SAGA COMMUNICATIONS INC
Form 10-K
March 16, 2010

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

Form 10-K

(Mark one)

þ	**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934** **For the fiscal year ended December 31, 2009**
	OR
o	**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934** **For the transition period for to**

Commission file number 1-11588

SAGA COMMUNICATIONS, INC.
(Exact name of registrant as specified in its charter)

Delaware *(State or other jurisdiction of incorporation or organization)*	**38-3042953** *(I.R.S. Employer Identification No.)*
73 Kercheval Avenue **Grosse Pointe Farms, Michigan** *(Address of principal executive offices)*	**48236** *(Zip Code)*

Registrant s telephone number, including area code:
(313) 886-7070
Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Class A Common Stock, $.01 par value	NYSE Amex

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

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 þ

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 þ

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Rule 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 amendments to this Form 10-K. þ

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

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

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

Aggregate market value of the Class A Common Stock and the Class B Common Stock (assuming conversion thereof into Class A Common Stock) held by nonaffiliates of the registrant, computed on the basis of the closing price of the Class A Common Stock on June 30, 2009 on the NYSE Amex: $18,757,577.

The number of shares of the registrant s Class A Common Stock, $.01 par value, and Class B Common Stock, $.01 par value, outstanding as of March 8, 2010 was 3,660,353 and 598,643, respectively.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement for the 2010 Annual Meeting of Stockholders (to be filed with the Securities and Exchange Commission not later than 120 days after the end of the Company s fiscal year) are incorporated by reference in Part III hereof.

Saga Communications, Inc.
2009 Form 10-K Annual Report

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Forward-Looking Statements

Statements contained in this Form 10-K that are not historical facts are forward-looking statements that are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. In addition, words such as believes, anticipates, estimates, plans , expects, and similar expressions are intended to identify forward-looking statements. These statements are made as of the date of this report or as otherwise indicated, based on current expectations. We undertake no obligation to update this information. A number of important factors could cause our actual results for 2010 and beyond to differ materially from those expressed in any forward-looking statements made by or on our behalf. Forward-looking statements are not guarantees of future performance as they involve a number of risks, uncertainties and assumptions that may prove to be incorrect and that may cause our actual results and experiences to differ materially from the anticipated results or other expectations expressed in such forward-looking statements. The risks, uncertainties and assumptions that may affect our performance, which are described in Item 1A of this report, include our financial leverage and debt service requirements, dependence on key personnel, dependence on key stations, U.S. and local economic conditions, our ability to successfully integrate acquired stations, regulatory requirements, new technologies, natural disasters and terrorist attacks. We cannot be sure that we will be able to anticipate or respond timely to changes in any of these factors, which could adversely affect the operating results in one or more fiscal quarters. Results of operations in any past period should not be considered, in and of itself, indicative of the results to be expected for future periods. Fluctuations in operating results may also result in fluctuations in the price of our stock.

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PART I

Item 1. *Business*

We are a broadcast company primarily engaged in acquiring, developing and operating radio and television stations. As of February 28, 2010, we owned and/or operated five television stations and four low-power television stations serving three markets, five radio information networks, eleven analog translators and sixty-one FM and thirty AM radio stations serving twenty-three markets, including Bellingham, Washington; Columbus, Ohio; Norfolk, Virginia; Milwaukee, Wisconsin; Manchester, New Hampshire; Des Moines, Iowa; and Joplin, Missouri.

The following table sets forth information about our radio stations and the markets they serve as of February 28, 2010:

Station	Market (a)	2009 Market Ranking By Radio Revenue (b)	2009 Market Ranking by Radio Market (b)	Station Format	Target Demographics
FM:					
WSNY	Columbus, OH	35	36	Adult Contemporary	Women 25-54
WODB	Columbus, OH	35	36	Oldies	Adults 45-64
WJZA	Columbus, OH	35	36	Smooth Jazz	Adults 35-54
WVMX	Columbus, OH	35	36	Hot Adult Contemporary	Women 25-44
WKLH	Milwaukee, WI	34	37	Classic Rock	Men 35-54
WHQG	Milwaukee, WI	34	37	Rock	Men 25-44
WJMR-FM	Milwaukee, WI	34	37	Urban Adult Contemporary	Women 25-54
WJZX	Milwaukee, WI	34	37	Smooth Jazz	Adults 35-54+
WNOR	Norfolk, VA	40	42	Rock	Men 18-49
WAFX	Norfolk, VA	40	42	Classic Rock	Men 35-54
KSTZ	Des Moines, IA	71	90	Hot Adult Contemporary	Women 25-44
KIOA	Des Moines, IA	71	90	Classic Hits	Adults 45-64
KAZR	Des Moines, IA	71	90	Rock	Men 18-34
KLTI	Des Moines, IA	71	90	Soft Adult Contemporary	Women 35-54
WMGX	Portland, ME	108	167	Hot Adult Contemporary	Women 25-54
WYNZ	Portland, ME	108	167	Classic Hits	Adults 45-64
WPOR	Portland, ME	108	167	Country	Adults 25-54
WCLZ	Portland, ME	108	167	Adult Album Alternative	Adults 25-54
WAQY	Springfield, MA	108	88	Classic Rock	Men 35-54

WLZX	Springfield, MA	108	88	Rock	Men 18-34
WRSI	Northampton, MA	108	88	Adult Album Alternative	Adults 35-54
WRSY	Brattleboro, VT	N/A	N/A	Adult Album Alternative	Adults 35-54
WHAI	Greenfield, MA	N/A	N/A	Adult Contemporary	Women 25-54+
WPVQ	Greenfield, MA	N/A	N/A	Country	Adults 25-54
WLZX-HD2	Greenfield, MA	N/A	N/A	Contemporary Hits	Adults 28-34
WZID	Manchester, NH	113	191	Adult Contemporary	Adults 25-54
WMLL	Manchester, NH	113	191	Classic Rock	Men 35-54
WZID-HD2	Manchester, NH	113	191	Contemporary Hits	Adults 18-34
WLRW	Champaign, IL	164	220	Hot Adult Contemporary	Women 25-44
WIXY	Champaign, IL	164	220	Country	Adults 25-54
WCFF	Champaign, IL	164	220	Variety Hits	Adults 35-54
WYXY	Champaign, IL	164	220	Classic Country	Men 18-49
WLRW-HD2	Champaign, IL	164	220	Oldies	Adults 45-64
WIXY-HD2	Champaign, IL	164	220	Rock	Adults 35-64

(footnotes follow tables)

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Station	Market (a)	2009 Market Ranking By Radio Revenue (b)	2009 Market Ranking by Radio Market (b)	Station Format	Target Demographics
WYXY-HD2	Champaign, IL	164	220	Classic Country	Men 18-49
WYMG	Springfield, IL	N/A	N/A	Classic Rock	Men 25-54
WQQL	Springfield, IL	N/A	N/A	Oldies	Adults 45-64
WDBR	Springfield, IL	N/A	N/A	Adult Contemporary	Women 18-34
WABZ	Springfield, IL	N/A	N/A	Variety Hits	Adults 25-54
WOXL	Asheville, NC	159	159	Adult Contemporary	Women 25-54
WTMT	Asheville, NC	159	159	Rock	Men 18-49
WOXL-HD2	Asheville, NC	159	159	Adult Album Alternative	Adults 18-49
WNAX	Sioux City IA	204	278	Country	Adults 35+
WNAX-HD2	Sioux City IA	204	278	Country	Adults 35+
WWWV	Charlottesville, VA	202	231	Rock	Men 25-54
WQMZ	Charlottesville, VA	202	231	Adult Contemporary	Women 25-54
WCNR	Charlottesville, VA	202	231	Adult Album Alternative	Adults 18-49
KEGI	Jonesboro, AR	252	293	Classic Hits	Men 25-54
KDXY	Jonesboro, AR	252	293	Country	Adults 25-54
KJBX	Jonesboro, AR	252	293	Adult Contemporary	Women 25-54
KDXY-HD2	Jonesboro, AR	252	293	Contemporary Hits	Adults 18-34
KDXY-HD3	Jonesboro, AR	252	293	Oldies	Adults 45-64
WCVQ	Clarksville, TN Hopkinsville, KY	236	195	Hot Adult Contemporary	Women 25-54
WVVR	Clarksville, TN Hopkinsville, KY	236	195	Country	Adults 25-54
WZZP	Clarksville, TN Hopkinsville, KY	236	195	Rock	Men 18-34
WEGI	Clarksville, TN Hopkinsville, KY	236	195	Classic Hits	Adults 35-54
KISM	Bellingham, WA	N/A	N/A	Classic Rock	Men 35-54
KAFE	Bellingham, WA	N/A	N/A	Adult Contemporary	Women 25-54
KICD	Spencer, IA	N/A	N/A	Country	Adults 35+
KLLT	Spencer, IA	N/A	N/A	Adult Contemporary	Women 25-54
KMIT	Mitchell, SD	N/A	N/A	Country	Adults 35+
KUQL	Mitchell, SD	N/A	N/A	Classic Hits	Adults 45-64
KUQL-HD2	Mitchell, SD	N/A	N/A	Classic Hits	Adults 45-64
WKVT	Brattleboro, VT	N/A	N/A	Classic Hits	Men 35-54
WKNE	Keene, NH	N/A	N/A	Hot Adult Contemporary	Women 25-54
WSNI	Keene, NH	N/A	N/A	Adult Contemporary	Women 35-54

WINQ	Keene, NH	N/A	N/A	Country	Adults 35+
WKNE-HD2	Keene, NH	N/A	N/A	Classic Rock	Men 25-54
WKNE-HD3	Keene, NH	N/A	N/A	Kool Oldies (Dial Global)	Adults 35+
WQEL	Bucyrus, OH	N/A	N/A	Classic Hits	Men 25-54
WIII	Ithaca, NY	264	283	Classic Rock	Men 25-54
WQNY	Ithaca, NY	264	283	Country	Adults 25-54+
WYXL	Ithaca, NY	264	283	Adult Contemporary	Women 25-54
WYXL-HD2	Ithaca, NY	264	283	Contemporary Hits	Adults 18-34
WYXL-HD3	Ithaca, NY	264	283	Adult Album Alternative	Adults 35-54

(footnotes follow tables)

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Station	Market (a)	2009 Market Ranking By Radio Revenue (b)	2009 Market Ranking by Radio Market (b)	Station Format	Target Demographics
AM:					
WJYI	Milwaukee, WI	34	37	Christian	Adults 18+
WJOI	Norfolk, VA	40	42	Adult Standards	Adults 45+
KRNT	Des Moines, IA	71	90	Adult Standards/Sports	Adults 45+
KPSZ	Des Moines, IA	71	90	Christian	Adults 18+
WGAN	Portland, ME	108	167	News/Talk	Adults 35+
WZAN	Portland, ME	108	167	News/Talk/Sports	Men 25-54
WBAE	Portland, ME	108	167	News/Talk	Adults 45+
WVAE	Portland, ME	108	167	News/Talk/Sports	Adults 45+
WHMP	Northampton, MA	108	88	News/Talk	Adults 35+
WHNP	Springfield, MA	108	88	News/Talk	Adults 35+
WHMQ	Greenfield, MA	N/A	N/A	News/Talk	Adults 35+
WFEA	Manchester, NH	113	191	Adult Standards	Adults 45+
WTAX	Springfield, IL	N/A	N/A	News/Talk	Adults 35+
WISE	Asheville, NC	159	159	Sports/Talk	Men 18+
WYSE	Asheville, NC	159	159	Sports/Talk	Men 18+
WNAX	Yankton, SD	204	278	News/Talk	Adults 35+
WINA	Charlottesville, VA	202	231	News/Talk	Adults 35+
WVAX	Charlottesville, VA	202	231	Progressive Talk	Adults 35+
WEGI	Clarksville, TN Hopkinsville, KY	236	195	Classic Hits	Adults 35-54
WKFN	Clarksville, TN Hopkinsville, KY	236	195	Sports/Talk	Men 18+
KGMI	Bellingham, WA	N/A	N/A	News/Talk	Adults 35+
KPUG	Bellingham, WA	N/A	N/A	Sports/Talk	Men 18+
KBAI	Bellingham, WA	N/A	N/A	Progressive Talk	Adults 35+
KICD	Spencer, IA	N/A	N/A	News/Talk	Adults 35+
KICD-HD2	Spencer, IA	N/A	N/A	News/Talk	Adults 35+
WKVT	Brattleboro, VT	N/A	N/A	News/Talk	Adults 35+
WKBK	Keene, NH	N/A	N/A	News/Talk	Adults 35+
WZBK	Keene, NH	N/A	N/A	News/Talk	Adults 35+
WBCO	Bucyrus, OH	N/A	N/A	Adult Standards	Adults 45+
WNYY	Ithaca, NY	264	283	Progressive Talk	Adults 35-54
WHCU	Ithaca, NY	264	283	News/Talk	Adults 35+

(a) Actual city of license may differ from metropolitan market actually served.

(b) Derived from Investing in Radio 2009 Market Report.

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The following table sets forth information about our television stations and the markets they serve as of February 28, 2010:

Station	Market (a)	2009 Market Ranking by Number of TV Households (b)	Station Affiliate	Fall 2009 Station Ranking (by # of viewers) (b)
KOAM	Joplin, MO Pittsburg, KS	147	CBS	1
KFJX(d)	Joplin, MO Pittsburg, KS	147	FOX	3
WXVT	Greenwood Greenville, MS			

Regulation of the financial services industry is undergoing major changes, and future legislation could increaseour cost of doing business or harm our competitive position.

We are subject to extensive regulation, supervision and examination by the FRB and the PDB, our primary regulators, and by the FDIC, as insurer of our deposits. Such regulation and supervision governs the activities in which an institution and its holding company may engage and are intended primarily for the protection of the insurance fund and the depositors and borrowers of the Bank rather than for holders of our common stock. Regulatory authorities have extensive discretion in their supervisory and enforcement activities, including the imposition of restrictions on our operations, the classification of our assets and determination of the level of our allowance for loan losses. Any change in such regulation and oversight, whether in the form of regulatory policy, regulations, legislation or supervisory action, may have a material impact on our operations.

In 2010 and 2011, in response to the financial crisis and recession that began in 2008, significant regulatory and legislative changes resulted in broad reform and increased regulation impacting financial institutions. The Dodd-Frank Act has created a significant shift in the way financial institutions operate. The Dodd-Frank Act also created the Consumer Financial Protection Bureau to administer consumer protection and fair lending laws, a function that was formerly performed by the depository institution regulators. The Dodd-Frank Act contains various other provisions designed to enhance the regulation of depository institutions and prevent the recurrence of a financial crisis such as occurred in 2008-2009. The full impact of the Dodd-Frank Act on our business and operations will not be known for years until all the regulations fully implementing the statute are written and adopted. The Dodd-Frank Act may have a material impact on our operations, particularly through increased regulatory burden and compliance costs. Any further legislative changes could have a material impact on our profitability. Future legislative changes could require changes to business practices or force us to discontinue businesses and potentially expose us to additional costs, liabilities, enforcement action and reputational risk.

Additionally, in early July 2013, the FRB approved revisions to their capital adequacy guidelines and prompt corrective action rules that implement the revised standards of the Basel Committee on Banking Supervision, commonly called Basel III, and address relevant provisions of the Dodd-Frank Act. Basel III and the regulations of the federal banking agencies require bank holding companies and banks to undertake significant activities to demonstrate compliance with the new and higher capital standards. Compliance with these rules will impose additional costs on us.

We are periodically subject to examination and scrutiny by a number of banking agencies and, depending upon the findings and determinations of these agencies, we may be required to make adjustments to our business that could adversely affect us.

Federal and state banking agencies periodically conduct examinations of our business, including compliance with applicable laws and regulations. If, as a result of an examination, a banking agency was to determine that the financial condition, capital resources, asset quality, asset concentration, earnings prospects, management, liquidity, sensitivity to market risk or other aspects of any of our operations has become unsatisfactory, or that we or our management is in violation of any law or regulation, it could take a number of different remedial actions as it deems appropriate. These actions include the power to enjoin "unsafe or unsound" practices, to require affirmative actions to correct any conditions resulting from any violation or practice, to issue an administrative order that can be judicially enforced, to direct an increase in our capital, to restrict our growth, to change the asset composition of our portfolio or balance sheet, to assess civil monetary penalties against our officers or directors, to remove officers and directors and, if it is concluded that such conditions cannot be corrected or there is an imminent risk of loss to depositors, to terminate our deposit insurance. If we become subject to such regulatory actions, our business, results of operations and reputation may be negatively impacted.

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

The Bank faces intense competition both in making loans and attracting deposits. This competition has made it more difficult for the Bank to make new loans and at times has forced the Bank to offer higher deposit rates. Price competition for loans and deposits might result in the Bank earning less on loans and paying more on deposits, which would reduce net interest income. Competition also makes it more difficult to increase loans and deposits. As of June 30, 2013, which is the most recent date for which information is available, for those counties in which the Bank has branches, we held 35.1% of the deposits in Bradford, Potter and Tioga Counties, Pennsylvania, which was the largest share of deposits out of eight financial institutions with offices in the area, and 6.3% of the deposits in Allegany County, New York, which was the fourth largest share of deposits out of five financial institutions with offices in this area. Competition also makes it more difficult to hire and retain experienced employees. Some of the institutions with which the Bank competes have substantially greater resources and lending limits than the Bank has and may offer services that the Bank does not provide. Management expects competition to increase in the future as a result of legislative, regulatory and technological changes and the continuing trend of consolidation in the financial services industry. The Bank's profitability depends upon its continued ability to compete successfully in its market area.

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

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

Environmental liability associated with lending activities could result in losses.

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

Our ability to pay dividends is limited by law.

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

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

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

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

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

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

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

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

Our risk management framework may not be effective in mitigating risks and/or losses to us.

We have implemented a risk management framework to manage our risk exposure. This framework is comprised of various processes, systems and strategies, and is designed to manage the types of risk to which we are subject, including, among others, credit, market, liquidity, interest rate and compliance. Our framework also includes financial or other modeling methodologies which involve management assumptions and judgment. There is no assurance that our risk management framework will be effective under all circumstances or that it will adequately mitigate any risk or loss to us. If our framework is not effective, we could suffer unexpected losses and our business, financial condition, results of operations or prospects could be materially and adversely affected. We may also be subject to potentially adverse regulatory consequences.

ITEM 1B – UNRESOLVED STAFF COMMENTS.

Not applicable.

ITEM 2 – PROPERTIES.

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

The net book value of owned banking facilities and leasehold improvements totaled $10,395,000 as of December 31, 2013. The properties are adequate to meet the needs of the employees and customers. We have equipped all of our facilities with current technological improvements for data processing.

ITEM 3 - LEGAL PROCEEDINGS.

The Company is not involved in any pending legal proceedings other than routine legal proceedings occurring in the ordinary course of business. Such routine legal proceedings in the aggregate are believed by management to be immaterial to the Company's financial condition or results of operations.

ITEM 4 – MINE SAFETY DISCLOSURES

Not applicable.

PART II

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

The Company's stock is not listed on any stock exchange, but it is quoted on the OTC Bulletin Board under the trading symbol CZFS. Prices presented in the table below are bid prices between broker-dealers published by the OTC Bulletin Board and the Pink Sheets Electronic Quotation Service. The prices do not include retail markups or markdowns or any commission to the broker-dealer. The bid prices do not necessarily reflect prices in actual transactions. Cash dividends are declared on a quarterly basis and are summarized in the table below (also see dividend restrictions in Note 14 of the consolidated financial statements).

	2013		Dividends declared	2012		Dividends declared
	High	Low	per share	High	Low	per share
First quarter	$ 47.62	$ 40.05	$ 0.272	$ 36.39	$ 33.42	$ 0.279
Second quarter	49.53	45.91	0.281	41.09	35.64	0.284
Third quarter	49.24	46.05	0.285	46.00	39.31	0.290
Fourth quarter	54.00	47.00	0.385	46.01	41.75	0.654

The Company has paid dividends since April 30, 1984, the effective date of our formation as a bank holding company. The Company's Board of Directors expects that comparable cash dividends will continue to be paid by the Company in the future; however, future dividends necessarily depend upon earnings, financial condition, appropriate legal restrictions and other factors in existence at the time the Board of Directors considers a dividend policy. Cash available for dividend distributions to stockholders of the Company comes primarily from dividends paid to the Company by the Bank. Therefore, restrictions on the ability of the Bank to make dividend payments are directly applicable to the Company. Under the Pennsylvania Business Corporation Law of 1988, the Company may pay dividends only if, after payment, the Company would be able to pay debts as they become due in the usual course of our business and total assets will be greater than the sum of total liabilities. These regulatory policies could affect the ability of the Company to pay dividends or otherwise engage in capital distributions. Also see “Supervision and Regulation – Regulatory Restrictions on Bank Dividends,” “Supervision and Regulation – Holding Company Regulation,” and “Note 14 – Regulatory Matter” to the consolidated financial statements.

