize them at their estimated amount, at the acquisition date. If the fair value of these contingencies cannot be determined and they are not probable or cannot be reasonably estimated, then companies should not recognize these contingencies as of the acquisition date and instead should account for them in subsequent periods by following other applicable GAAP. This FSP also eliminates the FAS 141(R)-1 requirement of disclosing in the footnotes to the financial statements the range of expected outcomes for a recognized contingency. This FSP shall be effective for assets or liabilities arising from contingencies in business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. The adoption of this FSP has

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not and is not expected to have a material effect on the Company s results of operations or financial position.

In April 2009, the FASB issued FSP No. FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly* ( FAS 157-4 ). This FSP relates to determining fair values when there is no active market or where the price inputs being used represent distressed sales. It reaffirms the need to use judgment to ascertain if a formerly active market has become inactive and in determining fair values when markets have become inactive. FAS 157-4 is effective for interim and annual periods ending after June 15, 2009, but entities may early adopt this FSP for the interim and annual periods ending after March 15, 2009. The adoption of this FSP has not and is not expected to have a material effect on the Company s results of operations or financial position.

In April 2009, the FASB issued FSP No. FAS 107-1 and APB 28-1, *Interim Disclosures about Fair Value of Financial Instruments* ( FAS 107-1 and APB 28-1 ), which relates to fair value disclosures for any financial instruments that are not currently reflected on the balance sheet of companies at fair value. Prior to issuing this FSP, fair values for these assets and liabilities were only disclosed once a year. The FSP now requires these disclosures on a quarterly basis, providing qualitative and quantitative information about fair value estimates for all those financial instruments not measured on the balance sheet at fair value. FAS 107-1 and APB 28-1 is effective for interim and annual periods ending after June 15, 2009, but entities may early adopt this FSP for the interim and annual periods ending after March 15, 2009. The adoption of this FSP has not and is not expected to have a material effect on the Company s results of operations or financial position.

In April 2009, the FASB issued FSP No. FAS 115-2 and FAS 124-2, *Recognition and Presentation of Other-Than-Temporary Impairments* ( FAS 115-2 and FAS 124-2 ), which provides additional guidance designed to create greater clarity and consistency in accounting for and presenting impairment losses on securities. FAS 115-2 and FAS 124-2 are effective for interim and annual periods ending after June 15, 2009, but entities may early adopt this FSP for the interim and annual periods ending after March 15, 2009. The adoption of this FSP has not and is not expected to have a material effect on the Company s results of operations or financial position.

In May 2009, the FASB issued FAS No. 165, *Subsequent Events* ( FAS 165 ), which requires companies to evaluate events and transactions that occur after the balance sheet date but before the date the financial statements are issued, or available to be issued in the case of non-public entities. FAS 165 requires entities to recognize in the financial statements the effect of all events or transactions that provide additional evidence of conditions that existed at the balance sheet date, including the estimates inherent in the financial preparation process. Entities shall not recognize the impact of events or transactions that provide evidence about conditions that did not exist at the balance sheet date but arose after that date. FAS 165 also requires entities to disclose the date through which subsequent events have been evaluated. FAS 165 was effective for interim and annual reporting periods ending after June 15, 2009. The Company adopted the

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provisions of FAS 165 for the quarter ended June 30, 2009, as required, and adoption did not have a material impact on Company s results of operations or financial position.

In June 2009, the FASB issued FAS No. 166, *Accounting for Transfers of Financial Assets* ( FAS 166 ). FAS 166 removes the concept of a qualifying special-purpose entity (QSPE) from FAS No. 140, *Accounting for Transfers and Servicing of Financial Assets and Extinguishment of Liabilities*, and removes the exception from applying FIN 46(R). This statement also clarifies the requirements for isolation and limitations on portions of financial assets that are eligible for sale accounting. This statement is effective for fiscal years beginning after November 15, 2009. As such, the Company plans to adopt FAS 166 effective January 1, 2010. The adoption of this standard is not expected to have a material effect on the Company s results of operations or financial position.

In June 2009, the FASB issued FAS No. 167, *Amendments to FASB Interpretation No. 46(R)* ( FAS 167 ). FAS 167, which amends FASB Interpretation No. 46 (revised December 2003), *Consolidation of Variable Interest Entities*, (FIN 46(R)), prescribes a qualitative model for identifying whether a company has a controlling financial interest in a variable interest entity (VIE) and eliminates the quantitative model prescribed by FIN 46(R). The new model identifies two primary characteristics of a controlling financial interest: (1) it provides a company with the power to direct significant activities of the VIE, and (2) it obligates a company to absorb losses of and/or provides rights to receive benefits from the VIE. FAS 167 requires a company to reassess on an ongoing basis whether it holds a controlling financial interest in a VIE. A company that holds a controlling financial interest is deemed to be the primary beneficiary of the VIE and is required to consolidate the VIE. This statement is effective for fiscal years beginning after November 15, 2009. The adoption of this standard is not expected to have a material effect on the Company s results of operations or financial position.

In June 2009, the FASB issued FAS No. 168, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles* ( FAS 168 ). FAS No. 168 establishes the *FASB Accounting Standards Codification* (Codification), which was officially launched on July 1, 2009, and became the primary source of authoritative U.S. GAAP recognized by the FASB to be applied by nongovernmental entities. Rules and interpretive releases of the Securities and Exchange Commission (SEC) under the authority of Federal securities laws are also sources of authoritative GAAP for SEC registrants. The subsequent issuances of new standards will be in the form of Accounting Standards Updates that will be included in the Codification. FAS No. 168 is effective for financial statements issued for interim and annual periods ending after September 15, 2009. As such, the Company plans to adopt FAS No.168 in connection with its third quarter 2009 reporting. As the Codification is neither expected nor intended to change GAAP, the adoption of FAS 168 will not have a material impact on its results of operations or financial position.

**Note 3. Per Share Data**

There are no convertible securities which would affect the denominator in calculating basic and dilutive earnings per share; therefore, net income as presented on the consolidated statement of income will be used as the numerator.  The following table sets forth the composition of the

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weighted average common shares (denominator) used in the basic and dilutive per share computation.

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2009 | 2008 | 2009 | 2008 |
| Weighted average common shares issued | 4,011,548 | 4,008,030 | 4,011,163 | 4,007,603 |
| Average treasury stock shares | (179,028) | (142,053) | (179,028) | (137,244) |
| Weighted average common shares and common stock equivalents used to calculate basic earnings per share | 3,832,520 | 3,865,977 | 3,832,135 | 3,870,359 |
| Additional common stock equivalents (stock options) used to calculate diluted earnings per share | 76 | 138 | 38 | 164 |
| Weighted average common shares and common stock equivalents used to calculate diluted earnings per share | 3,832,596 | 3,866,115 | 3,832,173 | 3,870,523 |

Options to purchase 990 shares of common stock were outstanding during the three and six months ended June 30, 2009 but were not included in the computation of diluted earnings per share as they were anti-dilutive due to the strike price of $31.82 being greater than the average market price of $28.00 and $26.31 for the three and six months ended June 30, 2009. Options to purchase 8,273 and 9,923 shares of common stock were outstanding during the three and six months ended June 30, 2008 but were not included in the computation of diluted earnings per share as they were anti-dilutive due to the strike price being greater than the average market price for the three and six months ended June 30, 2008.

**Note 4. Net Periodic Benefit Cost-Defined Benefit Plans**

For a detailed disclosure on the Company s pension and employee benefits plans, please refer to Note 11 of the Company s Consolidated Financial Statements included in the Annual Report on Form 10-K for the year ended December 31, 2008.

The following sets forth the components of the net periodic benefit cost of the domestic non-contributory defined benefit plan for the three and six months ended June 30, 2009 and 2008, respectively:

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| (In Thousands) | Three Months Ended June 30, 2009 | 2008 | Six Months Ended June 30, 2009 | 2008 |
|---|---|---|---|---|
| Service cost | $ 136 | $ 136 | $ 272 | $ 273 |
| Interest cost | 170 | 152 | 340 | 304 |
| Expected return on plan assets | (127) | (163) | (254) | (320) |
| Amortization of transition obligation | | | (1) | (1) |
| Amortization of prior service cost | 7 | 7 | 13 | 13 |
| Amortization of net loss | 84 | 14 | 169 | 28 |
| Net periodic cost | $ 270 | $ 146 | $ 539 | $ 297 |

**Employer Contributions**

The Company previously disclosed in its consolidated financial statements, included in the Annual Report on Form 10-K for the year ended December 31, 2008, that it expected to contribute a minimum of $325,000 to its defined benefit plan in 2009.  As of June 30, 2009, there were contributions $519,000 made to the plan.  The Company expects to contribute a minimum of $287,000 to the defined benefit plan during the remaining period of 2009.

**Note 5.  Off Balance Sheet Risk**

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

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

Financial instruments whose contract amounts represent credit risk are as follows at June 30, 2009 and December 31, 2008:

| (In Thousands) | June 30, 2009 | December 31, 2008 |
|---|---|---|
| Commitments to extend credit | $ 88,763 | $ 85,871 |
| Standby letters of credit | 1,532 | 841 |

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

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

**Note 6. Reclassification of Comparative Amounts**

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

**Note 7. Employee Stock Purchase Plan**

The Company maintains the Penns Woods Bancorp, Inc. 2006 Employee Stock Purchase Plan ( Plan ). The Plan is intended to encourage employee participation in the ownership and economic progress of the Company. The Plan allows for up to 1,000,000 shares to be purchased by employees. The purchase price of the shares is 95% of market value with an employee eligible to purchase up to the lesser of 15% of base compensation or $12,000 in market value annually. During the six months ended June 30, 2009 and 2008, there were 1,457 and 1,569 shares issued under the plan, respectively.

