COMMUNITY BANK SYSTEM INC
Form S-4/A
February 15, 2011

As filed with the Securities and Exchange Commission on February 15, 2011
Registration No. 333-171656

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

Amendment No. 1 to
FORM S-4
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

COMMUNITY BANK SYSTEM, INC.
(Exact name of registrant as specified in its charter)

Delaware	6712	16-1213679
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

5790 Widewaters Parkway
DeWitt, New York 13214
(315) 445-2282
(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

Mark E. Tryniski
President and Chief Executive Officer
Community Bank System, Inc.
5790 Widewaters Parkway
DeWitt, New York 13214
(315) 445-2282
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

With copies to:

Ronald C. Berger, Esq. Bond, Schoeneck & King, PLLC One Lincoln Center Syracuse, New York 13202-1355 (315) 218-8000	George J. Getman, Esq. Executive Vice President and General Counsel Community Bank System, Inc.	Clifford S. Weber, Esq. Hinman, Howard & Kattell, LLP 700 Security Mutual Building 80 Exchange Street

5790 Widewaters Parkway DeWitt, New York 13214 (315) 445-2282	Binghamton, New York 13902-5250 (607) 723-5341

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of the registration statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. o

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12 b-2 of the Exchange Act.

Large accelerated filer o	Accelerated filer x
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (3) (4)
Common Stock, $1.00 par value	4,133,394 Shares	N/A	$40,548,592	$4,707.69

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment that specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

(1) Represents the maximum number of shares of Community Bank System, Inc. (NYSE: CBU) common stock estimated to be issuable upon the completion of the merger, which may be higher or lower in accordance with the formula described below. This number is based upon the product of (x) the number of shares of The Wilber Corporation (NYSE Amex: GIW) common stock outstanding and reserved for issuance as of January 10, 2011; (y) an exchange ratio of .4820, solely for purposes of calculating the registration fee, issuable in exchange for each share of The Wilber Corporation common stock in accordance with the Agreement and Plan of Merger, dated October 22, 2010, by and among Community Bank System, Inc. and The Wilber Corporation (attached hereto as Annex A); and (z) 80% (the portion of the merger consideration consisting of Community Bank System common stock issuable in the merger).

(2) Estimated solely for the purpose of calculating the registration fee required by Section 6(b) of the Securities Act and computed pursuant to Rules 457(f)(1) and 457(c) of the Securities Act, based on the market value of the Wilber common stock expected to be exchanged in connection with the merger, as established by the average of the high and low sales price of Wilber common stock on NYSE Amex on January 10, 2011 of $9.81.

(3) Calculated in accordance with Section 6(b) of the Securities Act and SEC Fee Advisory #5 for Fiscal Year 2011 at a rate equal to 0.0001161 multiplied by the proposed maximum aggregate offering price.

(4) Previously paid.

The information in this proxy statement/prospectus is subject to completion or amendment. A registration statement relating to the shares of Community Bank System, Inc. common stock to be issued in the merger has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This proxy statement/prospectus shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation, or sale is not permitted or would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

PRELIMINARY - SUBJECT TO COMPLETION DATED FEBRUARY 15, 2011

PROXY STATEMENT/ PROSPECTUS

THE WILBER
CORPORATION
245 Main Street
Oneonta, New York 13820

Dear Shareholder:

On October 22, 2010, The Wilber Corporation ("Wilber") entered into an Agreement and Plan of Merger ("Merger Agreement") with Community Bank System, Inc. ("Community Bank System") in a stock and cash transaction. If Wilber's shareholders approve the Merger Agreement and the merger it provides for is subsequently completed, Wilber will merge with and into Community Bank System (the "Merger") with Community Bank System being the surviving entity.

In the Merger, you will have an opportunity to elect to receive merger consideration in the form of either cash, Community Bank System common stock, or a combination of both in exchange for your shares of Wilber common stock, as follows:

- $9.50 in cash;
- shares of Community Bank System common stock calculated pursuant an exchange ratio based upon the average closing sale price of Community Bank System common stock over the 10 trading days before the consummation of the Merger (the "Average Closing Price"). The exchange ratio will be:
  - 0.4820 shares of Community Bank System common stock for each share of Wilber common stock that you own if the Average Closing Price is less than $19.71 per share;
  - 0.3748 shares of Community Bank System common stock for each share of Wilber common stock that you own if the Average Closing Price is greater than $25.35 per share; or
  - the quotient obtained by dividing $9.50 by the Average Closing Price if the Average Closing Price is between $19.71 and $25.35 per share; or
- a combination of both cash and shares of Community Bank System common stock, at the respective rates described above, whereby 80% of your Wilber common stock will be exchanged for shares of Community Bank System common stock and the remaining 20% of your Wilber common stock will be exchanged for cash.

You will receive a separate mailing containing instructions on how to make your election as to whether you desire cash, stock or a combination of cash and stock. Under the election and allocation procedures that we have described in this document, shareholders who elect to receive all cash or all stock may actually receive a combination of cash and shares of Community Bank System common stock, depending on elections made by the other Wilber shareholders. The maximum number of shares to be issued by Community Bank System in the Merger is 4,133,394 shares of common stock. Community Bank System's common stock is listed on the NYSE under the symbol "CBU."

The accompanying document is also being delivered to Wilber shareholders as Community Bank System's prospectus for its offering of Community Bank System common stock in connection with the Merger, and as a proxy statement for the solicitation of proxies from Wilber shareholders to vote for the adoption of the Merger Agreement and approval of the Merger. This proxy statement/prospectus provides you with detailed information about the proposed Merger. It also contains or references information about Wilber, Community Bank System and related matters. You are encouraged to read this document carefully. In particular, you should read the "Risk Factors" section beginning on page [____] for a discussion of the risks you should consider in evaluating the proposed Merger and how it will affect you.

The Merger cannot be completed unless at least two thirds of the issued and outstanding shares of Wilber common stock vote in favor of the Merger. If you fail to vote, or you do not instruct your broker how to vote any shares held for you in "street name," it will have same effect as voting "AGAINST" the Merger Agreement. Your Board of Directors has unanimously determined that the Merger and the Merger Agreement are fair and in the best interest of Wilber and its shareholders and unanimously recommends that you vote "FOR" adoption of the Merger Agreement.

On behalf of the Board of Directors, I thank you for your prompt attention to this matter.

Sincerely,

Brian R. Wright
Chairman of the Board

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the Merger, the issuance of the Community Bank System common stock in connection with the Merger or the other transactions described in this proxy statement/prospectus, or passed upon the adequacy or accuracy of the disclosure in this document. Any representation to the contrary is a criminal offense. The securities to be issued in connection with the Merger are not savings accounts, deposits or other obligations of any bank or savings association and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

This proxy statement/prospectus is dated [_____________, 2011], and is first being mailed to shareholders of Wilber on or about [____________________, 2011].

THE WILBER CORPORATION
245 Main Street
Oneonta, New York 13820

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON [ ], 2011

A special meeting of the shareholders of The Wilber Corporation, a New York corporation ("Wilber"), will be held at [ ], on [ ], 2011, at [ ] [a.m. / p.m.], Eastern Time, for the following purposes:

1. Merger. To consider and vote upon a proposal to adopt and approve the Agreement and Plan of Merger, dated as of October 22, 2010 (the "Merger Agreement), by and between Community Bank System, Inc., a Delaware corporation ("Community Bank System") and Wilber, which provides for the merger of Wilber with and into Community Bank System (the "Merger");

2. Adjournments. To approve one or more adjournments of the special meeting, if necessary or appropriate, including adjournments to permit further solicitations of proxies in favor of the Merger; and

3. Other Business. To transact such other business as may properly come before the special meeting or any adjournments or postponements of the special meeting.

Only holders of record of Wilber common stock at the close of business on [ ], 2011 are entitled to the notice of and to vote at the special meeting and any adjournments or postponements of the special meeting.

Please vote as soon as possible. The affirmative vote of two-thirds of all outstanding shares of Wilber common stock is required for approval of the Merger Agreement. This means that a failure to vote for approval of the Merger Agreement would have the same effect as a vote against it. Therefore, your vote is important regardless of the number of shares you own. Even if you plan to attend the special meeting, we urge you to vote by Internet, by telephone or by completing and returning the enclosed proxy without delay in the enclosed postage-paid envelope. You may revoke your proxy at any time prior to the special meeting. If you hold Wilber common stock in your own name and you are present at the special meeting, or at any adjournments or postponements of the special meeting, you may revoke your proxy and vote personally on each matter brought before the special meeting.

If you hold Wilber common stock in the name of a broker, bank or other fiduciary, please follow the instructions on the voting card provided by that broker, bank or other fiduciary. If you wish to attend the special meeting and vote in person, you must bring a letter or proxy from your broker, bank or other fiduciary to confirm your beneficial ownership of the shares.

If you have any questions or require assistance, please call Joseph E. Sutaris, Executive Vice President and Chief Financial Officer, at (607) 432-1700.

BY ORDER OF THE BOARD OF DIRECTORS

Joseph E. Sutaris
Secretary
Oneonta, New York
[ ], 2011

IMPORTANT

Your vote is important. Whether or not you plan to attend the special meeting in person, Wilber urges you to submit your proxy as soon as possible by (1) calling the toll free telephone number specified on the enclosed proxy card, (2) accessing the Internet website specified in the enclosed proxy card, or (3) completing, signing and dating the enclosed proxy card and returning it in the postage paid envelope provided. If your shares are held in the name of a bank, broker or other fiduciary, please follow the instructions on the voting card provided by such entity.

The Board of Directors of Wilber unanimously recommends that the shareholders vote “FOR” the approval of the Merger Agreement.

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QUESTIONS AND ANSWERS ABOUT THE MERGER

Q: What is the purpose of this document?

A: This document serves as Wilber's proxy statement and as Community Bank System's prospectus. As a proxy statement, this document is being provided to Wilber shareholders because the Wilber Board of Directors is soliciting your proxy to vote to approve the Merger Agreement. As a prospectus, Community Bank System is providing this document to Wilber shareholders because Community Bank System is offering shares of its common stock in exchange for their shares of Wilber common stock in the Merger.

Q: What will happen to Wilber as a result of the Merger?

A: If the Merger is completed, Wilber will cease to exist and Wilber National Bank ("Wilber Bank"), currently a wholly owned subsidiary of Wilber, will become a direct, wholly-owned subsidiary of Community Bank System. Immediately following completion of the Merger, Wilber Bank will merge with and into Community Bank, N.A. ("Community Bank"), the wholly owned subsidiary of Community Bank System, with Community Bank being the surviving bank.

Q: What will I receive in the Merger?

A: You may elect to receive cash, shares of Community Bank System common stock, or a combination of cash and shares of Community Bank System common stock, by indicating your preference on the election form/letter of transmittal which will be separately mailed to each shareholder. If you receive any cash as merger consideration, you will receive $9.50 for each share of your Wilber common stock exchanged for cash in the Merger. On the other hand, if you receive any Community Bank System common stock in the Merger, the actual value you will receive per share of Wilber common stock is dependent upon the price of Community Bank System during the 10 trading days immediately prior to the Merger. This document explains in more detail what amount of cash and/or Community Bank System common stock you are entitled to receive in the Merger. Because of certain limitations on the amount of cash and the number of shares Community Bank System will issue in the Merger, you may receive a combination of cash and shares of Community Bank System common stock even if you elect to receive only one type of merger consideration, depending on the elections made by other Wilber shareholders. For details, please see "Conversion of Wilber Common Stock," "Election Procedures" and "Allocation Mechanism" on pages [ ] through [ ].

Q: Could you tell me more about Community Bank System?

A: Community Bank System is the parent company of Community Bank and is a bank holding company registered under the Bank Holding Company Act of 1956 ("BHCA"). Community Bank is a commercial banking franchise headquartered in Upstate New York, with 147 customer facilities and 135 ATMs stretching diagonally from Northern New York to the Southern Tier and west to Lake Erie, and in Northeastern Pennsylvania.

Community Bank is a community retail bank committed to the philosophy of serving the financial needs of customers in local communities. Community Bank emphasizes the local character of business, knowledge of the customer and customer needs, comprehensive retail and small business products, and responsive decision-making at the branch and regional level. Community Bank and its subsidiaries offer a range of commercial and retail banking and financial services in their market areas to business, individual, agricultural and government customers. Community Bank and its employees strive to support, and to actively engage in important initiatives in, local communities within the market areas it serves.

Community Bank System's common stock is publicly traded on the New York Stock Exchange under the symbol "CBU." At September 30, 2010, Community Bank System had on a consolidated basis approximately $5.5 billion in total assets, $4.0 billion in total deposits, $3.0 billion in total loans and shareholders' equity of $616 million. For additional information about Community Bank System, please see "Where You Can Find More Information" on page [ ].

Q: When is the Merger expected to be completed?

A The parties are working to complete the Merger during the second quarter of 2011. Wilber and Community Bank System must first obtain the necessary regulatory approvals and the approval of the Wilber shareholders at the special meeting and satisfy other conditions. Wilber and Community Bank System cannot assure you as to when or if all the conditions to the Merger will be met, and it is possible that the parties will not complete the Merger at all.

Q: What happens if the Merger is not completed?

A: If the Merger is not completed, Wilber shareholders will not receive any consideration for their shares of common stock in connection with the Merger. Instead, Wilber will remain an independent public company and its common stock will continue to be eligible for trading on the NYSE Amex. In the event of termination of the Merger Agreement under certain specified circumstances, Wilber may be required to pay to Community Bank System a termination fee of $4.0 million, plus all out-of-pocket expenses incurred by Community Bank System and its subsidiaries in connection with the transactions contemplated by the Merger Agreement, up to a maximum of $500,000 in the aggregate. See the description of the Merger Agreement under "Termination Fee and Expenses" beginning on page [ ].

Q: Who is being asked to approve matters in connection with the Merger?

A: Only the Wilber shareholders are being asked to vote to approve the Merger-related proposals. Under New York law, Wilber is required to obtain shareholder approval. By this proxy statement/prospectus, Wilber's Board of Directors is soliciting proxies from Wilber's shareholders to provide the required approval at the special meeting of Wilber shareholders as discussed below. Under Delaware law, Community Bank System is not required to obtain shareholder consent in a transaction of this size.

Q: Does the Board of Directors of Wilber have a recommendation on how I should vote on the Merger Agreement?

A: Yes. The Board of Directors of Wilber believes that the proposed Merger is in the best interest of Wilber and its shareholders and unanimously recommends that the shareholders of Wilber vote in favor of the approval of the Merger Agreement.

Q: Did the Board of Directors of Wilber receive an opinion from a financial advisor with respect to the Merger?

A: Yes. On October 22, 2010, Austin Associates, LLC ("Austin Associates") rendered its written opinion to the Board of Directors of Wilber that, as of such date and based upon and subject to the factors and assumptions described to the Wilber Board during its presentation and set forth in the opinion, the consideration in the proposed Merger was fair, from a financial point of view, to holders of Wilber common stock. The full text of Austin Associates' written opinion is attached as Appendix B to this proxy statement/prospectus. You are urged to read the opinion in its entirety.