The Company distributed a 5% stock dividend on June 28, 2013 to all shareholders of record as of June 21, 2013. All per share calculations were adjusted to reflect the stock dividend.

As of February 21, 2014, the Company had approximately 1,558 stockholders of record. The computation of stockholders of record excludes investors whose shares were held for them by a bank or broker at that date. The following table presents information regarding the Company’s stock repurchases during the three months ended December 31, 2013:

Period	Total Number of Shares (or units Purchased)	Average Price Paid per Share (or	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans of Programs	Maximum Number (or Approximate Dollar Value) of Shares (or Units)

		Unit)		that May Yet Be Purchased Under the Plans or Programs (1)
10/1/13 to 10/31/13	-	-	-	92,780
11/1/13 to 11/31/13	4,031	$47.19	4,031	88,749
12/1/13 to 12/31/13	274	$48.65	274	88,475
Total	4,305	$47.29	4,305	88,475

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

Set forth below is a line graph comparing the yearly dollar changes in the cumulative shareholder return on the Company's common stock against the cumulative total return of the S&P 500 Stock index, NASDAQ Bank Index, and SNL Mid-Atlantic Bank Index for the period of six fiscal years assuming the investment of $100.00 on December 31, 2007 and assuming the reinvestment of dividends. The shareholder return shown on the graph below is not necessarily indicative of future performance and was obtained from SNL Financial LC, Charlottesville, VA.

	Period Ending						
Index	12/31/07	12/31/08	12/31/09	12/31/10	12/31/11	12/31/12	12/31/13
Citizens Financial Services, Inc.	$ 100.00	$ 103.26	$ 144.43	$ 217.74	$ 211.55	$ 276.86	$ 374.26
S&P 500	100.00	63.00	79.68	91.68	93.61	108.59	143.77
SNL Bank NASDAQ	100.00	72.62	58.91	69.51	61.67	73.51	105.65
SNL Mid-Atlantic Bank	100.00	55.09	57.99	67.65	50.82	68.08	91.77
SNL Bank $500M-$1B	100.00	64.08	61.03	66.62	58.61	75.14	97.43

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ITEM 6 - SELECTED FINANCIAL DATA.

The following table sets forth certain financial data as of and for each of the years in the five year period ended December 31, 2013:

(in thousands, except share data)	2013	2012	2011	2010	2009
Interest income	$ 36,234	$ 38,085	$ 38,293	$ 39,000	$ 38,615
Interest expense	6,315	7,659	9,683	11,340	13,231
Net interest income	29,919	30,426	28,610	27,660	25,384
Provision for loan losses	405	420	675	1,255	925
Net interest income after provision for loan losses	29,514	30,006	27,935	26,405	24,459
Non-interest income	6,828	7,233	6,582	6,197	5,959
Investment securities gains, net	441	604	334	99	139
Non-interest expenses	19,656	19,297	18,409	18,043	18,010
Income before provision for income taxes	17,127	18,546	16,442	14,658	12,547
Provision for income taxes	3,752	4,331	3,610	3,156	2,683
Net income	$ 13,375	$ 14,215	$ 12,832	$ 11,502	$ 9,864
Per share data:					
Net income - Basic (1)	$ 4.42	$ 4.65	$ 4.16	$ 3.71	$ 3.18
Net income - Diluted (1)	4.42	4.65	4.16	3.71	3.18
Cash dividends declared (1)	1.22	1.51	1.09	1.02	0.95
Stock dividend	5%	1%	1%	1%	1%
Book value (1) (2)	30.94	27.89	24.88	21.86	19.18
End of Period Balances:					
Total assets	$ 914,934	$ 882,427	$ 878,567	$ 812,526	$ 729,477
Total investments	317,301	310,252	318,823	251,303	198,582
Loans	540,612	502,463	487,509	473,517	456,384
Allowance for loan losses	7,098	6,784	6,487	5,915	4,888
Total deposits	748,316	737,096	733,993	680,711	605,559
Total borrowings	66,932	46,126	53,882	55,996	54,115
Stockholders' equity	92,056	89,475	81,468	68,690	61,527
Key Ratios					
Return on assets (net income to average total assets)	1.51%	1.62%	1.52%	1.50%	1.42%
Return on equity (net income to average total equity)	14.89%	17.48%	17.86%	18.13%	17.65%
Equity to asset ratio (average equity to average					

total assets, excluding other comprehensive income)	10.13%	9.26%	8.49%	8.25%	8.02%
Net interest margin	3.87%	3.99%	3.94%	4.19%	4.23%
Efficiency	48.12%	46.10%	46.23%	47.96%	51.91%
Dividend payout ratio (dividends declared divided by net income)	27.63%	32.37%	26.30%	27.50%	29.92%
Tier 1 leverage	10.42%	9.70%	8.83%	8.32%	8.15%
Tier 1 risk-based capital	16.44%	16.21%	14.94%	13.72%	12.69%
Total risk-based capital	17.75%	17.50%	16.23%	14.97%	13.77%
Nonperforming assets/total loans	1.88%	1.83%	2.11%	2.80%	1.55%
Nonperforming loans/total loans	1.63%	1.71%	1.94%	2.65%	1.48%
Allowance for loan losses/total loans	1.31%	1.35%	1.33%	1.25%	1.07%
Net charge-offs/average loans	0.02%	0.02%	0.02%	0.05%	0.09%

(1) Amounts were adjusted to reflect stock dividends.
(2) Calculation excludes accumulated other comprehensive income.

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

CAUTIONARY STATEMENT

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

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

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

INTRODUCTION

The following is management's discussion and analysis of the significant changes in financial condition, the results of operations, capital resources and liquidity presented in its accompanying consolidated financial statements for the Company. Our Company's consolidated financial condition and results of operations consist almost entirely of the Bank's financial condition and results of operations. Management's discussion and analysis should be read in conjunction with the audited consolidated financial statements and related notes. Except as noted, tabular information is presented in thousands of dollars.

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

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

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

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

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

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

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

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

TRUST AND INVESTMENT SERVICES; OIL AND GAS SERVICES

Our Investment and Trust Division is committed to helping our customers meet their financial goals. The Trust Division offers professional trust administration, investment management services, estate planning and administration, custody of securities and individual retirement accounts. Assets held by the Bank in a fiduciary or agency capacity for its customers are not included in the consolidated financial statements since such items are not assets of the Bank. As of December 31, 2013 and 2012, assets owned and invested by customers of the Bank through the Bank's investment representatives totaled $102.5 million and $92.0 million, respectively. Additionally, as summarized in the table below, the Trust Department had assets under management as of December 31, 2013 and 2012 of $99.4 million and $105.6 million, respectively. The decrease in assets under management is due to net account withdrawals of $14.3 million offset by market valuation increases of $8.1 million.

(market values - in thousands)		2013		2012
INVESTMENTS:				
Bonds	$	15,729	$	18,848
Stock		16,893		23,811
Savings and Money Market Funds		13,959		15,521
Mutual Funds		51,591		46,106
Mortgages		562		558
Real Estate		645		670
Miscellaneous		56		40
TOTAL	$	99,435	$	105,554
ACCOUNTS:				
Trusts	$	20,866	$	27,313
Guardianships		226		982
Employee Benefits		39,819		37,588
Investment Management		38,510		39,647
Custodial		14		24
TOTAL	$	99,435	$	105,554

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

In addition to the trust and investment services offered we have an oil and gas division, which serves as a network of experts to assist our customers through various oil and gas specific leasing matters from lease negotiations to establishing a successful approach to personal wealth management. We have partnered with a professional firm to provide additional expertise and services to customers in our market who have been impacted by the Marcellus Shale exploration and drilling activities. As of December 31, 2013, customers owning 8,365 acres have signed agreements with the Bank that provide for the Bank to manage oil and gas matters related to the customers land, which may include negotiating lease payments and royalty percentages, resolving leasing issues, accounting for and ensuring the accuracy of royalty checks, distributing revenue to satisfy investment objectives and providing customized reports outlining payment and distribution information.

RESULTS OF OPERATIONS

Net income for the twelve months ended December 31, 2013 was $13,375,000, which represents a decrease of $840,000, or 5.9%, when compared to the 2012 related period. Net income for the twelve months ended December 31, 2012 was $14,215,000, which represents an increase of $1,383,000, or 10.8%, when compared to the 2011 related period. Basic and diluted earnings per share were $4.42, $4.65, and $4.16 for the years ended 2013, 2012 and 2011, respectively.

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

Net Interest Income

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

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

Analysis of Average Balances and Interest Rates (1)

	2013			2012			2011		
	Average Balance (1)	Interest	Average Rate	Average Balance (1)	Interest	Average Rate	Average Balance (1)	Interest	Average Rate
(dollars in thousands)	$	$	%	$	$	%	$	$	%
ASSETS									
Short-term investments:									
Interest-bearing deposits at banks	15,024	25	0.17	14,439	21	0.15	30,508	81	0.27
Total short-term investments	15,024	25	0.17	14,439	21	0.15	30,508	81	0.27
Interest bearing time deposits at banks	743	15	2.02	-	-	-	-	-	-
Investment securities:									
Taxable	215,746	3,807	1.76	226,424	4,592	2.03	198,908	4,630	2.33
Tax-exempt (3)	92,911	5,159	5.55	94,221	5,608	5.95	90,794	5,555	6.12
Total investment securities	308,657	8,966	2.90	320,645	10,200	3.18	289,702	10,185	3.52
Loans:									
Residential mortgage loans	181,887	10,941	6.02	183,408	11,746	6.40	181,394	12,396	6.83
Construction loans	13,098	647	4.94	10,746	605	5.63	7,043	437	6.20
Commercial & agricultural loans	252,242	14,794	5.87	235,073	14,699	6.25	223,586	14,297	6.39
Loans to state & political subdivisions	59,759	2,647	4.43	57,247	2,680	4.68	52,113	2,709	5.20
Other loans	9,762	802	8.22	10,348	871	8.42	10,836	921	8.49
Loans, net of discount (2)(3)(4)	516,748	29,831	5.77	496,822	30,601	6.16	474,972	30,760	6.48
Total interest-earning assets	841,172	38,837	4.62	831,906	40,822	4.91	795,182	41,026	5.16
Cash and due from banks	3,750			3,736			9,996		
Bank premises and equipment	11,375			11,560			12,121		
Other assets	29,905			30,782			28,816		
Total non-interest earning assets	45,030			46,078			50,933		
Total assets	886,202			877,984			846,115		
LIABILITIES AND STOCKHOLDERS' EQUITY									
Interest-bearing liabilities:									

NOW accounts	209,275	791	0.38	200,486	791	0.39	190,810	919	0.48
Savings accounts	92,095	146	0.16	84,558	165	0.20	71,205	195	0.27
Money market accounts	85,688	405	0.47	73,102	316	0.43	57,742	299	0.52
Certificates of deposit	271,862	3,765	1.38	290,710	4,841	1.67	312,284	6,531	2.09
Total interest-bearing deposits	658,920	5,107	0.78	648,856	6,113	0.94	632,041	7,944	1.26
Other borrowed funds	42,214	1,208	2.86	52,484	1,546	2.95	55,483	1,739	3.13
Total interest-bearing liabilities	701,134	6,315	0.90	701,340	7,659	1.09	687,524	9,683	1.41
Demand deposits	87,496			85,890			79,086		
Other liabilities	7,767			9,430			7,637		
Total non-interest-bearing liabilities	95,263			95,320			86,723		
Stockholders' equity	89,805			81,324			71,868		
Total liabilities & stockholders' equity	886,202			877,984			846,115		
Net interest income		32,522			33,163			31,343	
Net interest spread (5)			3.72%			3.82%			3.75%
Net interest income as a percentage of average interest-earning assets			3.87%			3.99%			3.94%
Ratio of interest-earning assets to interest-bearing liabilities			1.20			1.19			1.16

(1) Averages are based on daily averages.
(2) Includes loan origination and commitment fees.
(3) Tax exempt interest revenue is shown on a tax equivalent basis for proper comparison using a statutory federal income tax rate of 34%.
(4) Income on non-accrual loans is accounted for on a cash basis, and the loan balances are included in interest-earning assets.
(5) Interest rate spread represents the difference between the average rate earned on interest-earning assets and the average rate paid on interest-bearing liabilities.

Tax exempt interest revenue is shown on a tax-equivalent basis for proper comparison using a statutory, federal income tax rate of 34%. For purposes of the comparison, as well as the discussion that follows, this presentation facilitates performance comparisons between taxable and tax-free assets by increasing the tax-free income by an amount equivalent to the Federal income taxes that would have been paid if this income were taxable at the 34% Federal statutory rate. Accordingly, tax equivalent adjustments for investments and loans have been made accordingly to the previous table for the years ended December 31, 2013, 2012 and 2011, respectively (in thousands):

	2013	2012	2011
Interest and dividend income from investment securities, interest bearing time deposits and short-term investments (non-tax adjusted)	$ 7,252	$ 8,315	$ 8,377
Tax equivalent adjustment	1,754	1,906	1,889
Interest and dividend income from investment securities, interest bearing time deposits and short-term investments (tax equivalent basis)	$ 9,006	$ 10,221	$ 10,266

	2013	2012	2011
Interest and fees on loans (non-tax adjusted)	$ 28,982	$ 29,770	$ 29,916
Tax equivalent adjustment	849	831	844
Interest and fees on loans (tax equivalent basis)	$ 29,831	$ 30,601	$ 30,760

	2013	2012	2011
Total interest income	$ 36,234	$ 38,085	$ 38,293
Total interest expense	6,315	7,659	9,683
Net interest income	29,919	30,426	28,610
Total tax equivalent adjustment	2,603	2,737	2,733
Net interest income (tax equivalent basis)	$ 32,522	$ 33,163	$ 31,343

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

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

	2013 vs. 2012 (1)			2012 vs. 2011 (1)		
	Change in Volume	Change in Rate	Total Change	Change in Volume	Change in Rate	Total Change
Interest Income:						
Short-term investments:						
Interest-bearing deposits at banks	$ 1	$ 3	$ 4	$ (32)	$ (28)	$ (60)
Interest bearing time deposits at banks	15	-	15	-	-	-
Investment securities:						
Taxable	(209)	(576)	(785)	598	(636)	(38)
Tax-exempt	(77)	(372)	(449)	189	(136)	53
Total investment securities	(286)	(948)	(1,234)	787	(772)	15
Total investment income	(270)	(945)	(1,215)	755	(800)	(45)
Loans:						
Residential mortgage loans	(96)	(709)	(805)	140	(790)	(650)
Construction loans	96	(54)	42	204	(36)	168
Commercial & agricultural loans	630	(535)	95	706	(304)	402
Loans to state & political subdivisions	144	(177)	(33)	253	(282)	(29)
Other loans	(48)	(21)	(69)	(42)	(8)	(50)
Total loans, net of discount	726	(1,496)	(770)	1,261	(1,420)	(159)
Total Interest Income	456	(2,441)	(1,985)	2,016	(2,220)	(204)
Interest Expense:						
Interest-bearing deposits:						
NOW accounts	17	(17)	-	49	(177)	(128)
Savings accounts	18	(37)	(19)	55	(85)	(30)
Money Market accounts	57	32	89	45	(28)	17
Certificates of deposit	(299)	(777)	(1,076)	(428)	(1,262)	(1,690)

Total interest-bearing deposits	(207)	(799)	(1,006)	(279)	(1,552)	(1,831)
Other borrowed funds	(295)	(43)	(338)	(91)	(102)	(193)
Total interest expense	(502)	(842)	(1,344)	(370)	(1,654)	(2,024)
Net interest income	$ 958	$ (1,599)	$ (641)	$ 2,386	$ (566)	$ 1,820

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

2013 vs. 2012

Tax equivalent net interest income for 2013 was $32,522,000 compared with $33,163,000 for 2012, a decrease of $641,000 or 1.9%. Total interest income decreased $1,985,000, as total investment income decreased $1,215,000 and loan interest income decreased $770,000. Offsetting the decrease in interest income, interest expense decreased $1,344,000 from 2012.

Total tax equivalent interest income from investment securities decreased $1,234,000 in 2013 from 2012. The average balance of investment securities decreased $12.0 million, which had an effect of decreasing interest income by $286,000 due to volume. The average tax-effected yield on our investment portfolio decreased from 3.18% in 2012 to 2.90% in 2013. This had the effect of decreasing interest income by $948,000 due to rate, the majority of which was related to taxable securities whose yield decreased from 2.03% in 2012 to 1.76% in 2013. During 2013, rates on the short end of the curve experienced very little change, while the long end of the curve experienced a rise in excess of 100 basis points. In addition, during the fourth quarter of 2013, the Federal Reserve reduced the amount of quantitative easing it was providing to the market and indicated that a further reduction could be expected, while at the same time committing to low short term rates. This has resulted in a relatively steep yield curve. As a result, the investment strategy as of the end of 2013 has been to purchase agency securities with maturities of less than five years and high quality municipal bonds with high coupons. Due to the steepness of the yield curve of maturities between two to five years, the Bank has provided itself some protection to rising rates, if they occur. Additionally, high coupon municipal bonds have less price volatility in rising rate scenarios than similar lower coupon bonds. We believe this strategy will enable us to reinvest cash flows in the next two to five years when and if investment opportunities improve.

In total, loan interest income decreased $770,000 in 2013 from 2012. The average balance of our loan portfolio increased by $19.9 million in 2013 compared to 2012, which resulted in an increase in interest income of $726,000 due to volume. Offsetting this was a decrease in average yield on total loans from 6.16% in 2012 to 5.77% in 2013 resulting in a decrease in interest income of $1,496,000 due to rate.

Specifically, interest income on residential mortgage loans decreased $805,000, $709,000 of which is attributable to rate as the average yield on residential mortgages decreased from 6.40% in 2012 to 6.02% in 2013. There was also a decrease due to volume of $96,000, as the average balance of residential mortgage loans decreased $1.5 million. Due to continued, low mortgage interest rates on conforming mortgages during 2013, the Company decided to sell most conforming mortgage loans originated by the Bank to minimize interest rate risk in rising rate environments. During 2013, conforming loans totaling $20,239,000 were originated and sold on the secondary market. Currently, all loans sold by the Bank are sold without recourse, with servicing retained.

The average balance of construction loans increased $2.4 million from 2012 to 2013, which had a positive impact of $96,000 on interest income. This was offset by a decrease due to a reduction in yield of $54,000 as the average yield on construction loans decreased from 5.63% in 2012 to 4.94% in 2013. The average balance of commercial and agricultural loans increased $17.2 million from 2012 to 2013 which had a positive impact of $630,000 on total interest income due to volume. We continue to focus on this segment of the loan portfolio, utilizing an experienced lending staff. Offsetting the increase due to volume, the average yield on commercial and agricultural loans decreased from 6.25% in 2012 to 5.87% in 2013, decreasing interest income by $535,000. The decreasing yield was the result of competitive pressures to obtain and retain quality credits in the current economic environment as well as the fact that existing loans are repricing in a lower rate environment. The average balance of loans to state and political subdivisions increased $2.5 million from 2013 to 2012 primarily as a result of municipalities in our area that continued to borrow funds to ensure compliance with U.S. Environmental Protection Agency laws and regulations impacting the Chesapeake Bay watershed. This had a positive impact of $144,000 on total interest income due to volume. Offsetting this, the average tax equivalent yield on loans to state and political subdivisions decreased from 4.68% in 2012 to 4.43% in 2013, decreasing interest income by $177,000. The decreasing yield was again largely due to competitive pressures to obtain and retain quality credits in the current economic environment.

Total interest expense decreased $1,344,000 in 2013 compared to 2012. The decrease is primarily attributable to a change in average rate from 1.09% in 2012 to .90% in 2013, which had the effect of decreasing interest expense by $842,000. The continued low interest rate environment prompted by the Federal Reserve had the effect of decreasing our short-term borrowing costs as well as rates on all deposit products. While the Company's rates on deposit products are below historical averages they are competitive with rates paid by other institutions in the marketplace. The average balance of interest bearing liabilities decreased $206,000 from 2012 to 2013. Certificates of deposit and other borrowed funds decreased $18.8 million and $10.3 million, respectively, which resulted in a decrease in interest expense due to volume of $502,000. These decreases were offset by increases in NOW accounts of $8.8 million, savings accounts of $7.5 million and money market accounts of $12.6 million. The cumulative effect of these increases was an increase in interest expense of $92,000.

The average balance of certificates of deposit decreased $18.8 million causing a decrease in interest expense of $299,000. In addition, as a result of the continued low rate environment, there was a decrease in the average rate on certificates of deposit from 1.67% to 1.38% resulting in a decrease in interest expense of $777,000. The average balance of other borrowed funds decreased $10.3 million causing a decrease in interest expense of $295,000. In addition, there was a decrease in the average rate on other borrowed funds from 2.95% to 2.86% resulting in a decrease in interest expense of $43,000.