**Note 8. Fair Value Measurements**

Effective January 1, 2008, the Company adopted the provisions of FAS No. 157, *Fair Value Measurements* ( FAS 157 ), for financial assets and financial liabilities. FAS 157 provides enhanced guidance for using fair value to measure assets and liabilities. The standard applies whenever other standards require or permit assets or liabilities to be measured at fair value. The standard does not expand the use of fair value in any new circumstances. The FASB issued Staff Position No. 157-1, *Application of FASB Statement No. 157 to FASB Statement No. 13 and Other Accounting Pronouncements That Address Fair Value Measurements for Purposes of Lease Classification or Measurement under Statement 13*, which removed leasing transactions accounted for under FAS 13 and related guidance from the scope of FAS No. 157. The FASB also issued Staff Position No. 157-2, *Partial Deferral of the Effective Date of Statement 157*, which deferred the effective date of FAS 157 for all nonfinancial assets and nonfinancial liabilities to fiscal years beginning after November 15, 2008.

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FAS 157 establishes 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 FAS 157 hierarchy are as follows:

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

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

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

The following table presents the assets reported on the balance sheet at their fair value on a recurring basis as of June 30, 2009 and December 31, 2008, by level within the fair value hierarchy. As required by FAS 157, financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

| | June 30, 2009 | | | |
|---|---|---|---|---|
| **(In Thousands)** | **Level I** | **Level II** | **Level III** | **Total** |
| Assets Measured on a Recurring Basis: | | | | |
| Investment Securities, available-for-sale | $ 11,728 | $ 196,173 | $ | $ 207,901 |

| | December 31, 2008 | | | |
|---|---|---|---|---|
| **(In Thousands)** | **Level I** | **Level II** | **Level III** | **Total** |
| Assets Measured on a Recurring Basis: | | | | |
| Investment Securities, available-for-sale | $ 13,269 | $ 194,982 | $ | $ 208,251 |

The following table presents the assets reported on the balance sheet at their fair value on a non-recurring basis as of June 30, 2009 and December 31, 2008, by level within the fair value hierarchy. As required by FAS 157, financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

| | June 30, 2009 | | | |
|---|---|---|---|---|
| **(In Thousands)** | **Level I** | **Level II** | **Level III** | **Total** |
| Assets Measured on a Non-recurring Basis: | | | | |
| Impaired Loans | $ | $ 6,044 | $ | $ 6,044 |

| | December 31, 2008 | | | |
|---|---|---|---|---|
| **(In Thousands)** | **Level I** | **Level II** | **Level III** | **Total** |
| Assets Measured on a Non-recurring Basis: | | | | |
| Impaired Loans | $ | $ 4,876 | $ | $ 4,876 |

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**NOTE 9. ESTIMATED FAIR VALUE OF FINANCIAL INSTRUMENTS**

The Company is required to disclose estimated fair values for its financial instruments. 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. Also, it is the Company s general practice and intention to hold most of its financial instruments to maturity and not to engage in trading or sales activities. Because no market exists for a significant portion of the Company s financial instruments, fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. These 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 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.

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

The estimated fair values of the Company s financial instruments are as follows at June 30, 2009 and December 31, 2008:

| | **June 30, 2009** | | **December 31, 2008** | |
|---|---|---|---|---|
| **(In Thousands)** | **Carrying Value** | **Fair Value** | **Carrying Value** | **Fair Value** |
| Financial assets: | | | | |
| Cash and cash equivalents | $ 18,647 | $ 18,647 | $ 16,581 | $ 16,581 |
| Investment securities: | | | | |
| Available for sale | 207,901 | 207,901 | 208,251 | 208,251 |
| Held to maturity | 110 | 111 | 135 | 136 |
| Loans held for sale | 4,595 | 4,595 | 3,622 | 3,622 |
| Loans, net | 387,697 | 394,297 | 377,122 | 380,771 |
| Bank-owned life insurance | 14,862 | 14,862 | 14,546 | 14,546 |
| Accrued interest receivable | 3,468 | 3,468 | 3,614 | 3,614 |
| | | | | |
| Financial liabilities: | | | | |
| Interest-bearing deposits | $ 420,492 | $ 423,268 | $ 345,333 | $ 347,657 |
| Noninterest-bearing deposits | 74,509 | 74,509 | 76,035 | 76,035 |
| Short-term borrowings | 14,880 | 14,880 | 73,946 | 73,946 |
| Long-term borrowings, FHLB | 86,778 | 85,772 | 86,778 | 88,188 |
| Accrued interest payable | 1,220 | 1,220 | 1,317 | 1,317 |

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

The fair value is equal to the carrying value.

**Investment Securities:**

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

**Loans:**

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

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

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

**Bank-Owned Life Insurance:**

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

**Deposits:**

The fair value of deposits with no stated maturity, such as noninterest-bearing demand deposits, savings, NOW, and money market accounts, is equal to the amount payable on demand as of June 30, 2009 and December 31, 2008. The fair value of certificates of deposit is based on the discounted value of contractual cash flows.

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

**Long Term Borrowings:**

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

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

There is no material difference between the notional amount and the estimated fair value of off-balance sheet items at June 30, 2009 and December 31, 2008. The contractual amounts of unfunded commitments and letters of credit are presented in Note 5.

**Note 10. Federal Home Loan Bank Stock**

The Bank is a member of the Federal Home Loan Bank of Pittsburgh (the FHLB ), which is one of 12 regional Federal Home Loan Banks. Each Federal Home Loan Bank serves as a reserve or central bank for its members within its assigned region. It is funded primarily from funds deposited by member institutions and proceeds from the sale of consolidated obligations of the Federal Home Loan Bank System. It makes loans to members (i.e., advances) in accordance with policies and procedures established by the board of directors of the Federal Home Loan Bank. As a member, the Bank is required to purchase and maintain stock in the FHLB in an amount equal to the greater of 1% of its aggregate unpaid residential mortgage loans, home purchase contracts or similar obligations at the beginning of each year or 5% of its outstanding advances from the FHLB. At June 30, 2009, the Bank held $7,271,300 in stock of the FHLB, which was in compliance with this requirement.

The Company evaluated its holding of FHLB stock for impairment and deemed the stock to not be impaired due to the expected recoverability of the par value, which equals the value reflected within the Company s financial statements. The decision was based on several items ranging from the estimated true economic losses embedded within the FHLB s mortgage portfolio to the FHLB s liquidity position and credit rating. The Company utilizes the impairment framework outlined in paragraph 8(i) of SOP 01-06 and paragraphs 12.21 12.25 of the AICPA Audit Guide for Depository and Lending Institutions to evaluate FHLB stock for impairment.

The following factors were evaluated to determine the ultimate recoverability of the par value of the Company s FHLB stock holding; (i) the significance of the decline in net assets of the FHLB as compared to the capital stock amount for the FHLB and the length of time this situation has persisted; (ii) commitments by the FHLB to make payments required by law or regulation and the level of such payments in relation to the operating performance of the FHLB; (iii) the impact of legislative and regulatory changes on the institutions and, accordingly, on the customer base of the FHLB; (iv) the liquidity position of the FHLB; and (v) whether a decline is temporary or whether it affects the ultimate recoverability of the FHLB stock based on (a) the materiality of the carrying amount to the member institution and (b) whether an assessment of the institution s operational needs for the foreseeable future allow management to dispose of the stock.

Based on its analysis of these factors, the Company determined that its holding of FHLB stock was not impaired on June 30, 2009.

**Note 11. Investment Securities**

The amortized cost and estimated fair values of investment securities at June 30, 2009 and December 31, 2008 are as follows:

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| (In Thousands) | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Estimated Fair Value |
|---|---|---|---|---|
| | June 30, 2009 | | | |
| Available for sale (AFS) | | | | |
| U.S. Government and agency securities | $ 40,968 | $ 1,690 | $ | $ 42,658 |
| State and political securities | 143,057 | 323 | (10,713) | 132,667 |
| Other debt securities | 21,463 | 596 | (1,211) | 20,848 |
| Total debt securities | 205,488 | 2,609 | (11,924) | 196,173 |
| Equity securities | 11,994 | 425 | (691) | 11,728 |
| Total investment securities AFS | $ 217,482 | $ 3,034 | $ (12,615) | $ 207,901 |
| | | | | |
| Held to maturity (HTM) | | | | |
| U.S. Government and agency securities | $ 9 | $ 1 | $ | $ 10 |
| Other debt securities | 101 | | | 101 |
| Total investment securities HTM | $ 110 | $ 1 | $ | $ 111 |

| (In Thousands) | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Estimated Fair Value |
|---|---|---|---|---|
| | December 31, 2008 | | | |
| Available for sale (AFS) | | | | |
| U.S. Government and agency securities | $ 46,452 | $ 1,134 | $ | $ 47,586 |
| State and political securities | 142,258 | 348 | (10,764) | 131,842 |
| Other debt securities | 15,970 | 649 | (1,065) | 15,554 |
| Total debt securities | 204,680 | 2,131 | (11,829) | 194,982 |
| Equity securities | 16,429 | 225 | (3,385) | 13,269 |
| Total investment securities AFS | $ 221,109 | $ 2,356 | $ (15,214) | $ 208,251 |
| | | | | |
| Held to maturity (HTM) | | | | |
| U.S. Government and agency securities | $ 10 | $ 1 | $ | $ 11 |
| Other debt securities | 125 | | | 125 |
| Total investment securities HTM | $ 135 | $ 1 | $ | $ 136 |

