FRANKLIN FINANCIAL SERVICES CORP /PA/
Form 10-K
March 11, 2011

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

# FORM 10-K

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

## For the fiscal year ended December 31, 2010

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

## For the transition period from to

## Commission file number 0-12126

# FRANKLIN FINANCIAL SERVICES CORPORATION

(Exact name of registrant as specified in its charter)

| | |
|---|---|
| PENNSYLVANIA | 25-1440803 |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |

20 South Main Street, Chambersburg, PA 17201-0819
(Address of principal executive offices) (Zip Code)

**(717) 264-6116**

(Registrant s telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act

**NONE**

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

**Common Stock, par value $1.00 per share**

(Title of class)

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes o No x

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No x

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

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

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

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company.

Large accelerated filer o Accelerated filer x Non-accelerated filer o Smaller reporting company o

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

The aggregate market value of the 3,571,040 shares of the Registrant s common stock held by nonaffiliates of the Registrant as of June 30, 2010 based on the price of such shares was $63,207,408.

There were 3,931,930 outstanding shares of the Registrant s common stock as of February 28, 2011.

# DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive annual proxy statement to be filed, pursuant to Reg. 14A within 120 days after December 31, 2010, are incorporated into Part III.

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# FRANKLIN FINANCIAL SERVICES CORPORATION FORM 10-K

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# Part I

## Item 1. Business

## General

Franklin Financial Services Corporation (the Corporation ) was organized as a Pennsylvania business corporation on June 1, 1983 and is a registered bank holding company under the Bank Holding Company Act of 1956, as amended (the BHCA ). On January 16, 1984, pursuant to a plan of reorganization approved by the shareholders of Farmers and Merchants Trust Company of Chambersburg ( F&M Trust or the Bank ) and the appropriate regulatory agencies, the Corporation acquired all the shares of F&M Trust and issued its own shares to former F&M Trust shareholders on a share-for-share basis.

The Corporation s common stock is not actively traded in the over-the-counter market. The Corporation s stock is listed under the symbol FRAF on the OTC Bulletin Board, an automated quotation service. The Corporation s Internet address is *www.franklinfin.com*. Electronic copies of the Corporation s 2010 Annual Report on Form 10-K are available free of charge by visiting the Investor Information section of *www.franklinfin.com*. Electronic copies of quarterly reports on Form 10-Q and current reports on Form 8-K are also available at this Internet address. These reports are posted as soon as reasonably practicable after they are electronically filed with the Securities and Exchange Commission (SEC).

The Corporation conducts substantially all of its business through its direct banking subsidiary, F&M Trust (the Bank), which is wholly owned. Other direct subsidiaries of the Corporation include Franklin Financial Properties Corp. and Franklin Future Fund Inc. F&M Trust, established in 1906, is a full-service, Pennsylvania-chartered commercial bank and trust company, which is not a member of the Federal Reserve System. F&M Trust operates twenty-five community banking offices in Franklin, Cumberland, Fulton and Huntingdon Counties, Pennsylvania, and engages in general commercial, retail banking and trust services normally associated with community banks and its deposits are insured (up to applicable limits) by the Federal Deposit Insurance Corporation (the FDIC ). F&M Trust offers a wide variety of banking services to businesses, individuals, and governmental entities. These services include, but are not necessarily limited to, accepting and maintaining checking, savings, and time deposit accounts, providing investment and trust services, making loans and providing safe deposit facilities. Franklin Financial Properties Corp. is a qualified real estate subsidiary established to hold real estate assets used by F&M Trust in its banking operations. Franklin Future Fund Inc. is a non-bank investment company that makes venture capital investments within the Corporation s primary market area.

The Corporation s banking subsidiary is not dependent upon a single customer or a few customers for a material part of its business. Thus, the loss of any customer or identifiable group of customers would not materially affect the business of the Corporation or the Bank in an adverse manner. Also, none of the Corporation s business is seasonal. The Bank s lending activities consist primarily of commercial real estate, construction and land development, agricultural, commercial and industrial loans, installment and revolving loans to consumers and residential mortgage loans. Secured and unsecured commercial and industrial loans, including accounts receivable and inventory financing, and commercial equipment financing, are made to small and medium-sized businesses, individuals, governmental entities, and non-profit organizations. F&M Trust also participates in Pennsylvania Higher Education Assistance Act student loan programs, Pennsylvania Housing Finance Agency programs and is a Small Business Administration approved lender.

Consumer loans are comprised of direct, indirect (primarily automobile) and unsecured personal lines of credit. However, the Bank discontinued its indirect lending activities in 2010. The Bank s mortgage loans include long-term loans to individuals and to businesses secured by mortgages on the borrower s real property. Construction loans are made to finance the purchase of land and the construction of residential and commercial buildings thereon, and are secured by mortgages on real estate. Commercial loans are made to businesses of various sizes for a variety of purposes including construction, property, plant and equipment, and working capital. Commercial loans also include loans to government municipalities. Commercial lending is concentrated the Bank s primary market but also includes purchased loan participations originated primarily in south-central Pennsylvania. In certain situations, the Bank acquires properties through foreclosure on delinquent mortgage loans. The Bank holds these properties at their fair value at the date of foreclosure until such time as they are sold.

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F&M Trust s Investment and Trust Services Department offers all of the personal and corporate trust services normally associated with trust departments of area banks including: estate planning and administration, corporate and personal trust fund management, pension, profit sharing and other employee benefit funds management, and custodial services. F&M Trust s Personal Investment Center sells mutual funds, annuities and selected insurance products.

The Corporation s primary market area continues to be affected by the recession, as has most of the country. Despite the negative affects of the recession on the economy, the Corporation has continued to provide community-banking services as it has for over 100 years. Commercial lending activity was steady in 2010, but consumer lending activity has slowed as consumer customers have reduced their borrowing. However, the Bank continues to lend money to credit worthy customers. Consumer lending and mortgage lending is expected to be down in 2011. The Bank stopped making indirect consumer loans in 2010 and this action is expected to substantially decrease the balance of consumer loans by year-end 2011. Likewise, it is expected that the number of commercial loan participations available for purchase will be lower in 2011. However, the Bank does expect lending activity to continue, but at a slower rate until consumer confidence increases. For more economic information about the Corporation s market area, see the Economy discussion in Item 7, Management s Discussion and Analysis.

With short-term interest rates at very low levels during 2010 and the financial uncertainty of the recession, consumers have moved deposits to short-term liquid deposit products. As a result, the Bank has experienced a reduction in longer-term certificates of deposit and an increase in money management accounts. Until short-term rates increase and the economy begins to recover, the Bank expects that customers will continue to prefer shorter, liquid deposits and certificates of deposit will decline.

The recession has resulted in a growing amount of nonperforming loans. Commercial nonperforming loans have increased as businesses have seen their sales reduced during the recession and real estate developers have become delinquent as a result of little or no sales during the past two years. In turn, workers have seen job layoffs or pay reductions and consequently more consumer loan delinquencies. Until business activity starts to recover and consumers feel confident in their employment situation, it is expected that nonperforming loans, both commercial and consumer, will continue to increase.

# Acquisition

On November 29, 2008, Franklin Financial Services Corporation completed its acquisition of Community Financial, Inc. (Community). Community was the holding company of Community Trust Company, a Pennsylvania trust company headquartered in Camp Hill, Pennsylvania. In connection with the Community merger, Community Trust Company merged with and into Farmers and Merchants Trust Company. The acquisition increased the Bank s trust assets under management by approximately $62 million. The acquisition provided the Bank quick entry into an attractive market for asset management services and presents the opportunity for the expansion of retail and commercial banking services via an established office.

# Competition

The Corporation and its banking subsidiary operate in a highly competitive environment. The principal market of F&M Trust is in south central Pennsylvania, primarily the counties of Franklin, Cumberland, Fulton and Huntingdon. There are approximately 26 competing commercial banks that have offices within the Corporation s primary market area. These banks range from large regional banks to independent community banks. In addition, credit unions, savings and loan associations, mortgage banks, brokerage firms and other competitors with only an Internet site are present in the market. The Bank has 25 community offices and approximately 10% of the total deposits, ranking it third in its market region. The majority of the Bank s loan and deposit customers are in Franklin County. There are 7 commercial bank competitors in Franklin County and the Bank has approximately 26% of the deposit market share.

Because of increasing competition, profit margins in the traditional banking business of lending and gathering deposits have declined and many nonbanking institutions offer services similar to those offered by the Bank. Some competitors have access to resources (e.g., financial and technological) that are unavailable to the Bank, thereby creating a competitive disadvantage for the Bank in terms of product and service pricing and delivery. The Bank utilizes various strategies including its long history of local customer service and convenience as part of a relationship management culture, a wide variety of products and services and, to a lesser extent, the pricing of loans and deposits, to compete. F&M Trust is the largest financial institution headquartered in Franklin County and had total assets of approximately $951.9 million on December 31, 2010.

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# Staff

As of December 31, 2010, the Corporation and its banking subsidiary had 263 full-time equivalent employees. The officers of the Corporation are employees of the Bank. Most employees participate in pension, incentive compensation plans, 401(k) plan and employee stock purchase plans and are provided with group life and health insurance. Management considers employee relations to be excellent.

# Supervision and Regulation

Various requirements and restrictions under the laws of the United States and under Pennsylvania law affect the Corporation and its subsidiaries.

## General

The Corporation is registered as a bank holding company and is subject to supervision and regulation by the Board of Governors of the Federal Reserve System under the Bank Holding Act of 1956, as amended. The Corporation has also made an effective election to be treated as a financial holding company. Financial holding companies are bank holding companies that meet certain minimum capital and other standards and are therefore entitled to engage in financially related activities on an expedited basis; see further discussion below. Bank holding companies are required to file periodic reports with and are subject to examination by the Federal Reserve Board. The Federal Reserve Board has issued regulations under the Bank Holding Company Act that require a bank holding company to serve as a source of financial and managerial strength to its subsidiary banks. As a result, the Federal Reserve Board, pursuant to such regulations, may require the Corporation to stand ready to use its resources to provide adequate capital funds to its Bank subsidiary during periods of financial stress or adversity.

The Bank Holding Company Act prohibits the Corporation from acquiring direct or indirect control of more than 5% of the outstanding shares of any class of voting stock, or substantially all of the assets of any bank, or from merging or consolidating with another bank holding company, without prior approval of the Federal Reserve Board. Additionally, the Bank Holding Company Act prohibits the Corporation from engaging in or from acquiring ownership or control of more than 5% of the outstanding shares of any class of voting stock of any company engaged in a non-banking business, unless such business is determined by the Federal Reserve Board to be so closely related to banking as to be a proper incident thereto. Federal law and Pennsylvania law also require persons or entities desiring to acquire certain levels of share ownership (generally, 10% or more, or 5% or more for another bank holding company) of the Corporation to first obtain prior approval from the Federal Reserve and the Pennsylvania Department of Banking.

As a Pennsylvania bank holding company for purposes of the Pennsylvania Banking Code, the Corporation is also subject to regulation and examination by the Pennsylvania Department of Banking.

The Bank is a state chartered bank that is not a member of the Federal Reserve System, and its deposits are insured (up to applicable limits) by the Federal Deposit Insurance Corporation (FDIC). Accordingly, the Bank s primary federal regulator is the FDIC, and the Bank is subject to extensive regulation and examination by the FDIC and the Pennsylvania Department of Banking. The Bank is also subject to requirements and restrictions under federal and state law, including requirements to maintain reserves against deposits, restrictions on the types and amounts of loans that may be granted and the interest that may be charged thereon, and limitations on the types of investments that may be made and the types of services that may be offered. The Bank is subject to extensive regulation and reporting requirements in a variety of areas, including helping to prevent money laundering, to preserve financial privacy, and to properly report late payments, defaults, and denials of loan applications. The Community Reinvestment Act requires the Bank to help meet the credit needs of the entire community where the Bank operates, including low and moderate-income neighborhoods. The Bank s rating under the Community Reinvestment Act, assigned by the FDIC pursuant to an examination of the Bank, is important in determining whether the bank may receive approval for, or utilize certain streamlined procedures in, applications to engage in new activities. The Bank s present CRA rating is satisfactory. Various consumer laws and regulations also affect the operations of the Bank. In addition to the impact of regulation, commercial banks are affected significantly by the actions of the Federal Reserve Board as it attempts to control the money supply and credit availability in order to influence the economy.

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## Capital Adequacy Guidelines

Bank holding companies are required to comply with the Federal Reserve Board s risk-based capital guidelines. The required minimum ratio of total capital to risk-weighted assets (including certain off-balance sheet activities, such as standby letters of credit) is 8%. At least half of the total capital is required to be Tier 1 capital, consisting principally of common shareholders equity less certain intangible assets. The remainder ( Tier 2 capital ) may consist of certain preferred stock, a limited amount of subordinated debt, certain hybrid capital instruments and other debt securities, and a limited amount of the general loan loss allowance and deferred tax accounts. The risk-based capital guidelines are required to take adequate account of interest rate risk, concentration of credit risk, and risks of nontraditional activities.

In addition to the risk-based capital guidelines, the Federal Reserve Board requires a bank holding company to maintain a leverage ratio of a minimum level of Tier 1 capital (as determined under the risk-based capital guidelines) equal to 3% of average total consolidated assets for those bank holding companies which have the highest regulatory examination ratings and are not contemplating or experiencing significant growth or expansion. All other bank holding companies are required to maintain a ratio of at least 1% to 2% above the stated minimum. The Bank is subject to almost identical capital requirements adopted by the FDIC. In addition to FDIC capital requirements, the Pennsylvania Department of Banking also requires state chartered banks to maintain a 6% leverage capital level and 10% risk based capital, defined substantially the same as the federal regulations.

## Prompt Corrective Action Rules

The federal banking agencies have regulations defining the levels at which an insured institution would be considered well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized and critically undercapitalized. The applicable federal bank regulator for a depository institution could, under certain circumstances, reclassify a well-capitalized institution as adequately capitalized or require an adequately capitalized or undercapitalized institution to comply with supervisory actions as if it were in the next lower category. Such a reclassification could be made if the regulatory agency determines that the institution is in an unsafe or unsound condition (which could include unsatisfactory examination ratings). At December 31, 2010, the Corporation and the Bank each satisfied the criteria to be classified as well capitalized within the meaning of applicable regulations.

## Regulatory Restrictions on Dividends

Dividend payments by the Bank to the Corporation are subject to the Pennsylvania Banking Code, the Federal Deposit Insurance Act, and the regulations of the FDIC. Under the Banking Code, no dividends may be paid except from accumulated net earnings (generally, retained earnings). The Federal Reserve Board and the FDIC have formal and informal policies which provide that insured banks and bank holding companies should generally pay dividends only out of current operating earnings, with some exceptions. The Prompt Corrective Action Rules, described above, further limit the ability of banks to pay dividends, because banks that are not classified as well capitalized or adequately capitalized may not pay dividends.

## Dodd-Frank Wall Street Reform and Consumer Protection Act

On July 21, 2010, the President signed the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank). This legislation is one of the most comprehensive reform bills ever introduced to the financial services industry. Financial service providers from small community banks to the largest Wall Street firms will be affected by this legislation. Many of aspects of this Act will take effect over several years and the Corporation is still reviewing the details of the Act. At this time, it is difficult to predict the extent to which each component of Dodd-Frank will affect the Corporation. However, it is likely that the Act will impose a greater regulatory burden on the Corporation and increase its cost of compliance. Some of the key provisions included in Dodd-Frank that are likely to affect the Corporation are:

Consumer Financial Protection Bureau (CFPB). The CFPB has been created to set rules and regulations regarding consumer lending activities. Banks with less than $10 billion in assets are exempt from examination by the CFPB, but the CFPB can require community banks to submit any information it requests for review. The CFPB will also require new disclosure requirements for all banks.

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FDIC Insurance. Changes include permanently increasing the insurance limit to $250,000, changing the assessment base from a deposit-based calculation to an asset-based calculation, and extending unlimited FDIC insurance on certain non-interest bearing depository accounts through December 31, 2012.

Corporate Checking. The prohibition against paying interest on corporate checking accounts has been lifted effective July 21, 2011. The Bank is currently researching the best way to take advantage of this change. The Bank currently has $51 million in a sweep Repo that currently it uses, for all intents and purposes, to pay interest on corporate checking accounts. The net effect on interest expense cannot currently be determined, but will be dependent on the type of product developed and customers response to it. Any reduction in the Repo product balance will improve the Bank s liquidity by freeing up securities used as collateral.

Debit Card Fees. The Durbin Amendment to Dodd-Frank requires that the amount of any interchange fee charged by a debit card issuer must be reasonable and proportional to the cost incurred by the issuer. The Federal Reserve is charged with establishing standards for reasonable and proportional fees. This price regulation applies only to banks with assets greater than $10 billion; however, the Bank expects market forces to push the regulated prices down to all banks, potentially reducing the Bank s fee income substantially.

Mortgage Licensing. Residential mortgage loan originators must register with the Nationwide Mortgage Licensing System and Registry. This registry is a database created by the states to support the licensing of mortgage originators. Employees of agency-related institutions must register prior to originating residential mortgage loans. This requirement will increase compliance costs for the Corporation.

Appraisals. New appraisal guidance sets forth the minimum regulatory standard for appraisals. It requires institutions to utilize strong internal controls to ensure reliable appraisals and evaluations to monitor and periodically update valuations of collateral for existing real estate loans. This is expected to increase compliance costs for the Corporation.

Compensation. At least once every three years, companies must conduct a non-binding shareholder vote (say-on-pay) to approve the compensation of the CEO and the company s named executive officers . At least once every 6 years, shareholders must also vote on whether to hold the non-binding vote on executive compensation every 1,2, or 3 years. Additionally, banking regulators have established guidance that prohibits incentive-based compensation arrangements that encourage inappropriate risks that could lead to material financial loss to the institution. Bank compensation plans will be required to be submitted to the appropriate regulator for review and monitoring of compliance. This is expected to increase compliance costs for the Corporation.

## FDIC Insurance

The Bank is a member of the Deposit Insurance Fund (DIF), which is administered by the FDIC. The FDIC insures deposit accounts at the Bank, generally up to a maximum of $250,000 for each separately insured depositor. In addition, The Dodd-Frank Act, signed July 21, 2010, extends unlimited FDIC insurance to non-interest bearing transaction accounts through December 31, 2012. Prior to Dodd-Frank, certain transaction accounts were provided unlimited insurance until December 31, 2010 through the FDIC s Transaction Account Guarantee Program (TAGP). Under TAGP, Banks paid an additional fee to provide unlimited coverage. Under Dodd-Frank, the assessment for unlimited coverage will be included as part of the Bank s regular assessment rate.

The FDIC charges a premium to depository institutions for deposit insurance. This rate is based on the risk category of the institution and the total premium is calculated based on total deposits. As of December 31, 2010, the Bank s assessment rate was approximately 15 basis points. The Dodd-Frank Act requires the assessment base to be changed from total deposits to an assessment method based on average total assets less average tangible equity. The change to the new assessment base will take affect for the quarter beginning April 1, 2011. The Bank does not expect its 2011 FDIC premium to change substantially as a result of the new calculation methodology.