Q: How do the Directors and executive officers of Wilber plan to vote?

A: All of the Directors and executive officers of Wilber have committed by contract to vote in favor of the Merger Agreement all the shares of Wilber common stock that they are entitled to vote. As of the record date for the special meeting, the Directors and executive officers of Wilber together had the right to vote [ ] shares, or approximately [ ]% of the outstanding Wilber common stock.

Q: What risks should I consider before I vote on the Merger and make my election as to the form of merger consideration?

A: You should read "Risk Factors" on pages [ ] to [ ].

Q: Is there other information I should consider?

A: Yes. Much of the business and financial information about each of the companies that may be important to you is not included in this document. Instead, that information is incorporated by reference to documents Wilber and Community Bank System separately filed with the Securities and Exchange Commission ("SEC"). This means that Wilber and Community Bank System can satisfy their disclosure obligations to you by referring you to one of more documents separately filed by Community Bank System or Wilber with the SEC. For additional information, please see "Where You Can Find More Information" on pages [ ] through [ ], for a list of documents that they have incorporated by reference into this document and for instructions on how to obtain copies of those documents, free of charge.

Q: When and where will Wilber shareholders meet?

A: Wilber will hold a special meeting of its shareholders on [_____________], 2011, at [:] a.m./p.m., Eastern Standard Time, at [_____________], Oneonta, New York.

Q: Who can vote at the Wilber special meeting?

A: Holders of record of Wilber common stock at the close of business on [_____________], 2011, which is the record date for the Wilber special meeting, are entitled to vote at the special meeting.

Q: How many votes must be represented in person or by proxy at the Wilber special meeting to have a quorum?

A: The holders of a majority of the shares of Wilber common stock outstanding and entitled to vote at the special meeting, present in person or represented by proxy, will constitute a quorum at the special meeting.

Q: What vote by Wilber shareholders is required to approve the Merger?

A: Assuming a quorum is present at the Wilber special meeting, approval of the Merger proposal will require the affirmative vote of the holders of at least two-thirds of the outstanding shares of Wilber common stock entitled to vote. Submission of proxies not designating an election will have the same effect as shares voted "FOR" the Merger proposal. Abstentions and broker non-votes will have the same effect as shares voted "AGAINST" the Merger proposal.

Q: What do I need to do now?

A: After you have carefully read this proxy statement/prospectus and have decided how you wish to vote your shares, please vote your shares promptly. If you hold common stock in your name as a shareholder of record, Wilber and Community Bank System request that you complete, sign, date and mail your proxy card in the enclosed postage paid return envelope as soon as possible. You may also authorize a proxy to vote your shares by telephone or through the Internet as instructed on the enclosed proxy card. If you hold your stock in "street name" through a bank, broker or other fiduciary, you must direct your bank or broker to vote in accordance with the instructions you have received from your bank, broker or other fiduciary. Submitting your proxy card, authorizing a proxy by telephone or through the Internet, or directing your bank, broker or other fiduciary to vote your shares will ensure that your shares are represented and voted at the special meeting.

If you sign and send in your proxy and do not indicate how you want to vote, your proxy will be voted in favor of the Merger Agreement. Your failure to sign and send in your proxy or your abstention will have the same effect as a vote against the Merger.

Q: Should Wilber shareholders send in their stock certificates with the enclosed proxy?

A: No. Wilber shareholders SHOULD NOT send in any stock certificates now with the enclosed proxy. An election form and transmittal materials, with instructions for their completion will be provided to Wilber shareholders under separate cover and the stock certificates should be sent with those materials at that time.

In the event that a Wilber shareholder fails to return a completed election form with such shareholder's stock certificates prior to the expiration of the election period, a letter of transmittal with instructions for submission of such stock certificates will be mailed to such shareholder shortly following the effective time of the Merger.

Q: If my shares are held in "street name" by my broker, will the broker vote my shares for me?

A: No. Your broker will vote your shares only if you provide instructions on how to vote. You should instruct your broker how to vote your shares, following the directions your broker provides. If you do not give instructions to your broker, your broker will not be able to vote your shares.

Q: What if I fail to instruct my broker?

A: If you do not provide your broker with instructions and your broker submits an unvoted proxy, referred to as a broker non-vote, the broker non-vote will be counted toward a quorum at the special meeting, but it will have the same effect as a vote against adoption of the Merger Agreement. With respect to the proposal to adjourn the special meeting if necessary to solicit additional proxies, an abstention will have the same effect as a vote against the proposal. If you fail to instruct your broker to vote your shares, your broker may vote your shares in its discretion to adjourn the special meeting.

Q: Can I attend the special meeting and vote my shares in person?

A: Yes. All common shareholders, including common shareholders of record and common shareholders who hold their shares through banks, brokers, nominees or any other holder of record, may attend the special meeting. Holders of record of Wilber common stock can vote in person at the special meeting. If you are not a common shareholder of record, you must obtain a proxy, executed in your favor, from the record holder of your shares of common stock, such as a broker, bank or other fiduciary, to be able to vote in person at the special meeting. If you plan to attend the special meeting, you must hold your shares of common stock in your own name or have a letter from the record holder of your shares of common stock confirming your ownership and you must bring a form of personal photo identification with you in order to be admitted.

Q: Can I change my vote?

A: Yes. A Wilber common shareholder who is a shareholder of record and has given a proxy may revoke it at any time before its exercise at the special meeting by (i) giving written notice of revocation to Wilber's corporate secretary, (ii) properly submitting to Wilber a duly executed proxy bearing a later date or (iii) attending the special meeting and voting in person. Any common shareholder entitled to vote in person at the special meeting may vote in person regardless of whether a proxy has been previously given, and such vote will revoke any previous proxy, but the mere presence (without notifying the Corporate Secretary) of a common shareholder at the special meeting will not constitute revocation of a previously given proxy. If you hold your shares in "street name" through a bank, broker or other fiduciary, you should contact your bank, broker or other fiduciary to revoke your proxy.

Any written notices of revocation and other communications with respect to revocation of proxies should be addressed to Wilber as follows: Corporate Secretary, Joseph E. Sutaris, 245 Main Street, Oneonta, New York 13820, which must be received by 11:59 p.m. Eastern time on [ ].

Proxies may also be revoked via the Internet or telephone following the instructions on your proxy card.

Q: How do I make an election as to the form of merger consideration I wish to receive in the Merger?

A: American Stock Transfer & Trust Company ("American Stock Transfer"), the exchange agent for the Merger, must receive your properly completed election form/letter of transmittal and your stock certificates by no later than the election deadline in order for your choice as to the form of merger consideration to be considered with those made by the other Wilber shareholders. Wilber and Community Bank System expect the election deadline will be 5:00 p.m., Eastern time, on [ ], 2011, but they will notify you if this date changes. Wilber and Community Bank System will mail to each Wilber shareholder an election form/letter of transmittal which will contain instructions for making a selection of merger consideration and for surrendering your stock certificates in exchange for the merger consideration.

Q: What happens if I don't make a valid election as to the form of merger consideration before the election deadline?

A: You will automatically be deemed to have made an election to receive a mixture of cash and shares of Community Bank System common stock. If the Merger is completed, the exchange agent will send you a new letter of transmittal that you can use to submit your stock certificate in exchange for the merger consideration.

Q: Can I change my election as to the form of merger consideration?

A: Yes. You can change your election as to the form of merger consideration by submitting a new election form/letter of transmittal. For a change to be effective, the exchange agent must receive your election form/letter of transmittal before the election deadline.

Q: What are the tax consequences of the Merger to me?

A: Wilber and Community Bank System expect that for federal income tax purposes, the Merger will be a taxable event to those Wilber shareholders who receive cash, in whole or in part, in exchange for their shares of Wilber common stock, to the extent of the cash received, and the Merger will not be a taxable event to those Wilber shareholders who receive solely shares of Community Bank System common stock except to the extent they receive cash in lieu of fractional shares, if any. The material U.S. federal income tax consequences of the Merger are described in more detail on pages [ ] to [ ]. The tax consequences of the Merger to you will depend upon the facts of your own situation. Please consult your own tax advisor for a full understanding of the tax consequences of the Merger to you.

Q: Are Wilber's shareholders entitled to seek appraisal or dissenters' rights if they do not vote in favor of the approval of the Merger Agreement?

A: No. As a holder of Wilber common stock, you are not entitled to appraisal or dissenters' rights under Section 910 of the New York Business Corporation Law in connection with the Merger. See "The Merger—No Appraisal or Dissenters' Rights" beginning on page [ ].

WHO CAN HELP ANSWER YOUR QUESTIONS

If you want to ask any questions about the Merger or the merger consideration to be issued in the Merger, you should contact:

Community Bank System, Inc. Scott A. Kingsley Executive Vice President and Chief Financial Officer Community Bank System, Inc. 5790 Widewaters Parkway DeWitt, New York 13214 (315) 445-7378	The Wilber Corporation Joseph E. Sutaris Executive Vice President and Chief Financial Officer The Wilber Corporation 245 Main Street Oneonta, New York 13820 (607) 432-1700

If you wish to obtain an additional copy of this document, or any other information, please see "Where You Can Find More Information" on pages [ ] through [ ] to find out where you can find more information about Community Bank System and Wilber, or contact:

Community Bank System, Inc. Donna J. Drengel Corporate Secretary Community Bank System, Inc. 5790 Widewaters Parkway DeWitt, New York 13214 (315) 445-7313	The Wilber Corporation Joseph E. Sutaris Executive Vice President, Chief Financial Officer, and Corporate Secretary The Wilber Corporation 245 Main Street Oneonta, New York 13820 (607) 432-1700

SUMMARY

This summary highlights selected information from this document and may not contain all the information that is important to you. For a more complete understanding of the Merger and for a more complete description of the legal terms of the Merger, you should read this entire document carefully, as well as the additional documents that the parties refer you to. See “Where You Can Find More Information” on page [ ].

The Merger Agreement is attached to this document as Annex A. Please read that document carefully. It is the legal document that governs the Merger and your rights in the Merger.

Wilber and Community Bank System propose a merger of Community Bank System and Wilber (Page [ ]).

Wilber and Community Bank System are proposing a merger of Wilber into Community Bank System, which will combine both companies. Community Bank System will continue as the surviving corporation of the Merger. Immediately following the Merger, the parties will merge Wilber Bank, a wholly-owned banking subsidiary of Wilber, with and into Community Bank, a wholly-owned banking subsidiary of Community Bank System, with Community Bank surviving the Merger.

In the Merger, You may Elect to Receive Either Cash, Shares of Community Bank System or a Combination of Both (Page [ ]).

You are entitled to elect to receive either cash, shares of Community Bank System common stock, or a combination of cash and Community Bank System common stock, in exchange for your shares of Wilber common stock. To enable you to make this election, Wilber and Community Bank System will mail separately an election form/letter of transmittal. Please read the instructions to the election form/letter of transmittal, and complete, sign and return it with your Wilber stock certificates before the election deadline of [ ], 2011. If you don’t make a timely election, or if you fail to make your election properly, you will automatically receive a mixture of cash and stock in the Merger.

Subject to certain allocation procedures, you will receive either:

- $9.50 in cash for each share of Wilber common stock you own; or
- a number of Community Bank System common stock based on the exchange ratio, as explained below, for each share of Wilber common stock you own; or
- a combination of $9.50 in cash per share for 20% of the total number of shares of Wilber common stock you own, and a number of shares of Community Bank System common stock based on the exchange ratio, as explained below, for the remaining 80% of the total number of shares of Wilber common stock you own.

The exchange ratio for the Merger will be calculated as follows:

If the applicable Community Bank System market price is:	Then you will receive, for each Wilber share converted into Community Bank System common stock:
Greater than $25.35	0.3748 shares of Community Bank System common stock
Equal to or greater than $19.71, or	

equal to or less than $25.35	Quotient (rounded to the nearest one-thousandth) obtained by dividing $9.50 by the applicable market price
Less than $19.71	0.4820 shares of Community Bank System common stock

For these purposes, the applicable market price is the average closing sale price of Community Bank Stock common stock over the 10 trading days immediately preceding the closing of the Merger. The maximum number of shares to be issued by Community Bank System in the Merger is 4,133,394 shares of common stock.

Your Election of Merger Consideration May be Subject to Certain Allocation Procedures (Page[ ]).

Wilber and Community Bank System have agreed that no more than 80% of the outstanding shares of Wilber common stock will be exchanged for shares of Community Bank System common stock, and that no more than 20% of the outstanding shares of Wilber common stock will be exchanged for cash. Depending on the elections made by the other Wilber shareholders, your election as to the form of merger consideration might be subject to certain allocation mechanisms which are designed to ensure compliance with those limitations on the form of merger consideration. Accordingly, unless you elect to receive a mixture of cash for 20% of your Wilber shares, and Community Bank System common stock for 80% of your Wilber shares, Wilber and Community Bank System cannot assure you that you will receive the form of consideration that you elect with respect to all of the shares of Wilber common stock you hold. However, if you own 100 or fewer shares of Wilber common stock and elect to receive only cash in the Merger, you will receive only cash in the Merger.

Wilber and Community Bank System Expect that Wilber Shareholders Will Own Approximately [____%] of the Combined Company Following the Merger (Page [ ]).

At the completion of the Merger, if 80% of the outstanding shares of Wilber common stock are exchanged for shares of Community Bank System common stock at an exchange ratio of .3748, Wilber shareholders are expected to own approximately [____%] of the outstanding shares of common stock of the combined company. The actual ownership percentage of the Wilber shareholders in the combined company could be higher or lower, depending on:

- the actual number of shares of Wilber common stock subject to elections made by Wilber shareholders to receive shares of Community Bank System common stock in the Merger; or
- the actual exchange ratio of the Merger, which will be adjusted if the market price of Community Bank System common stock over a specified period before the Merger falls outside of a certain range, as described above.

No Federal Income Tax on Community Bank System Common Stock Received in the Merger, but Any Cash Received in the Merger May be Taxed (Page [ ]).

Wilber and Community Bank System expect that Wilber shareholders will not recognize any gain or loss for U.S. Federal income tax purposes in the Merger, except for those who receive cash, whether as entire or partial merger consideration, or for fractional shares of Community Bank System common stock. Tax matters are complicated, and tax consequences of the Merger may vary among Wilber shareholders depending on their election and specific situations. You are urged to consult your own tax advisor to fully understand how the Merger will affect you.

Austin Associates, an Independent Financial Advisor, Says that the Merger Consideration is Fair from a Financial Point of View (Page [ ]).

Austin Associates, an independent financial advisor, rendered an opinion to the Board of Directors of Wilber, dated October 22, 2010, that the merger consideration was fair from a financial point of view to the shareholders of Wilber. This opinion is attached as Annex B to this document. You should read it carefully.