Our net interest spread for 2013 was 3.72% compared to 3.82% in 2012. The current economic situation has resulted in a flattening of the short term portion of the yield curve, with the mid to long range portion of the curve being steeper. Should long-term interest rates move in such a way that results in a further flattened or inverted yield curve, we would anticipate additional pressure on our margin. Additionally, it should be noted that there is currently more downward pressure on the pricing of interest earning assets than there is on interest bearing liabilities due to the rates that are currently being offered.

2012 vs. 2011

Tax equivalent net interest income for 2012 was $33,163,000 compared with $31,343,000 for 2011, an increase of $1,820,000 or 5.8%. Total interest income decreased $204,000, as total investment income decreased $45,000 and loan interest income decreased $159,000. The largest driver of the increase in net interest income was interest expense, as it decreased $2,024,000 from 2011.

Total tax equivalent interest income from investment securities increased $15,000 in 2012 from 2011. The average balance of investment securities increased $30.9 million, which had an effect of increasing interest income by $787,000 due to volume. The average tax-effected yield on our investment portfolio decreased from 3.52% in 2011 to 3.18% in 2012. This had the effect of decreasing interest income by $772,000 due to rate, the majority of which was related to taxable securities whose yield decreased from 2.33% in 2011 to 2.03% in 2012. During 2012, the Company implemented a strategy to increase portfolio duration through the purchase of certain mortgage backed securities and longer term agencies to provide additional interest income. This strategy maintained a defensive posture to future rising rates by selecting securities that had limited extension risk. By increasing duration with defensive securities the Bank was able to increase interest income with minimal additional interest rate risk. As part of implementing this strategy, in the first quarter of 2012, the Company purchased certain investment securities utilizing overnight borrowings, which were repaid in the second quarter as other investment securities matured or were called.

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

Interest income on residential mortgage loans decreased $650,000. The majority of the decrease is the result of a decrease of $790,000 attributable to rate as the average yield on residential mortgages decreased from 6.83% in 2011 to 6.40% in 2012. This was offset by an increase due to volume of $140,000, as the average balance of residential mortgage loans increased $2.0 million. During 2012, the Company decided to sell most conforming mortgage loans originated by the Bank to minimize interest rate risk in rising rate environments. During 2012, conforming loans totaling $37,398,000 were originated and sold due to the low residential mortgage rates offered during 2012.

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

Total interest expense decreased $2,024,000 in 2012 compared to 2011. The decrease is primarily attributable to a change in average rate from 1.41% in 2011 to 1.09% in 2012, which had the effect of decreasing interest expense by $1,654,000. The low interest rate environment and economic conditions had the effect of decreasing our short-term borrowing costs as well as rates on all deposit products. The average balance of interest bearing liabilities increased $13.8 million from 2011 to 2012. While in total the average balance liabilities increased, certificates of deposit and other borrowed funds decreased $21.6 million and $3.0 million, respectively, which resulted a decrease in interest expense due to volume of $370,000.

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

Our net interest spread for 2012 was 3.82% compared to 3.75% in 2011.

PROVISION FOR LOAN LOSSES

For the year ended December 31, 2013, we recorded a provision for loan losses of $405,000. The expense for 2013 was $15,000, or 3.6% less than the same time period in 2012. The decrease in the provision for loan losses is the result of conditions of the Company's loan portfolio remaining consistent with 2012 and the current economic conditions in the Company's primary market place, as of December 31, 2013, which impacted management's quarterly review of the allowance for loan losses (see also "Financial Condition – Allowance for Loan Losses and Credit Quality Risk").

For the year ended December 31, 2012, we recorded a provision for loan losses of $420,000, which represents a decrease of $255,000 or 37.8% over the same time period in 2011. The decrease in the provision for loan losses was the result of improved conditions in the Company's loan portfolio compared to 2011.

NON-INTEREST INCOME

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

	2013	2012	2011
Service charges	$ 4,299	$ 4,475	$ 4,380
Trust	694	644	665
Brokerage and insurance	444	392	352
Investment securities gains, net	441	604	334
Gains on loans sold	443	759	208
Earnings on bank owned life insurance	502	507	498
Other	446	456	479
Total	$ 7,269	$ 7,837	$ 6,916

	2013/2012 Change		2012/2011 Change	
	Amount	%	Amount	%
Service charges	$ (176)	(3.9)	$ 95	2.2
Trust	50	7.8	(21)	(3.2)
Brokerage and insurance	52	13.3	40	11.4
	(163)	(27.0)	270	80.8

Investment securities gains, net						
Gains on loans sold		(316)	(41.6)		551	264.9
Earnings on bank owned life insurance		(5)	(1.0)		9	1.8
Other		(10)	(2.2)		(23)	(4.8)
Total	$	(568)	(7.2)	$	921	13.3

2013 vs. 2012

Non-interest income decreased $568,000 in 2013 from 2012, or 7.2%. We recorded investment securities gains totaling $441,000 compared with net gains of $604,000 in 2012. During 2013 we elected to sell seven agency securities, nine mortgage backed securities, portions of three equity securities, four municipal securities and one corporate security for gains of $86,000, $356,000, $296,000, $87,000 and $2,000, respectively. We also sold one corporate security and two mortgage backed securities for losses of $246,000 and $140,000, respectively. The sales made during 2013 were primarily made as a result of market conditions at the time, which either minimized in managements opinion the loss that may result or provided for improved portfolio performance in the future regardless of changes in interest rates. During 2012, we elected to sell four agency securities, thirteen mortgage backed securities, portions of an equity security and one municipal security for total gains of $604,000 due to favorable market conditions.

Gains on loans sold decreased $316,000 compared to last year, which is the result of a lower level of refinancing done in 2013 versus 2012. During 2013, the Bank generated $21.9 million of loan sale proceeds, but this was $14.8 million or 40.4% less than the proceeds received in 2012.

Service charge income decreased by $176,000 in 2013 compared to 2012 and continues to be the Company's primary source of non-interest income. Service charge fees related to customers' usage of their debit cards decreased by $60,000 which we believe is directly attributable to the implementation of certain regulations issued as part of the Durbin amendment, which resulted in lower fees being earned by the Bank. ATM income decreased $53,000 in 2013 compared to 2012 due to decreased usage of the Company's ATM machines by non-customers. As a result of reduced drilling for natural gas in 2013, there were fewer temporary workers in the area working for companies' associated with the exploration of the Marcellus Shale who have not established permanent residency in the Company's primary market. Finally, there was a decrease in fees charged to customers for non-sufficient funds of $34,000. Management continues to monitor regulatory changes to determine the level of impact that these regulations will have on the Company.

The increase in trust revenues of $50,000 from the prior year is primarily attributable to the increase in average assets for the year under management during the first nine months of 2013. In September 2013 there was a significant withdrawal of trust assets by a single customer, which will impact future revenues until additional accounts or assets are added to those under management by the Trust department. The increase in brokerage and insurance revenues was primarily a result of increased customer brokerage activity as a result of increases in the stock market.

2012 vs. 2011

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

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

Service charge income increased by $95,000 in 2012 compared to 2011. Service charge fees related to customers' usage of their debit cards increased by $49,000. ATM income increased $31,000 in 2012 compared to 2011 due to a rate increase implemented midway through 2011 and additional usage of the Company's ATM machines by non-customers. Part of the increased usage by non-customers was associated with an influx of temporary workers working for companies' associated with the exploration of the Marcellus Shale who did not establish permanent residency in the Company's primary market. Finally, there was an increase in fees charged to customers for non-sufficient funds of $19,000.

Non-interest Expenses

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

	2013	2012	2011
Salaries and employee benefits	$ 11,392	$ 11,018	$ 9,996
Occupancy	1,271	1,265	1,331
Furniture and equipment	492	411	449
Professional fees	781	891	744
Federal depository insurance	450	468	592
ORE expenses	191	164	396
Pennsylvania shares tax	640	602	541
Other	4,439	4,478	4,360
Total	$ 19,656	$ 19,297	$ 18,409

	2013/2012 Change		2012/2011 Change	
	Amount	%	Amount	%
Salaries and employee benefits	$ 374	3.4	$ 1,022	10.2
Occupancy	6	0.5	(66)	(5.0)
Furniture and equipment	81	19.7	(38)	(8.5)
Professional fees	(110)	(12.3)	147	19.8
Federal depository insurance	(18)	(3.8)	(124)	(20.9)
ORE expenses	27	16.5	(232)	(58.6)
Pennsylvania shares tax	38	6.3	61	11.3
Other	(39)	(0.9)	118	2.7
Total	$ 359	1.9	$ 888	4.8

2013 vs. 2012

Non-interest expenses for 2013 totaled $19,656,000 which represents an increase of $359,000, compared with 2012 costs of $19,297,000. Salary and benefit costs increased $374,000. Base salaries and related payroll taxes increased $343,000, primarily due to merit increases and additional head count as a result of continuing to implement the Company's strategic and expansion plans. Full time equivalent staffing was 186 and 181 employees for 2013 and 2012, respectively. Incentive costs decreased $65,000 compared to 2012 primarily due to lower net income in 2013. Retirement expenses increased $97,000 compared to 2012 as a result of increased expense for the pension plan and increased salary levels utilized in the calculation of the supplemental executive retirement plan.

Professional fees decreased as a result of fees and costs incurred in connection with the Bank's charter conversion and simultaneous name change that occurred in 2012. Furniture and equipment costs increased as a result purchasing equipment for the online teller system implemented during 2013.

2012 vs. 2011

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

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

Provision for Income Taxes

The provision for income taxes was $3,752,000, $4,331,000 and $3,610,000 for 2013, 2012 and 2011, respectively. The effective tax rates for 2013, 2012 and 2011 were 21.9%, 23.4% and 22.0%, respectively.

Income before the provision for income taxes decreased by $1,419,000 in 2013 compared to 2012. This resulted in the provision for income taxes decreasing by $579,000 when compared to 2012. We have managed our effective tax rate by remaining invested in tax-exempt municipal loans and bonds and investments in certain partnerships that provide the Company with tax credits. The provision was impacted in 2013 by one partnership, which provided its first tax credits in 2013.

Income before the provision for income taxes increased by $2,104,000 in 2012 compared to 2011. This resulted in the provision for income taxes increasing by $721,000 when compared to 2011.

We are involved in four limited partnership agreements that established low-income housing projects in our market area. During 2013, we recognized tax credits related to two of the four partnerships, with credits being recognized for the first time on one partnership. The tax credits for the other two projects were fully utilized by December 31, 2012. We anticipate recognizing an aggregate of $1.4 million of tax credits over the next nine years.

FINANCIAL CONDITION

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

	2013 Balance	Increase	% Change	2012 Balance	Increase	% Change	2011 Balance
Total assets	$ 914.9	$ 32.5	3.7	$ 882.4	$ 3.8	0.4	$ 878.6
Total investments	317.3	7.0	2.3	310.3	(8.5)	(2.7)	318.8
Total loans, net	533.5	37.8	7.6	495.7	14.7	3.1	481.0
Total deposits	748.3	11.2	1.5	737.1	3.1	0.4	734.0
Total stockholders' equity	92.1	2.6	2.9	89.5	8.0	9.8	81.5

Cash and Cash Equivalents

Cash and cash equivalents totaled $10.1 million at December 31, 2013 compared with $26.3 million at December 31, 2012. The decrease in cash and cash equivalents is the result of the Company's increased investment and loan portfolios offset by deposit and borrowed funds growth, as discussed in more detail below. Management actively measures and evaluates its liquidity through our Asset – Liability committee and believes its liquidity needs are satisfied by the current balance of cash and cash equivalents, readily available access to traditional funding sources, Federal Home Loan Bank financing, federal funds lines with correspondent banks, brokered certificates of deposit and the portion of the investment and loan portfolios that mature within one year. Management expects that these sources of funds will permit us to meet cash obligations and off-balance sheet commitments as they come due.

Investments

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

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	2013 Amount	% of Total	2012 Amount	% of Total	2011 Amount	% of Total	2010 Amount	% of Total	2009 Amount	% of Total
Available-for-sale:										
U. S. Agency securities	$ 152,189	48.0	$ 127,234	41.0	$ 168,600	52.9	$ 118,484	47.1	$ 65,223	32.8
U.S. Treasuries	11,309	3.6	4,947	1.6	-	-	-	-	-	-
Obligations of state & political subdivisions	95,005	29.9	100,875	32.5	101,547	31.9	76,922	30.6	59,574	30.0
Corporate obligations	16,802	5.3	22,109	7.1	8,460	2.7	8,681	3.5	3,166	1.6
Mortgage-backed securities	40,671	12.8	53,673	17.3	38,974	12.2	46,015	18.3	70,194	35.3
Equity securities	1,325	0.4	1,414	0.5	1,242	0.3	1,201	0.5	425	0.3
Total	$ 317,301	100.0	$ 310,252	100.0	$ 318,823	100.0	$ 251,303	100.0	$ 198,582	100.00

2013

The Company's investment portfolio increased by $7.0 million, or 2.3%, during the past year. During 2013, we purchased $90.8 million of U.S. agency obligations, $9.3 million of mortgage-backed securities, $14.8 million of state and local obligations, $1.7 million of corporate obligations, $6.9 million of U.S. treasury notes and $1,000 of equity securities, which help offset the $13.6 million of principal repayments and $65.0 million of calls and maturities that occurred during the year. We also selectively sold $25.5 million of bonds and equities at a net gain of $441,000. The market value of our investment portfolio decreased approximately $10.4 million in 2013 due to interest rate fluctuations. Excluding our short term investments consisting of monies held primarily at the Federal Reserve, the effective yield on our investment portfolio for 2013 was 2.90% compared to 3.18% for 2012 on a tax equivalent basis.

During 2013, rates on the short end of the curve experienced very little change, while the long end of the curve experienced a rise in excess of 100 basis points. This resulted in the market value of the investment portfolio decreasing. In addition, during the fourth quarter of 2013, the Federal Reserve reduced the amount of quantitative easing it was providing to the market and indicated that a further reduction could be expected, while at the same time committing to low short term rates. This has resulted in a relatively steep yield curve. As a result of these items, the investment strategy as of the end of 2013 has been to purchase agency securities with maturities of less than five years and high quality municipal bonds with high coupons. Due to the steepness of the yield curve of maturities between two to five years, the Bank believes it has provided itself protection to rising rates, if they occur. Additionally, high coupon municipal bonds have less price volatility in rising rate scenarios than similar lower coupon bonds. We believe this strategy will enable us to reinvest cash flows in the next two to five years when and if investment opportunities improve.

At December 31, 2013, the Company did not own any securities, other than government-sponsored and government-guaranteed mortgage-backed securities, that had an aggregate book value in excess of 10% of our total capital at that date.

2012

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

As a result of the Federal Reserve's commitment to a low rate policy in 2012, the Company implemented a strategy in 2012 to increase portfolio duration through the purchase of certain mortgage backed securities and longer term agencies to provide additional interest income. This strategy maintained a defensive posture to future rising rates by selecting securities that had limited extension risk. As part of implementing this strategy, the Company purchased agencies, corporate bonds, high quality municipal bond and mortgage backed securities of $60.6 million, $13.6 million, $11.3 million and $36.5 million, respectively.

The expected principal repayments (amortized cost) and average weighted yields for the investment portfolio as of December 31, 2013, are shown below (dollars in thousands). Expected principal repayments, which include prepayment speed assumptions for mortgage-backed securities, are significantly different than the contractual maturities detailed in Note 3 of the consolidated financial statements. Yields on tax-exempt securities are presented on a fully taxable equivalent basis, assuming a 34% tax rate.

	One Year or Less		After One Year to Five years		After Five Years to Ten Years		After Ten Years		Total	
	Amortized Cost	Yield %	Amortized Cost	Yield %	Amortized Cost	Yield %	Amortized Cost	Yield %	Amortized Cost	Yie %
Available-for-sale securities:										
U.S. agency securities	$ 55,150	1.4	$ 83,414	1.3	$ 15,332	1.8	$ -	-	$ 153,896	
U.S. treasuries	-	-	-	-	11,856	1.3	-	-	11,856	
Obligations of state & political subdivisions	6,807	5.9	66,480	5.2	20,826	5.3	-	-	94,113	
Corporate obligations	2,521	2.1	14,130	2.3	-	-	-	-	16,651	
Mortgage-backed securities	7,767	2.3	32,638	2.3	-	-	-	-	40,405	
Total available-for-sale	$ 72,245	2.0	$ 196,662	2.8	$ 48,014	2.9	$ -	-	$ 316,921	

Approximately 84.8% of the amortized cost of debt securities is expected to mature, call or pre-pay within five years or less. The Company expects that earnings from operations, the levels of cash held at the Federal Reserve and other correspondent banks, the high liquidity level of the available-for-sale securities, growth of deposits and the availability of borrowings from the Federal Home Loan Bank and other third party banks will be sufficient to meet future liquidity needs. Excluding, U.S Agency and Mortgage-backed securities, there are no securities from a single issuer representing more than 10% of stockholders' equity.

Loans

The Bank's lending efforts are focused within its market area located in North Central Pennsylvania and Southern New York. We originate loans primarily through direct loans to our existing customer base, with new customers generated by referrals from real estate brokers, building contractors, attorneys, accountants, existing customers and the Bank's website. The Bank offers a variety of loans although historically most of our lending has focused on real estate loans including residential, commercial, agricultural, and construction loans. As of December 31, 2013, approximately 76% of our loan portfolio consisted of real estate loans. All lending is governed by a lending policy that is developed and maintained by us and approved by the Board of Directors.

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

Commercial real estate loan terms are generally 20 years or less with one to five year adjustable rates. The adjustable rates are typically tied to a margin above the comparable Federal Home Loan Bank of Pittsburgh borrowing rate with a maximum loan to value ratio of 80%. Where feasible, the Bank works with the United States Department of Agriculture's (USDA) and Small Business Administration (SBA) guaranteed loan programs to offset risk and to further promote economic growth in our market area. During 2013, we originated $2.8 million in USDA and SBA guaranteed commercial real estate loans.

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

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

Over the past few years, we have experienced an increase in loan demand from companies and businesses associated with, and serving, the exploration of the Marcellus Shale gas field. Activities associated with this tend to be very cyclical. As a result, while we have pursued these opportunities, we have done so in a prudent and cautious manner and have developed specific policies and procedures for lending to these entities. The Bank has lowered the loan to value threshold for loans, shortened amortization periods, and expanded our monitoring of loan concentrations associated with this activity.

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

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

	2013		2012		2011		2010		2009	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
Real estate:										
Residential	$ 187,101	34.6	$ 178,080	35.4	$ 184,034	37.7	$185,012	39.1	$194,989	42.7
Commercial	193,087	35.7	176,710	35.2	165,826	34.0	152,499	32.2	133,953	29.4
Agricultural	22,001	4.1	18,015	3.6	19,224	3.9	19,078	4.0	19,485	4.2
Construction	8,937	1.7	12,011	2.4	8,481	1.7	9,766	2.1	5,619	1.2
Consumer	9,563	1.7	10,559	2.1	10,746	2.2	11,285	2.4	11,895	2.6
Other commercial and agricultural loans	54,029	10.0	47,880	9.5	44,299	9.1	47,156	10.0	44,101	9.7
State & political subdivision loans	65,894	12.2	59,208	11.8	54,899	11.4	48,721	10.2	46,342	10.2
Total loans	540,612	100.0	502,463	100.0	487,509	100.0	473,517	100.0	456,384	100.0
Less allowance for loan losses	7,098		6,784		6,487		5,915		4,888	
Net loans	$ 533,514		$ 495,679		$ 481,022		$467,602		$451,496	

	2013/2012 Change		2012/2011 Change	
	Amount	%	Amount	%
Real estate:				
Residential	$ 9,021	5.1	$ (5,954)	(3.2)
Commercial	16,377	9.3	10,884	6.6
Agricultural	3,986	22.1	(1,209)	(6.3)
Construction	(3,074)	(25.6)	3,530	41.6
Consumer	(996)	(9.4)	(187)	(1.7)
	6,149	12.8	3,581	8.1

Other commercial and agricultural loans						
State & political subdivision loans		6,686	11.3		4,309	7.8
Total loans	$	38,149	7.6	$	14,954	3.1

2013

Total loans grew $38.1 million in 2013 from a balance of $502.5 million at the end of 2012 to $540.6 million at the end of 2013. Total loans grew 7.6% in 2013 compared with a 3.1% loan growth rate in 2012.