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In May 2009, the FDIC implemented a special assessment on insured depository institutions. The Bank accrued $450 thousand for the assessment as of June 30, 2009 and it was collected on September 30, 2009.

On September 29, 2009, the FDIC adopted an Amended Restoration Plan to allow the DIF to return to its statutorily mandated minimum reserve ratio of 1.15 % within 8 years. At the same time, the FDIC adopted higher risk-based assessment rates effective beginning January 1, 2011. It also imposed a prepaid assessment on insured institutions payable December 30, 2009 that required insured institutions to prepay their estimated quarterly risk-based assessment for the fourth quarter of 2009 and for all of 2010, 2011 and 2012. The Bank paid an assessment of approximately $4.0 million on December 30, 2009 and it was recorded as a pre-paid asset that will be recognized through 2012 or until it is depleted, whichever is earlier.

Despite these actions in 2009 to recapitalize the DIF, Dodd-Frank established a new minimum DIF ratio set at 1.35% of estimated insured deposits. The FDIC is required to attain this ratio by September 30, 2020 and its efforts to achieve this ratio could greatly influence future premium rates.

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

In addition to the FDIC assessments, the Financing Corporation ( FICO ) is authorized to impose and collect, with the approval of the Federal Deposit Insurance Corporation, assessments for anticipated payments, issuance costs and custodial fees on bonds issued by the FICO in the 1980s to recapitalize the former Federal Savings and Loan Insurance Corporation. The bonds issued by the FICO are due to mature from 2017 to 2019. At December 31, 2010, the Bank s annualized FICO assessment was approximately 1 basis point of total deposits.

### New Legislation

Congress is often considering new financial industry legislation, and the federal banking agencies routinely propose new regulations. The Corporation cannot predict how any new legislation, or new rules adopted by the federal banking agencies, may affect its business in the future.

## Selected Statistical Information

Certain statistical information is included in this report as part of Management s Discussion and Analysis of Financial Condition and Results of Operations.

## Item 1A. Risk Factors

The following is a summary of the primary risks associated with the Corporation s business, financial condition and results of operations, and common stock.

# Risk Factors Relating to the Corporation

# A focus on real estate related loans may increase the risk of substantial credit losses.

The Bank offers a variety of loan products, including residential mortgage, consumer, construction and commercial loans. The Bank requires real estate as collateral for many of its loans. At December 31, 2010, approximately 79% of its loans were secured by real estate. Loans to fund residential real estate construction are 11% of total loans; loans secured by residential real estate are 27% of the total, and commercial, industrial and agricultural real estate loans total 41% of the total loan portfolio. These real estate loans are located primarily in the Bank s market area of south central Pennsylvania. Real estate values tend to follow changes in general economic cycles. As a result, if a loan becomes delinquent as the result of an economic downturn and the Bank becomes dependent on the real estate collateral as a source of repayment, it is likely that the value of the real estate collateral has also declined. A decline in real estate values means it is possible that the real estate collateral may be insufficient to cover the outstanding balance of a delinquent or foreclosed loan, resulting in a loss to the Bank. In addition, the real estate collateral is concentrated in a small market area of south central Pennsylvania. As a result, localized events that affect real estate prices and collateral values could have a more negative affect on the Bank as compared to other competitors with a more geographically

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diverse portfolio. As the Bank grows, it is expected that the percentage of real estate loans, specifically commercial real estate, will grow. Risk of loan default is unavoidable in the banking industry, and Management tries to limit exposure to this risk by carefully monitoring the amount of loans in specific industries and by exercising prudent lending practices and securing appropriate collateral. However, this risk cannot be eliminated and substantial credit losses could result in reduced earnings or losses.

## The allowance for loan losses may prove to be insufficient to absorb inherent losses in our loan portfolio.

The Bank maintains an allowance for loan losses that Management believes is appropriate to provide for any inherent losses in the loan portfolio. The amount of the allowance is determined through a periodic review and consideration of several factors, including an ongoing review of the quality, size and diversity of our loan portfolio; evaluation of nonperforming loans; historical loan loss experience; and the amount and quality of collateral, including guarantees, securing the loan.

Although Management believes the loan loss allowance is adequate to absorb inherent losses in the loan portfolio, such losses cannot be predicted and the allowance may not be adequate. Excess loan losses could have a material adverse effect on the Bank s financial condition and results of operations.

## The Bank s lending limit is smaller than many of our competitors, which affects the size of the loans it can offer customers.

The Bank s lending limit is approximately $12.2 million. Accordingly, the size of the loans that can be offered to potential customers is less than the size of loans that many of our competitors with larger lending limits can offer. This limit affects the Bank s ability to seek relationships with larger businesses in its market area. Loan amounts in excess of the lending limits can be accommodated through the sale of participations in such loans to other banks. However, there can be no assurance that the Bank will be successful in attracting or maintaining customers seeking larger loans or that it will be able to engage in participation of such loans or on terms favorable to the Bank.

## There is strong competition in the Bank s primary market areas.

The Bank encounters strong competition from other financial institutions in its primary market area, which consists of Franklin, Cumberland, Fulton and Huntingdon County, Pennsylvania. In addition, established financial institutions not already operating in the Bank s primary market area may open branches there at future dates or can compete in the market via the internet. In the conduct of certain aspects of banking business, the Bank also competes with savings institutions, credit unions, mortgage banking companies, consumer finance companies, insurance companies and other institutions, some of which are not subject to the same degree of regulation or restrictions as are imposed upon the Bank. Many of these competitors have substantially greater resources and lending limits and can offer services that the Bank does not provide. In addition, many of these competitors have numerous branch offices located throughout their extended market areas that provide them with a competitive advantage. No assurance can be given that such competition will not have an adverse effect on the Bank s financial condition and results of operations.

# Changes in interest rates could have an adverse impact upon our results of operations.

The Bank s profitability is in part a function of the spread between interest rates earned on investments, loans and other interest-earning assets and the interest rates paid on deposits and other interest-bearing liabilities. Recently, interest rate spreads have generally narrowed due to changing market conditions and competitive pricing pressure. Interest rates are highly sensitive to many factors that are beyond the Bank s control, including general economic conditions and policies of various governmental and regulatory agencies and, in particular, the Board of Governors of the Federal Reserve System. Changes in monetary policy, including changes in interest rates, will influence not only the interest received on loans and investment securities and the amount of interest we pay on deposits and borrowings, but will also affect the Bank s ability to originate loans and obtain deposits and the value of our investment portfolio. If the rate of interest paid on deposits and other borrowings increases more than the rate of interest earned on loans and other investments, the Bank s net interest income, and therefore earnings, could be adversely affected. Earnings could also be adversely affected if the rates on loans and other investments fall more quickly than those on deposits and other borrowings. While Management takes measures to guard against interest rate risk, there can be no assurance that such measures will be effective in minimizing the exposure to interest rate risk.

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# Risk Factors Relating to the Common Stock

## There is a limited trading market for the Corporation s common stock.

There is currently only a limited public market for the Corporation s common stock. It is listed on the OTC Bulletin Board, an automated quotation service, under the symbol FRAF. Because it is thinly traded, you may not be able to resell your shares of common stock for a price that is equal to the price that you paid for your shares. The Corporation has no plans to apply to have its common stock listed for trading on any stock exchange or the NASDAQ market.

## The Bank s ability to pay dividends to the Corporation is subject to regulatory limitations that may affect the Corporation s ability to pay dividends to its shareholders.

As a holding company, the Corporation is a separate legal entity from the Bank and does not have significant operations of its own. It currently depends upon the Bank s cash and liquidity to pay dividends to its shareholders. The Corporation cannot assure you that in the future the Bank will have the capacity to pay dividends to the Corporation. Various statutes and regulations limit the availability of dividends from the Bank. It is possible; depending upon the Bank s financial condition and other factors, that the Bank s regulators could assert that payment of dividends by the Bank to the Corporation would constitute an unsafe or unsound practice. In the event that the Bank is unable to pay dividends to the Corporation, the Corporation may not be able to pay dividends to its shareholders.

## Item 1B. Unresolved Staff Comments

None

## Item 2. Properties

The Corporation s headquarters is located in the main office of F&M Trust at 20 South Main Street, Chambersburg, Pennsylvania. This location also houses a community banking office as well as operational support services for the Bank. The Corporation owns or leases thirty-six properties in Franklin, Cumberland, Fulton and Huntingdon Counties, Pennsylvania as described below:

| Property | Owned | Leased |
|---|---|---|
| Community Banking Offices | 18 | 7 |
| Remote ATM Sites | 2 | 5 |
| Other Properties | 3 | 1 |

## Item 3. Legal Proceedings

The nature of our business generates a certain amount of litigation involving matters arising in the ordinary course of business. However, in management s opinion, there are no proceedings pending to which the Corporation is a party or to which our property is subject, which, if determined adversely to the Corporation, would be material in relation to our shareholders equity or financial condition. In addition, no material proceedings are pending nor are known to be threatened or contemplated against us by governmental authorities or other parties.

## Item 4. (Removed and Reserved)

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# Part II

## Item 5. Market for Registrant s Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities

## Market and Dividend Information

The Corporation s common stock is not actively traded in the over-the-counter market. The Corporation s common stock is listed under the symbol FRAF on the OTC Bulletin Board, an automated quotation service. Current price information is available from account executives at most brokerage firms as well as the registered market makers of Franklin Financial Services Corporation common stock as listed below under Shareholders Information.

The range of high and low bid prices is shown in the following table for the years 2010 and 2009, as well as cash dividends declared for those periods. The bids reflect interdealer quotations, do not include retail mark-ups, markdowns or commissions, and may not necessarily represent actual transactions. The closing price of Franklin Financial Services Corporation common stock recorded from an actual transaction on December 31, 2010 was $18.25. The Corporation had 2,095 shareholders of record as of December 31, 2010.

## Market and Dividend Information Bid Price Range Per Share

| | 2010 | | | 2009 | | |
|---|---|---|---|---|---|---|
| (Dollars per share) | High | Low | Dividends Declared | High | Low | Dividends Declared |
| First quarter | **$ 17.00** | **$ 15.19** | **$ 0.27** | $ 19.00 | $ 14.00 | $ 0.27 |
| Second quarter | **18.75** | **16.75** | **0.27** | 17.50 | 14.50 | 0.27 |
| Third quarter | **17.50** | **16.50** | **0.27** | 17.00 | 15.75 | 0.27 |
| Fourth quarter | **18.40** | **16.50** | **0.27** | 20.50 | 15.46 | 0.27 |
| | | | **$ 1.08** | | | $ 1.08 |

For limitations on the Corporation s ability to pay dividends, see Supervision and Regulation Regulatory Restrictions on Dividends in Item 1 above.

The information related to equity compensation plans is incorporated by reference to the materials set forth under the heading Executive Compensation Compensation Tables in the Corporation s Proxy Statement for the 2011 Annual Meeting of Shareholders.

## Common Stock Repurchases:

The Corporation announced a stock repurchase plan on July 8, 2010 to repurchase up to 100,000 shares of the Corporation s common stock over a twelve month time period ending on July 8, 2011. The common shares of the Corporation will be purchased in the open market or in privately negotiated transactions. The Corporation uses the repurchased common stock (Treasury stock) for general corporate purposes including stock dividends and splits, employee benefit and executive compensation plans, and the dividend reinvestment plan. There were no shares repurchased in 2010 under this plan. A plan approved July 9, 2009 that authorized the repurchase of up 100,000 shares expired in 2010 with 4,179 shares repurchased during the plan year.

The following graph compares the cumulative total return to shareholders of Franklin Financial with the NASDAQ Total U.S. Index (a broad market index prepared by the Center for Research in Security Prices at the University of Chicago Graduate School of Business) and with the Northeast OTC-BB and Pink Banks Index (an industry-specific index prepared by SNL Financial LC) for the five year period ended December 31, 2010, in each case assuming an initial investment of $100 on December 31, 2005 and the reinvestment of all dividends.

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*Franklin Financial Services Corporation*

**Total Return Performance**

| | *Period Ending* | | | | | |
|---|---|---|---|---|---|---|
| Index | 12/31/05 | 12/31/06 | 12/31/07 | 12/31/08 | 12/31/09 | 12/31/10 |
| Franklin Financial Services Corporation | $ 100.00 | $ 112.32 | $ 106.75 | $ 81.84 | $ 78.04 | $ 92.90 |
| NASDAQ Composite | $ 100.00 | $ 110.39 | $ 122.15 | $ 73.32 | $ 106.57 | $ 125.91 |
| SNL Northeast OTC-BB & Pink Banks | $ 100.00 | $ 103.34 | $ 100.64 | $ 81.97 | $ 77.02 | $ 83.86 |

# Shareholders Information

## Dividend Reinvestment Plan:

Franklin Financial Services Corporation offers a dividend reinvestment program where by record holders of shares of the Corporation s common stock may reinvest their dividends in additional shares of the Corporation. Beneficial owners of shares of the Corporation s common stock may participate in the program by making appropriate arrangements through their ban, broker or other nominee. Information concerning this optional program is available by contacting the Corporate Secretary at 20 South Main Street, P.O. Box 6010, Chambersburg, PA 17201-6010, telephone 717-264-6116.

## Dividend Direct Deposit Program:

Franklin Financial Services Corporation offers a dividend direct deposit program whereby whereby recordholders of shares of the Corporation s common stock may choose to have their dividends deposited directly into the bank account of their choice on the dividend payment date. Information concerning this optional program is available by contacting the Corporate Secretary at 20 South Main Street, P.O. Box 6010, Chambersburg, PA 17201-6010, telephone 717-264-6116.

## Annual Meeting:

The Annual Shareholders Meeting will be held on Tuesday, April 26, 2011, at the Orchard Restaurant & Banquet Facility, 1580 Orchard Drive, Chambersburg, Pennsylvania. The Business Meeting will begin at 10:30 a.m. followed by a luncheon.

## Website:

*www.franklinfin.com*

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# Stock Information:

The following brokers are registered as market makers of Franklin Financial Services Corporation s common stock:

| | | |
|---|---|---|
| RBC Wealth Management | 2101 Oregon Pike, Lancaster, PA 17601 | 800/646-8647 |
| Boenning & Scattergood, Inc. | 1700 Market Street, Suite 1420, Philadelphia, PA 19103-3913 | 800/883-1212 |
| Ryan, Beck & Co. | 3 Parkway, Philadelphia, PA 19102 | 800/223-8969 |
| Morgan Keegan | Two Buckhead Plaza, 3050 Peachtree Road, NW, Suite 704 Atlanta, GA 30305 | 866/353-7522 |

# Registrar and Transfer Agent:

The registrar and transfer agent for Franklin Financial Services Corporation is Fulton Financial Advisors, N.A., P.O. Box 4887, Lancaster, PA 17604.

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# Item 6. Selected Financial Data

| | Summary of Selected Financial Data for the Year Ended December 31, | | | | |
|---|---|---|---|---|---|
| (Dollars in thousands, except per share) | 2010 | 2009 | 2008 | 2007 | 2006 |
| Summary of operations | | | | | |
| Interest income | **$43,284** | $43,757 | $46,156 | $49,487 | $40,902 |
| Interest expense | **12,443** | 14,674 | 16,037 | 23,796 | 19,956 |
| Net interest income | **30,841** | 29,083 | 30,119 | 25,691 | 20,946 |
| Provision for loan losses | **3,235** | 3,438 | 1,193 | 990 | 240 |
| Net interest income after provision for loan losses | **27,606** | 25,645 | 28,926 | 24,701 | 20,706 |
| Noninterest income | **9,366** | 8,880 | 6,538 | 10,107 | 8,257 |
| Noninterest expense | **26,423** | 25,929 | 23,189 | 22,793 | 19,296 |
| Income before income taxes | **10,549** | 8,596 | 12,275 | 12,015 | 9,667 |
| Income tax | **2,937** | 2,011 | 3,680 | 2,759 | 2,097 |
| Net income | **$7,612** | $6,585 | $8,595 | $9,256 | $7,570 |
| Performance measurements | | | | | |
| Return on average assets | **0.78%** | 0.69 % | 1.01 % | 1.14 % | 1.07 % |
| Return on average equity | **9.34%** | 8.69 % | 10.99 % | 12.62 % | 11.92 % |
| Return on average tangible assets(1) | **0.82%** | 0.74 % | 1.05 % | 1.18 % | 1.09 % |
| Return on average tangible equity(1) | **11.27%** | 10.79 % | 13.19 % | 15.41 % | 13.42 % |
| Efficiency ratio(2) | **63.43%** | 65.35 % | 61.25 % | 61.28 % | 63.06 % |
| Net interest margin | **3.53%** | 3.44 % | 4.03 % | 3.67 % | 3.45 % |
| Current dividend yield | **5.92%** | 6.61 % | 5.92 % | 4.17 % | 3.66 % |
| Dividend payout ratio | **55.10%** | 62.95 % | 47.66 % | 42.77 % | 47.03 % |
| Shareholders' Value (per common share) | | | | | |
| Diluted earnings per share | **$1.96** | $1.71 | $2.24 | $2.40 | $2.10 |
| Basic earnings per share | **1.96** | 1.71 | 2.24 | 2.41 | 2.11 |
| Regular cash dividends paid | **1.08** | 1.08 | 1.07 | 1.03 | 0.99 |
| Book Value | **21.09** | 20.39 | 19.10 | 20.18 | 19.01 |
| Market value | **18.25** | 16.33 | 18.25 | 24.95 | 27.30 |
| Market value/book value multiple | **0.87** | 0.80 | 0.96 | 1.24 | 1.44 |
| Price/earnings multiple | **9.31** | 9.55 | 8.15 | 10.40 | 13.00 |
| Balance Sheet Highlights | | | | | |
| Total assets | **$951,889** | $979,373 | $902,460 | $820,371 | $799,333 |
| Investment securities (includes restricted stock) | **123,775** | 149,770 | 154,041 | 168,906 | 192,487 |
| Loans, net | **739,841** | 730,626 | 668,860 | 564,256 | 521,684 |
| Deposits and customer repurchase agreements | **785,495** | 794,220 | 691,653 | 674,434 | 673,705 |
| Shareholders' equity | **82,639** | 78,766 | 73,059 | 77,642 | 71,614 |
| Safety and Soundness | | | | | |
| Leverage ratio (Tier 1) | **8.16%** | 7.50 % | 7.84 % | 8.18 % | 7.60 % |
| Risk-based capital ratio (Tier 1) | **11.73%** | 10.89 % | 11.02 % | 12.28 % | 10.59 % |
| Tangible common equity ratio(3) | **8.21%** | 7.47 % | 7.72 % | 8.13 % | 7.52 % |

| | | | | | |
|---|---|---|---|---|---|
| Nonperforming loans/gross loans | **3.68%** | 2.47 % | 0.59 % | 1.01 % | 0.57 % |
| Nonperforming assets/total assets | **2.96%** | 1.93 % | 0.44 % | 0.73 % | 0.29 % |
| Allowance for loan losses as a % of loans | **1.18%** | 1.21 % | 1.09 % | 1.29 % | 1.30 % |
| Net charge-offs/average loans | **0.45%** | 0.26 % | 0.19 % | 0.09 % | 0.04 % |
| Average equity to average asset ratio | **8.36%** | 7.98 % | 9.18 % | 8.98 % | 8.96 % |
| Trust assets under management (market value) | **$490,420** | $460,233 | $497,215 | $507,920 | $538,152 |

*(1) Excludes core deposit intangibles, goodwill and intangible amortization*
*(2) Noninterest expense/tax equivalent net interest income plus noninterest income less net securities gains*
*(3) Total equity less AOCI, goodwill and intangibles/total assets less goodwill and intangibles*

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# Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations

## Application of Critical Accounting Policies:

Disclosure of the Corporation s significant accounting policies is included in Note 1 to the consolidated financial statements. These policies are particularly sensitive requiring significant judgments, estimates and assumptions to be made by Management. Senior management has discussed the development of such estimates, and related Management Discussion and Analysis disclosure, with the Audit Committee of the Board of Directors. The following accounting policies are the ones identified by management to be critical to the results of operations:

**Allowance for Loan Losses** The allowance for loan losses is the estimated amount considered adequate to cover credit losses inherent in the outstanding loan portfolio at the balance sheet date. The allowance is established through the provision for loan losses, charged against income. In determining the allowance for loan losses, Management makes significant estimates and, accordingly, has identified this policy as probably the most critical for the Corporation.