Share Information and Market Price (Page [ ]).

Community Bank System common stock is traded on the NYSE under the symbol "CBU." Wilber common stock is traded on the NYSE Amex (formerly the American Stock Exchange) under the symbol "GIW." The following table shows the closing or last sale prices of Community Bank System common stock and Wilber common stock on October 21, 2010 and [ ], 2011. October 21, 2010 is the last full trading day prior to the announcement of the signing of the Merger Agreement. [ ], 2011 was the last practicable trading day for which information was available prior to the date of this document. The equivalent price per share of Wilber common stock is determined by multiplying the closing price of Community Bank System common stock by the assumed exchange ratio. As described above, the exchange ratio may be adjusted, depending on the market price of Community Bank System common stock during a specified period before the Merger. You will need to multiply the closing price of Community Bank System common stock by the actual exchange ratio to obtain an equivalent price per share of Wilber common stock.

	Community Bank System	Wilber	
Closing or Last Sale Prices Per Share on:	Historical	Historical	Equivalent Market Value Per Share
October 21, 2010.	$23.37	$6.11	$9.50
[ ], 2011	$[ ]	$[ ]	$[ ]

The market prices of both Community Bank System common stock and Wilber common stock will fluctuate before the Merger. Wilber and Community Bank System encourage you to obtain current market prices.

Information about the Companies (Page [ ]).

Community Bank System, Inc.
5790 Widewaters Parkway
DeWitt, New York 13214
(315) 445-2282

Community Bank System is a bank holding company operating Community Bank, which currently has 147 customer facilities and 135 ATMs in 28 counties in Upstate New York: Allegany, Clinton, Hamilton, Essex, St. Lawrence, Jefferson, Lewis, Oneida, Cayuga, Seneca, Ontario, Oswego, Wayne, Yates, Cattaraugus, Tioga, Tompkins, Steuben, Chautauqua, Franklin, Herkimer, Erie, Livingston, Chemung, Schuyler, Washington, Warren, and Onondaga, and five counties in Northern Pennsylvania: Bradford, Lackawanna, Luzerne, Susquehanna and Wyoming. Community Bank and its subsidiaries offer a broad range of commercial banking, trust, pension administration, investment and financial services to business, individual, agricultural and government customers.

Community Bank is Community Bank System's principal operating subsidiary. At September 30, 2010, Community Bank System had on a consolidated basis approximately $5.5 billion in total assets, $4.0 billion in total deposits, $3.0 billion in total loans and shareholders' equity of $616 million.

The Wilber Corporation
245 Main Street
Oneonta, New York 13820
(607) 432-1700

Wilber is a financial holding company operating Wilber Bank. Wilber Bank is a bank operating 22 banking offices and 20 ATMs in Broome, Otsego, Delaware, Schoharie, Chenango, Saratoga, Ulster and Onondaga Counties. Wilber National Bank offers a broad range of commercial banking and trust services to individuals and small to medium-sized businesses in its market area.

Wilber National Bank is Wilber's principal operating subsidiary. At September 30, 2010, Wilber had on a consolidated basis approximately $906.63 million in assets, $753.40 million in total deposits, $540.44 million in total loans and shareholders' equity of $77.62 million.

The Special Meeting will be held on [ ], 2011 (Page [ ]).

A special meeting of the Wilber shareholders will be held at [ ], at [ ].m., Eastern time, on [ ], 2011. At the special meeting, shareholders of Wilber will vote on a proposal to adopt and approve the Merger Agreement.

Record Date for the Special Meeting is [ ], 2011; Each Share will Entitle You to One Vote on the Merger (Page __).

You are entitled to vote at the special meeting if you owned shares of Wilber common stock on the record date of [ ], 2011. As of that date, there were [ ] shares of Wilber common stock issued and outstanding held by approximately [ ] holders of record. Each share of Wilber common stock entitles its holder to one vote on any matter that may properly come before the special meeting, including the proposal to approve the Merger Agreement.

Merger Approval Requires Affirmative Vote of Two-Thirds (2/3) of Outstanding Common Shares (Page [ ]).

The approval of the Merger Agreement requires the affirmative vote of the holders of two-thirds (2/3) of the outstanding shares of Wilber common stock. Abstentions would have the same effect as a vote against the Merger Agreement.

Wilber and Community Bank System Expect Directors and Executive Officers of Wilber to Vote Their Shares in Favor of Approving the Merger (Page [ ]).

On the record date set for the Wilber special meeting, the executive officers and Directors of Wilber, including certain related parties, had voting power with respect to an aggregate of [ ] shares of Wilber common stock, or approximately [ ]% of the shares of the Wilber common stock then outstanding. Each director and executive officer of Wilber executed an agreement which commits him or her to vote in favor of the Merger Agreement all of the shares of Wilber common stock that he or she is entitled to vote.

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Wilber's Board of Directors has unanimously approved the Merger Agreement, and recommends a vote FOR approval of the Merger Agreement. Wilber shareholders should refer to the reasons that their Board of Directors considered in determining whether to adopt and approve the Merger Agreement on pages [ ] through [ ].

Terms of the Merger Agreement (Page [ ]).

The Merger Agreement is attached to this document as Annex A. You are encouraged to read the Merger Agreement in its entirety. It is the legal document that governs the Merger and your rights in it. You are also encouraged to read the risk factors beginning on page [ ].

General. The Merger Agreement provides that Wilber will merge with and into Community Bank System, with Community Bank System continuing as the surviving corporation. Following the Merger, Wilber Bank will merge with and into Community Bank, with Community Bank being the continuing bank.

Merger Consideration. If the Merger is completed, you will receive either cash, shares of Community Bank System common stock, or a combination of cash and stock. In the Merger, in exchange for each share of Wilber common stock you own, Community Bank System will pay $9.50 in cash, and/or issue a number of shares of Community Bank System based upon an exchange ratio that is calculated using the market price of Community Bank System common stock during a specified period before the Merger. You are entitled to elect the form of merger consideration, but your election is subject to certain allocation procedures. As a result, you may not necessarily receive the form of merger consideration you selected with respect to all of your shares.

Completion of the Merger. The Merger will become effective on the date and at the time that Wilber and Community Bank System file a certificate or articles of merger with each of the Delaware Secretary of State and the New York Secretary of State.

Conditions to the Merger. The completion of the Merger depends upon the satisfaction of a number of conditions, including:

- the SEC declares effective the registration statement covering the Community Bank System common stock to be issued in the Merger, and the registration statement is not the subject of any stop order or proceeding seeking a stop order;
- Wilber shareholders approve the Merger Agreement by the affirmative vote of at least two-thirds of the shares outstanding at the special meeting;
- Community Bank System and Wilber receive all approvals or consents required by law from any applicable governmental agency, and all applicable notice or waiting periods have expired;
- no court or regulatory actions, nor any judgments, orders, decrees or injunctions, have been instituted or issued by any governmental authority, court, or administrative agency preventing or seeking to prevent the consummation of the Merger;
- the representations and warranties made by Community Bank System and Wilber in the Merger Agreement shall continue to be true and accurate as of the effective time of the Merger;
- the New York Stock Exchange lists the Community Bank System common stock to be issued in the Merger, subject to official notification of issuance;
- Hinman, Howard & Kattell, LLP, Wilber's outside legal counsel, delivers an opinion to Wilber, to the effect that the Merger will qualify as a tax-free reorganization under Section 368 of the Internal Revenue Code; and
- Austin Associates delivers an updated written fairness opinion to Wilber dated as of the date of this document.

Unless prohibited by law, either Wilber or Community Bank System could elect to waive a condition designed for the benefit of the waiving party that has not been satisfied and complete the Merger anyway.

Fees and Expenses; Termination Fee. Wilber and Community Bank System will each pay its own expenses in connection with the Merger, except that the parties will share equally all filing fees paid to the SEC in connection with the registration statement for the Merger, and all costs associated with the printing and mailing of this document. If, however, the Merger Agreement is terminated under certain circumstances, Wilber must pay a termination fee of $4,000,000 plus all out-of-pocket expenses incurred by Community Bank System and its subsidiaries in connection with the transactions contemplated by the Merger Agreement, up to a maximum of $500,000 in the aggregate. Generally, the termination fee and expenses will become payable in connection with a competing third party offer to acquire Wilber or a material portion of its stock or assets.

Termination. Either of Wilber or Community Bank System may call off the Merger under certain circumstances, including if:

- both parties consent in writing to the termination;
- the Merger is not completed before May 31, 2011, unless the Merger was not completed principally because the party seeking to terminate breached a covenant or obligation of the Merger Agreement;
- Wilber and Community Bank System are not able to obtain required governmental approvals, after all appeals and requests for reconsideration have been exhausted;
- any governmental entity issues a final and non-appealable order to prohibit the completion of the Merger;
- Wilber shareholders do not approve the Merger Agreement at the special meeting;
- the other party materially breaches, and does not cure within 30 days, any of the representations, warranties or covenants it has made under the Merger Agreement, and the breach entitles the non-breaching party to not complete the Merger;
- the Wilber Board of Directors fails to recommend, or withdraws its approval of, the Merger, or fails to include its recommendation in the registration statement;
- Wilber's Board of Directors recommends to Wilber shareholders a "Superior Proposal," as defined in the Merger Agreement, or Wilber signs a letter of intent, definitive agreement or similar document with respect of a Superior Proposal, provided that Wilber may not terminate the Merger Agreement under this provision unless it has complied with the specified procedures set forth in the Merger Agreement.

In addition, Community Bank System may call off the Merger under certain circumstances, including if:

- Wilber's delinquent loans (as more fully described on page [ ]) exceed $32.160 million. At January 31, 2011, Wilber had $34.8 million in delinquent loans. This amount includes a $6.2 million loan to borrower that was 31 days past due on January 31, 2011, due to administrative delays in processing payments. The borrower brought the loan current on February 1, 2011. Under the Merger Agreement, the $34.8 million in delinquent loans on January 31, 2011 was an amount which would permit Community Bank System to cancel the Merger. However, Community Bank System has waived this occurrence but the condition remains operative as a continuing closing condition;
- Wilber's Board of Directors withdraws, modifies or changes its approval or recommendation of the Merger Agreement in a manner adverse to Community Bank System;
- Wilber fails to send its shareholders, within 10 business days of the commencement of a tender or exchange offer in respect of the Wilber common stock, a statement that the Wilber Board of Directors recommends rejection of the tender or exchange offer; or
- Wilber fails to issue a press release announcing its Board's opposition to a publicly announced Takeover Proposal (as defined in the Merger Agreement) within three business days of Community Bank System's request to do so.

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In the event that the conditions to close the Merger are not satisfied, or waived, Community Bank System can terminate the Merger Agreement without completing the Merger, even if the shareholders of Wilber have already voted to approve the Merger Agreement.

Financial Interests of Wilber Management in the Merger (Page [ ]).

In considering the recommendation of the Wilber Board of Directors, you should be aware that certain of the Directors and executive officers of Wilber have financial interests in the Merger that are different from, and may conflict with, interests of other Wilber shareholders. There interests include: (1) payments of director fees to the two Wilber Directors, Brian R. Wright and Alfred S. Whittet, who will serve on Community Bank System's and Community Bank's Boards of Directors following the consummation of the Merger, (2) payments of advisory board fees to the remaining Wilber Directors who will not be appointed to serve on Community Bank System's Board but will serve on an advisory board, and (3) certain retention bonus payments that may be subject to approval by Wilber Bank's regulators. These interests are described in more detail in the section of this proxy statement/prospectus entitled "The Merger — Interests of Wilber's Directors and Executive Officers in the Merger" beginning on page [ ]. The Wilber Board knew about these interests and determined that they did not affect the benefits to Wilber shareholders of the Merger.

Directors of Community Bank System and Community Bank Following the Merger (Page [ ]).

If the Merger is completed, two of Wilber's Directors, Brian R. Wright and Alfred S. Whittet, will be appointed to serve as members of Community Bank System's Board of Directors, in addition to the 14 current Directors of Community Bank System. These two new Directors of Community Bank System will also be appointed to serve on the Board of Directors of Community Bank. In addition, Community Bank System has also agreed to nominate the two designees of Wilber on the Board of Directors of Community Bank System at the 2011 Annual Meeting and to recommend that Community Bank System shareholders vote in favor of their reelection.

Wilber and Community Bank System Must Obtain Regulatory Approvals to Complete the Merger (Page [ ]).

Community Bank System must make filings with or obtain approvals from certain regulatory authorities to effect the Merger. In addition, before Wilber and Community Bank System can complete the Merger, they will make all filings and obtain all regulatory approvals required for the merger of their banking subsidiaries, Community Bank and Wilber Bank. These include the approvals of the Federal Reserve Board and the Office of the Comptroller of the Currency (the "OCC"). In addition, Community Bank System must apply to list the common stock to be issued in the Merger with the NYSE.

There are Differences in Shareholder Rights (Page [ ]).

The rights of Wilber shareholders as such are currently governed by New York law and Wilber's certificate of incorporation and bylaws. If the Merger is completed, certain Wilber shareholders will become shareholders of Community Bank System and their rights will be governed by Delaware law and Community Bank System's certificate of incorporation and bylaws. There are certain differences in the rights of shareholders of the two companies. These differences are described in more detail in the section of this proxy statement/prospectus entitled "Comparison of Rights of Holders of Wilber Common Stock and Community Bank System Common Stock" beginning on page [ ].

SELECTED HISTORICAL FINANCIAL DATA

The following information is provided to assist you in analyzing the financial aspects of the Merger. This information shows selected historical consolidated financial data for Community Bank System and Wilber. Community Bank System and Wilber has derived this information from each company's audited consolidated financial statements for the years ended December 31, 2005 through 2009, and its unaudited financial statements for the nine months ended September 30, 2009 and 2010. The information is only a summary and should be read in conjunction with each company's financial statements and related notes and management's discussions and analysis contained in the annual, quarterly and other reports filed with the SEC. For information on how to obtain these reports filed by each company, please refer to "Where You Can Find More Information" on page [ ].