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The following tables show the Company s gross unrealized losses and estimated fair value, aggregated by investment category and length of time, that the individual securities have been in a continuous unrealized loss position, at June 30, 2009 and December 31, 2008.

| | June 30, 2009 | | | | | |
|---|---|---|---|---|---|---|
| | Less than Twelve Months | | Twelve Months or Greater | | Total | |
| (In Thousands) | Estimated Fair Value | Gross Unrealized Losses | Estimated Fair Value | Gross Unrealized Losses | Estimated Fair Value | Gross Unrealized Losses |
| U.S. Government and agency securities | $ | $ | $ | $ | $ | $ |
| State and political securities | 18,872 | 502 | 94,980 | 10,211 | 113,852 | 10,713 |
| Other debt securities | 354 | 24 | 6,810 | 1,187 | 7,164 | 1,211 |
| Total debt securities | 19,226 | 526 | 101,790 | 11,398 | 121,016 | 11,924 |
| Equity securities | 802 | 369 | 444 | 322 | 1,246 | 691 |
| Total | $ 20,028 | $ 895 | $ 102,234 | $ 11,720 | $ 122,262 | $ 12,615 |

| | December 31, 2008 | | | | | |
|---|---|---|---|---|---|---|
| | Less than Twelve Months | | Twelve Months or Greater | | Total | |
| (In Thousands) | Estimated Fair Value | Gross Unrealized Losses | Estimated Fair Value | Gross Unrealized Losses | Estimated Fair Value | Gross Unrealized Losses |
| U.S. Government and agency securities | $ | $ | $ | $ | $ | $ |
| State and political securities | 48,388 | 4,378 | 67,412 | 6,386 | 115,800 | 10,764 |
| Other debt securities | 6,341 | 451 | 2,012 | 614 | 8,353 | 1,065 |
| Total debt securities | 54,729 | 4,829 | 69,424 | 7,000 | 124,153 | 11,829 |
| Equity securities | 164 | 80 | 5,364 | 3,305 | 5,528 | 3,385 |
| Total | $ 54,893 | $ 4,909 | $ 74,788 | $ 10,305 | $ 129,681 | $ 15,214 |

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At June 30, 2009 there were a total of 47 and 223 individual securities that were in a continuous unrealized loss position for less than twelve months and greater than twelve months, respectively.

The Company reviews its position quarterly and has asserted that at June 30, 2009, the declines outlined in the above table represent temporary declines and the Company does have the intent and ability either to hold those securities to maturity or to allow a market recovery. There were 270 positions that were temporarily impaired at June 30, 2009. The Company has concluded that the unrealized losses disclosed above are not other than temporary but are the result of interest rate changes, sector credit ratings changes, or Company-specific ratings changes that are not expected to result in the non-collection of principal and interest during the period.

The amortized cost and estimated fair value of debt securities at June 30, 2009, by contractual maturity, are shown below. Expected maturities may differ from contractual maturities since borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

| | Available for Sale | | Held to Maturity | |
|---|---|---|---|---|
| **(In Thousands)** | **Amortized Cost** | **Estimated Fair Value** | **Amortized Cost** | **Estimated Fair Value** |
| Due in one year or less | $ 25 | $ 25 | $ 25 | $ 25 |
| Due after one year to five years | 10,092 | 10,564 | 76 | 76 |
| Due after five years to ten years | 784 | 805 | | |
| Due after ten years | 194,587 | 184,779 | 9 | 10 |
| Total | $ 205,488 | $ 196,173 | $ 110 | $ 111 |

Total gross proceeds from sales of securities available for sale were $4,682,000 and $40,169,000, for June 30, 2009 and December 31, 2008, respectively. The following table represents gross realized gains and losses on those transactions:

| **(In Thousands)** | **June 30, 2009** | **December 31, 2008** |
|---|---|---|
| Gross realized gains: | | |
| U.S. Government and agency securities | $ | $ 253 |
| State and political securities | | 236 |
| Other debt securities | 162 | 6 |
| Equity securities | 4 | 539 |
| Total gross realized gains | $ 166 | $ 1,034 |
| | | |
| Gross realized losses: | | |
| U.S. Government and agency securities | $ | $ 36 |
| State and political securities | | 204 |
| Other debt securities | 37 | 510 |
| Equity securities | 4,584 | 2,315 |
| Total gross realized losses | $ 4,621 | $ 3,065 |

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Gross realized losses for the equity securities portfolio include impairment charges of $4,584,000 and $2,797,000 for the six months ended June 30, 2009 and year ended December 31, 2008, respectively.

**Note 12. Subsequent Events**

The Company assessed events occurring subsequent to June 30, 2009 through August 10, 2009 for potential recognition and disclosure in the consolidated financial statements. No events have occurred that would require adjustment to or disclosure in the consolidated financial statements which were issued on August 10, 2009.

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

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

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

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

**EARNINGS SUMMARY**

**Comparison of the Three and Six Months Ended June 30, 2009 and 2008**

**Summary Results**

Net income for the three months ended June 30, 2009 was $832,000 compared to $2,057,000 for the same period of 2008 as after-tax securities losses increased $1,210,000 (from a loss of $166,000 to a loss of $1,376,000). Included within the change in after-tax securities losses was an other than temporary impairment charge relating to certain equity securities held in the investment portfolio of $2,251,000. Basic and diluted earnings per share for the three months ended June 30, 2009 were $0.22 compared to $0.53 for the three months ended June 30, 2008. Return on average assets and return on average equity were 0.51% and 5.45% for the three months ended June 30, 2009 compared to 1.30% and 11.73% for the corresponding period of 2008. Net income from core operations ( operating earnings ) remained stable at $2,208,000 for the three months ended June 30, 2009 compared to $2,223,000 for the same period of 2008. Operating earnings per share for the three months ended June 30, 2009 were $0.58 basic and dilutive compared to $0.58 basic and $0.57 dilutive for the three months ended June 30, 2008.

The six months ended June 30, 2009 generated net income of $1,671,000 compared to $4,188,000 for the same period of 2008. Comparable results were impacted by an increase in after-tax securities losses of $2,799,000 (from a loss of $141,000 to a loss of $2,940,000). Earnings per share, basic and diluted, for the six months ended June 30, 2009 were $0.44 as compared to $1.08 for the comparable period of 2008. Return on average assets and return on average equity were 0.51% and 5.54% for the six months ended June 30, 2009 compared to 1.33% and 11.87% for the corresponding period of 2008. Operating earnings increased 6.5% to $4,611,000 for the six months ended June 30, 2009 compared to $4,329,000 for the comparable period of 2008, resulting in basic and dilutive operating earnings per share increasing 7.1% to $1.20 from $1.12 for the six month periods ended June 30, 2009 and 2008, respectively.

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

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**Reconciliation of GAAP and non-GAAP Income**

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| **(In Thousands)** | **2009** | **2008** | **2009** | **2008** |
| GAAP net income | 832 | 2,057 | 1,671 | 4,188 |
| Securities losses, net of tax | (1,376) | (166) | (2,940) | (141) |
| Non-GAAP operating earnings | 2,208 | 2,223 | 4,611 | 4,329 |

**Interest And Dividend Income**

Interest and dividend income for the three months ended June 30, 2009 increased $77,000 to $9,013,000 compared to $8,936,000 for the same period of 2008. The increase in interest income was the result of an increase in loan interest of $103,000 which offset the slight decline in investment securities income of $26,000. The increase in loan interest is the result of growth in the average gross loan portfolio of $26,772,000. The growth offset a decline in the average taxable equivalent yield of 26 basis points ( bp ) caused by the low interest rate environment that has existed over the past year. Dividend income decreased as a direct result of the current status of the economy that has caused many of the issuers of equity holdings in our portfolio to decrease or suspend their dividend. In addition, the Federal Home Loan Bank of Pittsburgh ( FHLB ) has suspended payment of dividends on shares of its common stock, which resulted in a decrease of approximately $81,000 in dividend income the second quarter of 2009. On a taxable equivalent basis, total interest income increased $143,000 as the tax-exempt loan and investment securities portfolios were able to obtain better yields than in the comparable period of 2008.

During the six months ended June 30, 2009, interest and dividend income was $17,930,000, a decrease of $54,000 over the same period in 2008. Interest income on the loan portfolio remained stable as the growth in the portfolio countered a 44 bp decline in average yield. The investment portfolio interest income was negatively impacted by approximately $160,000 due to the suspension of FHLB dividends which resulted in total interest income from investment securities being flat to the comparable period of 2008. Tax-equivalent interest income increased $69,000 due to better yields on the loan and investment tax-exempt portfolios, an overall increase in earning assets of $17,732,000, and a shift in the earning asset portfolio towards loans from investments.