Management performs a monthly evaluation of the adequacy of the allowance for loan losses by asset class. Consideration is given to a variety of factors in establishing this estimate including, but not limited to, current economic conditions, diversification of the loan portfolio, delinquency statistics, results of internal loan reviews, borrowers actual or perceived financial and managerial strengths, the adequacy of the underlying collateral (if collateral dependent) and other relevant factors. This evaluation is inherently subjective, as it requires material estimates that may be susceptible to significant change, including the amounts and timing of future cash flows expected to be received on impaired loans.

The analysis has two components, specific and general allocations. Expected cash flow or collateral values discounted for market conditions and selling costs are used to establish specific allocations. The Bank s historical loan loss experience and other qualitative factors derived from economic and market conditions are used to establish general allocations for the remainder of the portfolio. The allowance for loan losses was $8.8 million at December 31, 2010.

Management monitors the adequacy of the allowance for loan losses on an ongoing basis and reports its adequacy assessment quarterly to the Credit Risk Oversight Committee of the Board of Directors.

**Mortgage Servicing Rights** In the past, the Bank originated fixed rate mortgages that it subsequently sold to the secondary market. However, the Bank retained the rights to service these loans for its customers. As required by FASB Accounting Standard Codification (ASC) Topic 860, Transferred Financial Assets , upon the sale of mortgage loans, the Bank capitalizes the value allocated to the servicing rights in other assets. The capitalized servicing rights are amortized against noninterest income in proportion to, and over the periods of, the estimated net servicing income of the underlying financial assets.

Capitalized servicing rights are carried at the lower of cost or market and are evaluated for impairment based upon the fair value of the rights as compared to amortized cost. The rights are deemed to be impaired when the fair value of the rights is less than the amortized cost. If impaired, the Bank records a charge against noninterest income from mortgage banking activities through a mortgage servicing rights valuation allowance. The amount charged to the valuation allowance can be reversed in future periods if the rights are determined to no longer be impaired. However, the amount of impairment reversed may not exceed the balance of the valuation allowance.

The fair value of the servicing rights is determined through a discounted cash flow analysis and calculated using a computer-pricing model. The pricing model is based on the objective characteristics of the mortgage servicing portfolio (e.g, loan balance and interest rate) and commonly used industry assumptions (e.g., prepayment speeds, discount rates). The assumptions take into account those that many active purchasers of servicing rights employ in their evaluations of portfolios for sale in the secondary market. The unique characteristics of the secondary servicing market often dictate adjustments to the assumptions over short periods of time. Subjective factors are also considered in the derivation of market values, including levels of supply and demand for servicing, interest rate trends, and perception of risk not incorporated into prepayment assumptions.

**Financial Derivatives** As part of its interest rate risk management strategy, the Bank has entered into interest rate swap agreements. A swap agreement is a contract between two parties to exchange cash flows based upon an underlying notional amount. Under the swap agreements, the Bank pays a fixed rate and receives a variable rate from an unrelated financial institution serving as counter-party to the agreements. The swaps are designated as cash flow hedges and are designed to minimize the variability in cash flows of the Bank s variable rate liabilities attributable to changes in interest rates. The swaps in effect convert a portion of a variable rate liability to a fixed rate liability.

The interest rate swaps are recorded on the balance sheet at fair value as an asset or liability. To the extent the swaps are effective in accomplishing their objectives, changes in the fair value are recorded in other comprehensive income. To the extent the swaps are not effective, changes in fair value are recorded in interest expense. Cash flow hedges are determined to be highly effective when the Bank achieves offsetting changes in the cash flows of the risk being hedged. The Bank measures the effectiveness of the hedges on a quarterly basis and it has determined the hedges are highly effective. Fair value is heavily dependent upon the market s expectations for interest rates over the remaining term of the swaps.

**Temporary Investment Impairment** Investment securities are written down to their net realizable value when there is impairment in value that is considered to be other-than-temporary. The determination of whether or not other-than-temporary impairment exists is a matter of judgment. Management reviews investment securities regularly for possible impairment that is other-than-temporary by analyzing the facts and circumstances of each investment and the expectations for that investment s performance. Other-than-temporary impairment in the value of an investment may be indicated by the length of time and the extent to which market value has been less than cost; the financial condition and near term prospects of the issuer; and whether the Corporation has the intent to sell or is likely to be forced to sell the investment prior to any anticipated recovery in market value.

**Stock-based Compensation** The Corporation has two stock compensation plans in place consisting of an Employee Stock Purchase Plan (ESPP) and an Incentive Stock Option Plan (ISOP).

The Corporation accounts for stock compensation plans in accordance with FASB Accounting Standards Codification Topic 718, Stock Compensation. ASC Topic 718 requires compensation costs related to share-based payment transactions to be recognized in the financial statements (with limited exceptions). The amount of compensation cost is measured on the grant-date fair value of the equity or liability instruments issued. Compensation cost is recognized over the period that an employee provides services in exchange for the award.

The Corporation calculates the compensation cost of the options by using the Black-Scholes method to determine the fair value of the options granted. In calculating the fair value of the options, the Corporation makes assumptions regarding the risk-free rate of return, the expected volatility of the Corporation s common stock, dividend yield and the expected life of the option. These assumptions are made independently for the ESPP and the ISOP and if changed, would change the compensation cost of the options and net income.

Note 1 of the accompanying financial statements provides additional information about stock option expense.

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**GAAP versus Non-GAAP Presentations** The Corporation supplements its traditional GAAP measurements with Non-GAAP measurements. The Non-GAAP measurements include Return on Average Tangible Assets and Return on Average Tangible Equity. As a result of merger transactions, intangible assets (primarily goodwill, core deposit intangibles and customer list) were created. The Non-GAAP disclosures are intended to eliminate the effects of the intangible assets and allow for better comparisons to periods when such assets did not exist. The following table shows the adjustments made between the GAAP and NON-GAAP measurements:

| GAAP Measurement | Calculation |
|---|---|
| Return on Average Assets | Net Income/Average Assets |
| Return on Average Equity | Net Income/Average Equity |

| Non- GAAP Measurement | Calculation |
|---|---|
| Return on Average Tangible Assets | Net Income plus Intangible Amortization/Average Assets less Average Intangible Assets |
| Return on Average Tangible Equity | Net Income plus Intangible Amortization/Average Equity less Average Intangible Assets |

# Results of Operations:

## Management s Overview

The following discussion and analysis is intended to assist the reader in reviewing the financial information presented and should be read in conjunction with the consolidated financial statements and other financial data presented elsewhere herein.

2010 ended the year much the way it began, with the economy struggling through the recession, high unemployment and foreclosure rates, and short-term rates remaining at historic lows. These conditions continued to place stress on banks and 2010 saw 157 banks fail. Even though Franklin Financial Services Corporation is not immune to the economic pressures, it is pleased with its 2010 earnings that increased 16% over 2009. In 2010 the Corporation earned $7.6 million compared to $6.6 million in 2009. Diluted earnings per share increased from $1.71 in 2009 to $1.96 in 2010. Net interest income was $30.8 million, $1.8 million more than in 2009. The provision expense was $3.2 million for the year compared to $3.4 million in 2009. Credit quality indicators declined in 2010 as net charge-offs increased to .45% of average loans and nonperforming assets as a percent of total assets increased to 2.96%. Shareholders equity increased to $82.6 million and the return on equity for 2010 was 9.34%. Total assets fell slightly, decreasing by approximately 3% to $951.9 million at year-end and the return on assets for 2010 was .78%. Other key performance measurements are presented above in Item 6, Selected Financial Data.

A more detailed discussion of the areas that had the greatest affect on the reported results follows.

## Net Interest Income

The most important source of the Corporation s earnings is net interest income, which is defined as the difference between income on interest-earning assets and the expense of interest-bearing liabilities supporting those assets. Principal categories of interest-earning assets are loans and securities, while deposits, securities sold under agreements to repurchase (Repos), short-term borrowings and long-term debt are the principal categories of interest-bearing liabilities. For the purpose of this discussion, balance sheet items refer to the average balance for the year and net interest income is adjusted to a fully taxable-equivalent basis. This tax-equivalent adjustment facilitates performance comparisons between taxable and tax-free assets by increasing the tax-free income by an amount equivalent to the Federal income taxes that would have been paid if this income were taxable at the Corporation s 34% Federal statutory rate. The components of net interest income are detailed in Tables 1, 2 and 3.

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## 2010 versus 2009

Summary: In 2010, tax equivalent net interest income increased by $1.6 million to $31.9 million when compared to the prior year. This represents an increase of 5.4% in 2010 versus a decline of 3.9% in 2009. Interest rates remained low throughout 2010 and this resulted in a decrease in interest income of $606 thousand. However, this decrease was more than offset by a decrease in interest expense of $2.2 million. The net interest margin improved from 3.44% in 2009 to 3.53% in 2010, primarily the result of a 31 basis point reduction in funding costs that more than offset a 19 basis point reduction in asset yield.

Assets: Interest earning assets averaged $903.9 million in 2010, an increase of 2.6% over the 2009 average of $880.9 million. The asset yield fell from 5.10% in 2009 to 4.91% in 2010 as nearly every earning asset category realized a reduction in yield over the year. Interest income declined slightly to $44.3 million, a decrease of 1.3% from the 2009 total of $45.0 million. The affect of a higher volume of earning assets was not enough to offset the negative affect of lower rates on interest income.

Investment securities averaged $137.3 million for the year, approximately $15 million less than the prior year average. The Bank has not been actively increasing its investment purchases choosing rather to reinvest the funds into loans. Investment purchases throughout the year were made primarily to provide collateral needed for secured deposit and Repo accounts. A smaller portfolio and lower yields have contributed almost equally to a drop in interest income of $1.3 million in the portfolio. The yield on the portfolio dropped from 4.5% in 2009 to 4.0% in 2010.

The loan portfolio grew in 2010 as average loans totaled $753.6 million compared to $710.1 million in 2009. However, only the commercial loan sector increased in 2010 while all other loan categories declined during the year. Despite the increase in total loans, the yield fell from 5.36% to 5.15% in 2010, but interest income on loans increased $679 thousand as higher volume more than offset the negative affect of lower rates on interest income.

Commercial loans grew by $64.5 million in 2010 to an average of $576.3 million. Commercial lending has remained steady with both new financing opportunities as well as refinancing of existing customers. Because rates have remained low, the yield on the commercial loan portfolio fell for the second straight year from 4.97% to 4.85%. In an effort to counter the affect of the low rate environment, the Bank has been implementing rate floors on new and renewed credits. Currently, approximately 53% of the commercial portfolio is variable rate and nearly $200 million of this total has a rate floor. While the rate floors provide an immediate benefit, they will delay any potential increase in interest income as rates rise.

The balance of residential mortgage loans continues to run-off with a 2010 average balance of $66.1 million. This is approximately $7 million less than the 2009 average and $17.6 million less than the 2008 balance. The Bank is retaining fewer of the mortgages it originates and the loans it retains are not sufficient to counter the run-off on the existing portfolio. The yield on this portfolio also continues to fall, averaging 5.68% in 2010 compared to 6.30% in 2009. Interest income is down $861 thousand versus 2009 and rate and volume declines contributed equally to the reduction. The Bank expects that its residential mortgage portfolio will continue to pay-down.

For the past several years, home equity lending has been a leader of retail activity. However, this trend ended in 2010 when home equity lending slowed and the balance of these loans fell by $8.9 million to a 2010 average of $89.3 million. Many consumers have seen their home s equity fall, have experienced a reduction or loss of income, or have reduced their spending. These factors have all contributed to a reduction in home equity lending. The yield on this product fell slightly to 6.35%, driven down primarily by lower volume. Until real estate prices recover and consumers begin to have confidence in the economy, home equity lending is expected to be slow.

Consumer lending continues to be slow, declining for a second straight year to an average balance of $21.9 million, $5.0 million less than in 2009. This decrease is primarily the result of the Bank s decision to end indirect lending in 2010 and as a result the average balance of the indirect portfolio fell by $5.4 million in 2010. The yield on the consumer portfolio fell by .09%, primarily the result of lower volume.

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Liabilities: Interest bearing liabilities averaged $793.8 million in 2010 an increase of $13.2 million over the 2009 average. All of the deposit categories recorded an increase over 2009, except for time deposits. Repos and long-term debt also declined year over year. The expense of interest bearing liabilities was $12.4 million in 2010 compared to $14.7 million in 2009. Likewise, the cost of these funds fell from 1.88% in 2009 to 1.57% in 2010. The Bank was able to reduce the rate on selected interest bearing accounts and these efforts were the primary reason for the lower interest expense.

The Money Management product saw a significant increase in balances in 2010, averaging $272.6 million or 26% higher than the 2009 average. The competitive yield and liquidity offered by this product proved attractive to consumers in 2010. The Bank did see some internal funds transferred as time deposits matured and moved to the Money Management product. The cost of these funds fell from 1.61% in 2009 to 1.32% in 2010, but the higher volume more than offset the savings from lower rates and interest expense increased by approximately 3% year over year.

Partially offsetting the growth in Money Management was a reduction in the average balance of time deposits, which fell by approximately $25 million to an average of $221.4 million in 2010. Time deposit balances are comprised of both retail and brokered CDs. Some of the balance decrease can be attributed to maturing funds being moved to Money Management and to a $4.0 million reduction in the average balance of wholesale-brokered CDs in 2010. The cost of time deposits fell significantly from 2.68% in 2009 to 2.09% in 2010 and this reduction was the largest contributor to lower interest expense on both time deposits and to total interest expense.

The average balance of Repos fell for the third straight year to an average of $60.3 million in 2010. Repos are a cash management product used by corporate customers. As liquidity continued to tighten for many commercial customers, balances in the Repo continued to decline. The rate of this product remained constant at .25% year over year, but interest expense fell due to lower volume.

Long-term debt is comprised of advances from FHLB Pittsburgh. The Bank did not take any new advances in 2010 and the lower balance is reflective of scheduled amortization and maturities. Even though the balance and interest expense declined in 2010, the cost of these funds increased slightly because the rate on maturing funds was less than the weighted rate of the entire portfolio.

## 2009 versus 2008

Summary: Tax equivalent net interest income fell by approximately 3.9% in 2009 to $30.3 million. As short-term rates remained near historic lows during the year, the Bank experienced a larger decrease in tax-equivalent interest income than the decrease in interest expense. Therefore, the net interest margin fell to 3.44% in 2009 after two straight years of increases. As assets repriced during the year, tax-equivalent interest income dropped from $47.5 million in 2008 to $45.0 million in 2009. While earning asset growth increased interest income, the low rate environment more than offset this increase resulting in a reduction of net interest income year over year. Interest expense was lower in 2009 than in 2008, as deposit rates were reduced through the year. However, the rate reductions on deposits were not enough to offset the reduction in interest income.

Assets: Interest earning assets grew by approximately 13% during 2009, but produced $2.5 million less interest income than in 2008. The yield on earning assets decreased by nearly 1% year over year, as assets continued to reprice to lower rates throughout the year.

Short-term interest earning assets were substantially higher than in 2008. However, despite a balance nearly fourteen times higher than the prior year, interest income from this asset actually declined by $13 thousand.

The investment portfolio decreased by approximately $8 million as the majority of investment purchases made in 2009 were to replace collateral for secured borrowings. The composition of the portfolio did not change significantly from the prior year. The yield on the investment portfolio fell to 4.5% in 2009, a decrease of approximately 80 basis points when compared to the 2008 yield. Investment income declined by $1.7 million in 2009 and was due primarily to lower yields on investment assets.

The loan portfolio showed an increase of approximately $90 million in 2009, but was also affected by lower rates as the loan yield declined nearly 1%. The growth in loans was not enough to offset the effect of lower rates and loan interest fell by 2% to $38.1 million during the year. Loan growth was driven by an increase of $108 million in commercial loans in 2009. Despite the poor economy, the Bank was able to continue to originate loans in its markets and supplemented this growth with purchased participations primarily within south central Pennsylvania. The Bank was able to capture new business because some larger bank competitors had reduced their lending activity during the year. Approximately 54% of the commercial loan portfolio contains loans with variable rates that reprice with market rates.

The average balances of residential mortgage and consumer loan balances both decreased year over year and yielded lower rates than in 2008. As a result of these changes, both of these products generated $1.6 million less interest income than in 2008. The Bank s mortgage portfolio continued to decline because the Bank sells most of its mortgage loan production and it expects this trend to continue. In addition, the low rate environment of 2009 created a mortgage refinance boom that resulted in some of the Bank s portfolio mortgages being refinanced. Consumer lending activity was slow in 2009, with balances decreasing by $7.5 million from the 2008 average. The recession, higher unemployment and lower consumer confidence about jobs and the economy all caused consumer spending and borrowing to fall in 2009. Lower real estate values evaporated homeowners equity in 2009 and home equity lending declined year over year after several years of strong growth.

Liabilities: Interest earning assets averaged $880.9 million in 2009 compared to $782.2 million in the prior year and the yield fell from 6.08% in 2008 to 5.10% in 2009. Consequently, tax-equivalent interest income fell from $47.5 million in 2008 to $45.0 million in 2009. The growth in average interest earning assets produced $4.3 million in additional interest income, but this was more than offset by lower yields that reduced interest income by $6.9 million.