Community Bank System, Inc.
Selected Historical Financial Data

	Nine Months ended September 30, (Unaudited)		Years ended December 31,				
	2010	2009	2009	2008	2007	2006	2005
			(in thousands, except share and per share data)				
Summarized Income Statement Data:							
Loan interest income	$134,618	$138,992	$185,119	$186,833	$186,784	$167,113	$147,608
Investment interest income	51,654	47,950	63,663	64,026	69,453	64,788	71,836
Interest expense	50,721	64,390	83,282	102,352	120,263	97,092	75,572
Net interest income	135,551	122,552	165,500	148,507	135,974	134,809	143,872
Provision for loan losses	5,270	7,200	9,790	6,730	2,004	6,585	8,534
Noninterest income	67,009	61,811	83,528	73,244	63,260	51,679	48,401
Gain (loss) on investment securities & early retirement of long-term borrowings	---	7	7	230	(9,974)	(2,403)	12,195
Special charges/acquisition expenses	---	---	1,716	1,399	382	647	2,943
Noninterest expenses	132,765	135,995	184,462	157,163	141,692	126,556	124,446
Income before income taxes	64,525	41,175	53,067	56,689	45,182	50,297	68,545
Net income	$47,426	$32,075	$41,445	$45,940	$42,891	$38,377	$50,805
Balance Sheet Data:							
Cash equivalents	$66,621	$245,200	$257,812	$112,181	$4,533	$104,231	$5,039
Investment securities	1,769,149	1,497,826	1,487,127	1,395,011	1,391,872	1,229,271	1,303,117
Loans, net of unearned discount	3,080,397	3,087,093	3,099,485	3,136,140	2,821,055	2,701,558	2,411,769
Allowance for loan losses	(42,610)	(41,072)	(41,910)	(39,575)	(36,427)	(36,313)	(32,581)
Intangible assets	312,686	322,661	317,671	328,624	256,216	246,136	224,878
Total assets	5,496,217	5,378,095	5,402,813	5,174,552	4,697,502	4,497,797	4,152,529
Deposits	3,966,335	3,888,245	3,924,486	3,700,812	3,228,464	3,168,299	2,983,507
Borrowings	831,526	858,435	856,778	862,533	929,328	805,495	653,090
Shareholders' equity	615,800	565,900	565,697	544,651	478,784	461,528	457,595
Capital and Related Ratios:							
	$0.70	$0.66	$0.88	$0.86	$0.82	$0.78	$0.74

Cash dividend declared per share							
Book value per share	18.57	17.28	17.25	16.69	16.16	15.37	15.28
Tangible book value per share	9.74	7.99	8.09	6.62	7.51	7.17	7.77
Market capitalization (in millions)	763	598	633	796	589	690	676
Tier 1 leverage ratio	7.99%	7.27%	7.39%	7.22%	7.77%	8.81%	7.57%
Total risk-based capital to risk-adjusted assets	14.13%	13.29%	13.46%	12.53%	14.05%	15.47%	13.64%
Tangible equity to tangible assets(2)	6.21%	5.15%	5.20%	4.74%	5.01%	5.07%	5.93%
Dividend payout ratio	48.9%	67.4%	69.5%	57.3%	57.1%	60.7%	43.9%
Period end common shares outstanding	33,162	32,740	32,800	32,633	29,635	30,020	29,957
Diluted weighted-average shares outstanding	33,193	32,785	32,992	30,826	30,232	30,392	30,838

	Nine Months ended September 30, (Unaudited)		Years ended December 31,				
	2010	2009	2009	2008	2007	2006	2005
			(in thousands, except share and per share data)				
Selected Performance Ratios:							
Return on average assets	1.16%	0.81%	0.78%	0.97%	0.93%	0.90%	1.19%
Return on average equity	10.79%	7.77%	7.46%	9.23%	9.20%	8.36%	10.89%
Net interest margin	4.04%	3.78%	3.80%	3.82%	3.64%	3.91%	4.17%
Noninterest income/operating income (FTE)	31.3%	31.5%	31.6%	31.0%	26.1%	24.8%	27.7%
Efficiency ratio(1)	59.1%	64.7%	65.4%	62.7%	63.3%	59.9%	56.8%
Asset Quality Ratios:							
Allowance for loan losses/total loans	1.38%	1.33%	1.35%	1.26%	1.29%	1.34%	1.35%
Nonperforming loans/total loans	0.58%	0.57%	0.61%	0.40%	0.32%	0.47%	0.55%
Allowance for loan losses/nonperforming loans	238%	232%	222%	312%	410%	288%	245%
Net charge-offs/average loans	0.20%	0.25%	0.24%	0.20%	0.10%	0.24%	0.33%
Loan loss provision/net charge-offs	115%	126%	131%	117%	76%	108%	110%

(1) Efficiency ratio excludes intangible amortization, gain (loss) on investment securities & debt extinguishments, goodwill impairment, and special charges/acquisition expenses. The efficiency ratio is not a financial measurement required by accounting principles generally accepted in the United States of America. However, the efficiency ratio is used by management in its assessment of financial performance specifically as it relates to non-interest expense control and also believes such information is useful to investors in evaluating Company performance.

(2) The tangible equity to tangible asset ratio excludes goodwill and identifiable intangible assets. The ratio is not a financial measurement required by accounting principles generally accepted in the United States of America. However, management believes such information is useful to analyze the relative strength of the Company's capital position and is useful to investors in evaluating Company performance.

Wilber
Selected Historical Financial Data

	Nine Months ended September 30, (Unaudited)		Years ended December 31,				
	2010	2009	2009	2008	2007	2006	2005
			(in thousands, except share and per share data)				
Summarized Income Statement Data:							
Interest and Dividend Income	$32,268	$35,390	$46,838	$46,392	$46,030	$43,341	$40,310
Interest Expense	8,697	11,564	14,502	19,958	21,474	18,360	14,930
Net Interest Income	23,571	23,826	32,336	26,434	24,556	24,981	25,380
Provision for Loan Losses	3,425	2,720	3,570	1,530	900	1,560	1,580
Net Interest Income After Provision for Loan Losses	20,146	21,106	28,766	24,904	23,656	23,421	23,800
Noninterest Income (Excl. Investment Securities Gains, Net)	4,119	4,033	5,484	6,227	6,956	5,455	5,156
Investment Securities Gains, Net	3,619	2,622	3,850	82	80	514	469
Noninterest Expense	20,782	20,616	28,110	23,724	20,857	20,032	18,966
Income Before Provision for Income Taxes	7,174	7,145	9,990	7,489	9,835	9,358	10,459
Provision for Income Taxes	1,909	1,745	2,589	1,673	2,128	2,206	2,715
Net Income	$5,265	$5,400	$7,401	$5,816	$7,707	$7,152	$7,744
Per Common Share:							
Earnings (Basic)	$0.49	$0.51	$0.70	$0.55	$0.73	$0.66	$0.69
Cash Dividends	0.18	0.215	0.275	0.380	0.380	0.380	0.380
Book Value	7.29	6.82	6.82	6.42	6.61	5.99	6.08
Tangible Book Value (1)	6.86	6.38	6.39	5.97	6.13	5.52	5.61
Consolidated Period-End Balance Sheet Data:							
Total Assets	$906,905	$916,137	$906,577	$924,874	$793,680	$761,981	$752,728
Securities Available-for-Sale	219,196	192,334	173,302	216,744	237,274	228,959	235,097
Securities Held-to-Maturity	59,995	69,570	69,391	44,454	52,202	62,358	54,939
Gross Loans	540,439	597,248	587,237	583,861	445,105	406,920	404,958
Allowance for Loan Losses	10,056	9,162	8,622	7,564	6,977	6,680	6,640
Deposits	752,973	759,031	753,740	765,873	657,494	629,044	604,958
Long-Term Borrowings	57,246	56,716	60,627	59,970	41,538	42,204	52,472
Short-Term Borrowings	13,290	19,932	12,650	21,428	15,786	18,459	19,357
Shareholders' Equity	78,184	71,842	72,919	67,459	69,399	63,332	67,717
Selected Key Ratios:							
Return on Average Assets	0.76%	0.77%	0.79%	0.67%	0.99%	0.95%	1.02%
Return on Average Equity	9.31%	10.54%	10.63%	8.35%	11.84%	11.20%	11.40%

Net Interest Margin (tax-equivalent)	3.69%	3.69%	3.77%	3.46%	3.62%	3.81%	3.82%
Efficiency Ratio (2)	72.63%	70.90%	71.25%	68.42%	61.76%	61.14%	57.67%
Dividend Payout	36.73%	42.16%	39.29%	69.09%	52.05%	57.58%	55.07%
Asset Quality:							
Nonperforming Loans (3)	$23,736	$12,108	$12,880	$7,211	$6,136	$2,529	$4,918
Nonperforming Assets (4)	25,442	12,340	14,564	7,369	6,383	2,632	4,938
Net Loan Charge-Offs to Average Loans	0.47%	0.25%	0.42%	0.19%	0.14%	0.38%	0.30%

	Nine Months ended September 30, (Unaudited)		Years ended December 31,				
	2010	2009	2009	2008	2007	2006	2005
			(in thousands, except share and per share data)				
Allowance for Loan Losses to Period-End Loans	1.86%	1.53%	1.47%	1.30%	1.57%	1.64%	1.64%
Allowance for Loan Losses to Nonperforming Loans	42%	76%	67%	105%	114%	264%	135%
Nonperforming Loans to Period-End Loans	4.39%	2.03%	2.19%	1.24%	1.38%	0.62%	1.21%

(1) Tangible book value numbers exclude goodwill and intangible assets associated with prior business combinations.

(2) The efficiency ratio is calculated by dividing total noninterest expense less amortization of intangibles and other real estate expense by tax-equivalent net interest income plus noninterest income other than securities gains and losses.

(3) Nonperforming loans include nonaccrual loans, troubled debt restructured loans and accruing loans 90 days or more delinquent.

(4) Nonperforming assets include nonperforming loans and OREO properties acquired through insubstance foreclosure, voluntary deed transfer, legal foreclosure or similar proceedings. Excludes properties acquired by the Company for its own development.

COMPARATIVE UNAUDITED PER SHARE DATA

The following table summarizes information, for the periods indicated, about Community Bank System's and Wilber's historical basic earnings per share, diluted earnings per share, dividends per share and book value per share, prepared using the acquisition method of accounting. The pro forma and pro forma per equivalent share information give effect to the Merger as if the Merger had been effective on the date presented in the case of the book value data, and as if the Merger had been effective as of January 1, 2009 in the case of the earnings per share and the cash dividends data. The pro forma information assumes that 80% of the outstanding shares of Wilber common stock will be exchanged for shares of Community Bank System common stock in the Merger. As described elsewhere in this document, the exchange ratio may be adjusted, depending on the market price of Community Bank System common stock during a specified period before the Merger.

The pro forma information, while helpful in illustrating the financial characteristics of the combined company under one set of assumptions, does not reflect the impact of factors that may result as a consequence of the Merger or consider any potential impacts of current market conditions or the Merger on revenues, expense efficiencies, asset dispositions, and share repurchases, among other factors, nor the impact of possible business model changes. As a result, the pro forma results are not necessarily indicative of what would have occurred had the acquisition taken place on the assumed dates, nor do they represent an attempt to predict or suggest future results. You should read the information in the following table in conjunction with the historical financial information and related notes contained in the annual, quarterly and other reports filed by Community Bank System or Wilber with the SEC. For information on how to obtain the reports filed by Community Bank System or Wilber, please refer to "Where You Can Find More Information" on page [ ]. You should not rely on the pro forma information as being indicative of the results that Community Bank System will achieve in the Merger.

	Historical		Pro Forma	
Per Common Share Data:	Community Bank System	Wilber	Combined Company (1)(2)(3)	Wilber Equivalent
Basic Earnings				
For the nine months ended September 30, 2010	$1.43	$0.49	$1.45	$0.13
For the year ended December 31, 2009	$1.26	$0.70	$1.36	$0.12
Diluted Earnings				
For the nine months ended September 30, 2010	$1.42	$0.49	$1.44	$0.13
For the year ended December 31, 2009	$1.26	$0.70	$1.35	$0.12
Cash Dividends				
For the nine months ended September 30, 2010	$0.70	$0.18	$0.70	$0.06
For the year ended December 31, 2009	$0.88	$0.28	$0.88	$0.08
Book Value				
As of nine months ended September 30, 2010	$18.57	$7.29	$19.17	$1.69
As of year ended December 31, 2009	$17.25	$6.82	$17.97	$1.60

(1) The pro forma combined basic earnings and diluted earnings of Community Bank System common stock is based on the pro forma combined net income for Community Bank System and Wilber divided by total pro forma common shares or diluted common shares of the combined entities. The pro forma information includes adjustments related to the fair value of assets and liabilities and is subject to adjustment as additional information becomes available and as additional analyses are performed. The pro forma information does not include transactional costs or anticipated cost savings or adjustments related to the fair value of assets and liabilities.

(2) The pro forma combined book value of Community Bank System common stock is based on the pro forma combined common stockholders' equity of Community Bank System and Wilber divided by total pro forma common shares of the combined entities. The pro forma information does not include transactional costs or anticipated cost savings or adjustments related to the fair value of assets and liabilities.

(3) Cash dividend amounts are the same as historical because no change in dividend policy is expected as a result of the Merger.

RISK FACTORS

In addition to the other information included in this document, you should consider the matters described below carefully in determining whether to approve the Merger Agreement.

Risks Related to the Merger

The value of the Community Bank System common stock you receive in the Merger may vary.

If you elect to receive shares of Community Bank System common stock in the Merger, or if you receive shares of Community Bank System common stock in the Merger as a result of the allocation procedure, an appropriate number of shares of Wilber common stock you own will be automatically converted into shares of Community Bank System common stock based upon the exchange ratio. The exchange ratio is a floating exchange ratio if the average closing sale price of Community Bank System common stock over 10 trading days is equal to or greater than $19.71 per share, or equal to or less than $25.35 per share, based upon the quotient (rounded to the nearest one-thousandth) obtained by dividing $9.50 by the average market price for such period. If the average closing sale price of Community Bank System common stock over 10 trading days before the Merger is greater than $25.35, the exchange ratio will be fixed at 0.3748 and if the average closing sale price is less than $19.41 over 10 trading days before the Merger, the exchange ratio is fixed at 0.4820. As a result, the value of the shares of Community Bank System common stock that you will receive in the Merger will not be known at the time you make your election as to the form of merger consideration or at the time you vote on the approval of the Merger Agreement at the special meeting, and the value may go up or down as the market price of Community Bank System common stock fluctuates. Similarly, the value of Community Bank System common stock to be issued in the Merger may be more or less than the cash merger consideration of $9.50 per share. The specific dollar value of Community Bank System common stock you receive upon completion of the Merger will depend on the market value of Community Bank System common stock at the time of completion of the Merger. The share price of Community Bank System common stock is by nature subject to the general price fluctuations in the market for publicly traded equity securities which has historically experienced some degree of volatility. Wilber and Community Bank System cannot predict the market price of Community Bank System common stock at any time before or after the completion of the Merger.

You may not receive the form of merger consideration that you elect, which could have an effect on your tax situation.

No more than 20% of the outstanding shares of Wilber common stock will be exchanged for cash and no more than 80% of the outstanding shares of Wilber common stock will be exchanged for Community Bank System common stock. Accordingly, unless you elect to receive a mixture of cash for 20% of your Wilber shares and Community Bank System common stock for 80% of your Wilber shares, or unless you have 100 or fewer shares of Wilber common stock and elect to receive only cash, you may not receive the form of consideration that you elect with respect to all shares of Wilber common stock you hold. There is a risk that you will receive a portion of the merger consideration in the form that you do not elect that could result in, among other things, tax consequences that differ from those that would have resulted had you received the form of consideration you elected, including with respect to the recognition of taxable gain to the extent cash is received.