During 2013, the Company experienced growth in commercial real estate loans which increased $16.4 million or 9.3%, residential real estate loans which increased $9.0 million or 5.1%, other commercial and agricultural loans which increased $6.1 million or 12.8% and state and political subdivision loans which increased $6.7 million or 11.3%. The growth in commercial real estate, other commercial and agricultural and state and political subdivision loans reflects the Company's focus on commercial lending as a means to increase loan growth and obtain deposits from farmers, small businesses and municipalities throughout our market area. As part of this strategy, the Bank has opened two loan production offices, which resulted in additional loan growth in 2013. Commercial real estate and other commercial loan demand is subject to significant competitive pressures, the yield curve, the strength of the overall regional and national economy and the local economy. The local economy has been impacted significantly by the Marcellus Shale gas exploration activities, which are impacted by regulations and changes in the market price of natural gas. Due to the low price for natural gas throughout 2013, exploration activities were curtailed in comparison to 2012. We work closely with local municipalities and school districts to meet their needs that otherwise would be provided by the municipal bond market.

Residential real estate loans increased $9.0 million during 2013. Loan demand for conforming mortgages, which the Company typically sells on the secondary market, remained strong during 2013, although not as strong as 2012. During 2013, $20.2 million of loans were originated and placed for sale on the secondary market, which compares to $37.4 million for 2012. In addition, due to the decline in demand for non-conforming mortgages and the difficult investment environment in the first part of 2013, the Company decided that certain 15 year mortgage loans that met secondary market standards would not be sold on the secondary market, but would instead be held as part of the Bank's residential real estate portfolio. During 2013, the Company decided not to sell $7.5 million of residential mortgages that met secondary market standards, which accounts for the majority of the increase in residential loans. For loans sold on the secondary market, the Company recognizes fee income for servicing these sold loans, which is included in non-interest income. Management continues to explore new competitively priced products and to build technologies which make it easier and more efficient for customers to choose the Company for their mortgage needs.

The decrease in construction loans of $3.1 million is attributable to transfers out of construction at completion to commercial and residential real estate during 2013.

2012

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

During 2012, the Company experienced growth in commercial real estate loans which increased $10.9 million or 6.6%, construction loans which increased $3.5 million or 41.6%, other commercial and agricultural loans which increased $3.6 million or 8.1% and state and political subdivision loans which increased $4.3 million or 7.8%.

Residential real estate loans decreased $6.0 million, with the majority of the decrease occurring in the fourth quarter of 2012, while consumer loans decreased $187,000. The major factor impacting this decline is the demand for conforming rate loans. Loan demand for conforming mortgages, which the Company typically sells on the secondary market, increased substantially in 2012. During 2012, $37.4 million of loans were originated and marketed for sale, which compares to the $14.8 million of loans originated in 2011 of which $9.6 million were sold. During the fourth quarter of 2011, the Company decided that certain loans meeting secondary market standards would not be sold. In the middle of the first quarter of 2012, due to a further decline in interest rates, the Company resumed selling all loans originated after that time that met secondary market standards. These loans were sold to limit the Company's exposure to rising rate environments as the majority of the loans had fixed rates for a minimum of fifteen years, with the majority having fixed rates from twenty to thirty years.

The following table shows the maturity of commercial business and agricultural, state and political subdivision loans, commercial real estate loans, and construction loans as of December 31, 2013, classified according to the sensitivity to changes in interest rates within various time intervals (in thousands). The table does not include any estimate of prepayments which significantly shorten the average life of all loans and may cause our actual repayment experience to differ from that shown below. Demand loans having no stated schedule of repayments and no stated maturity are reported as due in one year or less. The amounts shown below exclude net deferred loan costs or fees.

	Commercial, municipal, agricultural	Real estate construction	Total
Maturity of loans:			
One year or less	$ 13,478	$ -	$ 13,478
Over one year through five years	42,329	-	42,329
Over five years	279,204	8,937	288,141
Total	$ 335,011	$ 8,937	$ 343,948
Sensitivity of loans to changes in interest rates - loans due after December 31, 2014:			
Predetermined fixed interest rate	$ 64,832	$ 966	$ 65,798
Floating or adjustable interest rate	256,701	7,971	264,672
Total	$ 321,533	$ 8,937	$ 330,470

Allowance for Loan Losses and Credit Quality Risk

The allowance for loan losses is maintained at a level, which in management's judgment is adequate to absorb probable future loan losses inherent in the loan portfolio. The provision for loan losses is charged against current income. Loans deemed not collectable are charged-off against the allowance while subsequent recoveries increase the allowance. The following table presents an analysis of the change in the allowance for loan losses and a summary of our non-performing assets for the years ended December 31, 2013, 2012, 2011, 2010 and 2009. All non-accruing troubled debt restructurings are also included the non-accruing loans total.

	December 31,				
	2013	2012	2011	2010	2009
Balance					
at beginning of period	$ 6,784	$ 6,487	$ 5,915	$ 4,888	$ 4,378
Charge-offs:					
Real estate:					
Residential	17	95	101	147	76
Commercial	62	2	29	53	236
Agricultural	-	-	-	-	1
Consumer	54	54	71	35	80
Commercial and other loans	1	21	6	173	153
Total loans charged-off	134	172	207	408	546
Recoveries:					
Real estate:					
Residential	5	-	-	4	1

Commercial		5		9		15		11		1
Consumer		33		33		57		45		52
Commercial and other loans		-		7		32		120		77
Total loans recovered		43		49		104		180		131
Net loans charged-off		91		123		103		228		415
Provision charged to expense		405		420		675		1,255		925
Balance at end of year	$	7,098	$	6,784	$	6,487	$	5,915	$	4,888
Loans outstanding at end of period	$	540,612	$	502,463	$	487,509	$	473,517	$	456,384
Average loans outstanding, net	$	516,748	$	496,822	$	474,972	$	468,620	$	442,921
Non-performing assets:										

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Non-accruing loans	$ 8,097	$ 8,067	$ 9,165	$ 11,853	$ 5,871
Accrual loans - 90 days or more past due	697	506	275	692	884
Total non-performing loans	$ 8,794	$ 8,573	$ 9,440	$ 12,545	$ 6,755
Foreclosed assets held for sale	1,360	616	860	693	302
Total non-performing assets	$ 10,154	$ 9,189	$ 10,300	$ 13,238	$ 7,057
Troubled debt restructurings (TDR)					
Non-accruing TDRs	$ 4,701	$ 4,834	$ 5,490	$ 130	$ -
Accrual TDRs	2,510	193	123	-	-
Total troubled debt restructurings	$ 7,211	$ 5,027	$ 5,613	$ 130	$ -
Net charge-offs to average loans	0.02%	0.02%	0.02%	0.05%	0.09%
Allowance to total loans	1.31%	1.35%	1.33%	1.25%	1.07%
Allowance to total non-performing loans	80.71%	79.13%	68.72%	47.15%	72.36%
Non-performing loans as a percent of loans net of unearned income	1.63%	1.71%	1.94%	2.65%	1.48%
Non-performing assets as a percent of loans net of unearned income	1.88%	1.83%	2.11%	2.80%	1.55%

The Company utilizes a disciplined and thorough loan review process based upon our internal loan policy approved by the Company's Board of Directors. The purpose of the review is to assess loan quality, analyze delinquencies, identify problem loans, evaluate potential charge-offs and recoveries, and assess general overall economic conditions in the markets served. An external independent loan review is performed on our commercial portfolio semi-annually for the

Company. The external consultant is engaged to 1) review a minimum of 55% (60% of loans prior to 2013) of the dollar volume of the commercial loan portfolio on an annual basis, 2) review a sample of new commercial/agricultural loans originated in the last year, 3) review all relationships in aggregate over $500,000, 4) review all aggregate loan relationships over $100,000 which are over 90 days past due, classified Special Mention, Substandard, Doubtful, or Loss, and 5) such other loans which management or the consultant deems appropriate. As part of this review, our underwriting process and loan grading system is evaluated.

Management believes it uses the best information available to make such determinations and that the allowance for loan losses is adequate as of December 31, 2013. However, future adjustments could be required if circumstances differ substantially from assumptions and estimates used in making the initial determination. A prolonged downturn in the economy, high unemployment rates, significant changes in the value of collateral and delays in receiving financial information from borrowers could result in increased levels of non-performing assets, charge-offs, loan loss provisions and reduction in income. Additionally, bank regulatory agencies periodically examine the Bank's allowance for loan losses. The banking agencies could require the recognition of additions to the allowance for loan losses based upon their judgment of information available to them at the time of their examination.

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

The adequacy of the allowance for loan losses is subject to a formal, quarterly analysis by management of the Company. In order to better analyze the risks associated with the loan portfolio, the entire portfolio is divided into several categories. As stated above, loans on non-accrual status are specifically reviewed for impairment and given a specific reserve, if appropriate. Loans evaluated and not found to be impaired are included with other performing loans, by category, by their respective homogenous pools. Three year average historical loss factors were calculated for each pool and applied to the performing portion of the loan category for 2013, 2012 and 2011. For 2010 and 2009, the historical loss factor was based on a five year average. This was changed as management believes the three year average is better representative of the inherent risks in the loan portfolio and more reflective of current trends. The historical loss factors for both reviewed and homogeneous pools are adjusted based upon the following qualitative factors:

· Level of and trends in delinquencies, impaired/classified loans

Change in volume and severity of past due loans

Volume of non-accrual loans

Volume and severity of classified, adversely or graded loans

· Level of and trends in charge-offs and recoveries

- Trends in volume, terms and nature of the loan portfolio

· Effects of any changes in risk selection and underwriting standards and any other changes in lending and recovery policies, procedures and practices

- Changes in the quality of the Bank's loan review system

· Experience, ability and depth of lending management and other relevant staff

- National, state, regional and local economic trends and business conditions

General economic conditions

Unemployment rates

Inflation / CPI

Changes in values of underlying collateral for collateral-dependent loans

- Industry conditions including the effects of external factors such as competition, legal, and regulatory requirements on the level of estimated credit losses.

· Existence and effect of any credit concentrations, and changes in the level of such concentrations

- Any change in the level of board oversight

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

The balance in the allowance for loan losses was $7,098,000 or 1.31% of total loans as of December 31, 2013 as compared to $6,784,000 or 1.35% of loans as of December 31, 2012. The $314,000 increase is a result of a $405,000 provision for loan losses less net charge-offs of $91,000. The following table shows the distribution of the allowance for loan losses and the percentage of loans compared to total loans by loan category (dollars in thousands) as of December 31:

	2013		2012		2011		2010		2009	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
Real estate loans:										
Residential	$ 946	34.6	$ 875	35.4	$ 805	37.7	$ 969	39.1	$ 801	42.7
Commercial, agricultural	4,558	39.8	4,437	38.8	4,132	37.9	3,380	36.2	2,864	33.6
Construction	50	1.7	38	2.4	15	1.7	22	2.1	20	1.2
Consumer	105	1.7	119	2.1	111	2.2	108	2.4	131	2.6
Other commercial and agricultural loans	942	10.0	728	9.5	674	9.1	983	10.0	918	9.7
State & political subdivision loans	330	12.2	271	11.8	235	11.4	137	10.2	93	10.2
Unallocated	167	N/A	316	N/A	515	N/A	316	N/A	61	N/A
Total allowance for loan losses	$ 7,098	100.0	$ 6,784	100.0	$ 6,487	100.0	$ 5,915	100.0	$ 4,888	100.0

As a result of previous loss experiences and other the risk factors utilized in determining the allowance, the Bank's allocation of the allowance does not directly correspond to the actual balances of the loan portfolio. While commercial and agricultural real estate total 39.8% of the loan portfolio, 64.2% of the allowance is assigned to this segment of the loan portfolio as these loans have more inherent risks than residential real estate or loans to state and political subdivisions. Residential real estate loans comprise 34.6% of the loan portfolio as of December 31, 2013 and 13.3% of the allowance is assigned to this segment.

The following table identifies amounts of loans contractually past due 30 to 90 days and non-performing loans by loan category, as well as the change from December 31, 2012 to December 31, 2013 in non-performing loans (dollars in thousands). Non-performing loans include those loans that are contractually past due 90 days or more and non-accrual loans. Interest does not accrue on non-accrual loans. Subsequent cash payments received are applied to the outstanding principal balance or recorded as interest income, depending upon management's assessment of its ultimate ability to collect principal and interest.

	December 31, 2013				December 31, 2012			
		Non-Performing Loans				Non-Performing Loans		
	30 - 90 Days Past Due	90 Days Past Due Accruing	Non-accrual	Total Non-Performing	30 - 90 Days Past Due	90 Days Past Past Due	Non-accrual	Total No Performi
Real estate:								
Residential	$ 1,006	$ 352	$ 685	$ 1,037	$ 1,108	$ 332	$ 663	$ 9
Commercial	215	344	7,247	7,591	597	152	7,042	7,
Agricultural	-	-	-	-	54	-	-	
Construction	-	-	-	-	-	-	-	
Consumer	132	1	15	16	87	4	-	
Other commercial loans	17	-	150	150	932	18	362	3
Total nonperforming loans	$ 1,370	$ 697	$ 8,097	$ 8,794	$ 2,778	$ 506	$ 8,067	$ 8,5

	Change in Non-Performing Loans 2013 / 2012	
	Amount	%
Real estate:		
Residential	$ 42	4.2
Commercial	397	5.5
Agricultural	-	-
Construction	-	-
Consumer	12	300.0
Other commercial loans	(230)	(60.5)
Total nonperforming loans	$ 221	2.6

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

	Non-Performing Loans				
	2013	2012	2011	2010	2009
Real estate:					
Residential	$ 1,037	$ 995	$ 653	$ 711	$ 885
Commercial	7,591	7,194	8,270	8,161	2,498
Agricultural	-	-	-	2,241	2,094
Construction	-	-	-	-	749
Consumer	16	4	-	18	11
Commercial and other loans	150	380	517	1,414	429
	-	-	-	-	89

State & political subdivision loans					
Total nonperforming loans	8,794	8,573	9,440	12,545	6,755

For the year ended December 31, 2013, we recorded a provision for loan losses of $405,000 which compares to $420,000 for the same period in 2012, a decrease of $15,000. The small decrease is attributable to the continued low net charge-offs of the Company and the consistent level of non-performing loans from 2012 to 2013. Non-performing loans increased $221,000 or 2.62%, from December 31, 2012 to December 31, 2013 primarily as a result of one relationship, which is discussed below and has a balance of approximately $506,000 as of December 31, 2013. Approximately 70.3% of the Bank's non-performing loans are associated with the following four customer relationships:

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- A commercial customer with a total loan relationship of $4.1 million secured by 164 residential properties was considered non-accrual as of December 31, 2013. In the first quarter of 2011, the Company and borrower entered into a forbearance agreement to restructure the debt. As a result of all loan payments being made on the loans through December 31, 2013, there is no specific reserve allocation as of December 31, 2013. During the first nine months of 2013, the Bank updated a sample of appraised values of the collateral associated with this relationship and performed other reviews to ensure that there was not a significant change in the collateral values. This review did not identify any significant changes in the collateral and as a result, the Bank believes that the loan is well collateralized. In July of 2013, the customer filed for bankruptcy under Chapter 11 and a Trustee was appointed in January of 2014. We continue to monitor the bankruptcy proceedings to determine what if any impact this will have on the collateral and on the loan payments.
- A commercial customer with a relationship of approximately $669,000 was considered non-accrual as of December 31 2013. The entire balance is subject to USDA guarantees. The current economic conditions related to the timber industry have significantly impacted the cash flows from the customer's activities. In the fourth quarter of 2013, a foreclosure proceeding was completed on a second loan with this customer, which resulted in an increase in other real estate owed of $299,000, Management reviewed the collateral and guarantees and determined that a specific reserve allocation of $19,000 for the remaining loan was required as of December 31, 2013.
- A commercial customer with a relationship of approximately $936,000 secured by real estate was considered non-accrual as of December 31, 2013. The current economic conditions have significantly impacted the cash flows from the customer's activities. Management reviewed the collateral and determined that a specific reserve allocation of $221,000 was required as of December 31, 2013 based on the appraised value of collateral.
- A commercial customer with a relationship of approximately $506,000 secured by real estate was considered non-accrual as of December 31, 2013. The slowdown in the exploration for natural gas has significantly impacted the cash flows of the customer. Management reviewed the collateral and a charge-off of $52,000 was recorded in the fourth quarter of 2013, which resulted in no specific reserve as of December 31, 2013.

The decrease in loans 30-89 days past due from December 31, 2012 to December 31, 2013 is the result of approximately $730,000 of loans with one customer being past due that were refinanced in the first quarter of 2013 and a $540,000 relationship as of December 31, 2012 that was placed on non-accrual status in 2013 and has a balance as of December 31, 2013 of $506,000, which is discussed above.

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

- 46.3% of the Company's non-performing loans are associated with one customer, while still experiencing financial difficulties has remained current with its payments.
- Net and gross charge-offs continue to be low in relation to the size of the Bank's loan portfolio and compared to our peer group. Net charge-offs for both 2013 and 2012 were 0.02% of the total loan portfolio.
  - The primary market of the Bank has a relatively stable real estate market and did not experienced the significant decrease in the collateral values of local residential, commercial or agricultural real estate loan portfolios as seen in other parts of the country. The local real estate market also did not realize the significant, and sometimes speculative, increases seen in other parts of the country. Finally, our market area is predominately centered in the Marcellus Shale natural gas exploration and drilling area, and while the activities associated with this exploration are cyclical, it has provided a positive impact on the value of local real estate.

Bank Owned Life Insurance

The Company holds bank owned life insurance policies to offset future employee benefit costs. The Bank is the sole beneficiary on the policies, and will provide the Bank with an asset that will generate earnings to partially offset the current costs of benefits, and eventually (at the death of the insured's) provide partial recovery of cash outflows associated with the benefits. As of December 31, 2013 and 2012, the cash surrender value of the life insurance was

$14.7 and $14.2 million, respectively. The change in cash surrender value, net of purchases, is recognized in the results of operations. The amounts recorded as non-interest income totaled $502,000, $507,000 and $498,000 in 2013, 2012 and 2011, respectively. The Company evaluates annually the risks associated with the life insurance policies, including limits on the amount of coverage and an evaluation of the various carriers' credit ratings.

Other Assets

2013

Other assets increased $2.6 million in 2013 to $11.5 million from $8.9 million in 2012. As a result of the decrease in the market value of the Company's investment portfolio, net deferred taxes changed from a liability of $870,000 as of December 31, 2012 to an asset of $1,477,000 as of December 31, 2013. Due to increases in the market value of the assets included in the Bank's pension plan and contributions made by the Bank over time to the plan, the funded status of the plan changed from a liability of $1,256,000 as of December 31, 2012 to an asset of $780,000 as of December 31, 2013. Other real estate owned increased $744,000 in 2013 as a result of foreclosures. As a result of an increase in FHLB borrowings regulatory stock increased $361,000. These increases were offset by a decrease in prepaid FDIC insurance of $1,010,000 as the FDIC returned the prepayment for insurance in 2013 that was originally made in 2009.

2012

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

Deposits

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

	2013		2012		2011	
	Amount	%	Amount	%	Amount	%
Non-interest-bearing deposits	$ 85,585	11.4	$ 89,494	12.1	$ 85,605	11.6
NOW accounts	215,656	28.8	201,804	27.4	200,897	27.4
Savings deposits	95,678	12.8	87,836	11.9	79,659	10.8
Money market deposit accounts	85,038	11.4	83,423	11.3	67,223	9.2
Certificates of deposit	266,359	35.6	274,539	37.3	300,609	41.0
Total	$ 748,316	100.0	$ 737,096	100.0	$ 733,993	100.0

	2013/2012 Change		2012/2011 Change	
	Amount	%	Amount	%
Non-interest-bearing deposits	$ (3,909)	(4.4)	$ 3,889	4.5
NOW accounts	13,852	6.9	907	0.5
Savings deposits	7,842	8.9	8,177	10.3
Money market deposit accounts	1,615	1.9	16,200	24.1
Certificates of deposit	(8,180)	(3.0)	(26,070)	(8.7)
Total	$ 11,220	1.5	$ 3,103	0.4

2013

Total deposits increased $11.2 million in 2013, or 1.5%. Our market continues to be impacted by the Marcellus Shale gas exploration activities through bonus payments upon lease signing, surface disturbances to landowners for pipeline right of ways and pad development, royalty checks to landowners and Pennsylvania Act 13 impact fees paid to local governments, who have been impacted by the exploration activities. The activity in 2013, however, was not as significant as prior years.

Non-interest bearing deposits decreased $3.9 million, or 4.4% in 2013. As a percentage of total deposits, non-interest bearing deposits totaled 11.4% as of the end of 2013, which compares to 12.1% at the end of 2012. In order to manage our overall cost of funds, the Company continues to focus on adding low cost deposits by having a free checking product available for retail customers. Additionally, our business development officers and branch personnel are focused on providing outstanding customer service and developing larger deposit relationships with our commercial customers.