While lower rates negatively affected interest income, the same rate environment enabled the Bank to reduce its interest expenses by $1.4 million despite an increase in interest bearing liabilities of approximately $100 million. Interest expense in 2009 was $14.7 million compared to $16.0 million in 2008. Interest expense on deposits decreased $706 thousand while the interest expense on other interest bearing liabilities decreased by $657 thousand. The average balance of interest bearing deposits was $607.8 million in 2009, and increase of 18% compared to the prior year. However, the cost of these funds was 44 basis points less than in 2008. The Money Management product posted a modest increase of approximately 3% on average balances and the average rate fell from 2.01% in 2008 to 1.61% in 2009. While short-term rates remained low during 2009, they were fairly stable. Therefore, the Bank was not able to reduce interest expense on the Money Management product as much in 2009 as it did in 2008. Time deposits increased by approximately $72 million year over year and the cost fell from 3.61% to 2.68%. Despite the lower rate, the increase in balances offset any interest savings from lower rates and interest expense on time deposits was $298 thousand higher in 2009. Time deposit growth was split between in-market growth and brokered time deposits.

Securities sold under agreements to repurchase (Repos) averaged $67.0 million in 2009, down from the 2008 average of $75.2 million. During the recession, corporate cash managers did not have as much excess liquidity as in past years and this contributed to the decline in balances. The cost of these funds fell significantly in 2009 to a rate of .25% compared to 1.88% in 2008. Long-term debt (FHLB advances) increased by $25.3 million on average in 2009 and the cost fell to 4.03%. The increase in the average balance for 2009 is due the volume of advances taken in 2008, with the majority occurring in the fourth quarter of 2008. The Bank took only $379 thousand of FHLB advances in 2009.

Total average interest bearing liabilities were $780.6 million in 2009, 14.7% higher than the 2008 average. Interest expense declined by 8.5% and the rate on these funds fell from 2.36% in 2008 to 1.88% in 2009. The higher average balance of interest bearing liabilities increased interest expense by $3.2 million, but lower rates more than offset that by decreasing $4.5 million, resulting in a net decline in interest expense.

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See Tables 1, 2 and 3 for more information on net interest income, average balances, rates, and a rate-volume analysis of net interest income.

**Table 1. Net Interest Income**

| (Dollars in thousands) | 2010 | % Change | 2009 | % Change | 2008 | % Change |
|---|---|---|---|---|---|---|
| Interest income | **$ 43,284** | **-1.08%** | $ 43,757 | -5.20 % | $ 46,156 | -6.73 % |
| Interest expense | **12,443** | **-15.20%** | 14,674 | -8.50 % | 16,037 | -32.61 % |
| Net interest income | **30,841** | **6.04%** | 29,083 | -3.44 % | 30,119 | 17.24 % |
| Tax equivalent adjustment | **1,061** | | 1,194 | | 1,369 | |
| Tax equivalent net interest income | **$ 31,902** | **5.37%** | $ 30,277 | -3.85 % | $ 31,488 | 15.03 % |

Table 2 identifies increases and decreases in tax equivalent net interest income to either changes in average volume or to changes in average rates for interest-earning assets and interest-bearing liabilities. Numerous and simultaneous balance and rate changes occur during the year. The amount of change that is not due solely to volume or rate is allocated proportionally to both.

**Table 2. Rate-Volume Analysis of Net Interest Income**

| | 2010 Compared to 2009 Increase (Decrease) due to: | | | 2009 Compared to 2008 Increase (Decrease) due to: | | |
|---|---|---|---|---|---|---|
| (Dollars in thousands) | Volume | Rate | Net | Volume | Rate | Net |
| Interest earned on: | | | | | | |
| Interest-bearing obligations in other banks and Federal funds sold | **$(10)** | **$13** | **$3** | $58 | $(71) | $(13) |
| Investment securities: | | | | | | |
| Taxable | **(426)** | **(639)** | **(1,065)** | (152) | (1,123) | (1,275) |
| Nontaxable | **(213)** | **(10)** | **(223)** | (286) | (124) | (410) |
| Loans: | | | | | | |
| Commercial, industrial and agricultural | **3,141** | **(616)** | **2,525** | 5,866 | (5,149) | 717 |
| Residential mortgage | **(425)** | **(436)** | **(861)** | (663) | (102) | (765) |
| Home equity loans and lines | **(567)** | **(77)** | **(644)** | (294) | (269) | (563) |
| Consumer | **(318)** | **(23)** | **(341)** | (195) | (70) | (265) |
| Loans | **1,831** | **(1,152)** | **679** | 4,714 | (5,590) | (876) |
| Total net change in interest income | **1,182** | **(1,788)** | **(606)** | 4,334 | (6,908) | (2,574) |
| Interest expense on: | | | | | | |
| Interest-bearing checking | **3** | **(9)** | **(6)** | 36 | (131) | (95) |
| Money market deposit accounts | **810** | **(701)** | **109** | 140 | (856) | (716) |
| Savings accounts | **1** | **(17)** | **(16)** | (3) | (190) | (193) |
| Time deposits | **(622)** | **(1,340)** | **(1,962)** | 2,192 | (1,894) | 298 |
| Securities sold under agreements to repurchase | **(17)** | | **(17)** | (139) | (1,105) | (1,244) |
| Short-term borrowings | **(13)** | | **(13)** | (106) | (80) | (186) |
| Long-term debt | **(477)** | **151** | **(326)** | 1,031 | (258) | 773 |
| Total net change in interest expense | **(315)** | **(1,916)** | **(2,231)** | 3,151 | (4,514) | (1,363) |
| Increase (decrease) in net interest income | **$1,497** | **$128** | **$1,625** | $1,183 | $(2,394) | $(1,211) |

2009 versus 2008

Nonaccruing loans are included in the loan balances. All nontaxable interest income has been adjusted to a tax-equivalent basis, using a tax rate of 34%.

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The following table presents average balances, tax-equivalent interest income and expense, and yields earned or rates paid on the assets or liabilities.

**Table 3. Analysis of Net Interest Income**

# Provision for Loan Losses

During 2010, the Corporation saw an increase in nonperforming assets and a second straight year of net loan charge-offs in excess of $3.0 million as the economy continued to be stressed by the effects of the recession. These factors coupled with continued loan growth contributed to the decision to add $3.2 million to the allowance for loan losses via the provision expense in 2010. In 2009, the provision expense was $3.4 million. The provision increased significantly during the fourth quarter of 2010 due primarily to one commercial real estate loan that was added to nonaccrual status and identified as impaired at December 31,

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2010. As a result of this action, $1.0 million in additional provision expense was added at year-end. Net loan charge-offs were $3.4 million in 2010 and more than offset the provision expense, resulting in a net decrease to the allowance for loan losses (ALL) of $100 thousand. The ALL as a percentage of total loans was 1.18% at year-end compared to 1.21% at the end of 2009. Management performs a monthly analysis of the loan portfolio considering current economic conditions and other relevant factors to determine the adequacy of the allowance for loan losses and the provision for loan losses. For more information, refer to the Loan Quality discussion and Tables 12 17.

# Noninterest Income

### 2010 versus 2009

Summary: Noninterest income totaled $9.4 million an increase of 5.5% over the 2009 total of $8.9 million. An increase in investment and trust service fees and security gains was partially offset by an increase in OTTI charges and the absence of a nonrecurring income event that occurred in 2009, but not in 2010.

Investment and Trust Services: These fees increased to $3.8 million in 2010, an increase of 9.2% over the 2009 total of $3.5 million. Compared to 2009, this area saw an increase in both recurring and nonrecurring fee income. Recurring fee income is generated by trust assets under management and benefited by both an increase in accounts and a recovery of market value. Trust assets under management increased $30 million from 2009 to 2010. Nonrecurring fee income which is produced by estate administration and settlement fees also increased in 2010. Income for the sale of investment and insurance products remained stable year over year. The Bank is actively pursuing new investment and trust accounts as some larger local competitors have implemented a minimum account size that has caused some of these customers to look elsewhere for service.

Loan service charges: The category was virtually flat at $1.1 million in 2010 versus $1.2 million in 2009. Fees collected as prepayment penalties on commercial loans increased in 2010, but were offset by a reduction in fees earned for the origination of mortgage loans. Mortgages originated for a fee totaled $22 million in 2010, down from $38 million in 2009. Consumer loan fees, including fees for a debt protection program, increased slightly in 2010. Also included in consumer loan fees are fees generated from indirect loans. With the indirect loan portfolio running off rapidly since the Bank stopped writing new business in 2010, this source of fee income is expected to decline in proportion to the loan balances.

Mortgage banking fees: Mortgage banking activities consist primarily of servicing mortgage loans originated and sold by the Bank. These fees remained stable at $146 thousand in 2010 compared to $145 thousand in 2009. However, in 2010 fees from servicing mortgages declined as the portfolio of mortgages serviced for others ($79.9 million) continues to pay down. Gains on sales of mortgages increased by $20 thousand in 2010 due to the fact that the Bank was changing its fee-based origination partner during the year and for a short time had to fund and sell mortgages rather than originating for a fee only. For loans that were previously sold with servicing retained, mortgage servicing rights (MSR) are recorded and represent the Bank s rights to receive future fee income from servicing these loans. MSR are measured and carried at the lower of cost or market value and in 2010 the Bank had net reversals of $146 thousand of previously recorded MSR impairment charges. However, this is less than the 2009 net reversal of $212 thousand. In addition, the amortization of MSR in 2010 was approximately $100 thousand less than in 2009, thereby enhancing mortgage banking fees. While the Bank does not expect to originate and sell mortgages with servicing retained in the future, it will retain the existing servicing portfolio until those loans are paid-off. See Note 9 of the accompanying consolidated financial statements for additional information on mortgage servicing rights.

Deposit fees: In 2010, this category produced $2.4 million in fees compared to $2.6 million in 2009, a decrease of 7.2%. Commercial account fees remained fairly constant year over year, but an increase in commercial overdraft fees was offset by a decrease in commercial account analysis fees. Retail checking fees and overdraft charges remained constant at approximately $1.0 million for both years. The Bank s overdraft coverage program saw fees decrease by $154 thousand in 2010. A portion of this decrease can be attributed to new overdraft protection regulations, targeted toward overdraft protection programs that went into effect in mid-2010. Under these new regulations, consumers are required to opt-in to such programs. The Bank made a

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significant effort to notify customers of this change and to educate them about the benefits and use of overdraft protection programs. The Bank is closely monitoring the affect this new regulation has on its fee income and because of it, does not expect to see this service generating a significant amount of new fee income in the future.

Other service charges and fees: These fees increased 7.6% from 2009 to $1.4 million. The largest contributing factor to the increase came from debit card fees. Debit card fees increased $152 thousand year over year and both business and retail debit card products recorded an increase in fee income over 2009. The business debit card offers a cash back rewards program based on usage and it continues to grow in popularity. In July 2011, components of the Durbin Act are expected to go into effect that will restrict interchange fees charged by Banks and in turn reducing fee income to all card issuing banks. As currently proposed, this price regulation is intended only for banks with assets greater than $10 billion. However, if implemented, it is expected that market forces will drive this change down to a point where all banks are essentially faced with lower fee income from interchange fees. If implemented as proposed, the Durbin Act has the potential to reduce the Bank s fee income by hundreds of thousands of dollars. There are currently alternative proposals to the Durbin Act being presented, but it is unknown at this time what the final outcome will be.

Other: This category decreased significantly as a result of a $278 thousand gain from life insurance proceeds in 2009 that did not occur in 2010.

Securities gains and losses: In 2010, other-than-temporary-impairment charges of $1.1 million was recorded on three equity securities and two bond securities that it considered to be other than temporarily impaired. These charges include $406 thousand on the merger of First Chester County Corporation into Tower Bancorp, Inc. and $335 thousand on two private label mortgage backed securities. In 2009, $422 thousand of impairment charges on four equity securities were recorded. Net securities gains were $673 thousand in 2010 compared to net losses of $522 thousand in 2009.

The following table presents a comparison of noninterest income for the years ended December 31, 2010 and 2009:

**Table 4. Noninterest Income**

| | December 31 | | Change | |
|---|---|---|---|---|
| *(Dollars in thousands)* | 2010 | 2009 | Amount | % |
| Noninterest Income | | | | |
| Investment and trust services fees | **$3,844** | $3,519 | $325 | 9.2 |
| Loan service charges | **1,132** | 1,151 | (19 ) | (1.7 ) |
| Mortgage banking activities | **146** | 145 | 1 | 0.7 |
| Deposit service charges and fees | **2,390** | 2,575 | (185 ) | (7.2 ) |
| Other service charges and fees | **1,390** | 1,292 | 98 | 7.6 |
| Increase in cash surrender value of life insurance | **672** | 643 | 29 | 4.5 |
| Other | **178** | 499 | (321 ) | (64.3 ) |
| OTTI losses on securities | **(1,373)** | (422 ) | (951 ) | (225.4) |
| Less: Loss recognized in other comprehensive income (before taxes) | **(314)** | | (314 ) | N/A |
| Net OTTI losses recognized in income | **(1,059)** | (422 ) | (637 ) | (150.9) |
| Securities gains (losses), net | **673** | (522 ) | 1,195 | 228.9 |
| Total noninterest income | **$9,366** | $8,880 | $486 | 5.5 |

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## 2009 versus 2008

Summary: Noninterest income grew by 36% in 2009 to $8.9 million from $6.5 million in 2008. The increase is attributable to loan fees related to a high volume of mortgage refinancing activity and lower asset valuation write-downs in 2009 than in 2008.

Investment and Trust Services: Fee income in this area remained virtually unchanged year over year. However, the composition of the fees was different in 2009 as recurring fee income increased and non-recurring fee income decreased. Recurring fee income is produced by the market value of assets under management. These assets declined approximately $37 million year over year due to lower market values, despite adding assets from the Community acquisition near the end of 2008. Nonrecurring fee income was down in 2009 and is primarily generated by estate administration and settlement fees.

Loan service charges: Loan service charges were $1.2 million in 2009 representing an increase of approximately 28% over the 2008 total of $897 thousand. The low mortgage rates of 2009 helped spur an increase in mortgage refinancing and resulted in higher fee income. The Bank closed approximately $38 million of mortgage loans as a third party originator and collected fee income for this service. In December 2009, the company that the Bank originates mortgages for announced that it was being acquired by another bank. As a result, the Bank is in the process of looking for a new mortgage partner and it is uncertain whether the same products and fee structure will be available. All other loan service charge categories remained constant from year to year.

Mortgage banking fees: Mortgage banking activities consist primarily of servicing mortgage loans originated and sold by the Bank. Mortgage banking activities recorded $145 thousand in fee income in 2009 compared to a loss of $335 thousand in 2008. The Bank recognized $82 thousand less income from the sale of mortgages in 2009 than it did the prior year as a result of lower sales volume. Nearly all of the Bank s mortgage originations were as a third party originator for a fee, as previously discussed. As a result, these loans are not recorded on the Bank s balance sheet and; therefore, the opportunity to record a gain on sale does not exist. The Bank continues to service approximately $101.2 million of previously originated mortgage loans for a fee. This servicing fee declined by approximately $150 thousand during the year; however, the Bank recorded a net increase of $712 thousand in the valuation of its mortgage servicing rights (MSR) over the prior to year. MSR represent the Bank s rights to receive future fee income from servicing mortgages that it originated and sold in the secondary market. MSR are measured and carried at the lower of cost or market value and the value fell significantly in 2008, but recovered in 2009. As a result, a portion of previously recorded MSR impairment could be reversed in 2009.

Deposit fees: This category was flat from year to year at $2.6 million in both 2009 and 2008. The composition of the 2009 fees was different than in 2008 as the Bank recorded more fees from commercial account analysis customers and commercial overdrafts, and fewer fees from retail overdraft fees. Commercial account analysis fees increased primarily due to lower earning credits and consequently, higher account charges.

Other service charges and fees: This category increased approximately 7% from 2008 driven by an increase in fee income from business debit cards and a change to a vendor contract that allows the Bank to retain more fee income from the sale of customer check orders. On December 31, 2008, the Bank discontinued the equity method of accounting for an investment it held and no income was recorded for this line item in 2009. This asset was reclassified as an investment available for sale at December 31, 2008. Likewise, the event that triggered the change in accounting for this asset produced a one time valuation write down of $1.2 million in 2008.

Other income: This category increased in 2009 as the result of a net gain on the proceeds of a life insurance policy and refunds relating to sales and real estate taxes obtained by audits and appeals to the taxing authorities.

Securities gains and losses: The Corporation recorded write-downs of $422 thousand on four equity securities that it considered to be other than temporarily impaired. All of the equity securities were bank stocks. In 2008, $888 thousand of impairment charges on eleven equity securities was recorded. Net securities

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losses were $522 thousand in 2009 compared to net gains of $164 thousand in 2008. The largest item included in the net loss was a loss of $452 thousand on two CIT bonds.

The following table presents a comparison of noninterest income for the years ended December 31, 2009 and 2008:

**Table 4.1 Noninterest Income**

| | December 31 | | Change | |
|---|---|---|---|---|
| *(Dollars in thousands)* | 2009 | 2008 | Amount | % |
| Noninterest Income | | | | |
| Investment and trust services fees | **$3,519** | $3,500 | $19 | 0.5 |
| Loan service charges | **1,151** | 897 | 254 | 28.3 |
| Mortgage banking activities | **145** | (335) | 480 | 143.3 |
| Deposit service charges and fees | **2,575** | 2,569 | 6 | 0.2 |
| Other service charges and fees | **1,292** | 1,210 | 82 | 6.8 |
| Increase in cash surrender value of life insurance | **643** | 660 | (17) | (2.6) |
| Equity method investment | | (143) | 143 | 100.0 |
| Exchange of equity method investment | | (1,205) | 1,205 | 100.0 |
| Other | **499** | 109 | 390 | 357.8 |
| OTTI losses on securities | **(422)** | (888) | 466 | (52.5) |
| Less: Loss recognized in other comprehensive income (before taxes) | | | | N/A |
| Net OTTI losses recognized in income | **(422)** | (888) | 466 | 52.5 |
| Securities gains (losses), net | **(522)** | 164 | (686) | (418.3) |
| Total noninterest income | **$8,880** | $6,538 | $2,342 | 35.8 |

# Noninterest Expense

### 2010 versus 2009

Summary: Noninterest expense increased modestly by 1.9% ($494 thousand) to $26.4 million in 2010. Salary and benefit expense contributed the largest increase ($879 thousand), but was partially offset by decreases in FDIC insurance premiums, and legal and professional fees.

Salaries and benefits: This category is the largest expense category of the Bank after interest expense and increased 6.9% in 2010 to $13.6 million. Of the $879 thousand increase in this category, $640 thousand is related to salary expense and $239 thousand is for employee benefits and related items. In 2009, the Bank deferred salary increases for 6 months and suspended all incentive payouts in order to reduce expense in the midst of the recession. In 2010, normal salary adjustments were made as scheduled and incentive payouts were accrued. While achieving its purpose of reducing expense in 2009, the salary deferral exaggerated the increase in salary expense between the years. The Bank also saw its incentive compensation cost increase $88 thousand, health insurance increased $85 thousand, training costs were up $28 thousand, and numerous other categories saw smaller increases. While health insurance increased slightly more than 7% year over year, this increase was less than most health insurance plans realized and reflects the benefits the Bank has achieved from its self-insured plan. Partially offsetting these increases was a decrease in pension expense of $115 thousand. As result of the low rate environment, the return on plan assets has been reduced and the Bank expects its 2011 pension expense to increase by approximately $390 thousand. See Note 15 of the accompanying consolidated financial statements for additional information on benefit plans.