Interest and dividend income composition for the three and six months ended June 30, 2009 and 2008 was as follows:

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| | For The Three Months Ended | | | | | |
|---|---|---|---|---|---|---|
| | June 30, 2009 | | June 30, 2008 | | Change | |
| (In Thousands) | Amount | % Total | Amount | % Total | Amount | % |
| Loans including fees | $ 6,349 | 70.4% | $ 6,246 | 69.9% | $ 103 | 1.6% |
| Investment securities: | | | | | | |
| Taxable | 1,374 | 15.2 | 1,276 | 14.3 | 98 | 7.7 |
| Tax-exempt | 1,249 | 13.9 | 1,210 | 13.5 | 39 | 3.2 |
| Dividend and other interest income | 41 | 0.5 | 204 | 2.3 | (163) | (79.9) |
| Total interest and dividend income | $ 9,013 | 100.0% | $ 8,936 | 100.0% | $ 77 | 0.9% |

| | For The Six Months Ended | | | | | |
|---|---|---|---|---|---|---|
| | June 30, 2009 | | June 30, 2008 | | Change | |
| (In Thousands) | Amount | % Total | Amount | % Total | Amount | % |
| Loans including fees | $ 12,568 | 70.1% | $ 12,625 | 70.2% | $ (57) | (0.5)% |
| Investment securities: | | | | | | |
| Taxable | 2,737 | 15.3 | 2,466 | 13.7 | 271 | 11.0 |
| Tax-exempt | 2,495 | 13.9 | 2,436 | 13.6 | 59 | 2.4 |
| Dividend and other interest income | 130 | 0.7 | 457 | 2.5 | (327) | (71.6) |
| Total interest and dividend income | $ 17,930 | 100.0% | $ 17,984 | 100.0% | $ (54) | (0.3)% |

**Interest Expense**

Interest expense for the three months ended June 30, 2009 decreased $572,000 to $3,208,000 compared to $3,780,000 for the same period of 2008. The decreased expense of $347,000 associated with deposits is primarily the result of a reduction of 110 bp in rates paid on time deposits. Factors that led to the rate decreases include, but are not limited to, Federal Open Market Committee ( FOMC ) interest rate actions and campaigns conducted by the Company during the past two years to attract short-term CDs resulting in an increased repricing frequency. Short-term borrowings interest expense decreased $179,000 as the average balance of such borrowings decreased $23,284,000, while the rate paid declined 72 bp. Long-term borrowing interest expense decreased $46,000 as the average balance of such borrowings increased slightly, while the average rate decreased 21 bp to 4.22%. The change in average balance and rate is reflective of various long-term borrowing maturities and acquisitions during 2008.

Interest expense for the six months ended June 30, 2009 decreased $1,659,000 from the same period of 2008. The reasons noted for the decline in interest expense for the three month period comparison also apply to the six month period.

Interest expense composition for the three and six months ended June 30, 2009 and 2008 was as follows:

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| | For The Three Months Ended | | | | | |
|---|---|---|---|---|---|---|
| | June 30, 2009 | | June 30, 2008 | | Change | |
| (In Thousands) | Amount | % Total | Amount | % Total | Amount | % |
| Deposits | $ 2,204 | 68.7% | $ 2,551 | 67.5% | $ (347) | (13.6)% |
| Short-term borrowings | 78 | 2.4 | 257 | 6.8 | (179) | (69.6) |
| Long-term borrowings, FHLB | 926 | 28.9 | 972 | 25.7 | (46) | (4.7) |
| Total interest expense | $ 3,208 | 100.0% | $ 3,780 | 100.0% | $ (572) | (15.1)% |

| | For The Six Months Ended | | | | | |
|---|---|---|---|---|---|---|
| | June 30, 2009 | | June 30, 2008 | | Change | |
| (In Thousands) | Amount | % Total | Amount | % Total | Amount | % |
| Deposits | $ 4,209 | 66.9% | $ 5,092 | 64.1% | $ (883) | (17.3)% |
| Short-term borrowings | 236 | 3.8 | 686 | 8.6 | (450) | (65.6) |
| Long-term borrowings, FHLB | 1,843 | 29.3 | 2,169 | 27.3 | (326) | (15.0) |
| Total interest expense | $ 6,288 | 100.0% | $ 7,947 | 100.0% | $ (1,659) | (20.9)% |

**Net Interest Margin**

The net interest margin ( NIM ) for the three months ended June 30, 2009 was 4.36% compared to 4.01% for the corresponding period of 2008. The increase in the NIM was driven by a 62 bp decline in the rate paid on interest bearing liabilities that more than compensated for a 6 bp decline in the yield on earning assets. The decrease in earning asset yield is due to the impact on the loan portfolio of the current low rate environment offset in part by an increase in yield for the investment portfolio. The increase in the investment portfolio yield was driven by a strategic initiative to increase tax equivalent net interest income by purchasing tax-exempt and taxable municipal bonds in anticipation of the decreasing rate environment that has continued to date. The decrease in the cost of interest bearing liabilities to 2.50% from 3.12% was driven by a reduction in the rate paid on time deposits of 110 bp. The reduction in the rate paid on time deposits was the result of a shortening of the time deposit portfolio that has resulted in an increasing repricing frequency during this period of decreasing rates.

The NIM for the six months ended June 30, 2009 was 4.42% compared to 3.95% for the same period of 2008. The impact of the items mentioned in the three month discussion also applies to the six month period. A 127 bp decline in the rate paid on time deposits served as the foundation for an 84 bp decline in rate paid on deposits, while the FOMC and general market actions affected the yield on earning assets and cost of borrowings.

The following is a schedule of average balances and associated yields for the three and six months ended June 30, 2009 and 2008:

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**AVERAGE BALANCES AND INTEREST RATES**

| (In Thousands) | Three Months Ended June 30, 2009 Average Balance | Interest | Average Rate | Three Months Ended June 30, 2008 Average Balance | Interest | Average Rate |
|---|---|---|---|---|---|---|
| Assets: | | | | | | |
| Tax-exempt loans | $ 16,934 | $ 271 | 6.42% | $ 8,506 | $ 135 | 6.31% |
| All other loans | 377,324 | 6,170 | 6.56% | 358,980 | 6,157 | 6.82% |
| Total loans | 394,258 | 6,441 | 6.55% | 367,486 | 6,292 | 6.81% |
| | | | | | | |
| Taxable investment securities | 101,984 | 1,415 | 5.55% | 105,295 | 1,480 | 5.62% |
| Tax-exempt investment securities | 103,848 | 1,892 | 7.29% | 108,670 | 1,833 | 6.75% |
| Total securities | 205,832 | 3,307 | 6.43% | 213,965 | 3,313 | 6.19% |
| | | | | | | |
| Interest bearing deposits | 1,371 | | 0.00% | 34 | | 0.00% |
| | | | | | | |
| Total interest-earning assets | 601,461 | 9,748 | 6.52% | 581,485 | 9,605 | 6.58% |
| | | | | | | |
| Other assets | 55,793 | | | 50,186 | | |
| | | | | | | |
| Total assets | $ 657,254 | | | $ 631,671 | | |
| | | | | | | |
| Liabilities and shareholders equity: | | | | | | |
| Savings | $ 61,383 | 81 | 0.53% | $ 61,197 | 115 | 0.75% |
| Super Now deposits | 56,645 | 131 | 0.93% | 54,327 | 183 | 1.34% |
| Money market deposits | 64,374 | 367 | 2.29% | 26,803 | 146 | 2.17% |
| Time deposits | 224,918 | 1,625 | 2.90% | 209,539 | 2,107 | 4.00% |
| Total deposits | 407,320 | 2,204 | 2.17% | 351,866 | 2,551 | 2.88% |
| | | | | | | |
| Short-term borrowings | 18,035 | 78 | 1.73% | 41,319 | 257 | 2.45% |
| Long-term borrowings, FHLB | 86,778 | 926 | 4.22% | 85,789 | 972 | 4.43% |
| Total borrowings | 104,813 | 1,004 | 3.79% | 127,108 | 1,229 | 3.79% |
| | | | | | | |
| Total interest-bearing liabilities | 512,133 | 3,208 | 2.50% | 478,974 | 3,780 | 3.12% |
| | | | | | | |
| Demand deposits | 73,930 | | | 73,485 | | |
| Other liabilities | 10,113 | | | 9,095 | | |
| Shareholders equity | 61,078 | | | 70,117 | | |
| Total liabilities and shareholders equity | $ 657,254 | | | $ 631,671 | | |
| | | | | | | |
| Interest rate spread | | | 4.02% | | | 3.46% |
| Net interest income/margin | | $ 6,540 | 4.36% | | $ 5,825 | 4.01% |