NOW accounts increased by $13.8 million, or 6.9%, money market deposit accounts increased by $1.6 million or 1.9% and savings deposits increased $7.8 million, or 8.9%, since the end of 2012. A portion of the increase in NOW accounts, money market accounts and savings deposits is offset by the decrease in certificates of deposits of $8.2 million from 2012 to 2013. As in 2012, during 2013 the Company continued to lower rates paid on certificates of deposits, which continued to result in certain customers transferring funds they traditionally deposited in certificates of deposits to more liquid accounts that still paid interest.

2012

Total deposits increased $3.1 million in 2012, or .4%. Our market continued to be impacted by the Marcellus Shale gas exploration activities during 2012; however the impact was less than that experienced in 2011 and 2010. The majority of the acreage in the Company's primary markets was leased prior to 2012, and as a result, landowners did not receive large bonus payments as they did in 2011 and 2010. Additionally, due to the low natural gas prices experienced across the country, those landowners receiving royalty checks experienced significant decreases thus lowering their monthly deposits. Furthermore, due to returns in the stock market, certain customers of the Bank proceeded to purchase investment products through both the Company's brokers and external brokerage firms.

Non-interest bearing deposits increased $3.9 million, or 4.5% in 2012. As a percentage of total deposits, non-interest bearing deposits totaled 12.1% as of the end of 2012, which compares to 11.6% at the end of 2011. NOW accounts increased by $907,000, or .5%, money market deposit accounts increased by $16.2 million or 24.1% and savings deposits increased $8.2 million, or 10.3%, since the end of 2010. A portion of the increase in money market accounts and savings deposits is related to the decrease in certificates of deposits of $26.1 million from 2011 to 2012. Throughout 2012, the Company continued to lower rates paid on certificates of deposits to a point where certain customers transferred funds they traditionally deposited in certificates of deposits to more liquid accounts that still paid interest. Additionally, in the second half of 2012, local government entities received a portion of their share of impact fees assessed to Companies exploring for natural gas, which resulted in a significant influx of deposits.

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

	2013	2012	2011
3 months or less	$ 13,699	$ 15,348	$ 17,135
Over 3 months through 6 months	11,118	10,216	14,300
Over 6 months through 12 months	37,289	28,953	36,726
Over 12 months	55,836	58,962	51,966
Total	$ 117,942	$ 113,479	$ 120,127
As a percent of total certificates of deposit	44.28%	41.33%	39.96%

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

	2013		2012		2011	
	Amount	%	Amount	%	Amount	%
Individuals	$ 462,268	61.8	$ 464,764	63.1	$ 484,523	66.0
Businesses and other organizations	143,082	19.1	142,659	19.3	138,340	18.9
State & political subdivisions	142,966	19.1	129,673	17.6	111,130	15.1
Total	$ 748,316	100.0	$ 737,096	100.0	$ 733,993	100.0

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Borrowed Funds

2013

Borrowed funds increased $20.8 million during 2013, or 45.1%. The increase was associated with an increase of $43.0 million of short term borrowings from the Federal Home Loan Bank. The increase in short term borrowings was offset by a decrease of $20.8 million of terms loans and a decrease of $1.4 in repurchase agreements. Term loans decreased from $30.0 million as of December 31, 2012 to $9.2 million as of December 31, 2013 (see Note 9 of the consolidated financial statements for additional information). Due to the rate environment in 2013, no new term loans were obtained and maturities in 2013 were funded with short term borrowings. Management will continue to monitor interest rates and to minimize interest rate risk in future years may extend some of the short term borrowings via term notes. During 2013, the balance of sweep repurchase agreements decreased $1.4 million, with the majority of the decrease associated with two customers. As of December 31, 2012, there were no outstanding short term borrowings from the Federal Home Loan Bank.

2012

Borrowed funds decreased $7.8 million during 2012, or 14.4%. The majority of the decrease was associated with term loans maturing with the Federal Home Loan Bank. Term loans decreased $5.0 million from $35.0 million as of December 31, 2011 to $30 million as of December 31, 2012 (see Note 9 of the consolidated financial statements for additional information). During 2012, no new term loans were obtained. During 2012, the balance of sweep repurchase agreements decreased $2.8 million, with the majority of the decrease, $1.9 million associated with one customer ending their agreement. As of December 31, 2012 and 2011, there were no outstanding short term borrowings from the Federal Home Loan Bank

Other Liabilities

2013

Other liabilities decreased $1,852,000 during 2013, or 21.6%. The primary driver of this decrease was associated with changes to other assets as discussed above. Due to decreases in the market value of the Bank's investment portfolio, the Bank's deferred tax liability of $870,000 as of December 31, 2012 became a deferred tax asset of $1,477,000, which accounts for $870,000 of the decrease in other liabilities. Additionally, due to the return on assets included in the pension plan and the contribution in 2013, the funded status of the pension plan changed from a liability of $1.3 million as of December 31, 2012 to an asset of $780,000 as of December 31, 2013, which accounts for a decrease of $1.3 million.

2012

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

Stockholders' Equity

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

Our Board of Directors determines our dividend rate after considering our capital requirements, current and projected net income, and other factors. In 2013 and 2012, the Company paid out 27.6% and 32.4% of net income in dividends, respectively. The dividends paid in 2012 included an acceleration of 2013's first quarter dividend, which amounted to $0.38 per share. The dividend was accelerated to benefit the Company's shareholders that could have been significantly impacted by issues in Washington D.C. regarding the very complex fiscal cliff tax issues that were not resolved until the final hours of 2012.

For the year ended December 31, 2013, the total number of common shares outstanding was 3,015,049. For comparative purposes, outstanding shares for prior periods were adjusted for the June 2013 stock dividend in computing earnings and cash dividends per share as detailed in Note 1 of the consolidated financial statements. During 2013, we purchased 31,092 shares of treasury stock at a weighted average cost of $47.70 per share. The Company awarded 3,027 shares of restricted stock to employees and 810 shares to the Board of Directors under equity incentive programs.

There are currently three federal regulatory measures of capital adequacy. The Company’s ratios meet the regulatory standards for well capitalized for 2013 and 2012, as detailed in Note 14 of the consolidated financial statements.

2013

Stockholders’ equity increased 2.9% in 2013 to $92.1 million. Excluding accumulated other comprehensive income, which is the after-tax effect of unrealized holding gains and losses on available-for-sale securities, additional pension obligation and unrealized loss on interest rate swap, stockholders’ equity increased $8.4 million, or 9.9%. This increase is due to net income of $13,375,000, offset by net cash dividends of $3,558,000 and the purchase of treasury stock of $1,483,000. All of the Company’s investment securities are classified as available-for-sale, making this portion of the Company’s balance sheet more sensitive to the changing market value of investments. Accumulated other comprehensive income (loss) decreased $5,856,000 from December 31, 2012 primarily as result of the decrease in the fair market value of the investment portfolio as a result of the rise in long term interest rates in 2013. Total equity was approximately 10.06% of total assets as of December 31, 2013, compared to 10.14% of total assets as of December 31, 2012.

2012

Stockholders’ equity increased 9.8% in 2012 to $89.5 million. Excluding accumulated other comprehensive income stockholders’ equity increased $8.3 million, or 10.9%. This increase is due to net income of $14,215,000, offset by net cash dividends of $4,601,000 and the purchase of treasury stock of $1,348,000. Accumulated other comprehensive income decreased $318,000 from December 31, 2011 primarily as result of changes in the Company’s pension obligation. Total equity was approximately 10.14% of total assets as of December 31, 2012, compared to 9.27% of total assets as of December 31, 2011.

LIQUIDITY

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

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

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

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

Capital expenditures in 2013 totaled $328,000, which included:

Implemented an online teller system totaling $126,000
New ATM's and upgraded software to meet the Americans with Disabilities Act requirements totaling $53,000
Vehicle purchases for employee use totaling $46,000
Engineering and architect fees for a potential bank expansion $40,000
Copier and printer upgrades totaling $27,000

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

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

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

In addition, to the Bank's cash balances, the Bank achieves additional liquidity primarily from its investment in the Federal Home Loan Bank of Pittsburgh and the resulting borrowing capacity obtained through this investment, investments that mature in less than one year and expected principal repayments from mortgage backed securities. The Bank has a maximum borrowing capacity at the Federal Home Loan Bank of approximately $250.8 million, inclusive of any outstanding amounts, as a source of liquidity. The Bank also had a federal funds line with a third party provider in the amount of $10.0 million as of December 31, 2013, which is unsecured and a borrower in custody agreement was established with the FRB in the amount of $13.6 million, which is collateralized by $16.6 million of municipal loans.

The Company is a separate legal entity from the Bank and must provide for its own liquidity. In addition to its operating expenses, the Company is responsible for paying any dividends declared to its shareholders. The Company also has repurchased shares of its common stock. The Company's primary source of income is dividends received from the Bank. The Bank may not declare a dividend without approval of the FRB, unless the dividend to be declared by the Bank's Board of Directors does not exceed the total of: (i) the Bank's net profits for the current year to date, plus (ii) its retained net profits for the preceding two current years, less any required transfers to surplus. In addition, the Bank can only pay dividends to the extent that its retained net profits (including the portion transferred to surplus) exceed its bad debts. The FRB, the OCC, the PDB and the FDIC have formal and informal policies which provide that insured banks and bank holding companies should generally pay dividends only out of current operating earnings, with some exceptions. The Prompt Corrective Action Rules, described above, further limit the ability of banks to pay dividends, because banks which are not classified as well capitalized or adequately capitalized may not pay dividends and no dividend may be paid which would make the Bank undercapitalized after the dividend. At December 31, 2013, the Company had liquid assets of $1.6 million.

CONTRACTUAL OBLIGATIONS

The Company has various financial obligations, including contractual obligations which may require cash payments. The following table presents as of December 31, 2013, significant fixed and determinable contractual obligations to third parties by payment date. Further discussion of the obligations can be found in Notes 8, 9 and 16 to the Consolidated Financial Statements.

Contractual Obligations	One year or Less	One to Three Years	Three to Five Years	Over Five Years	Total
Deposits without a stated maturity	$ 481,957	$ -	$ -	$ -	$ 481,957
Time deposits	133,491	91,368	36,278	5,222	266,359
FHLB Advances	42,954	-	-	-	42,954
Long-term borrowings - FHLB	4,200	-	3,000	2,000	9,200
Note Payable	7,500	-	-	-	7,500
Repurchase agreements	6,069	1,209	-	-	7,278
Operating leases	80	100	78	266	524
Total	$ 676,251	$ 92,677	$ 39,356	$ 7,488	$ 815,248

OFF-BALANCE SHEET ARRANGEMENTS

In the normal course of operations, we engage in a variety of financial transactions that, in accordance with generally accepted accounting principles are not recorded in our financial statements. These transactions involve, to varying degrees, elements of credit, interest rate and liquidity risk. Such transactions are used primarily to manage customers' requests for funding and take the form of loan commitments, unused lines of credit and letters of credit. For information about our loan commitments, unused lines of credit and letters of credit, see Note 15 of the notes to consolidated financial statements.

For the year ended December 31, 2013, we did not engage in any off-balance sheet transactions reasonably likely to have a material effect on our financial condition, results of operations or cash flows.

INTEREST RATE AND MARKET RISK MANAGEMENT

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

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

Currently, our Company has equity securities that represent only 0.4% of our investment portfolio, and therefore equity risk is not significant.

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

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

Maturity or Re-pricing of Company Assets and Liabilities as of December 31, 2013

	Within Three Months	Four to Twelve Months	One to Two Years	Two to Three Years	Three to Five Years	Over Five Years	Total
Interest-earning assets:							
Interest-bearing deposits at banks	$ 1,184	$ -	$ -	$ -	$ 2,480	$ -	$ 3,664
Investment securities	10,309	38,466	41,928	39,274	90,812	96,512	317,301
Residential mortgage loans	25,930	44,851	42,258	31,386	30,397	12,279	187,101
Construction loans	573	1,777	990	-	5,597	-	8,937
Commercial and farm loans	88,326	43,143	46,132	38,703	35,529	17,284	269,117
Loans to state & political subdivisions	8,303	4,306	16,461	5,095	8,644	23,085	65,894
Other loans	2,618	2,538	2,153	1,106	1,016	132	9,563
Total interest-earning assets	$ 137,243	$ 135,081	$ 149,922	$ 115,564	$ 174,475	$ 149,292	$ 861,577
Interest-bearing liabilities:							
NOW accounts	$ 129,352	$ -	$ -	$ -	$ -	$ 86,304	$ 215,656
Savings accounts	-	-	-	-	-	95,678	95,678
Money Market accounts	73,469	-	-	-	-	11,569	85,038
Certificates of deposit	34,516	98,975	55,317	36,051	36,278	5,222	266,359
Short-term borrowing	48,523	-	-	-	-	-	48,523
Long-term borrowing	9,000	3,200	675	534	3,000	2,000	18,409
Total interest-bearing liabilities	$ 294,860	$ 102,175	$ 55,992	$ 36,585	$ 39,278	$ 200,773	$ 729,663
Excess interest-earning							
assets (liabilities)	$ (157,617)	$ 32,906	$ 93,930	$ 78,979	$ 135,197	$ (51,481)	
Cumulative interest-earning assets	$ 137,243	$ 272,324	$ 422,246	$ 537,810	$ 712,285	$ 861,577	
	294,860	397,035	453,027	489,612	528,890	729,663	

Cumulative interest-bearing liabilities						
Cumulative gap	$ (157,617)	$ (124,711)	$ (30,781)	$ 48,198	$ 183,395	$ 131,914
Cumulative interest rate sensitivity ratio (1)	0.47	0.69	0.93	1.10	1.35	1.18

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

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

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

The Bank currently uses a computer simulation model to better measure the impact of interest rate changes on net interest income. We use the model as part of our risk management and asset liability management processes that we believe will effectively identify, measure, and monitor the Bank's risk exposure. In this analysis, the Bank examines the results of movements in interest rates with additional assumptions made concerning prepayment speeds on mortgage loans and mortgage securities. Shock scenarios, which assume a parallel shift in interest rates and is instantaneous, typically have the greatest impact on net interest income. The following is a rate shock analysis and the impact on net interest income as of December 31, 2013 (dollars in thousands):

Changes in Rates	Prospective One-Year Net Interest Income	Change In Prospective Net Interest Income	% Change In Prospective Net Interest Income
-100 Shock	$ 29,691	$ (315)	(1.1)
Base	30,006		
+100 Shock	28,971	(1,035)	(3.5)
+200 Shock	27,798	(2,208)	(7.4)
+300 Shock	26,666	(3,340)	(11.1)
+400 Shock	25,506	(4,500)	(15.0)

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

CRITICAL ACCOUNTING POLICIES

The Company's accounting policies are integral to understanding the results reported. The accounting policies are described in detail in Note 1 of the consolidated financial statements. Our most complex accounting policies require management's judgment to ascertain the valuation of assets, liabilities, commitments and contingencies. We have established detailed policies and control procedures that are intended to ensure valuation methods are well controlled and applied consistently from period to period. In addition, the policies and procedures are intended to ensure that the process for changing methodologies occurs in an appropriate manner. The following is a brief description of our current accounting policies involving significant management valuation judgments.

Other than Temporary Impairment

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

Allowance for Loan Losses

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

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

Goodwill and Other Intangible Assets

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

Deferred Tax Assets

We use an estimate of future earnings to support our position that the benefit of our deferred tax assets will be realized. If future income should prove non-existent or less than the amount of the deferred tax assets within the tax years to which they may be applied, the asset may not be realized and our net income will be reduced. Management also evaluates deferred tax assets to determine if it is more likely than not that the deferred tax benefit will be utilized in future periods. If not, a valuation allowance is recorded. Our deferred tax assets are described further in Note 11 of the consolidated financial statements.

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

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

ITEM 8 - FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

Citizens Financial Services, Inc.
Consolidated Balance Sheet

	December 31,	
(in thousands, except share data)	2013	2012
ASSETS:		
Cash and cash equivalents:		
Noninterest-bearing	$ 8,899	$ 12,307
Interest-bearing	1,184	14,026
Total cash and cash equivalents	10,083	26,333
Interest bearing time deposits with other banks	2,480	-
Available-for-sale securities	317,301	310,252
Loans held for sale	278	1,458
Loans (net of allowance for loan losses: 2013, $7,098; 2012, $6,784)	533,514	495,679
Premises and equipment	11,105	11,521
Accrued interest receivable	3,728	3,816
Goodwill	10,256	10,256
Bank owned life insurance	14,679	14,177
Other assets	11,510	8,935
TOTAL ASSETS	$ 914,934	$ 882,427
LIABILITIES:		
Deposits:		
Noninterest-bearing	$ 85,585	$ 89,494
Interest-bearing	662,731	647,602
Total deposits	748,316	737,096
Borrowed funds	66,932	46,126
Accrued interest payable	895	1,143
Other liabilities	6,735	8,587
TOTAL LIABILITIES	822,878	792,952
STOCKHOLDERS' EQUITY:		
Preferred Stock $1.00 par value; authorized 3,000,000 shares 2013 and 2012; none issued in 2013 or 2012	-	-
Common Stock		
$1.00 par value; authorized 15,000,000 shares 2013 and 2012; issued 3,305,517 and 3,161,324 shares in 2013 and 2012, respectively	3,306	3,161
Additional paid-in capital	23,562	16,468
Retained earnings	74,325	71,813
Accumulated other comprehensive (loss) income	(1,225)	4,631

Treasury stock, at cost:				
290,468 and 262,921 shares for 2013 and 2012, respectively		(7,912)		(6,598)
TOTAL STOCKHOLDERS' EQUITY		92,056		89,475
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$	914,934	$	882,427

See accompanying notes to consolidated financial statements.

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

(in thousands, except per share data)		2013		2012		2011
INTEREST AND DIVIDEND INCOME:						
Interest and fees on loans	$	28,982	$	29,770	$	29,916
Interest-bearing deposits with banks		40		21		81
Investment securities:						
Taxable		3,721		4,521		4,575
Nontaxable		3,405		3,702		3,666
Dividends		86		71		55
TOTAL INTEREST AND DIVIDEND INCOME		36,234		38,085		38,293
INTEREST EXPENSE:						
Deposits		5,107		6,113		7,944
Borrowed funds		1,208		1,546		1,739
TOTAL INTEREST EXPENSE		6,315		7,659		9,683
NET INTEREST INCOME		29,919		30,426		28,610
Provision for loan losses		405		420		675
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES		29,514		30,006		27,935
NON-INTEREST INCOME:						
Service charges		4,299		4,475		4,380
Trust		694		644		665
Brokerage and insurance		444		392		352
Investment securities gains, net		441		604		334
Gains on loans sold		443		759		208
Earnings on bank owned life insurance		502		507		498
Other		446		456		479
TOTAL NON-INTEREST INCOME		7,269		7,837		6,916
NON-INTEREST EXPENSES:						
Salaries and employee benefits		11,392		11,018		9,996
Occupancy		1,271		1,265		1,331
Furniture and equipment		492		411		449
Professional fees		781		891		744
Federal depository insurance		450		468		592
Pennsylvania shares tax		640		602		541
Other		4,630		4,642		4,756
TOTAL NON-INTEREST EXPENSES		19,656		19,297		18,409
Income before provision for income taxes		17,127		18,546		16,442

Provision for income taxes		3,752		4,331		3,610
NET INCOME	$	13,375	$	14,215	$	12,832
PER COMMON SHARE DATA:						
NET INCOME – BASIC	$	4.42	$	4.65	$	4.16
NET INCOME - DILUTED	$	4.42	$	4.65	$	4.16
CASH DIVIDENDS PER SHARE	$	1.22	$	1.51	$	1.09
Number of shares used in computation - basic		3,025,315		3,056,078		3,087,221
Number of shares used in computation - diluted		3,026,485		3,057,720		3,087,221

See accompanying notes to consolidated financial statements.

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

(in thousands)	2013	2012	2011
Net Income	$ 13,375	$ 14,215	$ 12,832
Other comprehensive (loss) income			
Securities available for sale			
Change in net unrealized gain/loss during the period	(9,955)	821	7,114
Income tax expense (benefit)	(3,384)	278	2,419
	(6,571)	543	4,695
Reclassification adjustment for gains included in income	(441)	(604)	(334)
Income tax benefit	(150)	(205)	(114)
	(291)	(399)	(220)
Change in unrealized loss on interest rate swap	200	148	61
Income tax expense	68	50	21
	132	98	40
Change in unrecognized pension costs	1,325	(848)	(939)
Income tax expense (benefit)	451	(288)	(319)
	874	(560)	(620)
Net other comprehensive income (loss)	(5,856)	(318)	3,895
Comprehensive income	$ 7,519	$ 13,897	$ 16,727

See accompanying notes to consolidated financial statements.