Advertising: Advertising costs were $1.3 million in both 2010 and 2009. Advertising and promotion efforts continue to focus on brand recognition in our various markets and are less concentrated on specific product promotion. A new community office was opened in 2010, and special promotional efforts were taken to announce and market its opening.

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Legal and professional fees: This category consists of fees paid to outside legal counsel, consultants, and audit fees. In 2010, these fees declined by $192 thousand or 11.3%. Reductions were recorded in legal ($221 thousand), consulting fees ($21 thousand), and audit fees ($5 thousand). An ongoing lawsuit stemming from activity at Community, prior to its acquisition by the Corporation, continues to account for a large portion of the legal bills. Current efforts lead the Corporation to believe that it may be resolved in 2011; however, this is uncertain and it is unknown if any legal fees will be able to be recovered.

Data processing: These expenses were $1.6 million in 2010, up 5.1% from 2009. The largest cost in this category is the expense associated with the Bank s core processing system. The Bank recently completed its review of proposals for a new core processing system and has selected FIS and its IBS product as its new core processing system. The Bank is preparing for this system conversion in July 2011. This new system should provide greater operating efficiency and should help reduce the rate of fee increases in future years.

FDIC insurance: The expense for FDIC insurance dropped in 2010 by nearly 16% to $1.2 million, compared to $1.4 million the prior year. In 2009, the FDIC charged a one-time special assessment that cost the Bank $450 thousand. This assessment was not charged in 2010. Partially offsetting this reduction were increases to the standard premium expense from an increase in deposit balances and higher assessment rates. In 2011, the FDIC is changing its premium assessment base from a deposit-based calculation to an asset-based calculation. Based on the new method, the Bank expects approximately the same level of FDIC expense in 2011 as in 2010.

Other: Other noninterest expense was $3.4 million in 2010, a decrease of approximately 5.3% from 2009. Nearly all line items in this category remained fairly constant during the year. Contributing to the decrease from 2009 were two nonrecurring events in 2009 that added $205 thousand of expense in 2009, but did not occur again in 2010. However, the Bank did realize an increase in loan collection and foreclosure expense, increasing from $199 thousand in 2009 to $244 thousand in 2010; and a $55 thousand increase in expenses related to forgery and fraud.

The following table presents a comparison of noninterest expense for the years ended December 31, 2010 and 2009:

**Table 5. Noninterest Expense**

| | December 31 | | Change | |
|---|---|---|---|---|
| *(Dollars in thousands)* | 2010 | 2009 | Amount | % |
| Noninterest Expense | | | | |
| Salaries and benefits | **$ 13,592** | $ 12,713 | $ 879 | 6.9 |
| Net occupancy expense | **1,962** | 1,898 | 64 | 3.4 |
| Furniture and equipment expense | **781** | 850 | (69 ) | (8.1 ) |
| Advertising | **1,342** | 1,226 | 116 | 9.5 |
| Legal and professional fees | **1,505** | 1,697 | (192 ) | (11.3 ) |
| Data processing | **1,617** | 1,538 | 79 | 5.1 |
| Pennsylvania bank shares tax | **610** | 573 | 37 | 6.5 |
| Intangible amortization | **457** | 468 | (11 ) | (2.4 ) |
| FDIC insurance | **1,178** | 1,397 | (219 ) | (15.7 ) |
| Other | **3,379** | 3,569 | (190 ) | (5.3 ) |
| Total noninterest expense | **$ 26,423** | $ 25,929 | $ 494 | 1.9 |

**2009 versus 2008**

Summary: Noninterest expense increased by 11.8% in 2009 to a $25.9 million compared to $23.2 million in 2008. Nearly 50% of the increase is related to FDIC insurance expense that increased by $1.3 million in 2009. This increase is due to higher assessment rates on insured deposits and a $450 thousand special assessment. The FDIC imposed the higher rates and the special assessment in an effort to replenish the Deposit Insurance Fund that has been severely reduced by the high rate of bank failures.

Salary and benefits: Salary and employee benefits totaled $12.7 million compared to $12.1 million the prior year. Recognizing that 2009 would be a difficult year for the economy, the Bank elected to defer salary increases for 6 months in 2009 and this held the increase in salary expense to $357 thousand. In addition, the Bank suspended any payouts from its incentive compensation plan and saved $472 thousand. Partially offsetting these savings were a 19% increase in health insurance premiums and a $587 thousand increase in pension expense. The increase in pension expense is due to market valuations of pension obligations, despite action Management took to control pension costs including closing the plan to new participants.

Advertising: These costs were down nearly 26% or $437 thousand in 2009, approximately the same amount advertising costs increased in 2008. Two special marketing activities contributed to the increase in 2008. Since these were one-time events, they did not occur again in 2009 and advertising costs were lower.

Legal and professional fees: In general, the Corporation did a good job of controlling these costs in 2009; however, legal fees related to the defense of a lawsuit involving Community, prior to its acquisition by the Corporation, were responsible for nearly all the of the increase year over year.

Other: Other noninterest expense was $3.5 million in 2009, an increase of approximately 6% over 2008. Nearly all line items in this category remained fairly constant year over year and the increase was due primarily to two events. First, the Bank paid an $87 thousand prepayment penalty to the FHLB to pay-off high rate borrowings, thereby providing a benefit to the Bank in future periods. Second, the Bank closed an office located in a mall during the second quarter of 2009 and recorded a loss of $118 for the write-off of leasehold improvements.

The following table presents a comparison of noninterest expense for the years ended December 31, 2009 and 2008:

**Table 5.1 Noninterest Expense**

| | December 31 | | Change | |
|---|---|---|---|---|
| *(Dollars in thousands)* | 2009 | 2008 | Amount | % |
| Noninterest Expense | | | | |
| Salaries and benefits | **$ 12,713** | $ 12,086 | $ 627 | 5.2 |
| Net occupancy expense | **1,898** | 1,792 | 106 | 5.9 |
| Furniture and equipment expense | **850** | 843 | 7 | 0.8 |
| Advertising | **1,226** | 1,663 | (437 ) | (26.3 ) |
| Legal and professional fees | **1,697** | 1,146 | 551 | 48.1 |
| Data processing | **1,538** | 1,430 | 108 | 7.6 |
| Pennsylvania bank shares tax | **573** | 367 | 206 | 56.1 |
| Intangible amortization | **468** | 370 | 98 | 26.5 |
| FDIC insurance | **1,397** | 105 | 1,292 | 1,230.5 |
| Other | **3,569** | 3,387 | 182 | 5.4 |
| Total noninterest expense | **$ 25,929** | $ 23,189 | $ 2,740 | 11.8 |

# Provision for Income Taxes

Federal income tax expense for 2010 was $2.9 million compared to $2.0 million in 2009 and $3.7 million in 2008. The Corporation s effective tax rate for the years ended December 31, 2010, 2009 and 2008 was 27.8%, 23.4% and 30.0%, respectively. The higher income tax expense and effective rate in 2010 is due to a higher level of taxable income and a lower contribution of tax-exempt income. In 2010, the benefit of having tax-exempt income decreased to 10.0% of taxable income compared to 13.8% in 2009 and 11.5% in 2008. The 2010 tax expense includes a $272 thousand valuation account established against capital losses that were incurred in 2010 compared to a valuation allowance of $188 thousand in 2009. For a more comprehensive analysis of Federal income tax expense refer to Note 12 of the accompanying financial statements.

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# Financial Condition

One method of evaluating the Corporation s condition is in terms of its sources and uses of funds. Assets represent uses of funds while liabilities represent sources of funds. At December 31, 2010, total assets reached $951.9 million, decreasing 2.8% from total assets of $979.4 million at December 31, 2009. Table 3 presents average balances of the Corporation s assets and liabilities over a three-year period. The following discussion on financial condition will reference the average balance sheet in Table 3 unless otherwise noted.

## Investment Securities:

The investment portfolio serves as a mechanism to invest funds if funding sources out pace lending activity, to provide liquidity for lending and operations, and provide collateral for deposits and borrowings. The Corporation invests in taxable and tax-free debt securities and equity securities as part of its investment strategy. The mix of taxable and tax-free debt securities are determined by the Bank s Investment Committee and investing decisions are made as a component of balance sheet management. Debt securities include U.S. Government Agencies, U.S. Government Agency mortgage-backed securities, non-agency mortgage-backed securities, state and municipal government bonds and corporate debt. The equity portfolio consists of bank stocks only and is considered to be longer-term with a focus on capital appreciation. Tables 6 9 provide additional detail about the investment portfolio. All securities are classified as available for sale and all investment balances refer to fair value.

The following table presents amortized cost and estimated fair value of investment securities by type at December 31 for the past three years:

**Table 6. Investment Securities at Amortized Cost and Estimated Fair Value**

| | 2010 | | 2009 | | 2008 | |
|---|---|---|---|---|---|---|
| *(Dollars in thousands)* | Cost | Fair Value | Cost | Fair Value | Cost | Fair Value |
| Equity Securities | **$4,126** | **$3,638** | $5,400 | $3,975 | $5,783 | $4,846 |
| Obligations of U.S. Government agencies | **14,780** | **14,785** | 28,258 | 28,715 | 29,548 | 30,031 |
| Obligations of state and political subdivisions | **39,477** | **39,952** | 42,611 | 43,881 | 45,518 | 45,683 |
| Corporate debt securities | **8,522** | **6,862** | 9,603 | 7,260 | 12,868 | 8,980 |
| Mortgage-backed securities | | | | | | |
| Agency | **47,239** | **48,297** | 53,214 | 54,743 | 50,667 | 51,450 |
| Non Agency | **4,424** | **4,029** | 5,947 | 4,668 | 7,551 | 6,518 |
| Asset backed securities | **74** | **53** | 84 | 46 | 95 | 51 |
| | **$118,642** | **$117,616** | $145,117 | $143,288 | $152,030 | $147,559 |

The following table presents analysis of investment securities at December 31, 2010 by maturity, and the weighted average yield for each maturity presented. The yields presented in this table are calculated using tax-equivalent interest and the amortized cost.

# Table 7. Maturity Distribution of Investment Portfolio

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During 2010, the portfolio averaged $137.3 million down approximately 10% from the 2009 average of $152.8 million. As reinvestment yields continued to decline, the yield on the portfolio fell from 4.47% in 2009 to 4.03% in 2010. The ending balance of the portfolio was $117.6 million, nearly $26 million less than at the end of 2009. At year-end, the largest components of the portfolio were agency mortgage backed securities ($48.3 million) and municipal bonds ($40.0 million). In addition, both of theses sectors comprise a higher percentage of the total portfolio than they did one year earlier. The portfolio generated $29.7 million in cash flow from maturing investments in 2010 compared to $39.0 million in 2009. Approximately $28 million was reinvested in the portfolio during the year, primarily to maintain collateral positions. The decline in the balance of the portfolio was primarily the result of security sales that generated approximately $25 million in proceeds and $673 thousand of gains during the year.

Equities: The equity portfolio is comprised entirely of bank stocks with the Bank and the Corporation each holding separate portfolios. The stocks held in the portfolio range from community banks to large national banks. During 2010, other-than-temporary impairment charges of $724 thousand were recorded against the equity portfolio. Included in this number is a charge of $406 thousand on shares of First Chester County Corporation that were acquired by Tower Bancorp, Inc. (Tower) in December 2010. This transaction was discussed in detail in our September 30, 2010 10-Q report. The new position in Tower is slowly being liquidated as market conditions allow.

Municipal Bonds: The Bank s municipal bond portfolio is well diversified geographically and is comprised primarily of general obligation bonds (72% of the portfolio). The portfolio holds eighty-eight separate issues spread between twenty-six states. The largest exposure is to nineteen issuers in the state of Texas with a fair value of $7.1 million. The majority of the bonds have either private bond insurance or have some type of other credit enhancement. The portfolio contains 6 taxable municipal bonds with a fair value of $5.1 million. When purchasing municipal bonds, the Bank looks primarily to the underlying credit of the issuer as a sign of credit quality.

Corporate Bonds: Within the corporate bond portfolio, the Bank holds 7 single-issue trust-preferred securities at a cost of $5.9 million and a fair value of $4.2 million. Trust preferred securities are typically issued by a subsidiary grantor trust of a bank holding company, which uses the proceeds of the equity issuance to purchase deeply subordinated debt issued by the bank holding company. Trust-preferred securities can reflect single entity issues or a group of entities (pooled trust preferred). Pooled trust preferred securities have been the subject of significant write-downs due in some cases from the default of one issuer in the pool that then impairs the entire pool. Because of recent financial conditions, most trust preferred securities have realized a significant decline in value, but market prices continue to improve slowly. All of the Bank s issues are single issuer, variable rate notes with long final maturities (2027-2028) that continue to pay dividends. The following table provides additional detail about the Bank s trust preferred securities at December 31, 2010.

**Table 8. Trust Preferred Securities**

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Mortgage-backed Securities: The largest sector of the portfolio continues to be held in mortgage-backed securities (MBS) at $52.3 million at year-end. The majority of this sector ($48.3 million) is comprised of U.S. Government Agency MBS. In addition, the Bank holds 7 private label mortgage-backed securities (PLMBS) with a fair value of $4.0 million and an amortized cost of $4.4 million.

The Bank s PLMBS portfolio is comprised primarily of Alt-A loans. Alt-A loans are first-lien residential mortgages that generally conform to traditional prime credit guidelines; however, loan factors such as the loan-to-value ratio, loan documentation, occupancy status or property type cause these loans not to qualify for standard underwriting programs. The Alt-A product in the Bank s portfolio is comprised of fixed-rate product that was originated between 2003 and 2006 and all were originally rated AAA. The bonds issued in 2006 are experiencing the highest delinquency and loss rates. All of these bonds originally had some type of credit support tranche to absorb any loss prior to losses at the senior tranche held by the Bank, but this has eroded completely on some bonds as they have started to experience losses. The Bank recorded other-than-temporary impairment charges of $335 thousand on two PLMBS bonds in 2010. The following table provides additional detail about the Bank s PLMBS at December 31, 2010.

**Table 8.1 Private Lable Mortgage Backed Securities**

## Impairment:

At December 31, 2010, the investment portfolio contained 85 temporarily impaired securities with a fair value of $44.1 million and $3.2 million in unrealized losses. The unrealized loss position is improved from year-end 2009 when there were 99 temporarily impaired securities with an unrealized loss of $5.4 million. However, we have seen a large increase in the number and fair value of municipal securities with an unrealized loss, albeit small, since 2009. The investment category with the largest unrealized losses continues to be the corporate bond portfolio (9 securities and $1.7 million unrealized loss) and this represent 54% of the total unrealized loss. However, the unrealized loss in this sector is less than it was at the end of 2009.

For securities with an unrealized loss, Management applies a systematic methodology in order to perform an assessment of the potential for other-than-temporary impairment. In the case of debt securities, investments considered for other-than-temporary impairment: (1) had a specified maturity or repricing date; (2) were generally expected to be redeemed at par, and (3) were expected to achieve a recovery in market value within a reasonable period of time. In addition, the Bank considers whether it intends to sell these securities or whether it will be forced to sell these securities before maturity. Equity securities are assessed for other-than-temporary impairment based on the length of time of impairment, dollar amount of the impairment and general market and financial conditions relating to specific issues. Accordingly, the impairments identified on debt and equity securities, and subjected to the assessment at December 31, 2010, were deemed to be temporary and required no further adjustment to the financial statements, unless otherwise noted.

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The following table reflects temporary impairment in the investment portfolio (excluding restricted stock), aggregated by investment category, length of time that individual securities have been in a continuous unrealized loss position and the number of securities in each category as of December 31, 2010 and 2009:

The following table reflects temporary impairment in the investment portfolio (excluding restricted stock), aggregated by investment category, length of time that individual securities have been in a continuous unrealized loss position and the number of securities in each category as of December 31, 2010 and 2009:

**Table 9. Temporary Impairment**

| | December 31, 2010 | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | Less than 12 months | | | 12 months or more | | | Total | | |
| *(Amounts in thousands)* | Fair Value | Unrealized Losses | Count | Fair Value | Unrealized Losses | Count | Fair Value | Unrealized Losses | Count |
| Equity securities | **$1** | **$ (1)** | **1** | **$ 3,261** | **$ (537)** | **20** | **$ 3,262** | **$ (538)** | **21** |
| Obligations of U.S. Government agencies | **3,476** | **(17)** | **2** | **6,433** | **(39)** | **14** | **9,909** | **(56)** | **16** |
| Obligations of state and political subdivisions | **11,861** | **(405)** | **24** | **292** | **(14)** | **1** | **12,153** | **(419)** | **25** |
| Corporate debt securities | | | | **6,164** | **(1,724)** | **9** | **6,164** | **(1,724)** | **9** |
| Mortgage-backed securities | | | | | | | | | |
| Agency | **9,859** | **(46)** | **6** | | | | **9,859** | **(46)** | **6** |
| Non Agency | | | | **2,676** | **(415)** | **5** | **2,676** | **(415)** | **5** |
| Asset-backed securities | | | | **53** | **(21)** | **3** | **53** | **(21)** | **3** |
| Total temporarily impaired securities | **$ 25,197** | **$ (469)** | **33** | **$ 18,879** | **$ (2,750)** | **52** | **$ 44,076** | **$ (3,219)** | **85** |

The unrealized loss in the equity portfolio was $538 thousand on 21 issues at year-end, and improvement over the unrealized loss of $1.5 million at year-end 2009. This was caused by an improvement in the price of bank stocks during the year and the write down of the carrying cost of 4 stocks. In 2010, other-than-temporary impairment charges of $724 thousand were recorded on equities. The largest single charge was $406 thousand on First Chester County Corporation, as discussed above.

The unrealized loss in the corporate bond portfolio of $1.7 million is concentrated in trust-preferred securities. Due to the problems in the financial markets the past two years, most trust preferred securities realized a significant decline in value, but market prices have improved since the end of 2009 and the value of the Bank s trust preferred portfolio has improved by $800 thousand during 2010. All of the Bank s trust preferred securities are variable rate notes with long maturities (2027 2028) from companies that received money (and in some cases paid back) from the Troubled Asset Relief Program (TARP), continue to pay dividends and have raised capital. The credit ratings on this portfolio range from B to Baa1 and no bonds have missed or suspended any payments. At December 31, 2010, the Bank believes it will be able to collect

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all interest and principal due on these bonds and no other-than-temporary-impairment charges were recorded. For additional detail on the Bank s trust preferred securities see Table 8.