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

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

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

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**AVERAGE BALANCES AND INTEREST RATES**

| | Six Months Ended June 30, 2009 | | | Six Months Ended June 30, 2008 | | |
|---|---|---|---|---|---|---|
| (In Thousands) | Average Balance | Interest | Average Rate | Average Balance | Interest | Average Rate |
| Assets: | | | | | | |
| Tax-exempt loans | $ 16,420 | $ 538 | 6.61% | $ 8,277 | $ 262 | 6.37% |
| All other loans | 375,687 | 12,213 | 6.56% | 356,830 | 12,453 | 7.02% |
| Total loans | 392,107 | 12,751 | 6.56% | 365,107 | 12,715 | 7.00% |
| | | | | | | |
| Taxable securities | 101,937 | 2,867 | 5.63% | 103,013 | 2,923 | 5.68% |
| Tax-exempt securities | 102,757 | 3,780 | 7.36% | 111,630 | 3,691 | 6.61% |
| Total securities | 204,694 | 6,647 | 6.49% | 214,643 | 6,614 | 6.16% |
| | | | | | | |
| Interest bearing deposits | 700 | | 0.00% | 19 | | 0.00% |
| | | | | | | |
| Total interest-earning assets | 597,501 | 19,398 | 6.53% | 579,769 | 19,329 | 6.69% |
| | | | | | | |
| Other assets | 55,459 | | | 49,325 | | |
| | | | | | | |
| Total assets | $ 652,960 | | | $ 629,094 | | |
| | | | | | | |
| Liabilities and shareholders equity: | | | | | | |
| Savings | $ 60,517 | 159 | 0.53% | $ 59,880 | 224 | 0.75% |
| Super Now deposits | 55,276 | 260 | 0.95% | 50,347 | 338 | 1.35% |
| Money market deposits | 52,888 | 580 | 2.21% | 25,064 | 273 | 2.19% |
| Time deposits | 215,069 | 3,210 | 3.01% | 200,233 | 4,257 | 4.28% |
| Total Deposits | 383,750 | 4,209 | 2.21% | 335,524 | 5,092 | 3.05% |
| | | | | | | |
| Short-term borrowings | 39,641 | 236 | 1.19% | 46,216 | 686 | 2.95% |
| Other borrowings | 86,778 | 1,843 | 4.22% | 95,661 | 2,169 | 4.48% |
| Total borrowings | 126,419 | 2,079 | 3.27% | 141,877 | 2,855 | 3.99% |
| | | | | | | |
| Total interest-bearing liabilities | 510,169 | 6,288 | 2.48% | 477,401 | 7,947 | 3.33% |
| | | | | | | |
| Demand deposits | 72,633 | | | 71,864 | | |
| Other liabilities | 9,870 | | round:#CCEEFF;border:none;border-bottom:solid windowtext 1.0pt;padding:0in 0in 0in 0in;width:9.0%;"> | (30) | (32.61) | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | | | | 0.99 | | | | |
| Total interest and dividend income | $ | 9,540 | 100.00% | $ 9,285 | 100.00% | $ | 255 | 2.75% |

**Interest Expense**

Interest expense for the three months ended March 31, 2013 decreased $280,000 to $1,335,000 compared to $1,615,000 for the same period of 2012. The substantial decrease associated with deposits is primarily the result of a reduction of 29 and 27 bps in the rate paid on time deposits and money markets, respectively, and a shift from higher cost time deposits to core deposits, with emphasis on money market and NOW accounts. Factors that led to the rate decreases include, but are not limited to, Federal Open Market Committee ( FOMC ) actions to maintain low interest rates and campaigns conducted by the Company to focus on core deposit (non-time deposit) growth as the building block to solid customer relationships. In addition, during the past two years the time deposit portfolio has been shortened in order to increase repricing frequency. The time deposit portfolio is now slowly being lengthened to build protection when interest rates begin to increase with a focus on maturities of 36 months and greater. In addition, the Marcellus Shale natural gas exploration in north central Pennsylvania is creating opportunities to gather new and build upon existing deposit relationships. Borrowing interest expense decreased as FHLB long-term borrowings have matured and have been replaced at rates less than 1% with maturities ranging from four to five years.

Interest expense composition for the three months ended March 31, 2013 and 2012 was as follows:

| | For The Three Months Ended | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | March 31, 2013 | | | March 31, 2012 | | | Change | | |
| (In Thousands) | | Amount | % Total | | Amount | % Total | | Amount | % |
| Deposits | $ | 791 | 59.25% | $ | 961 | 59.50% | $ | (170) | (17.69)% |
| Short-term borrowings | | 25 | 1.87 | | 34 | 2.11 | | (9) | (26.47) |
| Long-term borrowings, FHLB | | 519 | 38.88 | | 620 | 38.39 | | (101) | (16.29) |
| Total interest expense | $ | 1,335 | 100.00% | $ | 1,615 | 100.00% | $ | (280) | (17.34)% |

**Net Interest Margin**

The net interest margin ( NIM ) for the three months ended March 31, 2013 was 4.46% compared to 4.72% for the corresponding period of 2012. The NIM declined as a 28 bp decline in the rate paid on interest bearing liabilities was countered by a 49 bp decline in the yield on interest earning assets. The decrease in earning asset yield is due to the impact of the current low rate environment on the loan and investment portfolios. In addition, the duration of the investment portfolio has been shortened by utilizing shorter term corporate and agency bonds to offset the relatively longer duration of the municipal bonds within the portfolio. This shortening of the investment portfolio limits current earnings due to the low rates on the short end of the interest rate curve, but it also limits interest rate risk and will provide cash flow over the next few years as we anticipate a period of increasing rates. The decrease in the cost of

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interest bearing liabilities from 1.13% to 0.85% was driven by a reduction in the rate paid on time deposits of 29 bp. The reduction in the rate paid on time deposits was the result of shortening the time deposit portfolio, which has resulted in an increasing repricing frequency during this period of low rates. In addition, a focus on increasing core deposits has resulted in significant growth in lower cost core deposits. The duration of the time deposit portfolio has slowly started to be lengthened due to the apparent bottoming or near bottoming of deposit rates. The average rate on long-term borrowings declined due to the maturity of FHLB borrowings and the addition of $30,000,000 in borrowings with terms ranging from four to five years at rates less than 1%.

The following is a schedule of average balances and associated yields for the three months ended March 31, 2013 and 2012:

**AVERAGE BALANCES AND INTEREST RATES**

| **(In Thousands)** | **Three Months Ended March 31, 2013** | | | **Three Months Ended March 31, 2012** | | |
|---|---|---|---|---|---|---|
| | **Average Balance** | **Interest** | **Average Rate** | **Average Balance** | **Interest** | **Average Rate** |
| Assets: | | | | | | |
| Tax-exempt loans | $ 21,757 | $ 249 | 4.64% | $ 21,591 | $ 309 | 5.76% |
| All other loans | 495,789 | 6,604 | 5.40% | 422,098 | 6,110 | 5.82% |
| Total loans | 517,546 | 6,853 | 5.37% | 443,689 | 6,419 | 5.82% |
| | | | | | | |
| Taxable securities | 161,529 | 1,504 | 3.72% | 147,200 | 1,566 | 4.26% |
| Tax-exempt securities | 127,474 | 1,920 | 6.02% | 130,590 | 2,128 | 6.52% |
| Total securities | 289,003 | 3,424 | 4.74% | 277,790 | 3,694 | 5.32% |
| | | | | | | |
| Interest-bearing deposits | 3,683 | 1 | 0.11% | 2,037 | | 0.00% |
| | | | | | | |
| Total interest-earning assets | 810,232 | 10,278 | 5.12% | 723,516 | 10,113 | 5.61% |
| | | | | | | |
| Other assets | 48,485 | | | 50,914 | | |
| | | | | | | |
| Total assets | $ 858,717 | | | $ 774,430 | | |
| | | | | | | |
| Liabilities and shareholders equity: | | | | | | |
| Savings | $ 84,545 | 24 | 0.12% | $ 73,628 | 11 | 0.06% |
| Super Now deposits | 137,315 | 174 | 0.51% | 108,369 | 142 | 0.53% |
| Money market deposits | 144,366 | 135 | 0.38% | 127,387 | 205 | 0.65% |
| Time deposits | 171,733 | 458 | 1.08% | 177,083 | 603 | 1.37% |
| Total interest-bearing deposits | 537,959 | 791 | 0.60% | 486,467 | 961 | 0.79% |
| | | | | | | |
| Short-term borrowings | 21,370 | 25 | 0.47% | 22,058 | 34 | 0.62% |
| Long-term borrowings, FHLB | 75,889 | 519 | 2.74% | 61,278 | 620 | 4.00% |
| Total borrowings | 97,259 | 544 | 2.24% | 83,336 | 654 | 3.11% |
| | | | | | | |
| Total interest-bearing liabilities | 635,218 | 1,335 | 0.85% | 569,803 | 1,615 | 1.13% |
| | | | | | | |
| Demand deposits | 116,021 | | | 108,081 | | |
| Other liabilities | 12,457 | | | 11,669 | | |
| Shareholders equity | 95,021 | | | 84,877 | | |
| | | | | | | |
| Total liabilities and shareholders equity | $ 858,717 | | | $ 774,430 | | |
| Interest rate spread | | | 4.27% | | | 4.48% |

| Net interest income/margin | $ | 8,943 | 4.46% | $ | 8,498 | 4.72% |
|---|---|---|---|---|---|---|

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

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

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

The following table presents the adjustment to convert net interest income to net interest income on a fully taxable equivalent basis for the three months ended March 31, 2013 and 2012.

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| (In Thousands) | For the Three Months Ended March 31, 2013 | 2012 |
|---|---|---|
| Total interest income | $ 9,540 | $ 9,285 |
| Total interest expense | 1,335 | 1,615 |
| Net interest income | 8,205 | 7,670 |
| Tax equivalent adjustment | 738 | 828 |
| Net interest income (fully taxable equivalent) | $ 8,943 | $ 8,498 |

The following table sets forth the respective impact that both volume and rate changes have had on net interest income on a fully taxable equivalent basis for the three months ended March 31, 2013 and 2012:

| | Three Months Ended March 31, 2013 vs. 2012 Increase (Decrease) Due to | | |
|---|---|---|---|
| (In Thousands) | Volume | Rate | Net |
| Interest income: | | | |
| Loans, tax-exempt | $ 2 | $ (62) | $ (60) |
| Loans | 980 | (486) | 494 |
| Taxable investment securities | 144 | (206) | (62) |
| Tax-exempt investment securities | (50) | (158) | (208) |
| Interest bearing deposits | | 1 | 1 |
| Total interest-earning assets | 1,076 | (911) | 165 |
| | | | |
| Interest expense: | | | |
| Savings deposits | 2 | 11 | 13 |
| Super Now deposits | 36 | (4) | 32 |
| Money market deposits | 75 | (145) | (70) |
| Time deposits | (18) | (127) | (145) |
| Short-term borrowings | (1) | (8) | (9) |
| Long-term borrowings, FHLB | 124 | (225) | (101) |
| Total interest-bearing liabilities | 218 | (498) | (280) |
| Change in net interest income | $ 858 | $ (413) | $ 445 |

**Provision for Loan Losses**

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

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

Although management believes it uses the best information available to make such determinations and that the allowance for loan losses is adequate at March 31, 2013, future adjustments could be necessary if circumstances or economic conditions differ substantially from the assumptions used in making the initial determinations. A downturn in the local economy, increased unemployment, and delays in receiving financial information from borrowers could result in increased levels of nonperforming assets, charge-offs, loan loss provisions, and reductions in income. Additionally, as an integral part of the examination process, bank regulatory agencies periodically review the Bank s loan loss allowance. The banking agencies could require the recognition of additions to the loan loss allowance based on their judgment of information available to them at the time of their examination.