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

(in thousands, except share data)	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total
Balance, December 31, 2010	3,104,434	$ 3,104	$ 14,235	$ 54,932	$ 1,054	$ (4,635)	$ 68,690
Net income				12,832			12,832
Net other comprehensive income					3,895		3,895
Stock dividend	28,432	29	1,023	(1,052)			-
Purchase of treasury stock (24,247 shares)						(851)	(851)
Restricted stock awards			(159)				(159)
Restricted stock vesting			209				209
Cash dividend reinvestment paid from treasury stock			5	(227)		222	-
Cash dividends, $1.09 per share				(3,148)			(3,148)
Balance, December 31, 2011	3,132,866	3,133	15,313	63,337	4,949	(5,264)	81,468
Net income				14,215			14,215
Net other comprehensive loss					(318)		(318)
Stock dividend	28,458	28	1,110	(1,138)			-
Purchase of treasury stock (33,042 shares)						(1,348)	(1,348)
Restricted stock awards			(156)			14	(142)
Restricted stock vesting			201				201
Cash dividends, $1.51 per share				(4,601)			(4,601)
	3,161,324	3,161	16,468	71,813	4,631	(6,598)	89,475

Balance, December 31, 2012							
Net income				13,375			13,375
Net other comprehensive loss					(5,856)		(5,856)
Stock dividend	144,193	145	7,022	(7,167)			-
Purchase of treasury stock (31,092 shares)						(1,483)	(1,483)
Restricted stock and Board of Director awards			(149)			34	(115)
Restricted stock vesting			218				218
Forfeited restricted stock			2			(2)	-
Cash dividend reinvestment paid from treasury stock			1	(138)		137	-
Cash dividends, $1.22 per share				(3,558)			(3,558)
Balance, December 31, 2013	3,305,517	$ 3,306	$ 23,562	$ 74,325	$ (1,225)	$ (7,912)	$ 92,056

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Citizens Financial Services, Inc.
Consolidated Statement of Cash Flows

	Year Ended December 31,		
(in thousands)	2013	2012	2011
Cash Flows from Operating Activities:			
Net income	$ 13,375	$ 14,215	$ 12,832
Adjustments to reconcile net income to net			
cash provided by operating activities:			
Provision for loan losses	405	420	675
Depreciation and amortization	428	420	469
Amortization and accretion on investment securities	2,427	2,364	1,932
Deferred income taxes	670	(58)	98
Investment securities gains, net	(441)	(604)	(334)
Earnings on bank owned life insurance	(502)	(507)	(498)
Stock awards	218	201	209
Originations of loans held for sale	(20,239)	(37,398)	(9,583)
Proceeds from sales of loans held for sale	21,862	36,699	9,791
Realized gains on loans sold	(443)	(759)	(208)
Decrease (increase) in accrued interest receivable	88	(195)	(166)
Decrease in prepaid federal depository insurance	1,010	415	531
Decrease in accrued interest payable	(248)	(369)	(267)
Other, net	(793)	(33)	83
Net cash provided by operating activities	17,817	14,811	15,564
Cash Flows from Investing Activities:			
Available-for-sale securities:			
Proceeds from sales of available-for-sale securities	25,461	20,619	10,264
Proceeds from maturity and principal repayments of securities	78,596	117,375	89,645
Purchase of securities	(123,488)	(130,966)	(162,247)
Proceeds from redemption of Regulatory Stock	1,634	1,141	472
Purchase of Regulatory Stock	(1,997)	(1,405)	-
Net increase in loans	(38,620)	(15,230)	(14,551)

Purchase of interest bearing time deposits	(2,480)	-	-
Purchase of premises, equipment and software	(328)	(438)	(140)
Proceeds from sale of premises and equipment	-	-	590
Proceeds from sale of foreclosed assets held for sale	285	738	372
Property purchased for future expansion	-	-	(542)
Net cash used in investing activities	(60,937)	(8,166)	(76,137)
Cash Flows from Financing Activities:			
Net increase in deposits	11,220	3,103	53,282
Proceeds from long-term borrowings	-	-	3,018
Repayments of long-term borrowings	(20,781)	(5,590)	(7,000)
Net increase (decrease) in short-term borrowed funds	41,587	(2,166)	1,868
Purchase of treasury stock	(1,483)	(1,348)	(851)
Purchase of restricted stock	(115)	(142)	(159)
Dividends paid	(3,558)	(4,601)	(3,148)
Net cash provided by (used in) financing activities	26,870	(10,744)	47,010
Net decrease in cash and cash equivalents	(16,250)	(4,099)	(13,563)
Cash and Cash Equivalents at Beginning of Year	26,333	30,432	43,995
Cash and Cash Equivalents at End of Year	$ 10,083	$ 26,333	$ 30,432
Supplemental Disclosures of Cash Flow Information:			
Interest paid	$ 6,563	$ 8,028	$ 9,950
Income taxes paid	$ 3,245	$ 4,345	$ 3,215
Non-cash activities:			

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Real estate acquired in settlement of loans	$ 1,051	$ 374	$ 684

See accompanying notes to consolidated financial statements.

CITIZENS FINANCIAL SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business and Organization

Citizens Financial Services, Inc. (individually and collectively, the "Company"), is headquartered in Mansfield, Pennsylvania, and provides a full range of banking and related services through its wholly owned subsidiary, First Citizens Community Bank (the "Bank"), and its wholly owned subsidiary, First Citizens Insurance Agency, Inc. During 2012, the Bank converted form a national bank to a Pennsylvania state chartered bank and trust company, which resulted in a name change from First Citizens National Bank. As of December 31, 2013, the Bank operates seventeen full-service banking braches in Potter, Tioga and Bradford counties, Pennsylvania and Allegany County, New York and loan production offices in Clinton and Luzerne Counties in Pennsylvania. The Bank also provides trust services, including the administration of trusts and estates, retirement plans, and other employee benefit plans, along with a brokerage division that provides a comprehensive menu of investment services. The Bank serves individual and corporate customers and is subject to competition from other financial institutions and intermediaries with respect to these services. The Company and Bank are supervised by the Board of Governors of the Federal Reserve System, while the Bank is subject to additional regulation and supervision by the Pennsylvania Department of Banking.

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

Basis of Presentation

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

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

Operating Segments

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

Cash and Cash Equivalents

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

Interest bearing time deposits with other banks are not included with cash and cash equivalents as the original maturities were greater than 90 days.

Investment Securities

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

Held-to-Maturity Securities - Includes securities that the Company has the positive intent and ability to hold to maturity. These securities are reported at amortized cost. The Company had no held-to-maturity securities as of December 31, 2013 and 2012.

Trading Securities - Includes debt and equity securities bought and held principally for the purpose of selling them in the near term. Such securities are reported at fair value with unrealized holding gains and losses included in earnings. The Company had no trading securities as of December 31, 2013 and 2012.

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

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

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

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

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

Loans

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

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

Allowance For Loan Losses

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

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

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

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

· Level of and trends in delinquencies, impaired/classified loans
Change in volume and severity of past due loans
Volume of non-accrual loans
Volume and severity of classified, adversely or graded loans
· Level of and trends in charge-offs and recoveries
• Trends in volume, terms and nature of the loan portfolio
· Effects of any changes in risk selection and underwriting standards and any other changes in lending and recovery policies, procedures and practices
• Changes in the quality of the Bank's loan review system
· Experience, ability and depth of lending management and other relevant staff
• National, state, regional and local economic trends and business conditions
General economic conditions
Unemployment rates
Inflation / CPI
Changes in values of underlying collateral for collateral-dependent loans
· Industry conditions including the effects of external factors such as competition, legal, and regulatory requirements on the level of estimated credit losses.
• Existence and effect of any credit concentrations, and changes in the level of such concentrations
· Any change in the level of board oversight

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

Loan Charge-off Policies

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

Troubled Debt Restructurings

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

Foreclosed Assets Held For Sale

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

Premises and Equipment

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

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

Intangible Assets

Intangible assets include core deposit intangibles, which are a measure of the value of consumer demand and savings deposits acquired in business combinations accounted for as purchases. The core deposit intangibles are being amortized from 3 to 5 ½ year life on a straight-line basis depending on the acquisition and are included in other assets. The recoverability of the carrying value of intangible assets is evaluated on an ongoing basis, and permanent declines in value, if any, are charged to expense. As of December 31, 2013 and 2012, these core deposit intangibles were fully amortized. Amortization expense amounted to $15,000 and $17,000 for 2012 and 2011. There was no amortization expense in 2013.

Goodwill

The Company utilizes a two-step process for testing the impairment of goodwill on at least an annual basis. This approach could cause more volatility in the Company's reported net income because impairment losses, if any, could occur irregularly and in varying amounts. The Company performs an annual impairment analysis of goodwill. Based on the fair value of the reporting unit, no impairment of goodwill was recognized in 2013, 2012 or 2011.

Bank Owned Life Insurance

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

Income Taxes

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

Employee Benefit Plans

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

The Company has a defined contribution, 401(k) plan covering eligible employees. The employee may also contribute to the plan on a voluntary basis, up to a maximum percentage allowable not to exceed the limits of Code Sections 401(k). Under the plan, the Company also makes contributions on behalf of eligible employees, which vest immediately. For employees hired after January 1, 2007, in lieu of the pension plan, an additional annual discretionary 401(k) plan contribution equal to a percentage of an employee's base compensation.

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

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

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

Mortgage Servicing Rights (MSR’s)

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

Derivative Financial Instruments

The Company entered into an interest rate swap derivative to convert floating-rate debt to fixed-rate debt. This derivative matured in 2013 and was not replaced. The Company's interest rate swap agreement involved an agreement to pay a fixed rate and receive a floating rate, at specified intervals, calculated on an agreed-upon notional amount. The Company's objective in entering into this interest rate financial instrument was to mitigate its exposure to significant unplanned fluctuations in earnings caused by volatility in interest rates. As of December 31, 2012, the derivative instrument entered into was designated as a hedge of underlying exposures. The Company did not use this instrument for trading or speculative purposes. Derivative instruments used by the Company involve, to varying degrees, elements of credit risk, in the event a counter party should default, and market risk, as the instruments are subject to interest rate fluctuations. Credit risk is managed through the use of counterparty diversification and monitoring of counterparty financial condition.

All derivatives are recognized on the balance sheet at their fair value. The derivative entered into by the Company qualified for and was designated as a cash flow hedge. Changes in the fair value of a derivative that is highly effective, and that is designated and qualifies as a cash flow hedge to the extent that the hedge is effective, are recorded in other comprehensive income (loss) until earnings are affected by the variability of cash flows of the hedged transaction (e.g. until periodic settlements of a variable asset or liability are recorded in earnings). Any hedge ineffectiveness (which represents the amount by which the changes in the fair value of the derivative exceed the variability in the cash flows of the forecasted transaction) is recorded in current-period earnings. There was no net gain or loss recognized in earnings related to our derivative instruments during the years ended December 31, 2013, 2012 and 2011.

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

Recent Accounting Pronouncements

In February 2013, the FASB issued ASU 2013-04, Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation is Fixed at the Reporting Date. The ASU requires the measurement of obligations resulting from joint and several liability arrangements for which the total amount of the obligation is fixed at the reporting date as the sum of the amount the reporting entity agreed to pay on the basis of its arrangement with its co-obligors as well as any additional amount that the entity expects to pay on behalf of its co-obligors. The new standard is effective retrospectively for fiscal years and interim periods within those years, beginning after December 15, 2013, and early adoption is permitted. This ASU is not expected to have a significant impact on the Company's financial statements.

In July 2013, the FASB issued ASU 2013-11, Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists. This Update applies to all entities that have unrecognized tax benefits when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists at the reporting date. An unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, except as follows. To the extent a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date under the tax law of the applicable jurisdiction to settle any additional income taxes that would result from the disallowance of a tax position or the tax law of the applicable jurisdiction does not require the entity to use, and the entity does not intend to use, the deferred tax asset for such purpose, the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets. The assessment of whether a deferred tax asset is available is based on the unrecognized tax benefit and deferred tax asset that exist at the reporting date and should be made presuming disallowance of the tax position at the reporting date. The amendments in this Update are effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. The amendments should be applied prospectively to all unrecognized tax benefits that exist at the effective date. Retrospective application is permitted. This ASU is not expected to have a significant impact on the Company's financial statements.

In January 2014, FASB issued ASU 2014-01, Investments – Equity Method and Join Ventures (Topic 323): Accounting for Investments in Qualified Affordable Housing Projects. The amendments in this Update permit reporting entities to make an accounting policy election to account for their investments in qualified affordable housing projects using the proportional amortization method if certain conditions are met. Under the proportional amortization method, an entity amortizes the initial cost of the investment in proportion to the tax credits and other tax benefits received and recognizes the net investment performance in the income statement as a component of income tax expense (benefit). The amendments in this Update should be applied retrospectively to all periods presented. A reporting entity that uses the effective yield method to account for its investments in qualified affordable housing projects before the date of adoption may continue to apply the effective yield method for those preexisting investments. The amendments in this Update are effective for public business entities for annual periods and interim reporting periods within those annual periods, beginning after December 15, 2014. Early adoption is permitted. The Company is currently evaluating the impact the adoption of the standard will have on the Company's financial position or results of operations.

In January 2014, the FASB issued ASU 2014-04, Receivables – Troubled Debt Restructurings by Creditors (Subtopic 310-40): Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure. The amendments in this Update clarify that an in substance repossession or foreclosure occurs, and a creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan, upon either (1) the creditor obtaining legal title to the residential real estate property upon completion of a foreclosure or (2) the borrower conveying all interest in the residential real estate property to the creditor to satisfy that loan through completion of a deed in lieu of foreclosure or through a similar legal agreement. Additionally, the amendments require interim and annual disclosure of both (1) the amount of foreclosed residential real estate property held by the creditor and (2) the recorded investment in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure according to local requirements of the applicable jurisdiction. The amendments in this Update are effective for public business entities for annual periods, and interim periods within those annual periods, beginning after December 15, 2014. An entity can elect to adopt the amendments in this Update using either a modified retrospective transition method or a prospective transition method. The Company is currently evaluating the impact the adoption of the standard will have on the Company's financial position or results of operations.

Treasury Stock

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

Cash Flows

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

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Trust Assets and Income

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

Earnings Per Share

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

	2013	2012	2011
Basic earnings per share computation:			
Net income applicable to common stock	$13,375,000	$14,215,000	$12,832,000
Weighted average common shares outstanding	3,025,315	3,056,078	3,087,221
Earnings per share – basic	$4.42	$4.65	$4.16
Diluted earnings per share computation:			
Net income applicable to common stock	$13,375,000	$14,215,000	$12,832,000
Weighted average common shares outstanding for basic earnings per share	3,025,315	3,056,078	3,087,221
Add: Dilutive effects of restricted stock	1,170	1,642	-
Weighted average common shares outstanding for dilutive earnings per share	3,026,485	3,057,720	3,087,221
Earnings per share – dilutive	$4.42	$4.65	$4.16

Nonvested shares of restricted stock totaling, 2,555, 2,621 and 9,921 were outstanding during 2013, 2012 and 2011, respectively, but were not included in the computation of diluted earnings per common share because to do so would be anti-dilutive. These anti-dilutive shares had prices ranging from $34.70-$44.50, $26.80-$37.35 and $18.50-$37.35 for 2013, 2012 and 2011, respectively.

Reclassification

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

2. RESTRICTIONS ON CASH AND DUE FROM BANKS

The Bank is required to maintain reserves, in the form of cash balances with the Federal Reserve Bank, against its deposit liabilities. The amount of such reserves was $1,447,000 and $1,468,000 at December 31, 2013 and 2012, respectively.

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

3. INVESTMENT SECURITIES

The amortized cost and fair value of investment securities at December 31, 2013 and 2012 were as follows (in thousands):

2013	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available-for-sale securities:				
U.S. agency securities	$ 153,896	$ 702	$ (2,409)	$ 152,189
U.S. Treasuries	11,856	-	(547)	11,309
Obligations of state and political subdivisions	94,113	2,146	(1,254)	95,005
Corporate obligations	16,651	341	(190)	16,802
Mortgage-backed securities in government sponsored entities	40,405	566	(300)	40,671
Equity securities in financial institutions	542	783	-	1,325
Total available-for-sale securities	$ 317,463	$ 4,538	$ (4,700)	$ 317,301
2012				
Available-for-sale securities:				
U.S. agency securities	$ 125,125	$ 2,150	$ (41)	$ 127,234
U.S. Treasuries	4,922	25	-	4,947
Obligations of state and political subdivisions	95,288	5,721	(134)	100,875
Corporate obligations	21,699	452	(42)	22,109
Mortgage-backed securities in government sponsored entities	52,072	1,728	(127)	53,673
Equity securities in financial institutions	912	502	-	1,414
Total available-for-sale securities	$ 300,018	$ 10,578	$ (344)	$ 310,252

The following table shows the Company's gross unrealized losses and fair value, aggregated by investment category and length of time, that the individual securities have been in a continuous unrealized loss position, at December 31, 2013 and 2012 (in thousands). As of December 31, 2013, the Company owned 98 securities whose fair value was less than their cost basis.

	Less than Twelve Months		Twelve Months or Greater		Total	
2013	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
	$ 98,356	$ (2,212)	$ 2,825	$ (197)	$ 101,181	$ (2,409)

U.S. agency securities											
U.S. Treasuries		11,309		(547)		-		-		11,309	(547)
Obligations of states and political subdivisions		24,201		(865)		6,491		(389)		30,692	(1,254)
Corporate obligations		6,103		(124)		2,251		(66)		8,354	(190)
Mortgage-backed securities in government sponsored entities		23,920		(266)		1,164		(34)		25,084	(300)
Total securities	$	163,889	$	(4,014)	$	12,731	$	(686)	$	176,620	$ (4,700)
2012											
U.S. agency securities	$	6,016	$	(41)	$	-	$	-	$	6,016	$ (41)
Obligations of states and political subdivisions		7,981		(134)		-		-		7,981	(134)
Corporate obligations		10,972		(42)		-		-		10,972	(42)
Mortgage-backed securities in government sponsored entities		8,651		(127)		-		-		8,651	(127)
Total securities	$	33,620	$	(344)	$	-	$	-	$	33,620	$ (344)

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As of December 31, 2013, the Company's investment securities portfolio contains unrealized losses on agency securities issued or backed by the full faith and credit of the United States government or are generally viewed as having the implied guarantee of the U.S. government, U.S treasury notes, obligations of states and political subdivisions, corporate obligations and mortgage backed securities in government sponsored entities. For fixed maturity investments management considers whether the present value of cash flows expected to be collected are less than the security's amortized cost basis (the difference defined as the credit loss), the magnitude and duration of the decline, the reasons underlying the decline and the Company's intent to sell the security or whether it is more likely than not that the Company would be required to sell the security before its anticipated recovery in market value, to determine whether the loss in value is other than temporary. Once a decline in value is determined to be other than temporary, if the Company does not intend to sell the security, and it is more-likely-than-not that it will not be required to sell the security, before recovery of the security's amortized cost basis, the charge to earnings is limited to the amount of credit loss. Any remaining difference between fair value and amortized cost (the difference defined as the non-credit portion) is recognized in other comprehensive income, net of applicable taxes. Otherwise, the entire difference between fair value and amortized cost is charged to earnings. For equity securities where the fair value has been significantly below cost for one year, the Company's policy is to recognize an impairment loss unless sufficient evidence is available that the decline is not other than temporary and a recovery period can be predicted. As of December 31, 2013 and 2012, the Company has concluded that any impairment of its investment securities portfolio outlined in the above table is not other than temporary and is the result of interest rate changes, sector credit rating changes, or company-specific rating changes that are not expected to result in the non-collection of principal and interest during the period. During 2011, an impairment loss was determined to be other than temporary for an equity security in a financial institution. As a result a $54,000 loss was recognized on the Consolidated Statement of Income.

Proceeds from sales of securities available-for-sale during 2013, 2012, and 2011 were $25,461,000, $20,619,000 and $10,264,000, respectively. The gross gains realized during 2013 consisted of realized gains of $86,000, $356,000, $296,000, $87,000 and $2,000 from the sale of seven agency securities, nine mortgage backed securities, portions of three equity securities, four municipal securities and one corporate security, respectively. The gross losses incurred during 2013 were made up of realized losses of $246,000 and $140,000 from the sale of a corporate security and two mortgage backed securities, respectively. The gross gains realized during 2012 consisted of realized gains of $50,000, $392,000, $58,000, $95,000 and $9,000 from the sale of four agency securities, twelve mortgage backed securities, portions of an equity security, two U.S. Treasuries and one municipal security, respectively. There were no losses incurred during 2012. The gross gains realized during 2011 consisted of realized gains of $115,000, $254,000, $68,000 and $24,000 from the sale of three agency securities, thirteen mortgage backed securities, portions of two equity securities and one municipal security, respectively. The gross losses incurred during 2011 were made up of realized losses of $4,000, $6,000, and $63,000 from the sale of an equity security, one mortgage backed security, and three municipal securities and an impairment charge related to an equity security in a financial institution in the amount of $54,000. Gross gains and gross losses were realized as follows (in thousands):

	2013	2012	2011
Gross gains	$ 827	$ 604	$ 461
Gross losses	386	-	127
Net gains	$ 441	$ 604	$ 334

Investment securities with an approximate carrying value of $194,659,000 and $193,332,000 at December 31, 2013 and 2012, respectively, were pledged to secure public funds and certain other deposits as provided by law and certain borrowing arrangements of the Company.

Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. The amortized cost and fair value of debt securities at December 31, 2013, by contractual maturity, are shown below (in thousands):

	Amortized Cost	Fair Value
Available-for-sale securities:		
Due in one year or less	$ 13,040	$ 13,156
Due after one year through five years	102,983	102,959
Due after five years through ten years	88,629	87,077
Due after ten years	112,269	112,784
Total	$ 316,921	$ 315,976

4. LOANS AND RELATED ALLOWANCE FOR LOAN LOSSES

The Company grants commercial, industrial, agricultural, residential, and consumer loans primarily to customers throughout north central Pennsylvania and Southern New York. Although the Company has a diversified loan portfolio at December 31, 2013 and 2012, a substantial portion of its debtors' ability to honor their contracts is dependent on the economic conditions within these regions. The following table summarizes the primary segments of the loan portfolio, as well as how those segments are analyzed within the allowance for loan losses as of December 31, 2013 and 2012 (in thousands):

2013	Total Loans	Individually evaluated for impairment	Collectively evaluated for impairment
Real estate loans:			
Residential	$ 187,101	$ 342	$ 186,759
Commercial and agricultural	215,088	8,310	206,778
Construction	8,937	-	8,937
Consumer	9,563	15	9,548
Other commercial and agricultural loans	54,029	1,733	52,296
State and political subdivision loans	65,894	-	65,894
Total	540,612	$ 10,400	$ 530,212
Allowance for loan losses	7,098		
Net loans	$ 533,514		

2012	Total Loans	Individually evaluated for impairment	Collectively evaluated for impairment

Real estate loans:						
Residential	$	178,080	$	424	$	177,656
Commercial and agricultural		194,725		9,093		185,632
Construction		12,011		-		12,011
Consumer		10,559		-		10,559
Other commercial and agricultural loans		47,880		901		46,979
State and political subdivision loans		59,208		-		59,208
Total		502,463	$	10,418	$	492,045
Allowance for loan losses		6,784				
Net loans	$	495,679				

Real estate loans serviced for Freddie Mac and Fannie Mae, which are not included in the consolidated balance sheet, totaled $82,618,000 and $73,813,000 at December 31, 2013 and 2012, respectively.

As of December 31, 2013 and 2012, net unamortized loan fees and costs of $1,187,000 and $1,354,000, respectively, were included in the carrying value of loans.

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

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

The following table includes the recorded investment and unpaid principal balances for impaired loans by class, with the associated allowance amount as of December 31, 2013 and 2012, if applicable (in thousands):

	Unpaid Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance
2013					
Real estate loans:					
Mortgages	$ 232	$ 138	$ 70	$ 208	$ 14
Home Equity	134	65	69	134	13
Commercial	9,901	6,335	1,975	8,310	305
Agricultural	-	-	-	-	-
Construction	-	-	-	-	-
Consumer	15	15	-	15	-
Other commercial loans	1,794	1,679	54	1,733	1
Other agricultural loans	-	-	-	-	-
State and political subdivision loans	-	-	-	-	-
Total	$ 12,076	$ 8,232	$ 2,168	$ 10,400	$ 333

2012					
Real estate loans:					
Mortgages	$ 309	$ 150	$ 136	$ 286	$ 8
Home Equity	138	-	138	138	14
Commercial	10,669	6,476	2,617	9,093	559
Agricultural	-	-	-	-	-
Construction	-	-	-	-	-
Consumer	-	-	-	-	-
Other commercial loans	950	592	309	901	1
Other agricultural loans	-	-	-	-	-
State and political subdivision loans	-	-	-	-	-
Total	$ 12,066	$ 7,218	$ 3,200	$ 10,418	$ 582

The following table includes the average investment in impaired loans and the income recognized on impaired loans for 2013, 2012 and 2011 (in thousands):

2013	Average Recorded Investment	Interest Income Recognized	Interest Income Recognized Cash Basis
Real estate loans:			
Mortgages	$ 327	$ 7	$ -
Home Equity	136	4	-
Commercial	8,499	457	377
Agricultural	-	-	-
Construction	-	-	-
Consumer	5	-	-
Other commercial loans	1,761	79	-
Other agricultural loans	-	-	-
State and political subdivision loans	-	-	-
Total	$ 10,728	$ 547	$ 377
2012			
Real estate loans:			
Mortgages	$ 170	$ 2	$ 2
Home Equity	112	4	4
Commercial	7,882	117	117
Agricultural	-	-	-
Construction	-	-	-
Consumer	-	-	-
Other commercial loans	461	-	-
Other agricultural loans	-	-	-
State and political subdivision loans	-	-	-
Total	$ 8,625	$ 123	$ 123
2011			
Real estate loans:			

Mortgages	$ -	$ -	$ -
Home Equity	39	1	1
Commercial	8,584	65	65
Agricultural	370	37	37
Construction	-	-	-
Consumer	-	-	-
Other commercial loans	501	-	-
Other agricultural loans	159	20	20
State and political subdivision loans	-	-	-
Total	$ 9,653	$ 123	$ 123

Credit Quality Information

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

- Pass (Grades 1-5) – These loans are to customers with credit quality ranging from an acceptable to very high quality and are protected by the current net worth and paying capacity of the obligor or by the value of the underlying collateral.

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- Special Mention (Grade 6) – This loan grade is in accordance with regulatory guidance and includes loans where a potential weakness or risk exists, which could cause a more serious problem if not corrected.

- Substandard (Grade 7) – This loan grade is in accordance with regulatory guidance and includes loans that have a well-defined weakness based on objective evidence and be characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected.

- Doubtful (Grade 8) – This loan grade is in accordance with regulatory guidance and includes loans that have all the weaknesses inherent in a substandard asset. In addition, these weaknesses make collection or liquidation in full highly questionable and improbable, based on existing circumstances.

- Loss (Grade 9) – This loan grade is in accordance with regulatory guidance and includes loans that are considered uncollectible, or of such value that continuance as an asset is not warranted.

To help ensure that risk ratings are accurate and reflect the present and future capacity of borrowers to repay the loan as agreed, the Bank's loan rating process includes several layers of internal and external oversight. The Company's loan officers are responsible for the timely and accurate risk rating of the loans in each of their portfolios at origination and on an ongoing basis under the supervision of management. All commercial and agricultural loans are reviewed annually to ensure the appropriateness of the loan grade. In addition, the Bank engages an external consultant on at least an annual basis. The external consultant is engaged to 1) review a minimum of 55% (60% during 2012) of the dollar volume of the commercial loan portfolio on an annual basis, 2) review a sample of new commercial/agricultural loans originated in the last year, 3) review all relationships in aggregate over $500,000, 4) review all aggregate loan relationships over $100,000 which are over 90 days past due, classified Special Mention, Substandard, Doubtful, or Loss, and 5) such other loans which management or the consultant deems appropriate.

The following tables represent credit exposures by internally assigned grades as of December 31, 2013 and 2012 (in thousands):

2013	Pass	Special Mention	Substandard	Doubtful	Loss	Ending Balance
Real estate loans:						
Commercial	$ 166,956	$ 4,645	$ 21,284	$ 202	$ -	$ 193,087
Agricultural	15,923	1,910	4,168	-	-	22,001
Construction	8,937	-	-	-	-	8,937
Other commercial loans	40,798	1,747	1,938	5	-	44,488
Other agricultural loans	7,431	153	1,957	-	-	9,541
State and political subdivision loans	65,894	-	-	-	-	65,894
Total	$ 305,939	$ 8,455	$ 29,347	$ 207	$ -	$ 343,948

2012	Pass	Special Mention	Substandard	Doubtful	Loss	Ending Balance

Real estate loans:						
Commercial	$ 149,892	$ 7,616	$ 19,127	$ 75	$ -	$ 176,710
Agricultural	13,690	2,386	1,939	-	-	18,015
Construction	12,011	-	-	-	-	12,011
Other commercial loans	39,239	826	1,555	-	-	41,620
Other agricultural loans	4,833	589	838	-	-	6,260
State and political subdivision loans	58,120	-	1,088	-	-	59,208
Total	$ 277,785	$ 11,417	$ 24,547	$ 75	$ -	$ 313,824

For residential real estate mortgages, home equities and consumer loans, credit quality is monitored based on whether the loan is performing or non-performing, which is typically based on the aging status of the loan and payment activity, unless a specific action, such as bankruptcy, repossession, death or significant delay in payment occurs to raise awareness of a possible credit event. Non-performing loans include those loans that are considered nonaccrual, described in more detail below and all loans past due 90 or more days. The following table presents the recorded investment in those loan classes based on payment activity as of December 31, 2013 and 2012 (in thousands):

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2013	Performing	Non-performing	Total
Real estate loans:			
Mortgages	$ 119,075	$ 809	$ 119,884
Home Equity	66,989	228	67,217
Consumer	9,547	16	9,563
Total	$ 195,611	$ 1,053	$ 196,664

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

Age Analysis of Past Due Loans by Class

Management further monitors the performance and credit quality of the loan portfolio by analyzing the age of the portfolio as determined by the length of time a recorded payment is past due. The following table includes an aging analysis of the recorded investment of past due loans as of December 31, 2013 and 2012, (in thousands):

2013	30-59 Days Past Due	60-89 Days Past Due	90 Days Or Greater	Total Past Due	Current	Total Financing Receivables	90 Days and Accruing
Real estate loans:							
Mortgages	$ 362	$ 40	$ 739	$ 1,141	$ 118,743	$ 119,884	$ 301
Home Equity	632	2	229	863	66,354	67,217	51
Commercial	88	319	3,091	3,498	189,589	193,087	344
Agricultural	-	-	-	-	22,001	22,001	-
Construction	-	-	-	-	8,937	8,937	-
Consumer	96	36	16	148	9,415	9,563	1
Other commercial loans	29	28	49	106	44,382	44,488	-
Other agricultural loans	-	-	-	-	9,541	9,541	-
State and political subdivision loans	-	-	-	-	65,894	65,894	-
Total	$ 1,207	$ 425	$ 4,124	$ 5,756	$ 534,856	$ 540,612	$ 697
	$ 98	$ 164	$ 3,427	$ 3,689	$ 4,408	$ 8,097	

Loans considered non-accrual						
Loans still accruing	1,109	261	697	2,067	530,448	532,515
Total	$ 1,207	$ 425	$ 4,124	$ 5,756	$ 534,856	$ 540,612

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

Nonaccrual Loans

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

The following table reflects the loans on nonaccrual status as of December 31, 2013 and 2012, respectively. The balances are presented by class of loan (in thousands):

	2013	2012
Real estate loans:		
Mortgages	$ 508	$ 482
Home Equity	177	181
Commercial	7,247	7,042
Agricultural	-	-

Construction	-	-
Consumer	15	-
Other commercial loans	150	362
Other agricultural loans	-	-
State and political subdivision	-	-
	$ 8,097	$ 8,067

Interest income on loans would have increased by approximately $632,000, $531,000, and $625,000 and during 2013, 2012 and 2011, respectively, if these loans had performed in accordance with their terms.

Troubled Debt Restructurings

In situations where, for economic or legal reasons related to a borrower's financial difficulties, management may grant a concession for other than an insignificant period of time to the borrower that would not otherwise be considered, the related loan is classified as a Troubled Debt Restructuring (TDR). Management strives to identify borrowers in financial difficulty early and work with them to modify more affordable terms before their loan reaches nonaccrual status. These modified terms may include rate reductions, principal forgiveness, payment forbearance and other actions intended to minimize the economic loss and to avoid foreclosure or repossession of the collateral. In cases where borrowers are granted new terms that provide for a reduction of either interest or principal, management measures any impairment on the restructuring by calculating the present value of the revised loan terms and comparing this balance to the Company’s investment in the loan prior to the restructuring. As these loans are individually evaluated, they are excluded from pooled portfolios when calculating the allowance for loan and lease losses and a separate allocation within the allowance for loan and lease losses is provided. Management continually evaluates loans that are considered TDRs, including payment history under the modified loan terms, the borrower’s ability to continue to repay the loan based on continued evaluation of their operating results and cash flows from operations. Based on this evaluation management would no longer consider a loan to be a TDR when the relevant facts support such a conclusion. As of December 31, 2013, 2012 and 2011, included within the allowance for loan losses are reserves of $28,000, $14,000 and $14,000, respectively, that are associated with loans modified as TDRs.

Loan modifications that are considered TDR's completed during the years ended December 31, 2013 and 2012 were as follows (dollars in thousands):

	Number of contracts		Pre-modification Outstanding Recorded Investment		Post-Modification Outstanding Recorded Investment	
	Interest Modification	Term Modification	Interest Modification	Term Modification	Interest Modification	Term Modification
2013						
Real estate loans:						
Mortgages	1	-	$ 72	$ -	$ 72	$ -
Commercial	-	2	-	1,365	-	1,365
Other commercial loans	-	2	-	1,530	-	1,530
Total	1	4	$ 72	$ 2,895	$ 72	$ 2,895
2012						
Real estate loans:						
Mortgages	1	1	$ 48	$ 71	$ 48	$ 71
Commercial	-	3	-	160	-	160
Other commercial loans	-	1	-	25	-	25
Total	1	5	$ 48	$ 256	$ 48	$ 256
2011						
Real estate loans:						
Residential	2	-	$ 76	$ -	$ 76	$ -
Commercial	5	1	5,912	47	5,912	47
Other commercial loans	1	-	15	-	15	-
Total	8	1	$ 6,003	$ 47	$ 6,003	$ 47

Recidivism, or the borrower defaulting on its obligation pursuant to a modified loan, results in the loan once again becoming a non-accrual loan. Recidivism occurs at a notably higher rate than do defaults on new origination loans, so modified loans present a higher risk of loss than do new origination loans. The following table presents the recorded investment in loans that were modified as TDRs during each 12-month period prior to the current reporting periods, which begin January 1, 2013 and 2012, respectively, and that subsequently defaulted during these reporting periods (dollars in thousands):

	2013		2012		2011	
	Number of contracts	Recorded investment	Number of contracts	Recorded investment	Number of contracts	Recorded investment

Real estate loans:								
Commercial	1	$	55	1	$	50	3	$	150
Other commercial loans	1		6	-		-	-		-
Total recidivism	2	$	61	1	$	50	3	$	150

Allowance for Loan Losses

The following tables roll forward the balance of the allowance for loan and lease losses for the years ended December 31, 2013, 2012 and 2011 and is segregated into the amount required for loans individually evaluated for impairment and the amount required for loans collectively evaluated for impairment as of December 31, 2013, 2012 and 2011 (in thousands):

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	Balance at December 31, 2012	Charge-offs	Recoveries	Provision	Balance at December 31, 2013	Individually evaluated for impairment	Collectively evaluated for impairment
Real estate loans:							
Residential	$ 875	$ (17)	$ 5	$ 83	$ 946	$ 27	$ 919
Commercial and agricultural	4,437	(62)	5	178	4,558	305	4,253
Construction	38	-	-	12	50	-	50
Consumer	119	(54)	33	7	105	-	105
Other commercial and agricultural loans	728	(1)	-	215	942	1	941
State and political subdivision loans	271	-	-	59	330	-	330
Unallocated	316	-	-	(149)	167	-	167
Total	$ 6,784	$ (134)	$ 43	$ 405	$ 7,098	$ 333	$ 6,765

	Balance at December 31, 2011	Charge-offs	Recoveries	Provision	Balance at December 31, 2012	Individually evaluated for impairment	Collectively evaluated for impairment
Real estate loans:							
Residential	$ 805	$ (95)	$ -	$ 165	$ 875	$ 22	$ 853
Commercial and agricultural	4,132	(2)	9	298	4,437	559	3,878
Construction	15	-	-	23	38	-	38
Consumer	111	(54)	33	29	119	-	119
Other commercial and agricultural loans	674	(21)	7	68	728	1	727
State and political subdivision loans	235	-	-	36	271	-	271
Unallocated	515	-	-	(199)	316	-	316
Total	$ 6,487	$ (172)	$ 49	$ 420	$ 6,784	$ 582	$ 6,202

	Balance at December 31, 2010	Charge-offs	Recoveries	Provision	Balance at December 31, 2011	Individually evaluated for impairment	Collectively evaluated for impairment

Real estate loans:							
Residential	$ 969	$ (101)	$ -	$ (63)	$ 805	$ 13	$ 792
Commercial and agricultural	3,380	(29)	15	766	4,132	433	3,699
Construction	22	-	-	(7)	15	-	15
Consumer	108	(71)	57	17	111	-	111
Other commercial and agricultural loans	983	(6)	32	(335)	674	48	626
State and political subdivision loans	137	-	-	98	235	-	235
Unallocated	316	-	-	199	515	-	515
Total	$ 5,915	$ (207)	$ 104	$ 675	$ 6,487	$ 494	$ 5,993

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

2013

- The qualitative factor for national, state, regional and local economic trends and business conditions was increased for all loan categories due to rising unemployment rates in the local economy as a result of the slowdown in Marcellus shale natural gas exploration activities.
- The qualitative factor for trends in volume, terms and nature of the loan portfolio was increased for commercial and agricultural real estate, other commercial and agricultural loans and state and political subdivision loan categories due to the increase of the number of loans that are participations that were purchased from other banks and therefore subject to different underwriting standards.

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2012

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

2011:

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

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

5. PREMISES & EQUIPMENT

Premises and equipment at December 31, 2013 and 2012 are summarized as follows (in thousands):

	December 31, 2013		2012
Land	$	3,295 $	3,278
Buildings		12,448	12,448
Furniture, fixtures and equipment		6,204	6,374
Construction in process		104	64
		22,051	22,164
Less: accumulated depreciation		10,946	10,643
Premises and equipment, net	$	11,105 $	11,521

Depreciation expense amounted to $598,000, $606,000 and $649,000 for 2013, 2012 and 2011, respectively.

6. GOODWILL

As of December 31, 2013 and 2012, the Company had goodwill of $10,256,000, which is tested for impairment on an annual basis. Based on the fair value of the reporting unit, no goodwill impairment loss was recognized in 2013, 2012 or, 2011.

7. FEDERAL HOME LOAN BANK (FHLB) STOCK

The Bank is a member of the FHLB of Pittsburgh and as such, is required to maintain a minimum investment in stock of the FHLB that varies with the level of advances outstanding with the FHLB. As of December 31, 2013 and December 31, 2012, the Bank holds $3,652,100 and $3,290,000, respectively. The stock is bought from and sold to the FHLB based upon its $100 par value. The stock does not have a readily determinable fair value and as such is classified as restricted stock, carried at cost and evaluated by management. The stock's value is determined by the ultimate recoverability of the par value rather than by recognizing temporary declines. The determination of whether the par value will ultimately be recovered is influenced by criteria such as the following: (a) A significant decline in net assets of the FHLB as compared to the capital stock amount and the length of time this situation has persisted (b) commitments by the FHLB to make payments required by law or regulation and the level of such payments in relation to the operating performance (c) the impact of legislative and regulatory changes on the customer base of the FHLB and (d) the liquidity position of the FHLB. Management evaluated the stock and concluded that the stock was not impaired for the periods presented herein. Management considered that the FHLB's regulatory capital ratios have improved in the most recent quarters, liquidity appears adequate, new shares of FHLB stock continue to exchange hands at the $100 par value and the FHLB has repurchased shares of excess capital stock from its members during 2012 and 2013 and has reinstituted the dividend.

8. DEPOSITS

The following table shows the breakdown of deposits as of December 31, 2013 and 2012, by deposit type (dollars in thousands):

		2013	2012
	$	85,585 $	89,494

Non-interest-bearing deposits				
NOW accounts		215,656		201,804
Savings deposits		95,678		87,836
Money market deposit accounts		85,038		83,423
Certificates of deposit		266,359		274,539
Total	$	748,316	$	737,096

Certificates of deposit of $100,000 or more amounted to $117,942,000 and $113,479,000 at December 31, 2013 and 2012, respectively. Interest expense on certificates of deposit of $100,000 or more amounted to $1,516,000, $1,819,000 and $2,496,000, for the years ended December 31, 2013, 2012, and 2011, respectively.