The largest unrealized loss in the MBS portfolio is in the non-agency PLMBS sector with an unrealized loss of $395 thousand on 7 securities. The majority of this sector is comprised of Alt-A PLMBS. These bonds were all rated AAA at time of purchase but have since have experienced rating declines. Some have experienced increased delinquencies and defaults, while others have seen the credit support increase as the bonds paid-down. The Bank monitors the performance of the Alt-A investments on a regular basis and reviews delinquencies, default rates, credit support levels and various cash flow stress test scenarios. In determining the credit related loss, Management considers all principal past due 60 days or more as a loss. If additional principal moves beyond 60 days past due, it will also be considered a loss. As a result of the analysis on PLMBS it was determined that two bonds contained losses that were considered other-than-temporary. Management determined $335 thousand was credit related and therefore, recorded an impairment charge of $335 thousand against earnings in 2010. The market for PLMBS continues to be weak and Management believes that this factor accounts for a portion of the unrealized losses that is not attributable to credit issues. Management continues to monitor these securities and it is possible that additional write-downs may occur if current loss trends continue. For additional detail on the Bank s PLMBS see Table 8.1 above.

The Bank held $6.2 million of restricted stock at the end of 2010. The restricted stock is comprised of $30 thousand in Atlantic Central Bankers Bank and $6.2 million in Federal Home Loan Bank of Pittsburgh (FHLB). FHLB stock is carried at a cost of $100 per share. In 2008, FHLB announced a capital restoration plan that resulted in it discontinuing paying dividends and repurchasing excess capital stock from its members. It is not known if or when FHLB will be able to restore its dividend or repurchase its stock. However, during the fourth quarter of 2010, FHLB repurchased $323 thousand of its stock in a one-time special repurchase. As of December 31, 2010, the Bank held $1.0 million in FHLB stock, as a non-earning asset, in excess of what it would have been required to hold prior to the suspension of the stock repurchase plan. FHLB stock is evaluated for impairment primarily based on an assessment of the ultimate recoverability of its cost. As a government sponsored entity, FHLB has the ability to raise funding through the U.S. Treasury that can be used to support it operations. There is not a public market for FHLB stock and the benefits of FHLB membership (e.g., liquidity and low cost funding) add value to the stock beyond purely financial measures. If FHLB stock were deemed to be impaired, the write-down for the Bank could be significant. Management intends to remain a member of the FHLB and believes that it will be able to fully recover the cost basis of this investment.

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# Loans:

For 2010, average gross loans increased 6.1% to $753.6 million compared to $710.1 million in 2009. Commercial loans were the only loan category to show an increase in average outstandings during 2010. Both mortgage and consumer lending decreased on average, year over year. Due to the continued low interest rate environment, the yield on the loan portfolio decreased for the second consecutive year, from 5.36% to 5.15%. At year-end, the Bank had no foreign loans. The following table shows loans outstanding as of December 31 for the past 5 years.

**Table 10. Loan Portfolio**

The Corporation had no foreign loans in any of the years presented.

Residential real estate: This category is comprised primarily of consumer purpose loans secured by residential real estate including approximately $145 million of retail mortgage and home equity products, and commercial purpose loans ($56 million) that are secured by residential real estate. Total loans in this category have declined by $3.0 million to $201 million at year-end 2010. This decrease is due primarily to declines in the retail mortgage and home equity sectors, which have run down by approximately $19.0 million. The slow economy continues to have a dampening affect on home sales. Likewise, home equity balances have declined as consumers have seen equity in their homes disappear or have been reluctant to borrow due to uncertainty in the economy. In addition, the Bank sells most of its mortgage production as part of its interest rate risk management function to avoid holding long-term low rate assets, as borrowers tend to be favoring fixed rate mortgages. As part of a third-party brokerage arrangement the Bank collects a fee for originating these loans, but it does not retain or service the loans. In 2010, the Bank originated approximately $22 million in mortgage loans that were sold through the brokerage arrangement compared to $38 million in 2009. The Bank expects its residential real estate loan portfolio to continue to decline in future periods. The Bank does not originate or hold any loans that would be considered sub-prime or Alt-A.

Residential real estate construction: This category also declined in 2010, ending the year $5.1 million less than the prior year. This category is comprised of construction loans to individuals to build their own homes ($6.0 million) and loans to developers ($73.6 million) to construct residential homes for sale or to improve land for the sale of residential building lots. These balances compare to $1.8 million to individuals and $82.8 million to developers at year-end 2009. The Bank s exposure to residential construction loans is concentrated primarily in south central Pennsylvania. Real estate construction loans, especially land development loans, frequently provide an interest reserve in order to assist the developer during the development stage when minimal cash flow is generated. All real estate construction loans are underwritten in the same manner, regardless of the use of an interest reserve. At December 31, 2010, the Bank had

$18.6 million in real estate loans funded with an interest reserve and has capitalized $961 thousand of interest from these reserves on active projects. Real estate construction loans are monitored on a regular basis by either an independent third party inspector, or a joint effort between the Bank s Risk Management division and the assigned loan officer depending on loan amount or complexity of the project. This monitoring process includes at a minimum, the submission of invoices and AIA documents of costs incurred by the borrower, on-site inspections, and joint signature between the Risk Management division and the loan officer for disbursement of funds. Year-to-date, the Bank has recognized $332 thousand of interest income that was funded by interest reserve accounts.

Commercial loans: Commercial lending continues to be the engine that is driving loan growth in the Bank. Loans in this category include commercial, industrial, farm, agricultural, and municipal government loans. Collateral for these loans may include, commercial real estate, farm real estate, equipment or other business assets. This category does not include commercial loans secured by residential real estate, reported above. This category increased $23.0 million (5.4%) in 2010 over the 2009 ending balance. In 2010, the Bank funded approximately $150 million in commercial loans with 83.7% of that funding in the form of new money. Approximately 75% of new originations and 54% of the total portfolio are variable rate loans as low market rates continue to be attractive to borrowers. While the low rates are attractive to borrowers, they are not as beneficial to the Bank and it has imposed rate floors on most new and refinanced loans during the year. Commercial real estate loans have increased $20.4 million during the year while commercial, industrial and agricultural (C&I) loans increased only $2.6 million during the year to $146.7 million. At December 31, 2010, loans secured by nonowner, nonfarm, nonresidential properties totaled $116.9 million, while owner-occupied nonfarm nonresidential properties totaled $111.0 million. However, C&I loans decreased from $156.2 million at September 30, 2010 due to pay-offs during the fourth quarter from some larger purchased loans. The Bank is very active in its market in pursuing commercial lending opportunities, but supplements in-market growth with purchased loan participations. The Bank purchases commercial loan participations in an effort to increase its commercial lending and diversify its loan mix, both geographically and by industry sector. Purchased loans are originated primarily within the south central Pennsylvania market and are purchased from only a few select counter parties. These loans usually represent an opportunity to participate in larger credits with lower origination and servicing costs. In 2010, the Bank purchased $17.4 million of loan participations, $4.9 in commercial and industrial, $9.4 million included in commercial real estate and $3.1 million included in residential real estate construction. Total loans purchased in 2010 are well below the 2009 purchases of $45.2 million and the Bank does not expect a large increase in purchase activity in 2011 over the 2010 level. At December 31, 2010, the Bank held $139.5 million in purchased loan participations in its portfolio compared to $130.0 million at the prior year-end. The Bank expects that commercial lending will continue to be the primary area for loan growth in the future via in-market and loan participation activity. To enhance these growth opportunities, the Bank continues to partner with two Small Business Development Centers at local universities and is a designated Small Business Administration lender.

At December 31, 2010 high loan to value loans totaled $59.1 million, 8.0% of gross loans and 71.9% of risk-based capital. This compares to $56.4 million with a ratio of 7.6% of gross loans and 72.8% of risk-based capital at December 31, 2009. The largest exposure to high loan to value loans at year-end 2010 is in commercial real estate loans ($16.5 million), commercial and industrial loans ($9.4 million), and real estate construction loans ($7.5 million). Management tracks high loan to value loans as exceptions to its internal lending policy and reports this exposure to the Credit Risk Oversight Committee of the Board of Directors.

Consumer loans: This category is comprised of direct, indirect (primarily automobile) and unsecured personal lines of credit and decreased by approximately $5.8 million (25%) during the year to $17.4 million. Most of the decrease occurred in the indirect lending portfolio. The Bank s indirect lending portfolio is approximately $7 million, down from approximately $13 million at year-end 2009. With the Bank s decision to exit this line of business in the first quarter of 2010 no new originations were booked in 2010. In the other sectors of the consumer portfolio, 2010 originations of $5.7 million were not sufficient to offset run-off. With exiting the indirect lending business as well as the unwillingness of consumers to increase their debt, the consumer portfolio is expected to continue to run-down throughout 2011.

The following table presents the stated maturities (or earlier call dates) of selected loans as of December 31, 2010. Residential mortgage and consumer loans are excluded from the presentation.

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# Table 11. Maturities and Interest Rate Terms of Selected Loans

| *(Dollars in thousands)* | Less than 1 year | 1 5 years | Over 5 years | Total |
|---|---|---|---|---|
| Loans: | | | | |
| Residential real estate construction | **$ 48,221** | **$ 18,361** | **$ 12,975** | **$ 79,557** |
| Commercial, industrial and agricultural | **6,346** | **36,463** | **103,863** | **146,672** |
| | **$ 54,567** | **$ 54,824** | **$ 116,838** | **$ 226,229** |

Loans with fixed and variable interest rates at December 31, 2010 are shown below:

| *(Dollars in thousands)* | Less than 1 year | 1 5 years | Over 5 years | Total |
|---|---|---|---|---|
| Loans with fixed rates | **$ 4,521** | **$ 15,399** | **$ 46,607** | **$ 66,527** |
| Loans with variable rates | **50,046** | **39,425** | **70,231** | **159,702** |
| | **$ 54,567** | **$ 54,824** | **$ 116,838** | **$ 226,229** |

## Loan Quality:

Management utilizes a risk rating scale (1 9) to evaluate loan asset quality. It monitors loan asset quality by continually reviewing four measurements: (1) watch list loans (loans risk rated 6 or higher), (2) delinquent loans (primarily nonaccrual loans and loans past due 90 days or more), (3) foreclosed real estate (commonly referred to as other real estate owned or OREO ), and (4) net-charge-offs. Management compares trends in these measurements with the Bank s internally established targets, as well as its national peer group.

Loans that are risk rated 6 (OAEM) or higher are placed on the Bank s watch list. At December 31, 2010, there was $69.9 million on the Bank s watch list compared to $47.4 million at year-end 2009. Loans on the watch list are adversely criticized/classified because the borrowers are experiencing weakening cash flow and may be paying loans with alternative sources of cash, for example, savings or the sale of unrelated assets. If these trends continue, the Bank has an increasing likelihood that it will need to liquidate collateral for repayment. The Bank s watch list includes loans that may or may not be delinquent or on nonaccrual, loans that may or may not be considered impaired, and potential problem loans. Potential problem loans are loans on the watch list that represent borrowers that may or may not be able to comply with current loan terms, but excludes loans that are 90 days or more past due and nonaccrual loans. Potential problem loans were $42.4 million at year-end and $29.1 million one year earlier. Management emphasizes early identification and monitoring of these loans to proactively minimize any risk of loss.

Included in the Bank s watch list loans are impaired loans and troubled debt restructurings. A loan is considered to be impaired when, based on current information and events, it is probable that the Bank will be unable to collect all interest and principal payments due according to the originally contracted terms of the loan agreement. Impaired loans totaled $33.2 million at December 31, 2010.

A loan is considered a troubled debt restructuring if the creditor, for economic or legal reasons related to the debtor s financial difficulties, grants a concession to the debtor that it would not otherwise consider. The Bank has one loan classified as a troubled debt restructuring for $656 thousand. The loan is currently in compliance with its modified terms. The Bank has not performed any type of loan workout where it has restructured an existing loan into multiple new loans.

Delinquent loans are a result of borrowers cash flow and/or alternative sources of cash being insufficient to pay loans. The Corporation s likelihood of collateral liquidation to repay the loans becomes more probable the further behind a borrower falls, particularly when loans reach 90 days or more past due. Management breaks down delinquent loans into two categories: (1) loans that are past due 30-89 days, and (2) nonperforming loans that are comprised of loans that are 90 days or more past due or loans for which Management has stopped accruing interest. Nonaccruing loans generally represent Management s determination that collateral liquidation is not likely to fully repay both interest and principal.

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It is the Corporation s policy to evaluate the probable collectability of principal and interest due under terms of loan contracts for all loans 90-days or more past due or restructured loans. Further, it is the Corporation s policy to discontinue accruing interest on loans that are not adequately secured and in the process of collection. Upon determination of nonaccrual status, the Corporation subtracts any current year accrued and unpaid interest from its income, and any prior year accrued and unpaid interest from the allowance for loan losses.

Loan quality, as measured by nonperforming loans, continues to worsen as the Bank is experiencing what it believes is a second wave of deteriorating credit quality due to the lingering affects of the recession. At year-end 2010, nonperforming loans totaled $27.5 million compared to $18.3 million at year-end 2009. Loans past due 90 days or more and still accruing declined from year-end 2009; however, this is due mostly to these loans moving to nonaccrual status. The Bank added $8.2 million to nonaccrual loans in the fourth quarter of 2010. The ratio of nonperforming loans to total gross loans increased from 2.47% at the end of 2009 to 3.68% at December 31, 2010. In early January 2011, a $2.2 million loan was removed from nonaccrual when the loan was paid off. If Management is successful in its workout efforts on several large credits, it is possible that they could be removed from nonaccrual status in 2011. However, if the current economic situation continues, it is possible that other loans may become delinquent and nonperforming loans remain at a high level due to lengthy workout periods on these loans.

At year-end, the Bank had one loan ($656 thousand) classified as a troubled debt restructuring (TDR) that is performing in accordance with its modified terms. The Bank has no loans that have been restructured into multiple notes. As the recession continues to strain many businesses, the Bank is reviewing its process for classifying loans as a TDR, as some commercial borrowers look to restructure their businesses in order to survive. Based upon the Bank s review, it is possible that loans we have not previously classified as a TDR are reclassified as such. At December 31, 2010, the Bank had $1.4 million of residential properties in the process of foreclosure compared to $1.3 million at the end of 2009.

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The following table presents a summary of nonperforming assets:

**Table 12. Nonperforming Assets**

| | December 31 | | | | |
|---|---|---|---|---|---|
| *(Dollars in thousands)* | 2010 | 2009 | 2008 | 2007 | 2006 |
| Nonaccrual loans | | | | | |
| Residential real estate 1 4 family | | | | | |
| First liens | **$691** | $345 | $333 | $87 | $234 |
| Junior liens and lines of credit | **122** | | | | |
| Total | **813** | 345 | 333 | 87 | 234 |
| Residential real estate construction | **6,500** | 4,040 | 1,286 | 449 | 524 |
| Commercial, industrial and agricultural real estate | **13,003** | 5,654 | | 78 | 298 |
| Commercial, industrial and agricultural | **1,668** | 124 | 1,252 | 3,635 | 123 |
| Consumer | | 30 | | | |
| Total nonaccrual loans | **$21,984** | $10,193 | $2,871 | $4,249 | $1,179 |
| Loans past due 90 days or more and still accruing | | | | | |
| Residential real estate 1 4 family | | | | | |
| First liens | **$1,093** | $3,060 | $411 | $395 | $481 |
| Junior liens and lines of credit | **833** | 494 | 133 | 12 | 46 |
| Total | **1,926** | 3,554 | 544 | 407 | 527 |
| Residential real estate construction | **911** | 1,426 | | | |
| Commercial, industrial and agricultural real estate | **2,343** | 1,926 | 429 | 832 | 137 |
| Commercial, industrial and agricultural | **244** | 960 | 33 | 205 | 389 |
| Consumer | **125** | 195 | 123 | 64 | 95 |
| Total loans past due 90 days or more and still accruing | **5,549** | 8,061 | 1,129 | 1,508 | 1,148 |
| Total nonperforming loans | **27,533** | 18,254 | 4,000 | 5,757 | 2,327 |
| Repossessed assets | | 18 | | | |
| Foreclosed assets | **618** | 642 | | 207 | |
| Total nonperforming assets | **$28,151** | $18,914 | $4,000 | $5,757 | $2,327 |
| Restructured Loans (TDRs) | | | | | |
| Performing | **$656** | $ | $ | $ | $ |
| Total TDRs | **$656** | $ | $ | $ | $ |
| Nonperforming loans to total gross loans | **3.68%** | 2.47 % | 0.59 % | 1.01 % | 0.44 % |
| Nonperforming assets to total assets | **2.96%** | 1.93 % | 0.44 % | 0.73 % | 0.29 % |
| Allowance for loan losses to nonperforming loans | **31.97%** | 48.96 % | 183.93% | 127.86% | 294.37% |

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The majority of the nonaccrual loan balance is comprised of six loan relationships totaling $19.2 million. Management continually monitors the status of nonperforming loans, the value of any collateral and potential of risk of loss. The following table provides additional information on the most significant nonaccrual accounts:

**Table 13. Significant Nonaccrual Loans**

(1) Appraisal value, as reported, does not reflect the pay-off of any senior liens, or any adjustment to reflect the cost to liquidate the collateral either through an orderly or forced liquidation process

Credits 1 and 2 remained relatively unchanged from year-end 2009, except for the fact that partial charge-offs have been recognized in 2010 thereby reducing the outstanding loan a balance.

Credit 3 was paid off in January 2011 with the Bank receiving sufficient funds to completely recover the outstanding balance.

Credit 4 is in the business of providing interim construction financing, primarily for modular homes. The Bank is one of a number of financial institutions that have separately provided financing for this business. Despite filing for bankruptcy at the end of the first quarter of 2010, the account was current and performing until it was placed on nonaccrual status in the second quarter. The Bank has joint and several liability against the principals of the business who have substantial net worth. During the third quarter of 2010, a financing package was prepared by a group of lenders and submitted to the bankruptcy court for approval. The financing package was approved and is expected to payoff the Bank s position with minimal loss expected.

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Based upon Management s assessment of the bankruptcy plan and the principals personal net worth, it believes that the Bank s loss will be limited. The Bank expects settlement on this credit to occur in the second quarter of 2011.

Credit 5 was placed on nonaccrual at year-end 2010. The Bank is exploring work-out options, but believes that its position is well secured.

Credit 6 was placed on nonaccrual at year-end 2010. This is a purchased participation credit and reflects the Bank s 68% ownership of the entire project. This project experienced trouble when a major national retailer that was expected to build on the site pulled out of the project. The 2011 appraisal is less than half of the original appraisal at the time the loan was made. The Bank has reserved for this credit based on current circumstances.

The balance of loans 90 days or more past due and still accruing has declined since year-end 2009 as loans have moved to nonaccrual status. Commercial real estate is the only loan category to show a slight increase over year-end. The Bank holds $618 thousand of foreclosed real estate, comprised of six loans secured by residential real estate compared to $642 thousand (3 properties) at December 31, 2009.