Wilber will be subject to business uncertainties and contractual restrictions while the Merger is pending.

Uncertainty about the effect of the Merger on employees and customers may have an adverse effect on Wilber and consequently on Community Bank System. These uncertainties may impair Wilber's ability to attract, retain and motivate key personnel until the Merger is consummated, and could cause customers and others that deal with Wilber to seek to change existing business relationships with Wilber. Retention of certain employees by Wilber may be challenging while the Merger is pending, as certain employees may experience uncertainty about their future roles with Community Bank System. If key employees depart because of issues relating to the uncertainty and difficulty of integration or a desire not to remain with Community Bank System, Community Bank System's business following the Merger could be harmed. In addition, the Merger Agreement restricts Wilber from operating its business other than in the ordinary course, and prohibits it from taking specified actions until the Merger occurs without the consent of Community Bank System. These restrictions may prevent Wilber from pursuing business opportunities that may arise prior to the completion of the Merger. Please see the section entitled "The Merger Agreement — Conduct of Business Prior to Completion of the Merger; Covenants" commencing on page [ ] of this proxy statement/prospectus for a description of the restrictive covenants applicable to Wilber.

The fairness opinion obtained by Wilber will not reflect changes in circumstances subsequent to the date of the fairness opinion.

Austin Associates delivered to the Board of Directors of Wilber its opinion dated as of October 22, 2010 and has updated it as of the date of this proxy statement/prospectus. The opinion of Austin Associates states that as of the date of this proxy statement/prospectus, and based upon and subject to the factors and assumptions set forth therein, the merger consideration to be paid to the holders of the outstanding shares of Wilber common stock pursuant to the Merger Agreement was fair from a financial point of view to such holders. Changes in the operations and prospects of Wilber or Community Bank System, general market and economic conditions and other factors that may be beyond the control of Wilber or Community Bank System, and on which Austin Associates' opinions were based, may significantly alter the value of Wilber or the prices of shares of Community Bank System common stock or Wilber common stock by the time the Merger is completed. The opinion does not speak as of the time the Merger will be completed or as of any date other than the date of such opinion. Wilber's Board of Directors' recommendation that Wilber common shareholders vote "FOR" adoption of the Merger Agreement, however, is made as of the date of this proxy statement/prospectus. For a description of the opinion that Wilber received from Austin Associates, please refer to "The Merger — Opinion of Austin Associates," commencing on page [ ]. For a description of the other factors considered by Wilber's Board of Directors in determining to approve the Merger and the other transactions contemplated in the Merger Agreement, please refer to "The Merger — Background of the Merger," and "The Merger — Wilber's Reasons for the Merger; Recommendation of Wilber's Board of Directors," commencing on page [ ] and page [ ], respectively.

Community Bank System may fail to implement the Merger successfully, achieve savings and realize the other anticipated benefits from the Merger because of difficulties in integrating the two business operations.

The integration of our companies following the Merger will be complex and time-consuming and will present us with challenges. As a result, Community Bank System may not be able to operate the combined company as effectively as it expects, including any data conversion into Community Bank's core processing platform. Community Bank System may also fail to achieve the anticipated potential benefits of the Merger as quickly or as cost effectively as we anticipate or may not be able to achieve those benefits at all. Specifically, Community Bank System will face significant challenges integrating the two companies' organizations, procedures and operations in a timely and efficient manner and retaining key personnel. During the third quarter of 2010, Community Bank System converted its core loan, deposit and financial reporting information technology platform from an out-sourced, third-party provided system to an in-house, integrated solution. Although Community Bank System expects to benefit from the enhanced functionality and process efficiencies of the new system, the conversion continues to include meaningful execution risk. In addition, the management of Community Bank System will have to dedicate substantial effort to integrating our two companies and, therefore, its focus and resources may be diverted from other strategic opportunities and from operational matters.

In addition, certain employees of Wilber and Wilber Bank may not be employed after the Merger. Employees of Wilber and Wilber Bank that Community Bank System wishes to retain may elect to terminate their employment as a result of the Merger, which could delay or disrupt the integration process. It is possible that the integration process could result in the disruption of the ongoing business of Community Bank System and Community Bank following the Merger or cause inconsistencies in standards, controls, procedures and policies that adversely affect the ability of Community Bank System and Community Bank to maintain relationships with Wilber and Wilber Bank customers and employees or to achieve the anticipated benefits of the Merger.

Regulatory approvals may not be received, may take longer than expected or impose conditions that are not presently anticipated.

Before the Merger may be completed, Community Bank System must obtain various approvals or consents from the OCC, Federal Reserve Board and various bank regulatory and other authorities. These governmental entities, including the OCC, may not be received, may not be received in a timely fashion, may impose conditions on the completion of the Merger or require changes to the terms of the Merger Agreement or the manner in which Wilber or Community Bank System conducts it business. Although Community Bank System and Wilber do not currently expect that any such conditions or changes would be imposed, such conditions or changes may be imposed, and such conditions or changes could have the effect of delaying completion of the Merger or imposing additional costs on or limiting the revenues of Community Bank System, any of which might have a material adverse effect on Community Bank System following the Merger.

Some of the Directors and executive officers of Wilber may have interests and arrangements that may have influenced their decisions to support or recommend that you adopt the Merger Agreement.

The interests of some of the Directors and executive officers of Wilber may be different from those of other Wilber common shareholders, and Directors and officers of Wilber may be participants in arrangements that are different from, or in addition to, those of other Wilber common shareholders. These interests include: (1) payments of Director fees to the two Wilber Directors, Brian R. Wright and Alfred S. Whittet, who will serve on Community Bank System's and Community Bank's Boards of Directors following the consummation of the Merger (Directors of Community Bank System receive an annual retainer of $25,000, $1,250 for each Board meeting they attend, and $1,000 for each committee meeting they attend), (2) payments of advisory board fees (retainer fee of $5,000 per quarter) to the remaining Wilber Directors who will not be appointed to serve on Community Bank System's Board but will serve on an advisory board (which will advise Community Bank on the deposit, lending and financial services activities in Wilber's market area and generally work to ensure a smooth transition of business relationships and the continued development of business relationships throughout Wilber's market area), and (3) retention bonus payments, which are subject to the regulatory approvals described on page [ ], made to Joseph Sutaris, Executive Vice President and Chief Financial Officer ($315,000 in payments), Jeffrey Lord, Regional President of the Southern Tier and Hudson Valley ($157,500 in payments), and Robert Hayes, Regional President of the Capital District ($142,500 in payments) to encourage such executive officers to remain with Wilber during the integration of the parties' organizations, procedures and operations and completion of the Merger. These interests are described in more detail in the section of this proxy statement/prospectus entitled "The Merger — Interests of Wilber's Directors and Executive Officers in the Merger" beginning on page [ ].

The shares of Community Bank System common stock to be received by Wilber common shareholders as a result of the Merger will have different rights from the shares of Wilber common stock they currently hold.

The rights associated with Wilber common stock are different from the rights associated with Community Bank System common stock. For example, Delaware law requires at least one-third of the shares entitled to vote on a matter to be present to establish a quorum and New York law requires at least a majority of the shares entitled to vote on a matter to be present to establish a quorum. See the section of this proxy statement/prospectus entitled "Comparison of Common Shareholder Rights" commencing on page [ ] for a more detailed description of the shareholder rights for each corporation.

The market price of Community Bank System common stock after the Merger may be affected by factors different from those affecting Wilber common stock or Community Bank System common stock currently.

The businesses of Community Bank System and Wilber differ in some respects and, accordingly, the results of operations of the combined company and the market price of Community Bank System's shares of common stock after the Merger may be affected by factors different from those currently affecting the independent results of operations and market price of each of Community Bank System or Wilber. For a discussion of the businesses of Community Bank System and Wilber and of certain factors to consider in connection with those businesses, see the documents incorporated by reference into this proxy statement/prospectus and referred to under "Where You Can Find More Information" on page [ ].

Wilber common shareholders will have a reduced ownership and voting interest after the Merger and will exercise less influence over management of the combined organization.

Wilber's common shareholders currently have the right to vote in the election of the Board of Directors of Wilber and on other matters affecting Wilber. Upon the completion of the Merger, each Wilber common shareholder who receives shares of Community Bank System common stock will become a shareholder of Community Bank System with a percentage ownership of the combined organization that is much smaller than the shareholder's percentage ownership of Wilber. It is expected that the former common shareholders of Wilber as a group will receive shares in the Merger constituting less than [___%] of the outstanding shares of Community Bank System common stock immediately after the Merger. Because of this, Wilber's common shareholders will have significantly less influence on the management and policies of Community Bank System than they now have on the management and policies of Wilber.

Wilber shareholders who make elections may be unable to sell their shares in the market pending the Merger.

Wilber shareholders may elect to receive cash, stock or mixed consideration in the Merger by completing an election form to be mailed separately to each shareholder. Elections will require that shareholders making the election turn in their Wilber stock certificates. This means that during the time between when the election is made and the date the merger consideration is paid, Wilber shareholders will be unable to sell their Wilber common stock. Wilber shareholders can shorten the period during which they cannot sell their shares by delivering their election shortly before the election deadline. However, elections received after the election deadline will not be accepted or honored.

If the Merger is not consummated by May 31, 2011, either Community Bank System or Wilber may choose not to proceed with the Merger.

Either Community Bank System or Wilber may terminate the Merger Agreement if the Merger has not been completed by May 31, 2011, unless the failure of the Merger to be completed has resulted from the material failure of the party seeking to terminate the Merger Agreement to perform its obligations.

Two class action lawsuits have been filed against Wilber and the members of the Wilber Board of Directors, as well as Community Bank System, challenging the Merger, and an adverse judgment in such lawsuits may prevent the Merger from becoming effective or from becoming effective within the expected timeframe.

Wilber and the members of the Wilber Board of Directors are named as defendants in two purported class action lawsuits brought by certain Wilber shareholders challenging the Merger, seeking, among other things, to enjoin the defendants from consummating the Merger on the agreed-upon terms. Both complaints name Wilber, Wilber's Directors, and Community Bank System as defendants and allege that the Director Defendants breached their fiduciary duties by failing to maximize shareholder value in connection with the Merger and allege that Community Bank System aided and abetted those alleged breaches of fiduciary duty. The complaints allege that the Director Defendants improperly favored Community Bank System and discouraged alternative bids by agreeing to the Merger Agreement's non-solicitation provision and termination fee provision. Plaintiffs cite that pursuant to the Merger Agreement, Community Bank agreed to appoint two of Wilber's Directors to the Boards of Community Bank System and Community Bank, effective upon the closing of the Merger. Plaintiffs further cite that Community Bank System agreed to establish an advisory board of Community Bank, made up of the current Directors of Wilber. The complaints also cite that the Directors and officers of Wilber entered into voting agreements to vote their shares of Wilber common stock in favor of the Merger Agreement. The complaints allege that the consideration to be received by Wilber's common shareholders is inadequate and unfair. See "Litigation Relating to the Merger" for more information about the class action lawsuits related to the Merger that has been filed.

One of the conditions to the closing of the Merger is that no action has been instituted, pending or threatened in writing, nor any order, decree or injunction issued by a court or agency of competent jurisdiction that enjoins or prohibits the consummation of the Merger shall be in effect. As such, the fact that lawsuits have been instituted is grounds for either Wilber or Community Bank System to terminate the Merger Agreement and, if the plaintiffs are successful in obtaining an injunction prohibiting the defendants from consummating the Merger on the agreed upon terms, then such injunction may prevent the Merger from becoming effective, or from becoming effective within the expected timeframe, even if Wilber and Community Bank System waive this closing condition.

Termination of the Merger Agreement could negatively impact Wilber.

If the Merger Agreement is terminated, there may be various consequences. For example, if the Merger Agreement is terminated and Wilber's Board of Directors seeks another merger or business combination, Wilber shareholders cannot be certain that Wilber will be able to find a party willing to pay an equivalent or greater price than the price Community Bank System has agreed to pay in the Merger or that such party has the same level of experience in merger and acquisition transactions. In addition, Wilber's businesses could be impacted adversely by the failure to timely consummate the Merger, without realizing any of the anticipated benefits of completing the Merger, or the market price of Wilber common stock could decline to the extent that the current market price reflects a market assumption that the Merger will be completed. In addition, termination of the Merger Agreement would increase the possibility of downgrades by Wilber's credit rating agencies or adverse regulatory actions which could adversely affect Wilber's businesses and require Wilber to raise additional capital to comply with the OCC Formal Agreement described on page [ ]. Furthermore, if the Merger Agreement is terminated under certain circumstances, Wilber may be required to pay a termination fee of $4.0 million, plus expenses up to $500,000, to Community Bank System. See "Termination; Termination Fee" beginning on page [ ].

The Merger Agreement limits Wilber's ability to pursue alternatives to the Merger.

The Merger Agreement contains "no-shop" provisions that, subject to limited exceptions, limit Wilber's ability to initiate, solicit, encourage or knowingly facilitate any inquiries or competing third-party proposals, or engage in any negotiations, or provide any confidential information, or have any discussions with any person relating to a proposal to acquire all or a significant part of Wilber. In addition, Wilber has agreed to pay Community Bank System a termination fee in the amount of $4.0 million, plus expenses up to $500,000, in the event that Community Bank System terminates the Merger Agreement for certain reasons. These provisions might discourage a potential competing acquiror that might have an interest in acquiring all or a significant part of Wilber from considering or proposing that acquisition even if it were prepared to pay consideration with a higher per share market price than that proposed in the Merger, or might result in a potential competing acquiror proposing to pay a lower per share price to acquire Wilber than it might otherwise have proposed to pay. Until the Merger Agreement is adopted by Wilber's shareholders, Wilber can consider and participate in discussions and negotiations with respect to an alternative unsolicited bona fide acquisition proposal (subject to its obligation to pay a termination fee under certain circumstances) so long as the Wilber Board of Directors determines in good faith, after reasonable inquiry and consultation with its financial advisors, that failure to do so would result in a violation of its fiduciary duties to Wilber shareholders under New York law and that such alternative acquisition proposal constitutes a superior proposal or would reasonably be likely to result in a superior proposal. Wilber has agreed to keep Community Bank System apprised of developments, discussions and negotiations relating to any such acquisition proposal.

Risk Factors Related to Community Bank System

Community Bank System may pursue future acquisitions and investments that could adversely affect our business.

In the future, Community Bank System may continue to make acquisitions of and investments in businesses that could complement or expand our business. If Community Bank System identifies an acquisition candidate, it may not be able to successfully negotiate or finance the acquisition or integrate the acquired businesses into our existing business. To complete future acquisitions, Community Bank System may issue equity securities, incur debt, assume contingent liabilities or have amortization expenses and write-downs of acquired assets, which could cause our earnings per share to decline.

Changes in interest rates affect Community Bank System's profitability and assets.