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

The allowance for loan losses increased from $7,617,000 at December 31, 2012 to $8,830,000 at March 31, 2013. The increase in the allowance for loan losses was augmented by net loan recoveries of $713,000 for the three month period ended March 31, 2013. The

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primary driver of the loan recoveries for the period was one large recovery of a construction real-estate loan that supplemented the provision for loan losses during the three months ended March 31, 2013. At March 31, 2013 and December 31, 2012, the allowance for loan losses to total loans was 1.72% and 1.49%, respectively.

The provision for loan losses totaled $500,000 and $600,000 for the three months ended March 31, 2013 and 2012. The amount of the provision for loan losses was the result of several factors, including but not limited to, a ratio of nonperforming loans to total loans of 1.77% at March 31, 2013 and a ratio of the allowance for loan losses to nonperforming loans of 97.47% at March 31, 2013. The large increase in the provision for residential real estate loans was due to the growth of the home equity portfolio during the quarter and the large decrease in the provision for construction real estate loans was due to a large recovery during the quarter.

Nonperforming loans decreased to $9,059,000 at March 31, 2013 from $11,308,000 at March 31, 2012 due to several partial charge-offs and the payoff of a large construction loan that was on nonaccrual. Internal loan review and analysis and the continued uncertainty surrounding the economy, coupled with the ratios noted previously, dictated that the provision for loan losses was at a level of $500,000 for the three month period ended March 31, 2013. The change in level of provision for loan losses did not equate to the change in nonperforming loans due to the economic situation.

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

| | Total Nonperforming Loans | | |
|---|---|---|---|
| **(In Thousands)** | **90 Days Past Due** | **Nonaccrual** | **Total** |
| March 31, 2013 | $ 37 | $ 9,022 | $ 9,059 |
| December 31, 2012 | 351 | 11,355 | 11,706 |
| September 30, 2012 | 654 | 11,387 | 12,041 |
| June 30, 2012 | | 8,725 | 8,725 |
| March 31, 2012 | 1 | 11,307 | 11,308 |

**Non-interest Income**

Total non-interest income for the three months ended March 31, 2013 compared to the same period in 2012 decreased $30,000 to $2,733,000. Excluding net securities gains, non-interest income for the three months ended March 31, 2013 would have decreased $427,000 compared to the 2012 period. Earnings on bank-owned life insurance decreased due to a non-recurring gain on death benefit recognized in the first quarter of 2012. Gain on sale of loans increased as the level of real estate transactions processed has increased over the past year. The increase in number of transactions processed is a direct result of our strategy to increase the number of mortgage originators within our market area, while also hiring additional mortgage originators to expand our market area. Insurance commissions for the three months ended March 31, 2013 decreased due to several large bonuses that were received during the first quarter of 2012 and the length of time the sales cycle for insurance and investment products typically takes to complete. Other income decreased due to a partial write down of other real estate owned.

Non-interest income composition for the three months ended March 31, 2013 and 2012 was as follows:

| | For the Three Months Ended | | | | | |
|---|---|---|---|---|---|---|
| | March 31, 2013 | | March 31, 2012 | | Change | |
| (In Thousands) | Amount | % Total | Amount | % Total | Amount | % |
| Deposit service charges | $ 442 | 16.17% | $ 447 | 16.18% | $ (5) | (1.12)% |
| Securities gains, net | 986 | 36.08 | 589 | 21.32 | 397 | 67.40 |
| Bank owned life insurance | 138 | 5.05 | 268 | 9.70 | (130) | (48.51) |
| Gain on sale of loans | 351 | 12.85 | 183 | 6.62 | 168 | 91.80 |
| Insurance commissions | 264 | 9.66 | 442 | 16.00 | (178) | (40.27) |
| Brokerage commissions | 248 | 9.07 | 212 | 7.67 | 36 | 16.98 |
| Other | 304 | 11.12 | 622 | 22.51 | (318) | (51.13) |
| Total non-interest income | $ 2,733 | 100.00% | $ 2,763 | 100.00% | $ (30) | (1.09)% |

**Non-interest Expense**

Total non-interest expense increased $387,000 for the three months ended March 31, 2013 compared to the same period of 2012. The increase in salaries and employee benefits was attributable to increases in salaries and pension expense. Other expenses increased primarily due to expenses, such as increased fees related to providing debit card services and additional expenses related to the pending acquisition.

Non-interest expense composition for the three months ended March 31, 2013 and 2012 was as follows:

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| | For the Three Months Ended | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | March 31, 2013 | | | March 31, 2012 | | | Change | | |
| (In Thousands) | | Amount | % Total | | Amount | % Total | | Amount | % |
| Salaries and employee benefits | $ | 3,068 | 52.44% | $ | 3,017 | 55.22% | $ | 51 | 1.69% |
| Occupancy | | 351 | 6.00 | | 328 | 6.00 | | 23 | 7.01 |
| Furniture and equipment | | 408 | 6.97 | | 346 | 6.33 | | 62 | 17.92 |
| Pennsylvania shares tax | | 184 | 3.14 | | 169 | 3.09 | | 15 | 8.88 |
| Amortization of investment in limited partnerships | | 165 | 2.82 | | 165 | 3.02 | | | |
| FDIC deposit insurance | | 129 | 2.20 | | 123 | 2.25 | | 6 | 4.88 |
| Other | | 1,546 | 26.43 | | 1,316 | 24.09 | | 230 | 17.48 |
| Total non-interest expense | $ | 5,851 | 100.00% | $ | 5,464 | 100.00% | $ | 387 | 7.08% |

**Provision for Income Taxes**

Income taxes increased $223,000 for the three months ended March 31, 2013 compared to the same periods of 2012. The primary cause of the increase in tax expense for the three month periods ended March 31, 2013 compared to 2012 is the impact of increased security gains. Excluding the impact of the net securities gains, the effective tax rate for the three months ended March 31, 2013 was 15.77% compared to 12.70% for the same period of 2012. The Company currently is in a deferred tax asset position due to the low income housing tax credits earned both currently and previously. Management has reviewed the deferred tax asset and has determined that the asset will be utilized within the appropriate carry forward period and therefore does not require a valuation allowance.

**ASSET/LIABILITY MANAGEMENT**

**Cash and Cash Equivalents**

Cash and cash equivalents decreased $2,074,000 from $15,142,000 at December 31, 2012 to $13,068,000 at March 31, 2013 primarily as a result of the following activities during the three months ended March 31, 2013:

**Loans Held for Sale**

Activity regarding loans held for sale resulted in loan originations trailing sale proceeds, less $351,000 in realized gains, by $1,349,000 for the three months ended March 31, 2013.

**Loans**

Gross loans increased $190,000 since December 31, 2012 due primarily to an increase of residential real estate loans with an emphasis on home equity products.

The allocation of the loan portfolio, by category, as of March 31, 2013 and December 31, 2012 is presented below:

| | March 31, 2013 | | December 31, 2012 | | Change | |
|---|---|---|---|---|---|---|
| **(In Thousands)** | **Amount** | **% Total** | **Amount** | **% Total** | **Amount** | **%** |
| Commercial and agricultural | $ 46,555 | 9.08% | $ 48,455 | 9.46% | $ (1,900) | (3.92)% |
| Real estate mortgage: | | | | | | |
| Residential | 261,784 | 51.08 | 252,142 | 49.22 | 9,642 | 3.82 |
| Commercial | 178,661 | 34.87 | 182,031 | 35.54 | (3,370) | (1.85) |
| Construction | 15,558 | 3.04 | 20,067 | 3.92 | (4,509) | (22.47) |
| Installment loans to individuals | 10,891 | 2.13 | 10,659 | 2.08 | 232 | 2.18 |
| Net deferred loan fees and discounts | (1,027) | (0.20) | (1,122) | (0.22) | 95 | 8.47 |
| Gross loans | $ 512,422 | 100.00% | $ 512,232 | 100.00% | $ 190 | 0.04% |

The following table shows the amount of accrual and nonaccrual TDRs at March 31, 2013 and December 31, 2012:

| | March 31, 2013 | | | December 31, 2012 | | |
|---|---|---|---|---|---|---|
| **(In Thousands)** | **Accrual** | **Nonaccrual** | **Total** | **Accrual** | **Nonaccrual** | **Total** |
| Commercial and agricultural | $ 475 | $ | $ 475 | $ 485 | $ | $ 485 |
| Real estate mortgage: | | | | | | |
| Residential | 694 | 321 | 1,015 | 710 | 321 | 1,031 |
| Commercial | 4,903 | 3,400 | 8,303 | 5,172 | 3,424 | 8,596 |
| Construction | 12 | 3,875 | 3,887 | 13.00 | 6,077 | 6,090 |
| Installment loans to individuals | 12 | | 12 | 15 | | 15 |
| | $ 6,096 | $ 7,596 | $ 13,692 | $ 6,395 | $ 9,822 | $ 16,217 |

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**Investments**

The fair value of the investment securities portfolio at March 31, 2013 decreased $739,000 since December 31, 2012. The change is primarily due to the sale of investments to reduce interest rate risk, shorten the duration of the portfolio, and to fund loan growth. The unrealized losses within the debt securities portfolio are the result of market activity, not credit issues/ratings, as approximately 94% of the debt securities portfolio on an amortized cost basis is currently rated A or higher by either S&P or Moody s.