The following table provides additional information on the foreclosed real estate:

**Table 14. Foreclosed Real Estate**

| December 31, 2010 | | | | | |
|---|---|---|---|---|---|
| *(Dollars in thousands)* | Date Acquired | Balance | Collateral | Location | Last Appraisal |
| Property 1 | 2009 | $ 91 | 4 residential building lots | PA | Sep-09 |
| Property 2 | 2009 | 138 | residential property | PA | Apr-09 |
| Property 3 | 2010 | 30 | residential property | PA | May-10 |
| Property 4 | 2010 | 127 | residential property | PA | Mar-10 |
| Property 5 | 2010 | 84 | residential property | PA | May-10 |
| Property 6 | 2010 | 148 | residential property | PA | Jul-10 |
| | | $ 618 | | | |

## Allowance for Loan Losses:

Management performs a monthly evaluation of the adequacy of the allowance for loan losses. Consideration is given to a variety of factors in establishing this estimate including, but not limited to, current economic conditions, diversification of the loan portfolio, delinquency statistics, results of internal loan reviews, borrowers actual or perceived financial and managerial strengths, the adequacy of the underlying collateral (if collateral dependent) and other relevant factors. It is Management s general practice to obtain a new appraisal or asset valuation for any loan that it has rated as other assets specially mentioned (OAEM) or higher, including nonaccrual. Management, at its discretion, may determine that additional adjustments to the appraisal or valuation are required. Valuation adjustments will be made as necessary based on other factors, including, but not limited to the economy, deferred maintenance, industry, type of property/equipment etc and the knowledge Management has about a particular situation. In addition, the cost to sell or liquidate the collateral is also estimated when determining the realizable value to the Bank.

Certain factors involved in the evaluation are inherently subjective, as they require material estimates that may be susceptible to significant change, including the amounts and timing of future cash flows expected to be received on impaired loans.

The analysis for determining the ALL is consistent with guidance set forth in generally accepted accounting principals (GAAP) and the Interagency Policy Statement on the Allowance for Loan and Lease Losses. The analysis has two components, specific and general allocations. The specific component addresses specific reserves established for impaired loans. A loan is considered to be impaired when, based on current information and events, it is probable that the Bank will be unable to collect all interest and principal payments due according to the originally contracted terms of the loan agreement. Expected cash flow or collateral values discounted for market conditions and selling costs are used to establish specific allocations.

The general component addresses the reserves established for pools of homogenous loans. The general component includes a quantitative and qualitative analysis. The quantitative analysis uses the Bank s two-year historical loan loss experience adjusted for factors derived from current economic and market conditions that have been determined to have an affect on the probability and magnitude of a loss. The qualitative analysis utilizes a risk matrix that incorporates qualitative and environmental factors such as: loan volume, management, nonperforming loans, loan review process, credit concentrations, competition, and legal and regulatory issues. Input for these factors is determined on the basis of Management s observation, judgment and experience. As a result of this input, additional loss percentages are assigned to each pool of loans.

Real estate appraisals and collateral valuation are an important part of the Bank s process for determining potential loss on collateral dependent loans and thereby have a direct affect on the determination of loan charge-offs and the calculation of the allowance for loan losses.

Appraisals for all real estate dependent commercial loans are obtained at loan origination for any real estate loan greater than $250 thousand. The appraisal is reviewed either internally or by an outside vendor, depending on the aggregate amount of the individual loan relationship or complexity of the deal. For commercial loans less than $250 thousand, a less formal evaluation of value is permitted. However, an appraisal for these loans is often obtained. As long as the loan remains a performing loan, no further updates to appraisals are required. If a loan/relationship migrates to watch list status with a pass rating, an evaluation for impairment is made based on the current information available at the time of downgrade. If a loan reaches a OAEM rating or higher, including non-accrual, Management s practice has been to order a new or updated appraisal if the current appraisal is more than 24 months old; however, it recently reduced this time frame to 12 months or less as it deemed appropriate. Currently, only one loan with a rating 6 or above has an appraisal older than 18 months.

In determining the allowance for loan losses, Management, at its discretion, may determine that additional adjustments to the fair value are required, regardless of whether or not an appraisal or collateral valuation is outdated. Other adjustments will be made as necessary based on other factors, including, but not limited to the economy, deferred maintenance, industry, type of property/equipment etc. and the knowledge Management has about a particular situation. In addition, the cost to sell or liquidate the collateral is also estimated when determining the realizable value to the Bank.

If an appraisal is not available, Management may, at its discretion, make a best estimate of the real value of the collateral or take the last known market value and discount it. Unless otherwise deemed unavailable, a new or updated appraisal will be obtained. If any adjustment is made to the available collateral valuation, a comment as to why the adjustment was made will be documented in the credit file and reported to the Loan Management Committee.

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The following table shows the loans that were evaluated for the allowance for loan losses under a specific reserve (individually) and those that were evaluated under a general reserve (collectively), and the amount of the allowance established in each category as of December 31, 2010:

**Table 15. Allowance by Loan Segment**

| *(Dollars in thousands)* | Residential Real Estate 1 4 Family First Liens | Junior Liens & Lines of Credit | Construction | Commercial Industrial & Agricultural Real Estate | Commercial Industrial & Agricultural | Consumer | Total |
|---|---|---|---|---|---|---|---|
| Allowance at December 31, 2009 | $550 | $278 | $3,087 | $4,175 | $752 | $95 | $8,937 |
| Charge-offs | (107 ) | (165 ) | (982 ) | (1,736 ) | (232 ) | (452 ) | (3,674 ) |
| Recoveries | 19 | 10 | 53 | 18 | 61 | 142 | 303 |
| Provision | 138 | 229 | 438 | 901 | 997 | 532 | 3,235 |
| Allowance at December 31, 2010 | $600 | $352 | $2,596 | $3,358 | $1,578 | $317 | $8,801 |
| Loans evaluated for allowance: | | | | | | | |
| Individually | $965 | $408 | $7,988 | $21,425 | $2,398 | $3 | $33,187 |
| Collectively | 143,163 | 56,286 | 71,569 | 282,770 | 144,274 | 17,393 | 715,455 |
| Total | $144,128 | $56,694 | $79,557 | $304,195 | $146,672 | $17,396 | $748,642 |
| Allowance established for loans evaluated: | | | | | | | |
| Individually | 179 | 4 | 1,566 | 2,170 | 854 | 3 | 4,776 |
| Collectively | 421 | 348 | 1,030 | 1,188 | 724 | 314 | 4,025 |
| Allowance at December 31, 2010 | $600 | $352 | $2,596 | $3,358 | $1,578 | $317 | $8,801 |

The following table shows the allocation of the allowance for loan losses by loan category as of December 31 for each of the past five years:

**Table 16. Allocation of the Allowance for Loan Losses**

| *(Dollars in thousands)* | 2010 | | 2009(1) | | 2008 | | 2007 | | 2006 | |
|---|---|---|---|---|---|---|---|---|---|---|
| Residential real estate 1 4 family | | | | | | | | | | |
| First liens | **$600** | **7%** | $550 | 6 % | $1,324 | 18 % | $1,344 | 18 % | $1,498 | 22 % |
| Junior liens and lines of credit | **352** | **4%** | 278 | 3 % | | | | | | |
| Total | **952** | **11%** | 828 | 9 % | 1,324 | 18 % | 1,344 | 18 % | 1,498 | 22 % |
| | **2,596** | **29%** | 3,087 | 35 % | | | | | | |

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Residential real estate construction | | | | | | | | | | |
| Commercial, industrial and agricultural real estate | **3,358** | **38%** | 4,175 | 47 % | | | | | | |
| Commercial, industrial and agricultural | **1,578** | **18%** | 752 | 8 % | 5,739 | 78 % | 5,572 | 76 % | 4,902 | 72 % |
| Consumer | **317** | **4%** | 95 | 1 % | 294 | 4 % | 445 | 6 % | 450 | 7 % |
| | **$8,801** | **100%** | $8,937 | 100% | $7,357 | 100% | $7,361 | 100% | $6,850 | 100% |

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The percentage of the loans in each category to total gross loans at year end is as follows:

| | 2010 | 2009 | 2008 | 2007 | 2006 |
|---|---|---|---|---|---|
| Residential real estate 1 4 family | | | | | |
| First liens | **19%** | 19 % | 23 % | 25 % | 26 % |
| Junior liens and lines of credit | **8%** | 9 % | 9 % | 11 % | 10 % |
| Total | **27%** | 28 % | 32 % | 36 % | 36 % |
| Residential real estate construction | **11%** | 11 % | 11 % | 15 % | 9 % |
| Commercial, industrial and agricultural real estate | **40%** | 38 % | 34 % | 25 % | 26 % |
| Commercial, industrial and agricultural | **20%** | 20 % | 20 % | 19 % | 24 % |
| Consumer | **2%** | 3 % | 3 % | 5 % | 5 % |
| | **100%** | 100% | 100% | 100% | 100% |

The allocation of the allowance for loan losses is based on estimates and is not intended to imply limitatations on the usage of the allowance. The entire allowance is available to absorb any losses without regard to the category in which the loan is classified.

(1) In 2009, the Bank began allocating the allowance for loan losses according to the primary collateral of the loan, or if there was no collateral, by the primary purpose of the loan. In prior years the allocation was made by the primary purpose of the loan. This has resulted in a higher allocation in 2010 and 2009 for residential real estate development and commercial real estate, that in prior periods was allocated to commercial, industrial and agricultural loans. Data for periods prior to 2009 using the current methodology is not available and therefore, comparisons by line item to prior periods may not be accurate.

In 2010, $3.2 million was added to the allowance for loan losses (ALL) thorough the provision for loan loss expense. This compares to a provision expense of $3.4 million in 2009. Despite adding $3.2 million to the ALL, the ALL declined by approximately $100 thousand to $8.8 million as net charge-offs climbed to $3.4 million in 2010. The ALL as a percentage of loans fell to 1.18% at December 31, 2010 from 1.21% at December 31, 2009.

Charged-off loans usually result from: (1) a borrower being legally relieved of loan repayment responsibility through bankruptcy,(2)insufficient collateral sale proceeds to repay a loan; or (3) the borrower and/or guarantor does not own other marketable assets that, if sold, would generate sufficient sale proceeds to repay a loan.

The Bank recorded net loan charges-off of $3.4 million in 2010. This level of charge-offs is $1.5 million greater than in 2009 and is at the highest level in the past 5 years. Commercial, industrial and agricultural loans recorded the largest gross charge-offs in 2010 of $1.7 million and this sector represented the largest increase in charge-offs compared to 2009. The majority of this charge-off was recorded in December 2010 for one nonaccrual credit. The annualized net loan charge-off ratio increased to .45% in 2010 from .26% in 2009. If nonperforming loans remain at the current level, it is likely that net charge-offs will remain consistent with the level of net charge-offs in 2009 and 2010. However, the Bank does expect a reduction in consumer loan charge-offs due to ending its indirect lending activity. The majority of consumer loan charge-offs in past years were attributable to indirect loans.

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The following table presents an analysis of the allowance for loan losses for each of the past five years:

**Table 17. Historical Allowance for Loan Losses**

| | December 31 | | | | |
|---|---|---|---|---|---|
| *(Dollars in thousands)* | 2010 | 2009 | 2008 | 2007 | 2006 |
| Balance at beginning of year | **$8,937** | $7,357 | $7,361 | $6,850 | $5,402 |
| Addition of allowance from acquistion | | | | | 1,392 |
| Charge-offs: | | | | | |
| Residential real estate 1 4 family | | | | | |
| First liens | **(107)** | | (224 ) | (9 ) | (96 ) |
| Junior liens and lines of credit | **(165)** | (94 ) | | (5 ) | |
| Total | **(272)** | (94 ) | (224 ) | (14 ) | (96 ) |
| Residential real estate construction | **(982)** | (724 ) | (350 ) | | |
| Commercial, industrial and agricultural real estate | **(1,736)** | (63 ) | (28 ) | | |
| Commercial, industrial and agricultural | **(232)** | (567 ) | (335 ) | (362 ) | |
| Consumer | **(452)** | (681 ) | (496 ) | (442 ) | (288 ) |
| Total charge-offs | **(3,674)** | (2,129) | (1,433 ) | (818 ) | (384 ) |
| Recoveries: | | | | | |
| Residential real estate 1 4 family | | | | | |
| First liens | **19** | 25 | 23 | 50 | 42 |
| Junior liens and lines of credit | **10** | | | 3 | |
| Total | **29** | 25 | 23 | 53 | 42 |
| Residential real estate construction | **53** | | | | |
| Commercial, industrial and agricultural real estate | **18** | | 28 | 9 | 1 |
| Commercial, industrial and agricultural | **61** | 61 | 19 | 98 | 58 |
| Consumer | **142** | 185 | 166 | 179 | 99 |
| Total recoveries | **303** | 271 | 236 | 339 | 200 |
| Net (charge-offs) recoveries | **(3,371)** | (1,858) | (1,197 ) | (479 ) | (184 ) |
| Provision for loan losses | **3,235** | 3,438 | 1,193 | 990 | 240 |
| Balance at end of year | **$8,801** | $8,937 | $7,357 | $7,361 | $6,850 |
| Ratios: | | | | | |
| Net loans charged-off (recovered) as a percentage of average gross loans | **0.45%** | 0.26 % | 0.19 % | 0.09 % | 0.04 % |
| Net loans charged-off (recovered) as a percentage of the provision for loan losses | **104.20%** | 54.04 % | 100.34% | 48.38% | 76.67% |
| Allowance as a percentage of loans | **1.18%** | 1.21 % | 1.09 % | 1.29 % | 1.30 % |

Management monitors the adequacy of the allowance for loan losses on an ongoing basis and reports its adequacy quarterly to the Credit Risk Oversight Committee of the Board of Directors. Management believes that the ALL at December 31, 2010 is adequate.

# Deposits:

The Corporation continues to rely on deposits as its primary source of funds. The Bank offers numerous deposit products through its community offices including demand deposits, savings, money management accounts, and time deposits (certificates of deposits/CDs). Total deposits at December 31, 2010 were $734.3 million, down slightly from to $738.4 million on December 31, 2009. Non-brokered deposits increased $20.3 million form December 31, 2009. The 2009 balance included $25.0 million in short-term brokered deposits taken for year-end funding needs and these deposits matured in January 2010. For 2010, total deposits averaged $727.0 million at a cost of 1.16%, compared to $687.0 million at a cost of 1.50% in 2009. Average interest-bearing deposits increased $33.5 million over the 2009 average and the cost fell from 1.70% to 1.32%. Noninterest-bearing deposits also increased $6.7 million on average in 2010. Lower rates on money management accounts and CDs accounted for the lower cost of funds in 2010.

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The following table presents a comparison of deposits for the past five years.

**Table 18. Deposits**

Demand deposits: Noninterest-bearing demand deposit accounts represent a very valuable funding source to the Bank. Noninterest bearing accounts rebounded in 2010, closing the year at $90.3 million, an increase of approximately 16% over the 2009 ending balance. Likewise, the average balance of these accounts increased by $6.7 million in 2010 over the 2009 average. The number of open accounts increased slightly during the year and the Bank saw increases in all account categories: retail, commercial and municipal accounts.

Interest-bearing checking: The average balance of interest-bearing checking accounts increased $1.7 million in 2010 compared to 2009, and by $6.3 million over the 2009 ending balance. The cost of these funds remained stable at .15%. The number of open accounts increased by nearly 4% in 2010 and balance increases were recognized in retail, small business and municipal accounts. With the passage of new legislation allowing interest to be paid on corporate checking accounts starting in July 2011, interest expense in this account could increase significantly depending on the amount of balances that seek such accounts.

Money market accounts: The average balance of the Money Management product increased significantly in 2010, up $56.4 million or 26% over the 2009 average. The cost of this product declined from 1.61% in 2009 to 1.32% in 2010 due to the continued low rate environment. The number of open accounts increased minimally, as existing customers added funds to their accounts. This product is attractive to customers seeking a higher yield and liquidity. The majority of the balance increase came in retail and commercial accounts.

Savings: Savings accounts increased by $1.1 million from December 31, 2009 while the cost declined slightly from .20% in 2009 to .17% for 2010. Despite a decline in the number of open accounts, the Bank was pleased to see both ending and average balances increase in 2010.

Time deposits: These deposits declined year over year on both average (down 10%) and ending balances (down 26%). The decline in the ending balance from 2009 is in part attributable to $25 million of short-term brokered CDs that were used for year-end funding, but matured in January 2010 and were not replaced. During the year, the number of open accounts declined by approximately 19%. Some of these matured CDs were reinvested in the Bank s money management product and contributed to the increase in that product. Non-brokered CDs dropped by nearly $46 million from the 2009 ending balance. In 2010, retail CD customers preferred short-term maturities and the majority of new issues were for maturities of one year or less.

The Bank continues to use wholesale CDs as a funding source when good opportunities are available. Once again, wholesale-brokered CD rates were below local market and FHLB rates in 2010 and the Bank took advantage of this by acquiring brokered CDs in 2010. However, the new CDs were more than offset by maturing funds and the brokered CD balance fell by approximately $24 million during the year. In December 2010, $24 million of brokered CDs were purchased to replace maturing FHLB advances. The CDs were at a lower rate than comparable new FHLB funding and the Bank improved its liquidity position by increasing its borrowing capacity at FHLB by using the CDs. Included in the brokered CD total is $16.5 million in CDs placed into the CDARS program. CDARS allows a depositor to place a CD with the Bank that exceeds the allowable FDIC insurance limit. CDARS then allocates the deposit between different

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banks in order to maintain FDIC coverage on the entire balance. The Bank in turn receives a reciprocal CD deposit. This program allows the Bank to offer full FDIC coverage to large depositors, but with the convenience to the customer of only having to deal with one bank. The Bank solicits these deposits from within its market and it believes they present no greater risk than any other local deposit. However, regulatory guidance requires that these deposits be classified as brokered deposits.

The Bank continues to review different methods of funding growth that include traditional deposits and other wholesale sources. Competition from other local financial institutions, internet banks and brokerages will continue to be a challenge for the Corporation in its efforts to attract new and retain existing deposit accounts. This competition is not expected to lessen in the future.

The following table shows the maturity of outstanding time deposits of $100,000 or more at December 31, 2010:

**Table 19. Time Deposits of $100,000 or More**

| *(Dollars in thousands)* | Retail Time Deposits | Brokered Time Deposits | Total Time Deposits |
|---|---|---|---|
| Maturity distribution: | | | |
| Within three months | **$ 11,072** | **$ 9,758** | **$ 20,830** |
| Over three through six months | **7,694** | **4,241** | **11,935** |
| Over six through twelve months | **6,528** | **1,865** | **8,393** |
| Over twelve months | **17,028** | **219** | **17,247** |
| Total | **$ 42,322** | **$ 16,083** | **$ 58,405** |

## Borrowings:

Short-term Borrowings: In addition to deposits, the Bank uses securities sold under repurchase agreements (Repo), which are accounted for as collateralized financings, and borrowings from FHLB as additional funding sources. The Bank enters into Repo agreements as part of a cash management product offered to commercial and municipal customers. These are overnight borrowings by the Bank that are collateralized primarily with U.S. Government and U.S. Agency securities. This product had an average balance of $60.3 million in 2010, compared to $67.0 million in 2009. The balance at year-end 2010 was $4.7 million less than the 2009 ending balance. As liquidity continued to tighten for many commercial customers, balances in the Repo product fell for the third consecutive year. This product is indexed to the federal funds rate; therefore, its cost will change, as short-term rates change. The average rate on this product remained constant in 2010 at .25%. An increase in the federal funds rate will result in a rate increase and higher expense for this product.