Changes in prevailing interest rates may hurt Community Bank System's business. It derives its income mainly from the difference or "spread" between the interest earned on loans, securities and other interest-earning assets, and interest paid on deposits, borrowings and other interest-bearing liabilities. In general, the larger the spread, the more it earns. When market rates of interest change, the interest it receives on its assets and the interest it pays on its liabilities will fluctuate. This can cause decreases in Community Bank System's spread and can affect its income.

Changes in market interest rates could reduce the value of Community Bank System's financial assets. Fixed-rate investments, mortgage-backed and related securities and mortgage loans generally decrease in value as interest rates rise. In addition, interest rates affect how much money Community Bank System can lend. For example, when interest rates rise, loan originations tend to decrease.

If Community Bank System is unsuccessful in managing the effects of changes in interest rates, its financial condition and results of operations could suffer.

Regional economic factors may have an adverse impact on our business.

Substantially all of Community Bank System's business before the Merger is with customers in Upstate New York and Northeastern Pennsylvania. Following the Merger, an increased portion of our business will be with customers in Upstate New York. Most of our customers are individuals and small and medium-sized businesses which are dependent upon the regional economy. Adverse changes in economic and business conditions in our markets could adversely affect our borrowers, their ability to repay their loans and to borrow additional funds or buy financial services and products from us, and consequently our financial condition and performance.

Community Bank System faces strong competition from other banks and financial institutions which can hurt its business.

Community Bank System conducts its banking operations in a number of competitive local markets. In those markets, it competes against commercial banks, savings banks, savings and loans associations, credit unions, mortgage banks, brokerage firms, and other financial institutions. Many of these entities are larger organizations with significantly greater financial, management and other resources than Community Bank System has, and they offer the same or similar banking or financial services that it offers in its markets. Moreover, new and existing competitors may expand their business in or into Community Bank System's markets. Increased competition in its markets may result in a reduction in loans, deposits and other sources of its revenues. Ultimately, Community Bank System may not be able to compete successfully against current and future competitors.

Community Bank System depends on dividends from its banking subsidiary for cash revenues, but those dividends are subject to restrictions.

Community Bank System's ability to satisfy its obligations and pay cash dividends to its shareholders is primarily dependent on the earnings of and dividends from Community Bank, its subsidiary bank. However, payment of dividends by the bank subsidiary is limited by dividend restrictions and capital requirements imposed by bank regulations.

Community Bank System's ability to pay dividends is also subject to its continued payment of interest that it owes on certain subordinated junior debentures issued by Community Bank System in connection with trust preferred securities offerings. Community Bank System has the right to defer payment of interest on the subordinated junior debentures for a period not exceeding 20 quarters. If Community Bank System defers interest payments on the subordinated junior debentures, it will be prohibited, subject to certain exceptions, from paying cash dividends on its common stock until it pays all deferred interest and resume interest payments on the subordinated junior debentures. Community Bank has not, and does not presently expect, to defer such interest payments.

Anti-takeover provisions may prevent or discourage takeover attempts in which Community Bank System's shareholders may receive a premium.

After the Merger, certain Wilber shareholders will become shareholders of Community Bank System. Community Bank System's certificate of incorporation and by-laws contain provisions that could make it more difficult for a third party to acquire, or could discourage a third party from attempting to acquire, control of Community Bank System. These provisions allow Community Bank System's Board of Directors to issue, without shareholder approval (subject to rules of the New York Stock Exchange, if applicable), preferred stock with rights senior to those of its common stock and impose various procedural and non-procedural requirements that could make it more difficult to effect certain corporate actions. The certificate of incorporation of Community Bank System also provides for a classified or "staggered" Board of Directors, a supermajority vote requirement for Board and shareholder approval of certain business combination transactions and a prohibition against written consents in lieu of a shareholders' meeting.

The foregoing provisions are intended to avoid costly takeover battles and lessen Community Bank System's exposure to coercive takeover attempts at a unfair price, and are designed to maximize shareholder value in connection with unsolicited takeover attempts. The provisions, however, could reduce the premium that potential acquirors might be willing to pay in an acquisition, which may in turn reduce the market price that investors might be willing to pay in the future for shares of Community Bank System common stock.

Community Bank System operates in a highly regulated environment and may be adversely affected by changes in laws and regulations.

Currently, Community Bank System and its subsidiaries are subject to extensive regulation, supervision, and examination by regulatory authorities. For example, Community Bank System is regulated by the Federal Reserve Board and Community Bank is regulated by the Federal Deposit Insurance Corporation (the "FDIC") and the OCC. Such regulators govern the activities in which Community Bank System and its subsidiaries may engage. These regulatory authorities have extensive discretion in connection with their supervisory and enforcement activities, including the imposition of restrictions on the operation of a bank, the classification of assets by a bank, and the adequacy of a bank's allowance for credit losses. Any change in such regulation and oversight, whether in the form of regulatory policy, regulations, or legislation, could have a material impact on Community Bank System and its operations. Because Community Bank System's business is highly regulated, the laws, rules and applicable regulations are subject to regular modification and change. Proposed laws, rules and regulations, or any other law, rule or regulation, may be adopted in the future, which could make compliance more difficult or expensive or otherwise adversely affect Community Bank System's business, financial condition or prospects.

Recent legislation regarding the financial services industry may have a significant adverse effect on Community Bank System's operations.

On July 21, 2010, the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") was signed into law. The Dodd-Frank Act implements a variety of far-reaching changes and has been called the most sweeping reform of the financial services industry since the Great Depression. Many of the provisions of the Dodd-Frank Act will directly affect Community Bank System's ability to conduct its business, including:

- Imposition of higher prudential standards, including more stringent risk-based capital, leverage, liquidity and risk-management requirements, and numerous other requirements on "systemically significant institutions," currently defined to include, among other things, all bank holding companies with assets of at least $50 billion (although neither Wilber nor Community Bank System fall within this definition of systemically significant institution, these standards may apply to their business);

- Mandates requiring the Federal Reserve Board to establish standards for determining whether interchange fees charged by certain financial institutions are reasonable and proportional to the costs incurred by such institution;

- Repeal of the federal prohibitions on the payment of interest on demand deposits, thereby permitting depository institutions to pay interest on business transaction and other accounts;

- Increase in the FDIC assessment for depository institutions with assets of $10 billion or more and increases in the minimum reserve ratio for the Deposit Insurance Fund;

- Establishment of a consumer financial protection bureau with broad authority to implement new consumer protection regulations and, for bank holding companies with $10 billion or more in assets, to examine and enforce compliance with federal consumer laws;

- Application to bank holding companies above $15 billion in assets of regulatory capital requirements similar to those applied to banks, which requirements exclude, on a phase-out basis, all trust preferred securities and cumulative preferred securities from Tier 1 capital (except for preferred stock issued under the Troubled Asset Relief Program, which will continue to qualify as Tier 1 capital as long as it remains outstanding); and

- Establishment of new rules and restrictions regarding the origination of mortgages.

Many provisions in the Dodd-Frank Act remain subject to regulatory rule-making and implementation, the effects of which are not yet known, including mandates requiring the Federal Reserve Board to establish compensation guidelines covering regulated financial institutions. The provisions of the Dodd-Frank Act and any rules adopted to implement those provisions as well as any additional legislative or regulatory changes may impact the profitability of Community Bank System's business activities, may require that it changes certain of its business practices, may materially affect its business model or affect retention of key personnel, may require us to raise additional regulatory capital and could expose Community Bank System to additional costs (including increased compliance costs). These and other changes may also require us to invest significant management attention and resources to make any necessary changes and may adversely affect its ability to conduct its business as previously conducted or its results of operations or financial condition.

Community Bank System may be subject to more stringent capital requirements.

As discussed above, the Dodd-Frank Act would require the federal banking agencies to establish stricter risk-based capital requirements and leverage limits to apply to banks and bank holding companies. Under the legislation, the federal banking agencies would be required to develop capital requirements that address systemically risky activities. The capital rules must address, at a minimum, risks arising from significant volumes of activity in derivatives, securitized products, financial guarantees, securities borrowing and lending and repurchase agreements; concentrations in assets for which reported values are based on models; and concentrations in market share for any activity that would substantially disrupt financial markets if the institutions were forced to unexpectedly cease the activity. These requirements, and any other new regulations, could adversely affect Community Bank System's ability to pay dividends, or could require it to reduce business levels or to raise capital, including in ways that may adversely affect its results of operations or financial condition.

Increases to the allowance for credit losses may cause Community Bank System's earnings to decrease.

Community Bank System's customers may not repay their loans according to the original terms, and the collateral securing the payment of those loans may be insufficient to pay any remaining loan balance. Hence, Community Bank System may experience significant loan losses, which could have a material adverse effect on its operating results. Community Bank System makes various assumptions and judgments about the collectability of its loan portfolio, including the creditworthiness of its borrowers and the value of the real estate and other assets serving as collateral for the repayment of loans. In determining the amount of the allowance for credit losses, Community Bank System relies on loan quality reviews, past loss experience, and an evaluation of economic conditions, among other factors. If Community Bank System's assumptions prove to be incorrect, Community Bank System's allowance for credit losses may not be sufficient to cover losses inherent in Community Bank System's loan portfolio, resulting in additions to the allowance. Material additions to the allowance would materially decrease its net income.

Community Bank System's emphasis on the origination of commercial loans is one of the more significant factors in evaluating its allowance for credit losses. As Community Bank System continues to increase the amount of these loans, additional or increased provisions for credit losses may be necessary and as a result would decrease Community Bank System's earnings.

Bank regulators periodically review Community Bank System's allowance for credit losses and may require Community Bank System to increase its provision for credit losses or loan charge-offs. Any increase in Community Bank System's allowance for credit losses or loan charge-offs as required by these regulatory authorities could have a material adverse effect on its results of operations and/or financial condition.

Concentration of loans in Community Bank System's primary market area may increase risk.

Community Bank System's success depends primarily on the general economic conditions in Upstate New York and Northeastern Pennsylvania, as nearly all of Community Bank System's loans are to customers in these markets. Accordingly, the local economic conditions in Upstate New York and Northeastern Pennsylvania have a significant impact on the ability of borrowers to repay loans. In addition, the Merger will expand Community Bank System's market to additional counties in Upstate New York. As such, a decline in real estate valuations in this market would lower the value of the collateral securing those loans. A significant weakening in general economic conditions such as inflation, recession, unemployment, or other factors beyond its control could also negatively affect Community Bank System's financial results.

Community Bank System's expanding branch network may affect its financial performance.

Community Bank System has expanded its branch network both by acquiring financial institutions and establishing de novo branches. At September 30, 2010, Community Bank System operated 147 branches across Upstate New York and Northeast Pennsylvania. Upon completion, the Merger will add 22 branches in seven additional counties to Community Bank System's branch network. Community Bank System cannot assure that its ongoing branch expansion strategy will be accretive to earnings, or that it will be accretive to earnings within a reasonable period of time. Numerous factors contribute to the performance of a new branch, such as a suitable location, qualified personnel, and an effective marketing strategy. Additionally, it takes time for a new branch to gather sufficient loans and deposits to generate enough income to offset its expenses, some of which, like salaries and occupancy expense, are relatively fixed costs.

Any future FDIC insurance premiums may adversely affect Community Bank System's earnings.

Community Bank System is generally unable to control the amount of premiums that it is required to pay for FDIC insurance. If there are additional bank or financial institution failures, Community Bank System may be required to pay even higher FDIC premiums than the recently increased levels. These announced increases and any future increases or required prepayments of FDIC insurance premiums may adversely impact Community Bank System's earnings.

Risk Factors Related to Wilber

Commercial real estate and business loans increase the combined entity's exposure to credit risks.

At September 30, 2010, Wilber's portfolio of commercial real estate and business loans totaled $293.788 million, or 54.22% of total loans. These types of loans generally expose the bank to a greater risk of nonpayment and loss than residential real estate loans because repayment of such loans often depends on the successful operations and income stream of the borrowers. Additionally, such loans typically involve larger loan balances to single borrowers or groups of related borrowers compared to residential real estate loans. Also, many of Wilber's borrowers have more than one commercial loan outstanding. Consequently, an adverse development with respect to one loan or one credit relationship can expose Wilber to a significantly greater risk of loss compared to an adverse development with respect to a residential real estate loan. Wilber targets its business lending and marketing strategy towards small to medium-sized businesses. These small to medium-sized businesses generally have fewer financial resources in terms of capital or borrowing capacity than larger entities. If general economic conditions negatively impact these businesses, Wilber's results of operations and financial condition may be adversely affected.

Wilber's asset quality may deteriorate prior to completion of the Merger.

Wilber's nonperforming assets were $25.442 million at September 30, 2010 and $24.492 million at June 30, 2010, compared to $14.564 million at December 31, 2009. Nonperforming assets as a percentage of total assets were 2.80% at September 30, 2010 and 2.64% at June 30, 2010, compared to 1.61% at December 31, 2009 and 1.35% at September 30, 2009. Net charge-offs for the third quarter of 2010 were $740,000, compared to $246,000 in the same period of 2009. The allowance for credit losses increased to $10.056 million at September 30, 2010, compared to $8.622 million at December 31, 2009, and $9.162 million at September 30, 2009. Should these adverse trends continue, they may have an adverse effect on Wilber's financial and capital positions, and may differ from Community Bank System's estimates thereof. The Merger Agreement provides that if delinquent loans (defined as (i) all loans with principal and/or interest that are 30-89 days past due, (ii) all loans with principal and/or interest that are at least 90 days past due and still accruing, (iii) all loans with principal and/or interest that are nonaccruing, (iv) loans which constitute troubled debt restructurings under Generally Accepted Accounting Principles or applicable law, (v) Other Real Estate Owned and (vi) net charge-offs from August 31, 2010 through the effective time of the Merger) exceed $32.160 million then Community Bank System can terminate the Merger Agreement.

Wilber has entered into a Formal Written Agreement with the Office of the Comptroller of the Currency.

Wilber's primary regulator is the OCC. On October 13, 2010, Wilber Bank and the OCC entered into a Formal Written Agreement based on the findings of the OCC during their on-site examination of Wilber Bank as of March 22, 2010. Since the completion of the examination, the Board of Directors of Wilber Bank and its management have aggressively worked to address the findings of the OCC examination, and have already successfully implemented initiatives and strategies to address and resolve a number of the issues noted in the Formal Written Agreement. Wilber Bank continues to work in cooperation with its regulators to bring its policies and procedures into conformity with directives; however, there is no guarantee that the measures outlined in the Formal Written Agreement will have the intended results. See "Formal Agreement with the Office of the Comptroller of the Currency" on page [ ].

A WARNING ABOUT FORWARD-LOOKING INFORMATION

Wilber and Community Bank System have each made forward-looking statements in this document and in certain documents that are referred to in this document. These forward-looking statements are subject to risks and uncertainties. These statements are based on the beliefs and assumptions of each respective company's management, and on information currently available to that management. Forward-looking statements include statements preceded by, followed by or that include the words "will," "believes," "expects," "anticipates," "intends," "plans," "estimates" or expressions.