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

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

The fair value of the equity portfolio continues to fluctuate as the economic turbulence continues to impact financial sector stock pricing. The amortized cost of the equity securities portfolio has decreased $1,980,000 to $8,510,000 at March 31, 2013 from $10,490,000 at December 31, 2012. The decrease was due in part to the realization of gains in the portfolio.

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

The distribution of credit ratings by amortized cost and fair values for the debt security portfolio at March 31, 2013 follows:

| | A- to AAA | | B- to BBB+ | | C to CCC+ | | Not Rated | | Total | |
|---|---|---|---|---|---|---|---|---|---|---|
| | **Amortized** | **Fair** | **Amortized** | **Fair** | **Amortized** | **Fair** | **Amortized** | **Fair** | **Amortized** | **Fair** |

| (In Thousands) | Cost | Value | Cost | Value | Cost | Value | Cost | Value | Cost | Value |
|---|---|---|---|---|---|---|---|---|---|---|
| Available for sale (AFS) | | | | | | | | | | |
| U.S. Government and agency securities | $ 19,864 | $ 21,105 | $ | $ | $ | $ | $ 2,523 | $ 2,530 | $ 22,387 | $ 23,635 |
| State and political securities | 149,497 | 158,597 | 4,427 | 3,866 | | | 6,893 | 6,930 | 160,817 | 169,393 |
| Other debt securities | 82,186 | 83,797 | 1,774 | 1,783 | | | | | 83,960 | 85,580 |
| Total debt securities AFS | $ 251,547 | $ 263,499 | $ 6,201 | $ 5,649 | $ | $ | $ 9,416 | $ 9,460 | $ 267,164 | $ 278,608 |

**Financing Activities**

**Deposits**

Total deposits increased $17,278,000 from December 31, 2012 to March 31, 2013. The growth was led by an increase in NOW accounts from December 31, 2012 to March 31, 2013 of 7.80%. The increase in core deposits (deposits less time deposits) has provided relationship driven funding for the loan and investment portfolios. The increase in deposits is the result of our focus on building relationships with NOW and savings accounts as the key building blocks. Over the past year and through the first three months of 2013, time deposits have decreased as we have taken a position of using these accounts as complementary accounts to core deposits. To facilitate this strategy we are actively working single product time deposit relationships to create a solid relationship through the addition of other products to the customer s portfolio.

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

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| | March 31, 2013 | | December 31, 2012 | | Change | |
|---|---|---|---|---|---|---|
| (In Thousands) | Amount | % Total | Amount | % Total | Amount | % |
| Demand deposits | $ 120,471 | 18.27% | $ 114,953 | 17.90% | $ 5,518 | 4.80% |
| NOW accounts | 140,626 | 21.33 | 130,454 | 20.32 | 10,172 | 7.80 |
| Money market deposits | 143,847 | 21.82 | 144,722 | 22.54 | (875) | (0.60) |
| Savings deposits | 86,556 | 13.13 | 82,546 | 12.86 | 4,010 | 4.86 |
| Time deposits | 167,804 | 25.45 | 169,351 | 26.38 | (1,547) | (0.91) |
| | $ 659,304 | 100.00% | $ 642,026 | 100.00% | $ 17,278 | 2.69% |

**Borrowed Funds**

Total borrowed funds decreased 19.70% or $21,572,000 to $87,910,000 at March 31, 2013 compared to $109,482,000 at December 31, 2012. Long-term borrowings decreased due to a FHLB borrowing that matured during the first quarter of 2013.

| | March 31, 2013 | | December 31, 2012 | | Change | |
|---|---|---|---|---|---|---|
| (In Thousands) | Amount | % Total | Amount | % Total | Amount | % |
| Short-term borrowings: | | | | | | |
| FHLB repurchase agreements | $ | % | $ 16,236 | 14.83% | $ (16,236) | (100.00)% |
| Securities sold under agreement to repurchase | 16,632 | 18.92 | 16,968 | 15.50 | (336) | (1.98) |
| Total short-term borrowings | 16,632 | 18.92 | 33,204 | 30.33 | (16,572) | (49.91) |
| Long-term borrowings, FHLB | 71,278 | 81.08 | 76,278 | 69.67 | (5,000) | (6.55) |
| Total borrowed funds | $ 87,910 | 100.00% | $ 109,482 | 100.00% | $ (21,572) | (19.70)% |

**Capital**

The adequacy of the Company s capital is reviewed on an ongoing basis with reference to the size, composition, and quality of the Company s resources and regulatory guidelines. Management seeks to maintain a level of capital sufficient to support existing assets and anticipated asset growth, maintain favorable access to capital markets, and preserve high quality credit ratings.

Bank holding companies are required to comply with the Federal Reserve Board s risk-based capital guidelines. 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. Specifically, each is required to maintain certain minimum dollar amounts and ratios of total risk-based, tier I risk-based, and tier I leverage capital. In addition to the capital requirements, the Federal Deposit Insurance Corporation Improvements Act (FDICIA) established five capital categories ranging from well capitalized to critically undercapitalized. To be classified as well capitalized , total risk-based, tier I risked-based, and tier I leverage capital ratios must be at least 10%, 6%, and 5%, respectively.

Capital ratios as of March 31, 2013 and December 31, 2012 were as follows:

| March 31, 2013 | December 31, 2012 |
|---|---|

| (In Thousands) | Amount | Ratio | Amount | Ratio |
|---|---|---|---|---|
| **Total Capital (to Risk-weighted Assets)** | | | | |
| Actual | $ 86,487 | 14.94% | $ 85,377 | 14.97% |
| For Capital Adequacy Purposes | 46,297 | 8.00 | 45,641 | 8.00 |
| To Be Well Capitalized | 57,872 | 10.00 | 57,051 | 10.00 |
| | | | | |
| **Tier I Capital (to Risk-weighted Assets)** | | | | |
| Actual | $ 78,576 | 13.58% | $ 77,717 | 13.62% |
| For Capital Adequacy Purposes | 23,149 | 4.00 | 22,820 | 4.00 |
| To Be Well Capitalized | 34,723 | 6.00 | 34,231 | 6.00 |
| | | | | |
| **Tier I Capital (to Average Assets)** | | | | |
| Actual | $ 78,576 | 9.43% | $ 77,717 | 9.47% |
| For Capital Adequacy Purposes | 33,320 | 4.00 | 32,818 | 4.00 |
| To Be Well Capitalized | 41,650 | 5.00 | 41,022 | 5.00 |

**Liquidity; Interest Rate Sensitivity and Market Risk**

The asset/liability committee addresses the liquidity needs of the Company to ensure that sufficient funds are available to meet credit demands and deposit withdrawals as well as to the placement of available funds in the investment portfolio.  In assessing liquidity requirements, equal consideration is given to the current position as well as the future outlook.

The following liquidity measures are monitored for compliance and were within the limits cited at March 31, 2013:

1. Net Loans to Total Assets, 85% maximum

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2. Net Loans to Total Deposits, 100% maximum

3. Cumulative 90 day Maturity GAP %, +/- 20% maximum

4. Cumulative 1 Year Maturity GAP %, +/- 25% maximum

Fundamental objectives of the Company s asset/liability management process are to maintain adequate liquidity while minimizing interest rate risk. The maintenance of adequate liquidity provides the Company with the ability to meet its financial obligations to depositors, loan customers, and shareholders. Additionally, it provides funds for normal operating expenditures and business opportunities as they arise. The objective of interest rate sensitivity management is to increase net interest income by managing interest sensitive assets and liabilities in such a way that they can be repriced in response to changes in market interest rates.

The Bank, like other financial institutions, must have sufficient funds available to meet its liquidity needs for deposit withdrawals, loan commitments and originations, and expenses. In order to control cash flow, the Bank estimates future cash flows from deposits, loan payments, and investment security payments. The primary sources of funds are deposits, principal and interest payments on loans and investment securities, FHLB borrowings, and brokered deposits. Management believes the Bank has adequate resources to meet its normal funding requirements.

Management monitors the Company s liquidity on both a long and short-term basis, thereby providing management necessary information to react to current balance sheet trends. Cash flow needs are assessed and sources of funds are determined. Funding strategies consider both customer needs and economical cost. Both short and long-term funding needs are addressed by maturities and sales of available for sale investment securities, loan repayments and maturities, and liquidating money market investments such as federal funds sold. The use of these resources, in conjunction with access to credit provides core funding to satisfy depositor, borrower, and creditor needs.

Management monitors and determines the desirable level of liquidity. Consideration is given to loan demand, investment opportunities, deposit pricing and growth potential, as well as the current cost of borrowing funds. The Company has a current maximum borrowing capacity at the FHLB of $265,005,000. In addition to this credit arrangement, the Company has additional lines of credit with correspondent banks of $26,406,000. Management believes it has sufficient liquidity to satisfy estimated short-term and long-term funding needs. FHLB borrowings totaled $71,278,000 as of March 31, 2013.