Short-term borrowings from the FHLB are in the form of a revolving term commitment. The short-term FHLB borrowings are used as overnight borrowings to fund the short-term liquidity needs of the Bank. These borrowings reprice on a daily basis and the interest rate fluctuates with short-term market interest rates.

The following table provides additional information about short-term borrowings.

**Table 20. Short-Term Borrowings and Securities Sold Under Agreements to Repurchase**

| *(Dollars in thousands)* | 2010 Short-Term Borrowings | 2010 Repurchase Agreements | 2009 Short-Term Borrowings | 2009 Repurchase Agreements | 2008 Short-Term Borrowings | 2008 Repurchase Agreements |
|---|---|---|---|---|---|---|
| Ending balance | **$** | **$ 51,164** | $ | $ 55,855 | $ 18,850 | $ 64,312 |
| Average balance | **185** | **60,262** | 2,142 | 67,032 | 11,628 | 75,238 |
| Maximum month-end balance | **1,900** | **68,622** | 9,900 | 74,331 | 23,150 | 78,969 |
| Weighted-average interest rate | **0.66%** | **0.25%** | 0.66 % | 0.25 % | 1.72 % | 1.88 % |

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Long-term Debt: Long-term debt is comprised entirely of FHLB term loans payable at maturity and amortizing advances. All of the loans have fixed interest rates. These loans are used on an as needed basis to lock in term funding and are sometimes used to fund a specific asset transaction. The Bank did not take any new FHLB advances in 2010 and it did not pay-off any advances early. Therefore the decline in the average and ending balance of this product is due entirely to scheduled maturities and amortization. The average cost of long-term debt increased slightly in 2010 from 4.03% in 2009 to 4.18% in 2010 as the maturing advances where at a lower rate than the portfolio average. See Note 11 of the accompanying consolidated financial statements for more information.

## Shareholders Equity:

Shareholders equity totaled $82.6 million at December 31, 2010 versus $78.8 million one year earlier, an increase of $3.8 million. The Corporation added $3.4 million to retained earnings after declaring $4.2 million in dividends. Regular cash dividends per share declared by the Board of Directors in 2010 and 2009 totaled $1.08 in both years. The dividend payout ratio was approximately 55% in 2010. The Corporation decided to keep the per share dividend constant through 2009, 2010 and into the first quarter of 2011 as a sign of confidence to its shareholders. A decline in market value of the swaps and the pension assets increased the amount of the unrealized loss that is recognized in accumulated other comprehensive loss. The Corporation made no repurchases of its stock in 2010.

The Board of Directors regularly authorizes the repurchase of the Corporation s $1.00 par value common stock. The repurchased shares will be held as treasury shares available for issuance in connection with future stock dividends and stock splits, employee benefit plans, executive compensation plans, the Dividend Reinvestment Plan and other appropriate corporate purposes. The term of the repurchase plans is normally 1 year. The following table provides information regarding approved stock repurchase plans. For additional information on Shareholders Equity refer to Note 18 of the accompanying consolidated financial statements. The stock repurchase plans that were in place in 2010, and the related activity, is shown below:

**(Amounts in thousands, except share information)**

| Plan | Expiration | Shares | Shares Repurchased Under Approved Plan | | | |
|---|---|---|---|---|---|---|
| Approved | Date | Authorized | 2010 | 2009 | Total | Cost |
| July 8, 2010 | July 8, 2011 | 100,000 | | | | |
| July 9, 2009 | July 9, 2010 | 100,000 | | 4,179 | 4,179 | $ 67 |
| Number of Treasury shares held at year-end | | | 397,950 | 435,838 | | |

Effective September 30, 2010, the Corporation amended its dividend reinvestment plan for shareholders electing to purchase additional shares of the Corporation s common stock by reinvesting cash dividends paid on their shares or through optional cash payments. Under the amended plan, the Corporation has modified the minimum and maximum amounts that may be invested pursuant to the voluntary cash payment option under the plan, provided for the investment of voluntary cash payments as frequently as weekly, permitted participants to make voluntary cash payments via direct draft (ACH transfer); and modified the formula for determining the purchase price with respect to shares purchased under the plan directly from the Corporation. The Corporation also authorized an additional one million (1,000,000) shares of common stock.

A strong capital position is important to the Corporation as it provides a solid foundation for the future growth of the Corporation, as well as instills confidence in the Bank by depositors, regulators and investors, and is considered essential by Management. The Corporation is currently exploring other sources of capital as part of its capital management plan for the Corporation and the Bank.

Common measures of adequate capitalization for banking institutions are capital ratios. These ratios indicate the proportion of permanently committed funds to the total asset base. Guidelines issued by federal and state regulatory authorities require both banks and bank holding companies to meet minimum leverage capital ratios and risk-based capital ratios.

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The leverage ratio compares Tier 1 capital to average assets while the risk-based ratio compares Tier 1 and total capital to risk-weighted assets and off-balance-sheet activity in order to make capital levels more sensitive to the risk profiles of individual banks. Tier 1 capital is comprised of common stock, additional paid-in capital, retained earnings and components of other comprehensive income, reduced by goodwill and other intangible assets. Total capital is comprised of Tier 1 capital plus the allowable portion of the allowance for loan losses.

Current regulatory capital guidelines call for a minimum leverage ratio of 4.0% and minimum Tier 1 and total capital ratios of 4.0% and 8.0%, respectively. Well-capitalized banks are determined to have leverage capital ratios greater than or equal to 5.0% and Tier 1 and total capital ratios greater than or equal to 6.0% and 10.0%, respectively. Table 21 presents the capital ratios for the consolidated Corporation at December 31, 2010, 2009 and 2008. At year-end 2010, the Corporation and its banking subsidiary exceeded all regulatory capital requirements. The Corporation is not aware of any future events or transactions, outside its control, that are expected to significantly effect its capital position. The Bank did not participate in the Troubled Asset Relief Program (TARP) established by the Emergency Economic Stabilization Act of 2008 (EESA) that was designed to provide capital injections to banks through the purchase of preferred stock.

For additional information on capital adequacy refer to Note 2 of the accompanying consolidated financial statements.

**Table 21. Capital Ratios**

| | December 31 | | |
|---|---|---|---|
| | 2010 | 2009 | 2008 |
| Total risk-based capital ratio | **11.73%** | 10.89 % | 11.02 % |
| Tier 1 risk-based capital ratio | **10.54%** | 9.69 % | 9.96 % |
| Tier 1 leverage ratio | **8.16%** | 7.50 % | 7.84 % |

# Local Economy

The Corporation s primary market area includes Franklin, Fulton, Cumberland and Huntingdon County, PA. This area is diverse in demographic and economic makeup. County populations range from a low of approximately 15,000 in Fulton County to over 230,000 in Cumberland County. The market area has a diverse economic base and local industries include, warehousing, truck & rail shipping centers, light and heavy manufacturers, health-care, higher education institutions, farming and agriculture, and a varied service sector. The Corporation s primary market area is located in south central Pennsylvania and provides easy access to the major metropolitan markets on the east coast via trucking and rail transportation. Because of this, warehousing and distribution companies continue to find the area attractive. The local economy is not overly dependent on any one industry or business and Management believes that the Bank s primary market area continues to be well suited for growth as the recession eases.

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Unemployment in the Bank s market area has remained virtually unchanged over the past year and ranges from a low of 7.3% in Cumberland County to high of 12.5% in Fulton County. These rates are in line with both state and national averages. However, the state and national rates have moved up since year-end 2009 while rates in the Bank s market have been more stable. Housing prices continued to fall in 2010, but at a lower rate than in 2009, but there was a large improvement in the number of residential housing starts, year over year. The following table provides selected economic data for the Bank s primary market:

# Economic Data

| | December 31 | | | | | |
|---|---|---|---|---|---|---|
| | 2010 | | | 2009 | | |
| Unemployment Rate (seasonally adjusted) | | | | | | |
| Market area range[1] | 7.3% | 12.5 | % | 6.8 | 14.4 | % |
| Pennsylvania | 8.9 | | % | 8.1 | | % |
| United States | 9.6 | | % | 9.3 | | % |
| Housing Price Index year over year change | | | | | | |
| PA, nonmetropolitan statistical area | -1.5 | | % | -3.3 | | % |
| United States | -1.2 | | % | -4.4 | | % |
| Franklin County Building Permits year over year change | | | | | | |
| Residential, estimated | 26.8 | | % | -30.0 | | % |
| Multifamily, estimated | -10.9 | | % | -38.9 | | % |
| Mortgage Delinquency | | | | | | |
| Market area range[1] | 1.8% | 3.0 | % | 2.0 | 3.7 | % |
| National | 5.30 | | % | 5.60 | | % |

(1) Franklin, Cumberland, Fulton and Huntingdon Counties

In 2010, the Bank opened a new full-service community office in the office space acquired through the merger with Community in Camp Hill, PA; and new remote ATM sites were opened in Fulton County and Huntingdon County.

Unlike many companies, the assets and liabilities of the Corporation are financial in nature. As such, interest rates and changes in interest rates may have a more significant effect on the Corporation s financial results than on other types of industries. Because of this, the Corporation watches the actions of the Federal Reserve Open Market Committee (FOMC) as it makes decisions about interest rate changes. The FOMC held short-term rates near historic lows for all of 2010 and recent comments from the FOMC suggest rates will remain low for much of 2011.

# Liquidity

Liquidity problems either caused or contributed to the failure of several large financial institutions in 2009 and 2010. As a result, liquidity planning quickly surfaced as a top priority for banks. The Corporation must meet the financial needs of the customers that it serves, while providing a satisfactory return on the shareholders investment. In order to accomplish this, the Corporation must maintain sufficient liquidity in order to respond quickly to the changing level of funds required for both loan and deposit activity. The goal of liquidity management is to meet the ongoing cash flow requirements of depositors who want to withdraw funds and of borrowers who request loan disbursements. The Bank regularly reviews it liquidity position by measuring its projected net cash flows (in and out) at a 30 and 90-day interval. The Bank stresses this measurement by assuming a level of deposit out-flows that have not historically been realized. In addition to this forecast, other funding sources are reviewed as a method to provide emergency funding if necessary. The objective of this measurement is to identify the amount of cash that could be raised quickly without the need to liquidate assets. The Bank also stresses its liquidity position utilizing different longer-term scenarios. The varying degrees of stress create pressure on deposit flows in its local market, reduce access to wholesale funding and limit access of funds available through brokered deposit channels. In addition to stressing cash flow, specific liquidity risk indicators are monitored to help identify risk areas. This analysis will help identify and quantify the potential cash surplus/deficit over a variety of time horizons to ensure the Bank has adequate funding resources. Assumptions used for liquidity stress testing are subjective. Should an evolving liquidity situation or business cycle present new data, potential assumption changes will be considered. The Bank believes it can meet all anticipated liquidity demands.

Historically, the Corporation has satisfied its liquidity needs from earnings, repayment of loans and amortizing investment securities, maturing investment securities, loan` sales, deposit growth and its ability to access existing lines of credit. All investment securities are classified as available for sale; therefore, securities that are not pledged as collateral for borrowings are an additional source of readily available liquidity, either by selling the security or, more preferably, to provide collateral for additional borrowing. At December 31, 2010, the Bank had approximately $109 million of amortized costs in its investment portfolio pledged as collateral for deposits and Repos. Another source of available liquidity for the Bank is a line of credit with the FHLB. At December 31, 2010, the Bank had approximately $167 million available on this line of credit and $26 million of unsecured lines of credit at correspondent banks.

The FHLB system has always been a major source of funding for community banks. The capital level of the Pittsburgh FHLB, and the entire FHLB system, has been strained due to the declining value of mortgage related assets. The Pittsburgh FHLB has already implemented steps to improve its capital position that included a suspension of its dividend and an end to its practice of redeeming members stock. Both of these actions are not favorable to the Bank. There are no indicators that lead the Bank to believe the FHLB will discontinue its lending function. If that were to occur, it would have a negative effect on the Bank and it is unlikely that the Bank could replace the level of FHLB funding in a short time. Another action that may be considered by FHLB to increase its capital is to have a capital call on its member banks. This would require the member banks to invest more capital into the FHLB when most banks would prefer not make such an investment.

The Bank has established credit at the Federal Reserve Discount Window and as of year-end had the ability to borrow approximately $34 million.

# Off Balance Sheet Commitments

The Corporation s financial statements do not reflect various commitments that are made in the normal course of business, which may involve some liquidity risk. These commitments consist mainly of unfunded loans and letters of credit made under the same standards as on-balance sheet loans and lines of credit. Because these unfunded instruments have fixed maturity dates and many of them will expire without being drawn upon, they do not generally present any significant liquidity risk to the Corporation. Unused commitments and standby letters of credit totaled $198.9 million and $20.5 million, respectively, at December 31, 2010, compared to $192.4 million and $26.7 million, respectively, at December 31, 2009 See Note 19 of the accompanying consolidated financial statements for more information on commitments and contingencies.

Management believes that any amounts actually drawn upon can be funded in the normal course of operations. The Corporation has no investment in or financial relationship with any unconsolidated entities that are reasonably likely to have a material effect on liquidity.

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The following table represents the Corporation s aggregate on and off balance sheet contractual obligations to make future payments as of December 31, 2010:

# Table 22. Contractual Obligations

| *(Amounts in thousands)* | Less than 1 year | 1 3 years | 3 5 years | Over 5 years | Total |
|---|---|---|---|---|---|
| Time deposits | **$ 111,404** | **$ 70,835** | **$ 18,388** | **$ 1,568** | **$ 202,195** |
| Long-term debt | **23,209** | **35,274** | **12,016** | **386** | **70,885** |
| Operating leases | **348** | **406** | **337** | **1,744** | **2,835** |
| Deferred compensation | **64** | **126** | **122** | **316** | **628** |
| Estimated future pension payments | **726** | **1,514** | **1,647** | **4,503** | **8,390** |
| Total | **$ 135,751** | **$ 108,155** | **$ 32,510** | **$ 8,517** | **$ 284,933** |

The Corporation is not aware of any known trends, demands, commitments, events or uncertainties which would result in any material increase or decrease in liquidity. The Corporation has also entered into an interest rate swap agreement as part of its interest rate risk management strategy. See Note 14 of the accompanying financial statements for more information of financial derivatives.

## Market Risk

In the course of its normal business operations, the Corporation is exposed to certain market risks. The Corporation has no foreign currency exchange rate risk, no commodity price risk or material equity price risk. However, it is exposed to interest rate risk. All interest rate risk arises in connection with financial instruments entered into for purposes other than trading. Financial instruments, which are sensitive to changes in market interest rates, include fixed and variable-rate loans, fixed-income securities, derivatives, interest-bearing deposits and other borrowings.

Changes in interest rates can have an impact on the Corporation s net interest income and the economic value of equity. The objective of interest rate risk management is to identify and manage the sensitivity of net interest income and economic value of equity to changing interest rates in order to achieve consistent earnings that are not contingent upon favorable trends in interest rates.

The Corporation uses several tools to measure and evaluate interest rate risk. One tool is interest rate sensitivity or gap analysis. Gap analysis classifies assets and liabilities by repricing and maturity characteristics and provides management with an indication of how different interest rate scenarios will impact net interest income. Table 23 presents a gap analysis of the Corporation s balance sheet at December 31, 2010. A positive gap in the under one-year time interval suggests that, all else being equal, the Corporation s near-term earnings would rise in a higher interest rate environment and decline in a lower rate environment. A negative gap suggests the opposite result. At December 31, 2010, the Corporation s cumulative gap position at one year was negative. However, the incremental benefit of future rate decreases has been reduced as the rates paid on the Bank s liabilities have been reduced greatly in 2010, leaving little room for future rate decreases. In addition certain liabilities may or may not be repriced with the same magnitude or at the same time as market rates. These circumstances are not captured by a gap analysis.

Another tool for analyzing interest rate risk is financial simulation modeling which captures the affect of not only changing interest rates but also other sources of cash flow variability including loan and securities prepayments and customer preferences. Financial simulation modeling forecasts both net interest income and the economic value of equity under a variety of different interest rate environments that cannot be captured with a gap analysis. The Corporation regularly measures the effects of an up or down 2% parallel yield curve rate change, ramped over 1 year. As part of this simulation, the effect of the rate change is held constant for year two of the simulation. In addition, different rate change scenarios and yield curve structures are utilized depending on the current level of interest rates.

As indicated in Table 24, the financial simulation analysis indicated that as of December 31, 2010, prospective net interest income over both one and two-year time period increases with higher market interest rates. This suggests the balance sheet is asset sensitive. As market rates ramp up 2% over the first year, more assets reprice immediately and funding costs lag behind therefore, net interest income improves. In year two

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of rising rates, liability costs begin to catch up the to the repriced assets and the increase in net interest income slows. In a falling rate environment, net interest income falls in year two. Due to the current level of interest rates, most liability costs will not be able to move by a full market rate decrease. However, asset yields have more room for downward movement. Therefore, if rates fall and remain low for a prolonged period, the more net interest income is negatively affected. This is clearly seen in year two when the reduction in net interest income occurs. The Corporation has established limits to the change in net interest income of 10% from the base scenario in year one.

Economic value of equity (EVE) is defined as the estimated discounted present value of assets minus the discounted present value of liabilities and is a surrogate for long-term earnings. EVE measures the degree to which the economic value of a bank changes under different rate scenarios. EVE focuses on a longer-term time horizon and captures all balance sheet cash flows and is more effective in considering embedded options. The discount rates used in the EVE calculation are based on market rates for like assets and liabilities and the balance sheet position is held constant in order to isolate the risk of interest rate changes. The Corporation established limits to the change in EVE sensitivity of 10% per 1% rate change. At December 31, 2010, the Corporation was within this limit for all scenarios.

Computations of prospective effects of hypothetical interest rate changes are based on many assumptions, including relative levels of market interest rates, loan prepayments and deposit repricing. Certain shortcomings are inherent in the computation of discounted present value and, if key relationships do not unfold as assumed, actual values may differ from those presented. Further, the computations do not contemplate any actions Management could undertake in response to changes in market interest rates.

# Table 23. Interest Rate Sensitivity Analysis

| *(Dollars in Thousands)* | 1 90 Days | 91 181 Days | 182 365 Days | 1 5 Years | Beyond 5 Years | Total |
|---|---|---|---|---|---|---|
| Interest-earning assets: | | | | | | |
| Interest-bearing deposits in other banks | $10,578 | $ | $ | $ | $ | $10,578 |
| Investment securities and restricted stock | 30,711 | 3,531 | 6,781 | 42,873 | 39,879 | 123,775 |
| Loans, net of unearned income | 373,766 | 32,460 | 47,849 | 189,152 | 105,415 | 748,642 |
| Interest rate swaps (receive side) | 20,000 | | | | | 20,000 |
| Total interest-earning assets | **435,055** | **35,991** | **54,630** | **232,025** | **145,294** | **902,995** |
| Interest-bearing liabilities: | | | | | | |
| Interest-bearing checking | 103,918 | | | | | 103,918 |
| Money market deposit accounts | 289,763 | | | | | 289,763 |
| Savings | 48,138 | | | | | |