Although Wilber and Community Bank System believe these forward-looking statements are reasonable, you should not place undue reliance on the forward-looking statements, which are based on current expectations. Actual results may differ materially from those expressed in our forward-looking statements.

Forward-looking statements are not guarantees of performance. They involve risks, uncertainties and assumptions. The future results of Community Bank System following completion of the Merger may differ materially from those expressed in these forward-looking statements. You should note that many factors, some of which are discussed under "Risk Factors", may affect these results and are beyond our ability to control or predict. For those statements, Wilber and Community Bank System claim the protection of the safe harbor contained in the Private Securities Litigation Reform Act of 1995.

THE COMPANIES

Community Bank System

Community Bank System is a Delaware corporation registered as a bank holding company under the BHCA. Community Bank System was incorporated in April 1983. At September 30, 2010, Community Bank System had on a consolidated basis approximately $5.5 billion in total assets, $4.0 billion in total deposits, $3.0 billion in total loans and shareholders' equity of $616 million. Its common stock is publicly traded on the New York Stock Exchange under the symbol "CBU." Community Bank System, with its principal executive offices in DeWitt, New York, is the parent company of Community Bank.

Community Bank is a commercial banking franchise with 147 customer facilities and 135 ATMs stretching diagonally from Northern New York to the Southern Tier and west to Lake Erie, and in Northern Pennsylvania. Community Bank is a national bank and a member of the Federal Reserve System and the Federal Home Loan Bank System, and its deposits are insured by the FDIC, up to applicable limits.

Community Bank System's business strategy is to operate as a profitable, diversified financial services company providing a variety of banking and other financial services, with an emphasis on consumer and residential mortgage lending and commercial business loans to small and medium-sized businesses. As a result of consolidation of small to medium-sized financial institutions and the deemphasis on retail branch banking by larger bank holding companies in the markets Community Bank serves, it believes there is a significant opportunity for a community-focused bank to provide a full range of financial services to small and middle-market commercial and retail customers. Community Bank's branches are located in small towns and villages where competition is less intense. It emphasizes comprehensive retail and small business products and responsive, decentralized decision-making which reflects Community Bank's knowledge of its local markets and customers.

Through its subsidiaries, Community Bank System offers a wide range of commercial and retail banking and financial services to businesses, individuals, agricultural and government customers. Community Bank's account services include checking, interest-bearing checking, money market, savings, certificates of deposit and individual retirement accounts. It also offer residential and farm loans, business lines of credit, working capital facilities, inventory and dealer floor plans, as well as installment, commercial, term and student loans. Community Bank's lending focuses predominantly on consumer and small to medium-sized business borrowers, which enables its loan portfolio to be highly diversified. Because Community Bank believes that there is a significant potential market for financial services and products, it offers a full range of services to satisfy its customers' financial needs. In addition to traditional banking services and products, it offers personal trust, employee benefit trust, benefits administration and consulting, investment and insurance services to customers in our banking markets as well as in other parts of the country.

For additional information concerning the business of Community Bank System and its financial condition, results of operations and prospects, you should refer to the documents incorporated in this document by reference. See "Where You Can Find More Information" on page [ ].

The Wilber Corporation

Wilber is a New York corporation that was originally incorporated in 1928. Wilber held and disposed of various real estate assets until 1974. In 1974, Wilber and its real estate assets were sold to Wilber Bank, a national bank established in 1874. Wilber's real estate assets were used to expand the banking house of Wilber Bank. Wilber was an inactive subsidiary of Wilber Bank until 1982. In 1983, under a plan of reorganization, Wilber was re-capitalized, acquired 100% of the voting stock of Wilber Bank, and registered as a bank holding company pursuant to the BHCA.

The business of Wilber consists primarily of the ownership, supervision, and control of Wilber Bank. Wilber Bank is chartered by the OCC, and its deposits are insured up to applicable limits by the FDIC. Wilber, through Wilber Bank and Wilber Bank's subsidiaries, offers a full range of commercial and consumer financial products, including business, municipal, and consumer loans, deposits, trust and investment services, and credit-related insurance products. Wilber Bank serves its customers through 22 full-service branch banking offices and two loan production offices located in eight counties in Central and Upstate New York, as well as an ATM network, and electronic / Internet banking services.

Wilber's and Wilber Bank's main office is located at 245 Main Street, Oneonta, New York, 13820. Wilber Bank employed 261 full-time equivalent employees at December 31, 2010. On September 30, 2010, the Company had $907 million in assets, $829 million in liabilities and $78 million in shareholders' equity. Wilber Bank's website address, which also serves as Wilber's website address, is www.wilberbank.com.

Wilber Bank's principal business is to act as a financial intermediary and lending institution in the Central New York communities it serves by obtaining funds through customer deposits and institutional borrowings, lending the proceeds of those funds to its customers, and investing excess funds in debt securities and short-term liquid investments. Its investment activities primarily consist of purchases of U.S. Treasury, U.S. Government Agency, and U.S. Government Sponsored Entities obligations, as well as municipal, mortgage-backed, and high quality corporate debt instruments. Wilber Bank also offers personal trust, agency, estate administration, and retirement planning services for individuals, as well as custodial and investment management services to institutions.

Wilber Bank's subsidiaries include Wilber REIT, Inc. and Western Catskill Realty, LLC. Wilber REIT, Inc. is wholly - owned by the bank and primarily holds mortgage-related assets. Western Catskill Realty, LLC is a wholly - owned real estate holding company, which primarily holds foreclosed and other real estate. In 2007, Wilber acquired Provantage Funding Corporation, a New York State licensed mortgage banking company based in Clifton Park, New York (Saratoga County). In 2008, Provantage Funding Corporation was merged into Wilber Bank and now operates as Provantage Home Loans ("Provantage"), a division of Wilber Bank.

For additional information concerning the business of Wilber and its financial condition, results of operations and prospects, you should refer to the documents Wilber has filed with the SEC. See "Where You Can Find More Information" on page [ ].

RECENT DEVELOPMENTS

Community Bank System

On January 24, 2011, Community Bank System reported fourth quarter 2010 net income of $15.9 million, or $0.47 per share, an increase of 70% over the $9.4 million, or $0.28 per share reported for the fourth quarter of 2009. Community Bank System's full year 2010 net income of $63.3 million, or $1.89 per share, which was an all-time record, was 50% higher than the $1.26 per share reported in 2009. Community Bank System's continued focus on revenue growth, operating expense control, productive liquidity development, and excellent asset quality drove stronger operating results for the fourth quarter and all of 2010.

Wilber

On January 28, 2011, Wilber reported fourth quarter 2010 net income of $1.059 million and earnings per share of $0.10, as compared to $2.001 million in net income and earnings per share of $0.19 for the fourth quarter of 2009. This represents a $942 thousand decrease in net income and a $0.09 decrease in earnings per share between comparable quarters. The decrease in earnings for the quarterly period was primarily attributed to a decrease in net interest income.

For the year ended December 31, 2010, Wilber reported net income of $6.324 million and earnings per share of $0.59. This compares to $7.401 million in net income and earnings per share of $0.70 for the year ended December 31, 2009, a $1.077 million decrease in net income and an $0.11 decrease in earnings per share over comparable annual periods. The decrease in earnings over comparable annual periods was largely due to a decrease in net interest income. Wilber's management noted a moderate improvement in asset quality during the fourth quarter of 2010.

SPECIAL MEETING OF WILBER SHAREHOLDERS

General

Wilber will hold a special meeting of its shareholders on [ ], 2011 at [ ].m., Eastern time, at [ ]. At the special meeting, Wilber shareholders will vote upon a proposal to approve the Merger Agreement and the proposal to adjourn or postpone the special meeting of shareholders.

Record Date; Voting Power

Holders of record of Wilber common stock at the close of business on [ ], 2011, may vote at the special meeting. This date is called a "record date." As of the record date, there were [ ] issued and outstanding shares of Wilber common stock held by approximately [ ] holders of record. Wilber shareholders have one vote per share on any matter that may properly come before the special meeting. Brokers who hold shares of Wilber common stock as nominees will not have discretionary authority to vote these shares without instructions from the beneficial owners. Any shares of Wilber common stock for which a broker has submitted an executed proxy but for which the beneficial owner has not given instructions on voting to the broker are referred to as "broker non-votes." These broker non-votes will have the same effect as a vote against the Merger Agreement.

Vote Required

The presence in person or by proxy of the holders of a majority of the shares of Wilber common stock outstanding on the record date will constitute a quorum for the transaction of business at the special meeting. Wilber will count abstentions and broker non-votes for purposes of establishing the presence of a quorum at the special meeting. The approval of the proposal to approve the Merger Agreement requires the affirmative vote of the holders of two-thirds (2/3) of the outstanding shares of Wilber common stock at the special meeting. Broker non-votes and abstentions will have the effect of a vote against the proposal to approve the Merger Agreement.

On the record date, the executive officers and Directors of Wilber, including certain of their related parties, had voting power with respect to an aggregate of [ ] shares of Wilber common stock, or approximately [ ]% of the shares of Wilber common stock then outstanding. All of the Directors and executive officers of Wilber have agreed in writing to vote in favor of the approval of the Merger Agreement all of the shares of Wilber common stock that they are entitled to vote.

On the record date, to the knowledge of Community Bank System, its Directors and executive officers did not beneficially own any shares of Wilber common stock.

Recommendation of the Wilber Board

The Board of Directors of Wilber has unanimously adopted and approved the Merger Agreement and the transactions contemplated by it. The Board believes that the Merger is fair to and in the best interests of the Wilber shareholders. It unanimously recommends that Wilber shareholders vote FOR approval of the Merger Agreement. You are also asked to vote FOR the proposal to adjourn or postpone the special meeting of shareholders. Wilber could use any adjournment or postponement for the purpose of allowing additional time to solicit proxies. See "Wilber's Reasons for the Merger; Recommendation of Wilber's Board of Directors" starting on page [ ].

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Solicitation and Revocation of Proxies

Wilber has enclosed a form of proxy with this document. Shares represented by a proxy will be voted at the special meeting as specified in the proxy. Proxies that are properly signed and dated but which do not have voting instructions will be voted by the proxy holders FOR the approval of the Merger Agreement, the proposal to adjourn or postpone the special meeting, and in the discretion of the proxy holders as to any other matter which may properly come before the special meeting.

Wilber and Community Bank System are asking you to vote by Internet, by telephone or by completing, dating and signing the accompanying proxy card and returning it promptly in the enclosed postage-paid envelope, whether or not you intend to attend the special meeting in person.

If you deliver a properly executed proxy, you may revoke the proxy at any time before it is exercised at the special meeting. You may revoke your proxy by:

filing with Secretary of Wilber prior to the special meeting, at Wilber's principal executive offices, either a written revocation of the proxy or a duly executed proxy containing a later date;

submitting a new vote by telephone or on the Internet before the special meeting; or

attending the special meeting and voting in person. Being present at the special meeting, by itself, will not revoke the proxy. You must vote in person if you wish to revoke the proxy.

If you shares are held in street name, you should follow the instructions from your broker regarding voting and revocation of proxies.

Wilber will bear the cost of solicitation of proxies. Wilber and Community Bank System will share equally the cost of printing and mailing this document. In addition to solicitation by mail, Directors, officers and employees of Wilber may solicit proxies from shareholders by telephone, in person or through other means. These persons will not receive additional compensation, but they will be reimbursed for the reasonable out-of-pocket expenses they incur in connection with this solicitation, if any. In addition, Wilber has retained Phoenix Advisory Partners to act as a proxy solicitor for the special meeting. Wilber has agreed to pay Phoenix Advisory Partners $5,000, plus reasonable out of pocket expenses up to a maximum of $2,500. Additional charges for a telephone solicitation campaign and votes obtained by telephone may apply (i.e., $4.00 per call and $4.00 per telephone vote obtained). Wilber also expects to make arrangements with brokerage firms, fiduciaries and other custodians who hold shares of record as nominees to forward this document and other solicitation materials to the beneficial owner of these shares. Wilber will reimburse these brokerage firms, fiduciaries and other custodians for their reasonable out-of-pocket expenses in connection with this solicitation. Under certain circumstances, Wilber must reimburse Community Bank System's expenses incurred in connection with the Merger. Please see "Termination Fee and Expenses" on page [ ].

Other Matters

Wilber is unaware of any matter to be presented at the special meeting other than the proposal to approve the Merger Agreement. If other matters are properly presented at the special meeting, the persons named in the proxy will have authority to vote all properly executed proxies in accordance with their judgment on any such matter. Proxies that have been designated to vote against approval of the Merger Agreement will not be voted in favor of any proposal to adjourn or postpone the special meeting for the purpose of soliciting additional proxies to approve the Merger Agreement.

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THE MERGER

The detailed terms of the Merger are contained in the Merger Agreement attached as Annex A to this document. The following discussion and the discussion under the caption "The Merger Agreement" describe the more important aspects of the Merger and material terms of the Merger Agreement. These descriptions are only a summary and thus must be qualified by reference to the Merger Agreement, which is attached as Annex A. You are urged to read the Merger Agreement carefully because it is the legal document that actually governs your rights in the Merger.

General

Effect of the Merger; Management. The Merger Agreement provides that, after approval by the shareholders of Wilber and the satisfaction or waiver of the other conditions to the Merger, Wilber will merge with and into Community Bank System, which will continue as the surviving corporation. The certificate of incorporation and bylaws of Community Bank System will be the certificate of incorporation and bylaws of Community Bank System after the Merger. The Directors and officers of Community Bank System immediately prior to the Merger will be the Directors and officers of Community Bank System after the Merger until they resign or until their successors are duly elected and qualified. In addition, Brian R. Wright and Alfred S. Whittet, each currently a director of Wilber, will be elected to the Board of Directors of Community Bank System following the Merger.

Bank Merger. Immediately following the Merger of Community Bank System and Wilber, the parties expect to merge Wilber Bank with and into Community Bank, with Community Bank being the continuing bank. After the bank merger, Community Bank System intends to operate the existing business of Wilber Bank as additional branches of Community Bank using the name Community Bank.

Closing; Effectiveness of the Merger. Wilber and Community Bank System will close the Merger on the first business day, or any other day they mutually agree to, after the satisfaction or waiver of all conditions to the Merger Agreement and after they obtain all necessary regulatory approvals. The Merger will become effective on the date and at the time that Community Bank System and Wilber file a certificate or articles of merger with each of the Delaware Secretary of State and the New York Secretary of State.

The parties are working to complete the Merger in the second quarter of calendar year 2011, but they must first obtain the necessary regulatory approvals and the approval of Wilber shareholders at the special meeting, and satisfy other conditions. They cannot assure you as to when or if all the conditions to the Merger will be met or waived, and it is possible they will not complete the Merger at all.