Interest rate sensitivity, which is closely related to liquidity management, is a function of the repricing characteristics of the Company s portfolio of assets and liabilities. Asset/liability management strives to match maturities and rates between loan and investment security assets with the deposit liabilities and borrowings that fund them. Successful asset/liability management results in a balance sheet structure which can cope effectively with market rate fluctuations. The matching process is affected by segmenting both assets and liabilities into future time periods (usually 12 months, or less) based upon when repricing can be effected. Repriceable assets are subtracted from repriceable liabilities, for a specific time period to determine the gap , or difference. Once known, the gap is managed based on predictions about future market interest rates. Intentional mismatching, or gapping, can enhance net interest income if market rates move as predicted. However, if market rates behave in a manner contrary to predictions, net interest income will suffer. Gaps, therefore, contain an element of risk and must be prudently managed. In addition to gap management, the Company has an asset/liability management policy which incorporates a market value at risk calculation which is used to determine the effects of interest rate movements on shareholders equity and a simulation analysis to monitor the effects of interest rate changes on the Company s balance sheet.

The Company currently maintains a GAP position of being liability sensitive. The Company has strategically taken this position as it has decreased the duration of the time deposit portfolio, while continuing to maintain a primarily fixed rate earning asset portfolio with a duration greater than the liabilities utilized to fund earning assets. Lengthening of the liability portfolio coupled with the addition of limited short-term assets is being undertaken. These actions are expected to reduce, but not eliminate, the liability sensitive structure of the balance sheet.

A market value at risk calculation is utilized to monitor the effects of interest rate changes on the Company s balance sheet and more specifically shareholders equity. The Company does not manage the balance sheet structure in order to maintain compliance with this calculation. The calculation serves as a guideline with greater emphases placed on interest rate sensitivity. Changes to calculation results from period to period are reviewed as changes in results could be a signal of future events. As of the most recent analysis, the results of the market value at risk calculation were within established guidelines due to the strategic direction being taken.

**Interest Rate Sensitivity**

In this analysis the Company examines the result of a 100, 200, 300, and 400 basis point change in market interest rates and the effect on net interest income. It is assumed that the change is instantaneous and that all rates move in a parallel manner. Assumptions are also made concerning prepayment speeds on mortgage loans and mortgage securities.

The following is a rate shock forecast for the twelve month period ending March 31, 2014 assuming a static balance sheet as of March 31, 2013.

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| (In Thousands) | Parallel Rate Shock in Basis Points -200 | -100 | Static | +100 | +200 | +300 | +400 |
|---|---|---|---|---|---|---|---|
| Net interest income | $ 28,374 | $ 29,322 | $ 30,047 | $ 30,362 | $ 30,689 | $ 30,934 | $ 30,987 |
| Change from static | (1,673) | (725) | | 315 | 642 | 887 | 940 |
| Percent change from static | -5.57% | -2.41% | | 1.05% | 2.14% | 2.95% | 3.13% |

The model utilized to create the report presented above makes various estimates at each level of interest rate change regarding cash flow from principal repayment on loans and mortgage-backed securities and/or call activity on investment securities. Actual results could differ significantly from these estimates which would result in significant differences in the calculated projected change. In addition, the limits stated 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. Generally, management believes the Company is well positioned to respond expeditiously when the market interest rate outlook changes.

**Inflation**

The asset and liability structure of a financial institution is primarily monetary in nature. Therefore, interest rates rather than inflation have a more significant impact on the Company s performance. Interest rates are not always affected in the same direction or magnitude as prices of other goods and services, but are reflective of fiscal policy initiatives or economic factors which are not measured by a price index.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

Market risk for the Company is comprised primarily of interest rate risk exposure and liquidity risk. Interest rate risk and liquidity risk management is performed at the Bank level as well as the Company level. The Company s interest rate sensitivity is monitored by management through selected interest rate risk measures produced by an independent third party. There have been no substantial changes in the Company s gap analyses or simulation analyses compared to the information provided in the Annual Report on Form 10-K for the period ended December 31, 2012. Additional information and details are provided in the Liquidity and Interest Rate Sensitivity section of Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations.

Generally, management believes the Company is well positioned to respond in a timely manner when the market interest rate outlook changes.

**Item 4. Controls and Procedures**

An analysis was performed under the supervision and with the participation of the Company s management, including the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of the Company s disclosure controls and procedures. Based on that evaluation, the Company s Chief Executive Officer and Chief Financial Officer concluded that the Company s disclosure controls and procedures were effective as of March 31, 2013. There were no changes in the Company s internal control over financial reporting that occurred during the quarter ended March 31, 2013, that have materially affected, or are reasonably likely to materially affect, the Company s

internal control over financial reporting.

**Part II. OTHER INFORMATION**

**Item 1. Legal Proceedings**

None.

**Item 1A. Risk Factors**

There are no material changes to the risk factors set forth in Part I, Item 1A, Risk Factors, of the Company s Annual Report on Form 10-K for the year ended December 31, 2012. Please refer to that section for disclosures regarding the risks and uncertainties related to the Company s business.

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

| Period | Total Number of Shares (or Units) Purchased | Average Price Paid per Share (or Units) Purchased | Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs | Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs |
|---|---|---|---|---|
| Month #1 (January 1 - January 31, 2013) | | $ | | 76,776 |
| Month #2 (February 1 - February 28, 2013) | | | | 76,776 |
| Month #3 (March 1 - March 31, 2013) | | | | 76,776 |

On April 23, 2013, the Board of Directors extended the previously approved authorization to repurchase up to 197,000 shares, or approximately 5%, of the outstanding shares of the Company for an additional year to April 30, 2014. To date, there have been 120,224 shares repurchased under this plan.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

| | |
|---|---|
| 2(i) | Agreement and Plan of Merger, dated as of October 18, 2012, by and between Penns Woods Bancorp, Inc. and Luzerne National Bank Corporation (incorporated by reference to exhibit 2.1 of the Registrant s Current Report on Form 8-K filed October 24, 2012). |
| 3(i) | Articles of Incorporation of the Registrant as presently in effect (incorporated by reference to Exhibit 3(i) of the Registrant s Annual Report on Form 10-Q for the period ended March 31, 2012 filed May 9, 2012). |
| 3(ii) | Bylaws of the Registrant as presently in effect (incorporated by reference to Exhibit 3(ii) of the Registrant s Current Report on Form 8-K filed June 17, 2005). |
| 31(i) | Rule 13a-14(a)/Rule 15d-14(a) Certification of Chief Executive Officer. |
| 31(ii) | Rule 13a-14(a)/Rule 15d-14(a) Certification of Chief Financial Officer. |
| 32(i) | Section 1350 Certification of Chief Executive Officer. |
| 32(ii) | Section 1350 Certification of Chief Financial Officer. |
| 101 | Interactive data file containing the following financial statements formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Balance Sheet at March 31, 2013 and December 31, 2012; (ii) the Consolidated Statement of Income for the three months ended March 31, 2013 and 2012; (iii) the Consolidated Statements of Shareholders Equity for the three months ended March 31, 2013 and 2012; (iv) Consolidated Statement of Comprehensive Income for the three months ended March 31, 2013 and 2012; (v) the Consolidated Statement of Cash Flows for the three months ended March 31, 2013 and 2012; and (vi) the Notes to Consolidated Financial Statements. As provided in Rule 406T of Regulation S-T, this interactive data file shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, and shall not be deemed filed or part of any registration statement or prospectus for purposes of Section 11 or 12 under the Securities Act of 1933, or otherwise subject to liability under those sections. |

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**SIGNATURES**

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

| | |
|---|---|
| | PENNS WOODS BANCORP, INC.<br>(Registrant) |
| Date: May 10, 2013 | /s/ Richard A. Grafmyre<br>Richard A. Grafmyre, President and Chief Executive Officer<br>(Principal Executive Officer) |
| Date: May 10, 2013 | /s/ Brian L. Knepp<br>Brian L. Knepp, Chief Financial Officer<br>(Principal Financial Officer and Principal Accounting Officer) |

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**EXHIBIT INDEX**

| | |
|---|---|
| Exhibit 31(i) | Rule 13a-14(a)/Rule 15d-14(a) Certification of Chief Executive Officer |
| Exhibit 31(ii) | Rule 13a-14(a)/Rule 15d-14(a) Certification of Chief Financial Officer |
| Exhibit 32(i) | Section 1350 Certification of Chief Executive Officer |
| Exhibit 32(ii) | Section 1350 Certification of Chief Financial Officer |
| Exhibit 101 | Interactive data file containing the following financial statements formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Balance Sheet at March 31, 2013 and December 31, 2012; (ii) the Consolidated Statement of Income for the three months ended March 31, 2013 and 2012; (iii) the Consolidated Statement of Shareholders Equity for the three months ended March 31, 2013 and 2012; (iv) Consolidated Statement of Comprehensive Income for the three months ended March 31, 2013 and 2012; (v) the Consolidated Statement of Cash Flows for the three months ended March 31, 2013 and 2012; and (vi) the Notes to Consolidated Financial Statements. As provided in Rule 406T of Regulation S-T, this interactive data file shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, and shall not be deemed filed or part of any registration statement or prospectus for purposes of Section 11 or 12 under the Securities Act of 1933, or otherwise subject to liability under those sections. |