Background of the Merger

Community Bank System has historically sought both organic growth and expansion through strategic acquisitions. The company has acquired and successfully integrated eight whole bank acquisitions and three different branch acquisitions in the last 10 years, and in so doing, significantly expanded its upstate New York and northeastern Pennsylvania banking franchise. Consistent with this strategy, in 2010, Community Bank System's Board of Directors continued to discuss and analyze market conditions, the mergers and acquisitions landscape and potential opportunities for growth with its senior management and Janney Montgomery Scott LLC ("Janney"), which has served as a financial advisor and investment banking firm to Community Bank System since 2000. These discussions included a review of the operating results and financial characteristics of a number of community banks, including Wilber Bank. Among other attractive features, Wilber Bank operates an established branch network in the Central New York market and, like Community Bank, is regulated by the OCC. On July 7, 2010, Community Bank System's President and Chief Executive Officer, Mark E. Tryniski, sent an introductory email to Brian Wright, the Chairman of Wilber's Board of Directors, and proposed a meeting. Mr. Wright responded that he would like to meet but could not do so until September.

Wilber's Board of Directors also regularly reviews its operating environment and opportunities to build value for its shareholders. Beginning in 2007, the Board began to examine whether it could continue to generate sufficient earnings to support its historical dividend payments, while still contributing enough retained earnings to capital to support growth. Among other factors, the Board considered that its traditional Central New York markets are growing slowly or declining, both economically and demographically, and that increases in its compliance and general administrative expenses were outpacing its ability to increase revenue and, consequently, earnings per share.

In 2008 , Wilber's Board of Directors adopted a strategic plan which continued the expansion of its geographic markets within Central New York State. The plan called for growth in earning assets, primarily real estate and non-real estate secured commercial loans, in new, more densely populated markets, including the greater Capital District region and the greater Syracuse, New York markets. As envisioned in the plan, the company expanded its operations into the Capital District and around Syracuse and began to originate an increased volume of residential and commercial real estate loans. As a result of the execution of the plan, Wilber's total loans increased from $406.9 million at December 31, 2006 to $583.9 million at December 31, 2008, a $177 million or 43.5% increase over a two-year period.

During 2008, downward economic trends nationally and in the mid-Atlantic region began to have a negative effect on Wilber, as interest rates fell to historic lows, financial markets experienced extreme volatility, capital markets froze, and consumer confidence stalled. These negative trends resulted in loan repayment problems, increased loan loss provisions and a significant increase in delinquent and non-performing loans. Many of Wilber's commercial real estate borrowers, in particular, were adversely affected by decreased tenant occupancy rates, and were unable to make their contractual loan payments and/or pay the associated real estate taxes on the properties financed by Wilber. This increased the level of troubled loans and charge offs, requiring increases in Wilber's provision for loan losses, which produced weaker earnings for the company.

Even as these pressures mounted, Wilber Bank remained well capitalized under OCC standards. Nonetheless, as the weakness in general economic conditions persisted and the level of nonperforming assets increased, Wilber's Board of Directors took steps to strengthen the company's capital. In May 2009, the Board of Directors cut the company's quarterly dividend from its long-established historical amount of $.095 per share to $.06 per share, where it remained until being suspended in the fourth quarter of 2010. Wilber Bank also severely curtailed its lending and devoted more resources to loan administration and loan workouts.

In September 2009, as a result of a growing number of criticized loans and weaknesses in credit administration, Wilber Bank became subject to more stringent regulatory oversight by the OCC. Among other remedial actions, Wilber Bank was required to: (i) improve its loan portfolio management; (ii) reduce its credit risk; (iii) improve collateral documentation; (iv) revise its written loan policy; (v) conform its charge-off practices to regulatory call report requirements; (vi) implement a policy to ensure proper management of other real estate owned; (vii) maintain a program to ensure an adequate loan loss allowance; (viii) develop a three year capital program to enable the bank to remain "well capitalized" under regulatory guidelines, and adopt a conforming dividend policy; and (ix) adopt a strategic plan addressing the bank's risk profile, earnings performance and growth. These requirements were formalized in an agreement between Wilber Bank and the OCC entered into on October 13, 2010. See "Formal Agreement with the Office of the Comptroller of the Currency" on page [ ]. In August 2010, Douglas C. Gulotty, the bank's former President and Chief Executive Officer, departed and was replaced on an interim basis by Alfred S. Whittet, a Director of the bank and the company and the immediate past President and Chief Executive Officer of both Wilber Bank and Wilber. Mr. Whittet was appointed to these positions on a permanent basis in October 2010. On November 22, 2010, Mr. Whittet resigned his positions with Wilber Bank and James M. Mack was appointed as its interim President and Chief Executive Officer. Mr. Whittet's resignation was unrelated to regulatory oversight, and he continues to serve as President and Chief Executive Officer of Wilber.

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The combination of Wilber's asset quality problems and regulatory limitations on its business led its Board of Directors to evaluate the company's prospects as an independent community bank and to explore alternative choices for its future. Beginning on July 28, 2010, the Board of Directors held a series of meetings with its financial advisor, Sandler O'Neil & Partners, LLP ("Sandler"), during which it considered alternative strategies for dealing with these challenges. Wilber's Board examined two different possible paths: raising additional capital and resuming the strategic plan or entering into a business combination with another financial institution. The Board of Directors reviewed many factors, including, but not limited to, its current and pending regulatory status, anticipated increasing regulatory compliance costs and related burdens, current and future anticipated FDIC insurance premiums, as well as the anticipated dilutive impact of raising new capital and the cumulative impact of these factors on future earnings and shareholder dividends. The Board of Directors agreed that raising capital given all relevant conditions would be difficult and would likely require significant participation from existing shareholders and negatively affect the price of the common stock. The Board of Directors believed Wilber's core franchise value would command a premium to the then current stock price and decided to explore merger opportunities. A strategic planning meeting was held on July 28, 2010, which was attended by William Hickey, Sandler's co-head of investment banking, at which Wilber's Board of Directors decided to further consider its strategic options at its regularly scheduled monthly Board meeting to be held on July 30, 2010. At the July 30th meeting, the Board decided to engage Sandler to solicit expressions of interest in a business combination from other financial institutions.

In August 2010, Wilber's senior management worked with Sandler to develop a Confidential Information Memorandum containing financial, operational and other confidential information about the company for distribution to potential merger partners. During the same period, Sandler identified and contacted nine banking organizations to determine their level of interest in a merger with Wilber. As part of that process, Sandler contacted Mark Tryniski, Community Bank System's President and Chief Executive Officer on August 4, 2010. Mr. Tryniski indicated an interest in Wilber and made arrangements for Community Bank System to sign a confidentiality agreement which would allow Community Bank System to receive the Confidential Information Memorandum when it was available for distribution to interested parties. Mr. Tryniski then contacted the Chairman of Community Bank System's Board of Directors, David C. Patterson, and the Chair of the Board's Strategic Planning and Executive Committee, Nicholas DiCerbo, to inform them about the discussions. On August 5, 2010, Mr. Tryniski contacted Edward Losty, a Managing Director at Janney who specializes financial institutions, and informed him about the discussions and on that date, Sandler and Community Bank System entered into a confidentiality agreement.

At Wilber's August 27, 2010 Board of Directors meeting, Mr. Hickey of Sandler advised the Directors that nine companies, including Community Bank System, had been contacted and expressed interest in receiving the Confidential Information Memorandum. He also informed the Board that Bidder A, a banking company based in another state, had verbally expressed an interest in paying $8.00 per share to Wilber's shareholders with the consideration being 100% in the form of Bidder A common stock. Clifford Weber, a partner in Hinman, Howard & Kattell, LLP, counsel to Wilber and Wilber Bank, explained in detail the Directors' fiduciary duties when considering merger proposals. At the direction of the Board of Directors, on August 30, 2010, Sandler sent a Confidential Information Memorandum to Community Bank System and the five other companies that had signed confidentiality agreements. Three of the nine companies that were originally contacted by Sandler O'Neill ultimately declined to enter into a confidentiality agreement in order to receive a copy the Confidential Information Memorandum. Two of these companies were engaged in other business transactions and indicated that they were not interested in pursuing the Wilber transaction. The third company did not follow through on executing the confidentiality agreement. Ultimately, three companies decided to submit offers in the bidding process and three companies declined to enter preliminary discussions after reviewing the Confidential Information Memorandum.

Working with Janney, Community Bank System reviewed the information about Wilber in the Confidential Information Memorandum, developed an analysis of a possible transaction and considered the terms for a preliminary indication of interest. During this period, representatives from Janney and Sandler discussed the bidding process and a possible transaction.

Sandler was in contact with Bidder A and its financial advisor beginning in early August when the confidentiality agreement was signed. Sandler remained in contact with Bidder A as its preliminary non-binding indications of interest were submitted in late August and met with Bidder A and its financial advisor during on-site due diligence at Wilber's main office in Oneonta, New York during the second full weekend of September.

Sandler was in contact with Bidder B beginning in early August when the confidentiality agreement was signed. Sandler remained in contact with Bidder B as its preliminary non-binding indication of interest was submitted in early September.

By letter dated August 31, 2010, Bidder A offered to acquire all of Wilber's common stock in an all stock exchange transaction in which Wilber's shareholders would receive from .3947 to .4474 shares of Bidder A stock for each of their shares of Wilber stock. Based upon the average closing price of Bidder A's stock for the two month period between June 27, 2010 and August 27, 2010, this exchange ratio represented value of between $7.50 and $8.50 per share of Wilber stock. On September 3, 2010, Sandler informed Wilber's management team that Community Bank System was interested in pursuing a deal. On September 7, 2010, Mr. Tryniski and Brian Wright, the Chairman of Wilber and Wilber Bank, met in DeWitt, New York and had general discussions regarding their respective organizations. Mr. Wright had previously met with the chief executive officer of Bidder A on August 19, 2010 to generally discuss their organizations. Mr. Wright did not meet with the chief executive officer of Bidder B because he was already familiar with Bidder B's operations and management.

On September 8, 2010, Mr. Tryniski discussed the Confidential Information Memorandum and a transaction analysis prepared by Janney and senior management with the Strategic Planning and Executive Committee of Community Bank System's Board of Directors, together with other Directors present. The transaction analysis included information on Wilber Bank's branch network and Wilber's senior management, financial position and operating results, as well as pro forma financial information and an overview of comparable deal terms and consideration. Following the presentation, the committee authorized management to continue discussions regarding a potential transaction with Wilber and to submit a preliminary non-binding indication of interest consistent with the presentation at the meeting.

Community Bank System submitted a written preliminary non-binding indication of interest to Sandler on September 9, 2010, outlining the key terms of a proposed merger transaction, subject to, among other matters, completion of satisfactory due diligence, regulatory and board approvals, and the negotiation and execution of a definitive agreement. The preliminary indication of interest proposed a total merger consideration of $107.15 million or $10.00 per share in a combination of 20% cash and 80% stock. Bidder B, a New York based bank holding company, also delivered a written non-binding expression of interest by letter dated September 9, 2010. In the letter, Bidder B offered a per share price of $8.75 per share.

Wilber's Board of Directors met on September 10, 2010 to consider the proposals of Community Bank System, Bidder A and Bidder B. Mr. Hickey reviewed the three bids in detail and explained pricing methodologies, forms of merger consideration and transactions based on fixed exchange ratios and fixed prices, as well as possible reasons for pricing adjustments, such as movements in the acquiror's stock price and deterioration in the asset quality of the selling institution. The Board of Directors participated in an extensive discussion with Mr. Hickey about the three bids, including, but not limited to, the forms of consideration, pro forma ownership by Wilber shareholders, dividend accretion, the regulatory environment, earnings potential, perceived franchise value and management capabilities. Following this discussion, the Board of Directors resolved to invite Community Bank System and Bidder A to conduct due diligence at Wilber's offices in Oneonta. Wilber's Board decided not to invite Bidder B to participate in due diligence because its bid proposal was below Community Bank System's and Bidder A, its stock was not as liquid as the other bidders and it had less potential for growth and dividend accretion than the other bidders. Bidder A and Community Bank System conducted on site due diligence at Wilber's Oneonta, New York offices during the weekends of September 11-12 and September 18-19, respectively.

On September 22, 2010, Community Bank System submitted a revised indication of interest together with a proposed form of merger agreement. The revised indication of interest provided for a total merger consideration of $101.8 million, or $9.50 per share, in a combination of 20% cash and 80% stock. The revised indication of interest also included the appointment of two Directors chosen by Wilber to the Boards of the resulting bank and the bank holding company and proposed that the Merger Agreement contain a definition of material adverse effect related to deterioration in Wilber Bank's loan portfolio as to be mutually agreed upon by the parties. Bidder A also submitted a revised indication of interest on September 22, 2010. In that proposal, Bidder A offered an all stock transaction at a fixed exchange ratio of .549, which equated to $10.00 per share of Wilber's common stock, for an aggregate transaction value of $107.2 million.

At a September 24, 2010 meeting, Wilber's Board of Directors considered the Bidder A and the Community Bank System proposals, both of which exceeded the Board of Directors' expectations about the value of Wilber. Mr. Hickey was present at the meeting and made an extensive oral presentation, discussing among other things:

- that both offers included two seats on the Board of Directors of the surviving company and the creation of an advisory board for two years;
  - that Wilber Bank's non-performing or underperforming loans were likely to increase prior to year's end;
- that both offers were close to the median when compared to recent sales of banks nationally and in the Mid-Atlantic region;
- that Community Bank System had: high stock valuation, strong asset quality, a stable stock price, superior and consistent liquidity in its stock as compared to Bidder A's stock, capital ratios, while considered to be well capitalized for regulatory purposes, were somewhat below that of other peer group institutions, a dividend payout ratio of approximately 50%, no publicly disclosed regulatory issues, experience in and growth through acquisitions, 150 locations in New York State and northern Pennsylvania, concentration in rural areas which could limit further marketability of the combined entities, majority ownership by institutional investors, strong management, and status as an established, conservative, OCC-regulated community bank; and
- that Bidder A had: no publicly disclosed regulatory issues, experience in growth through acquisition, status as a thrift institution with a commercial banking platform, an aggressive loan growth strategy, 10 locations in New York, a volatile stock price, underperformance vis-à-vis its peer group, asset quality issues, majority ownership by institutional investors, a possibly higher upside potential for increased stock price in the long run, and strong management.

The Board then discussed extensively the relative merits of each offer. Mr. Hickey assisted the Board's deliberations by participating in the general discussion and answering Directors' questions about the balance sheets, results of operations and other financial and operating characteristics of the two institutions. The material factors the Board of Directors considered included:

- that the price and dividend payouts were comparable;
- that the Community Bank System offer included a fixed price within upper and lower limits, while the Bidder A offer included a fixed exchange ratio fluctuating with the relative market prices, thus making the Community Bank System offer more advantageous if its stock prices were to fall and the Bidder A offer more advantageous if its stock prices were to rise;
- the likelihood of stock price fluctuation;
- Community Bank System's steady earnings history;
- Bidder A's uneven earnings history;