Following are maturities of certificates of deposit as of December 31, 2013 (in thousands):

2014	$	133,491
2015		55,317
2016		36,051
2017		19,955
2018		16,323
Thereafter		5,222
Total certificates of deposit	$	266,359

9. BORROWED FUNDS

The following table shows the breakdown of borrowed funds as of December 31, 2013 and 2012, by deposit type (dollars in thousands):

	Securities Sold Under Agreements to Repurchase(a)	FHLB Advances(b)	Federal Funds Line (c)	FRB BIC Line (d)	Notes Payable(e,f)	Term Loans(g)	Total Borrowed Funds
2013							
Balance at December 31	$ 7,278	$ 42,954	$ -	$ -	$ 7,500	$ 9,200	$ 66,932
Highest balance at any month-end	8,923	42,954	-	-	7,500	30,000	89,377
Average balance	7,821	4,871	-	-	7,500	22,022	42,214
Weighted average interest rate:							
Paid during the year	0.88%	0.25%	0.73%	0.75%	5.82%	3.13%	2.86%
As of year-end	0.87%	0.25%	0.00%	0.00%	3.04%	2.78%	0.96%
2012							
Balance at December 31	$ 8,626	$ -	$ -	$ -	$ 7,500	$ 30,000	$ 46,126
Highest balance at any month-end	11,382	19,338	-	-	7,500	35,000	73,220
	9,765	3,135	-	1	7,500	32,077	52,478

Average balance							
Weighted average interest rate:							
Paid during the year	0.84%	0.25%	0.51%	0.75%	5.87%	3.14%	2.95%
As of year-end	0.87%	0.00%	0.00%	0.00%	5.87%	3.06%	3.10%

(a) Securities sold under agreements to repurchase mature within 5 years. As of December 31, 2013 and 2012, repurchase agreements with original maturities of less than one year totaled $6,069,000 and $7,436,000, respectively. As of December 31, 2013 and 2012, repurchase agreements with original maturities greater than one year totaled $1,209,000 and $1,190,000, respectively. The carrying value of the underlying securities pledged at December 31, 2013 and 2012 was $12,416,000 and $13,177,000, respectively.

(b) FHLB Advances consist of an "Open RepoPlus" agreement with the Federal Home Loan Bank of Pittsburgh. FHLB "Open RepoPlus" advances are short-term borrowings that bear interest based on the Federal Home Loan Bank discount rate or Federal Funds rate, whichever is higher. The Company has a borrowing limit of $250,777,000, inclusive of any outstanding advances. FHLB advances are secured by a blanket security agreement that includes the Company's FHLB stock, as well as certain investment and mortgage-backed securities held in safekeeping at the FHLB and certain residential and commercial mortgage loans. At December 31, 2013 and 2012, the approximate carrying value of the securities collateral was $4,514,000 and $8,092,000, respectively.

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

(d) The Federal Reserve Bank Borrower in Custody (FRB BIC) Line consists of a borrower in custody in agreement open in January 2010 with the Federal Reserve Bank of Philadelphia secured by municipal loans maintained in the Company's possession. As of December 31, 2013, the Company has a borrowing limit of $13,602,000, inclusive of any outstanding advances. The approximate carrying value of the municipal loan collateral was $16,600,000 and $16,814,000 as of December 31, 2013 and 2012, respectively.

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

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

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

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

Following are maturities of borrowed funds as of December 31, 2013 (in thousands):

2014	$	60,723
2015		675
2016		534
2017		2,000

2018		1,000
Thereafter		2,000
Total borrowed funds	$	66,932

10. EMPLOYEE BENEFIT PLANS

Noncontributory Defined Benefit Pension Plan

The Bank sponsors a trusteed, noncontributory defined benefit pension plan covering substantially all employees and officers. The pension plan calls for benefits to be paid to eligible employees at retirement based primarily upon years of service with the Bank and compensation rates near retirement. The Bank's funding policy is to make annual contributions, if needed, based upon the funding formula developed by the pension plan's actuary. For the years ended December 31, 2013 and 2012, contributions to the pension plan totaled $1,000,000 and $750,000, respectively.

The pension plan was amended to cease eligibility for employees with a hire date of January 1, 2007 or later. In lieu of the pension plan, employees with a hire date of January 1, 2007 or later are eligible to receive, after meeting length of service requirements, an annual discretionary 401(k) plan contribution from the Bank equal to a percentage of an employee's base compensation. The contribution amount will be placed in a separate account within the 401(k) plan and will be subject to a vesting requirement. Contributions by the Company totaled $40,000, $30,000 and $18,000 for 2013, 2012 and 2011, respectively.

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

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

	2013	2012
Change in benefit obligation		
Benefit obligation at beginning of year	$ 10,017	$ 8,387
Service cost	342	330
Interest cost	363	344
Actuarial (Gain) / Loss	(380)	1,207
Benefits paid	(603)	(251)
Benefit obligation at end of year	9,739	10,017
Change in plan assets		
Fair value of plan assets at beginning of year	8,761	7,472
Actual return on plan assets	1,361	790
Employer contribution	1,000	750
Benefits paid	(603)	(251)
Fair value of plan assets at end of year	10,519	8,761
Funded status	$ 780	$ (1,256)

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

Amounts recognized in accumulated other comprehensive loss consists of:

Net loss	$	2,008	$	3,375
Prior service cost		(315)		(357)
Total	$	1,693	$	3,018

The accumulated benefit obligation for the defined benefit pension plan was $9,739,000 and $10,017,000 at December 31, 2013 and 2012, respectively.

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

		2013		2012		2011
Service cost	$	342	$	330	$	328
Interest cost		363		344		402
Expected return on plan assets		(673)		(565)		(595)
Net amortization and deferral		257		135		46
Net periodic benefit cost	$	289	$	244	$	181

The estimated net loss and prior service cost (benefit) that will be amortized from accumulated other comprehensive loss into the net periodic benefit cost in 2014 is $93,000 and $(45,000), respectively.

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

	2013	2012
Discount rate	4.30%	3.30%
Rate of compensation increase	3.00%	3.00%

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

	2013	2012	2011
Discount rate	3.30%	4.00%	5.25%
Expected long-term return on plan assets	7.50%	7.50%	8.00%
Rate of compensation increase	3.00%	3.00%	3.00%

The long-term rate of return on plan assets gives consideration to returns currently being earned on plan assets as well as future rates expected to be earned. The investment objective is to maximize total return consistent with the interests of the participants and beneficiaries, and prudent investment management. The allocation of the pension plan assets is determined on the basis of sound economic principles and is continually reviewed in light of changes in market conditions. Asset allocation favors equity securities, with a target allocation of 50-70%. The target allocation for debt securities is 30-50%. At December 31, 2013, the pension plan had a sufficient cash and money market position in order to re-allocate the equity portfolio for diversification purposes and reduce risk in the total portfolio. The following table sets forth by level, within the fair value hierarchy as defined in footnote 17, the Plan's assets at fair value as of December 31, 2013 and 2012 (in thousands):

2013	Level I	Level II	Level III	Total	Allocation
Assets					
Cash and cash equivalents	$ 648	$ -	$ -	$ 648	6.2%
Equity Securities					
U.S. Companies	3,879	-	-	3,879	36.8%
Mutual Funds and ETF's (a)	3,903	-	-	3,903	37.1%
Corporate Bonds	-	1,525	-	1,525	14.5%
U.S. Agency Securities	-	564	-	564	5.4%
Total	$ 8,430	$ 2,089	$ -	$ 10,519	100.0%

2012	Level I	Level II	Level III	Total	Allocation
Assets					
Cash and cash equivalents	$ 525	$ -	$ -	$ 525	6.0%

Equity Securities					
U.S. Companies	3,121	-	-	3,121	35.6%
Mutual Funds and ETF's (a)	3,058	-	-	3,058	34.9%
Corporate Bonds	-	1,149	-	1,149	13.1%
U.S. Agency Securities	-	908	-	908	10.4%
Total	$ 6,704	$ 2,057	$ -	$ 8,761	100.0%

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

Equity securities include the Company's common stock in the amounts of $575,000 (5.5% of total plan assets) and $436,000 (5.0% of total plan assets) at December 31, 2013 and 2012, respectively.

The Bank expects to contribute $500,000 to its pension plan in 2014. Expected future benefit payments that the Bank estimates from its pension plan are as follows (in thousands):

2014	$ 373
2015	257
2016	376
2017	495
2018	428
2019 - 2023	5,506

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Defined Contribution Plan

The Company sponsors a voluntary 401(k) savings plan which eligible employees can elect to contribute up to the maximum amount allowable not to exceed the limits of IRS Code Sections 401(k). Under the plan, the Company also makes required contributions on behalf of the eligible employees. The Company's contributions vest immediately. Contributions by the Company totaled $255,000, $245,000 and $230,000 for 2013, 2012 and 2011, respectively.

Directors' Deferred Compensation Plan

The Company's directors may elect to defer all or portions of their fees until their retirement or termination from service. Amounts deferred under the deferred compensation plan earn interest based upon the highest current rate offered to certificate of deposit customers. Amounts deferred under the deferred compensation plan are not guaranteed and represent a general liability of the Company. As of December 31, 2013 and 2012, an obligation of $981,000 and $1,001,000, respectively, was included in other liabilities for this plan in the consolidated balance sheet. Amounts included in interest expense on the deferred amounts totaled $16,000, $16,000 and $22,000 for the years ended December 31, 2013, 2012 and 2011, respectively.

Restricted Stock Plan

The Company maintains a Restricted Stock Plan (the Plan) whereby employees and non-employee corporate directors are eligible to receive awards of restricted stock based upon performance related requirements. Awards granted under the Plan are in the form of the Company's common stock and are subject to certain vesting requirements including in the case of employees, continuous employment or service with the Company. In total, 100,000 shares of the Company's common stock have been authorized under the Plan, which terminates April 18, 2016. As of December 31, 2013, 67,756 shares remain available to be issued under the Plan. The Plan assists the Company in attracting, retaining and motivating employees to make substantial contributions to the success of the Company and to increase the emphasis on the use of equity as a key component of compensation.

The following table details the vesting, awarding and forfeiting of restricted shares during 2013:

	2013	
	Shares	Weighted Average Market Price
Outstanding, beginning of year	8,646	$ 35.51
Granted	3,027	48.21
Forfeited	(55)	37.10
Vested	(4,446)	33.62
Outstanding, end of year	7,172	$ 42.02

Compensation cost related to restricted stock is recognized based on the market price of the stock at the grant date over the vesting period. Compensation expense related to restricted stock was $155,000, $141,000 and $145,000 for the years ended December 31, 2013, 2012 and 2011, respectively. The weighted-average grant-date fair value of restricted shares granted during 2013, 2012 and 2011 was $48.21, $37.68 and $37.16. At December 31, 2013 the total compensation cost related to nonvested awards that has not yet been recognized was $301,000, which is expected to be recognized over the next 2.25 years.

Supplemental Executive Retirement Plan

The Company maintains a non-qualified supplemental executive retirement plan ("SERP") for certain executives to compensate those executive participants in the Company's noncontributory defined benefit pension plan whose benefits are limited by compensation limitations under current tax law. At December 31, 2013 and 2012, an obligation of $1,046,000 and $901,000, respectively, was included in other liabilities for this plan in the consolidated balance sheet. Expenses related to this plan totaled $145,000, $92,000 and $62,000 for the years ended December 31, 2013, 2012 and 2011.

11. INCOME TAXES

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

	Year Ended December 31,		
	2013	2012	2011
Currently payable	$ 3,082	$ 4,389	$ 3,512
Deferred tax liability (asset)	670	(58)	98
Provision for income taxes	$ 3,752	$ 4,331	$ 3,610

The following temporary differences gave rise to the net deferred tax liabilities at December 31, 2013 and 2012 (in thousands):

	2013	2012
Deferred tax assets:		
Allowance for loan losses	$ 2,413	$ 2,307
Deferred compensation	528	544
Merger & acquisition costs	29	34
Allowance for losses on available-for-sale securities	523	784
Pension and other retirement obligation	90	733
Unrealized loss on interest rate swap	-	68
Interest on non-accrual loans	793	720
Incentive plan accruals	330	323
Other real estate owned expenses	72	84
Unrealized losses on available-for-sale securities	55	-
Other	95	96
Total	$ 4,928	$ 5,693
Deferred tax liabilities:		

Premises and equipment	$ (348)	$ (358)
Investment securities accretion	(310)	(302)
Loan fees and costs	(184)	(110)
Goodwill and core deposit intangibles	(2,431)	(2,126)
Low income housing tax credits	-	(20)
Mortgage servicing rights	(180)	(167)
Unrealized gains on available-for-sale securities	-	(3,480)
Total	(3,453)	(6,563)
Deferred tax (liability) asset, net	$ 1,475	$ (870)

No valuation allowance was established at December 31, 2013 and 2012, in view of the Company's ability to carryback to taxes paid in previous years and certain tax strategies, coupled with the anticipated future taxable income as evidenced by the Company's earnings potential.

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

	Year Ended December 31, 2013	2012	2011
Provision at statutory rates on pre-tax income	$ 5,823	$ 6,306	$ 5,590
Effect of tax-exempt income	(1,752)	(1,853)	(1,844)
Low income housing tax credits	(198)	(57)	(96)
Bank owned life insurance	(171)	(172)	(169)
Nondeductible interest	70	87	107
Other items	(20)	20	22
Provision for income taxes	$ 3,752	$ 4,331	$ 3,610
Statutory tax rates	34%	34%	34%
Effective tax rates	21.9%	23.4%	22.0%

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

12. OTHER COMPREHENSIVE INCOME

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

	2013	2012
Net unrealized (loss) gain on securities available for sale	$ (162)	$ 10,234
Tax effect	(54)	3,480
Net -of-tax amount	(108)	6,754

Unrealized loss on interest rate swap		-	(200)	
Tax effect		-	(68)	
Net -of-tax amount		-	(132)	
Unrecognized pension costs	(1,693)		(3,018)	
Tax effect	(576)		(1,027)	
Net -of-tax amount	(1,117)		(1,991)	
Total accumulated other comprehensive (loss) income	$	(1,225)	$	4,631

The following tables present the changes in accumulated other comprehensive (loss) income by component net of tax for the year ended December 31, 2013 (in thousands):

	Unrealized gain (loss) on available for sale securities (a)	Unrealized gain (loss) on interest rate swap (a)	Defined Benefit Pension Items (a)	Total
Balance as of December 31, 2012	$ 6,754	$ (132)	$ (1,991)	$ 4,631
Other comprehensive income (loss) before reclassifications (net of tax)	(6,571)	132	-	(6,439)
Amounts reclassified from accumulated other comprehensive income (loss) (net of tax)	(291)	-	874	583
Net current period other comprehensive income (loss)	(6,862)	132	874	(5,856)
Balance as of December 31, 2013	$ (107)	$ -	$ (1,118)	$ (1,225)

(a) Amounts in parentheses indicate debits

The following table presents the significant amounts reclassified out of each component of accumulated other comprehensive income (loss) for the year ended December 31, 2013:

Details about accumulated other comprehensive income (loss)	Amount reclassified from accumulated comprehensive income (loss) (a)	Affected line item in the statement where net Income is presented
Unrealized gains and losses on available for sale securities		
	$ 441	Investment securities gains, net
	(150)	Provision for income taxes
	291	Net of tax
Defined benefit pension items		
	$ (1,325)	Salaries and employee benefits
	451	Provision for income taxes
	(874)	Net of tax
Total reclassifications	$ (583)	

(a) Amounts in parentheses indicate debits to profit/loss

13. RELATED PARTY TRANSACTIONS

Certain executive officers, corporate directors or companies in which they have 10 percent or more beneficial ownership were indebted to the Bank. Such loans were made in the ordinary course of business at the Bank's normal credit terms and do not present more than a normal risk of collection. A summary of loan activity for the years ended December 31, 2013 and 2012 with officers, directors, stockholders and associates of such persons is listed below (in thousands):

	Year Ended December 31, 2013	2012
Balance, beginning of year	$ 4,349	$ 4,056
New loans	2,119	2,420
Repayments	(2,205)	(2,127)
Balance, end of year	$ 4,263	$ 4,349

14. REGULATORY MATTERS

Dividend Restrictions:

The approval of the Federal Reserve Board is required for a bank to pay dividends up to the Company if the total of all dividends declared in any calendar year exceeds the Bank's net income (as defined) for that year combined with its retained net income for the preceding two calendar years. Under this formula, the Bank can declare dividends in 2014 without approval of the FRB or PDB of approximately $19,309,000, plus the Bank's net income for 2014.

Loans:

The Bank is subject to regulatory restrictions which limit its ability to loan funds to the Company. At December 31, 2013, the regulatory lending limit amounted to approximately $14,702,000.

Regulatory Capital Requirements:

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

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

As of December 31, 2013 and 2012, the FRB categorized the Company and the Bank as well capitalized, under the regulatory framework for prompt corrective action. To be categorized as a well capitalized financial institution, Total risk-based, Tier I risk-based and Tier I leverage capital ratios must be at least 10%, 6% and 5%, respectively.

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

	2013			2012		
Total capital (to risk-weighted assets)		Amount	Ratio		Amount	Ratio
Company	$	100,320	17.75%	$	90,889	17.50%
For capital adequacy purposes		45,211	8.00%		41,546	8.00%
To be well capitalized		56,514	10.00%		51,932	10.00%
Tier I capital (to risk-weighted assets)						
Company	$	92,902	16.44%	$	84,166	16.21%
For capital adequacy purposes		22,606	4.00%		20,773	4.00%
To be well capitalized		33,908	6.00%		31,159	6.00%
Tier I capital (to average assets)						
Company	$	92,902	10.42%	$	84,166	9.70%
For capital adequacy purposes		35,669	4.00%		34,692	4.00%
To be well capitalized		44,587	5.00%		43,366	5.00%

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

	2013			2012		
Total capital (to risk-weighted assets)		Amount	Ratio		Amount	Ratio
Bank	$	97,863	17.35%	$	87,215	16.84%
For capital adequacy purposes		45,135	8.00%		41,425	8.00%
To be well capitalized		56,418	10.00%		51,781	10.00%
Tier I capital (to risk-weighted assets)						
Bank	$	90,639	16.07%	$	80,702	15.59%
For capital adequacy purposes		22,567	4.00%		20,713	4.00%
To be well capitalized		33,851	6.00%		31,069	6.00%
Tier I capital (to average assets)						
Bank	$	90,639	10.18%	$	80,702	9.32%
For capital adequacy purposes		35,615	4.00%		34,634	4.00%
To be well capitalized		44,519	5.00%		43,293	5.00%

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

15. COMMITMENTS AND CONTINGENT LIABILITIES

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

Credit Extension Commitments

The Company's exposure to credit loss from nonperformance by the other party to the financial instruments for commitments to extend credit and standby letters of credit is represented by the contractual amount of these instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments. Financial instruments, whose contract amounts represent credit risk at December 31, 2013 and 2012, are as follows (in thousands):

	2013	2012
Commitments to extend credit	$89,847	$82,645
Standby letters of credit	12,014	5,208

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

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

We also offer limited overdraft protection as a non-contractual courtesy which is available to demand deposit accounts in good standing for business, personal or household use. The non-contractual amount of financial instruments with off-balance sheet risk at December 31, 2013 was $12,450,000. The Company reserves the right to discontinue this service without prior notice.

Litigation Matters

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

16. OPERATING LEASES

The following schedule shows future minimum rental payments under operating leases with noncancellable terms in excess of one year as of December 31, 2013 (in thousands):

2014	$	80
2015		61
2016		39
2017		39
2018		39
Thereafter		266
Total	$	524

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The Company's operating lease obligations represent short and long-term lease and rental payments for facilities. Total rental expense for all operating leases for the years ended December 31, 2013, 2012 and 2011 were $162,000, $152,000 and $159,000, respectively.

17. FAIR VALUE OF FINANCIAL INSTRUMENTS

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

Level I:	Quoted prices are available in active markets for identical assets or liabilities as of the reported date.
Level II:	Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reported date. The nature of these assets and liabilities include items for which quoted prices are available but traded less frequently, and items that are fair valued using other financial instruments, the parameters of which can be directly observed.
Level III:	Assets and liabilities that have little to no pricing observability as of the reported date. These items do not have two-way markets and are measured using management's best estimate of fair value, where the inputs into the determination of fair value require significant management judgment or estimation.

A description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy, is set forth below.

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

Financial Instruments Recorded at Fair Value on a Recurring Basis

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

For all of 2012 and 2011 and the majority of 2013, the Company used an interest rate swap, which is a derivative, to manage our interest rate risk related to the trust preferred security. The valuation of this instrument was determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of each derivative and classified as Level 2. This analysis reflected the contractual terms of the derivatives, including the period to maturity, and used observable market-based inputs, including LIBOR rate curves. We also obtained dealer quotations for these derivatives for comparative purposes to assess the reasonableness of the model valuations.

The following tables present the assets reported on the consolidated balance sheet at their fair value on a recurring basis as of December 31, 2013 and 2012 (in thousands) by level within the fair value hierarchy. Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

2013	Level I	Level II	Level III	Total
Fair value measurements on a recurring basis:				
Securities available for sale:				
U.S. agency securities	$ -	$ 152,189	$ -	$ 152,189
U.S. treasuries	-	11,309	-	11,309
Obligations of state and political subdivisions	-	95,005	-	95,005
Corporate obligations	-	16,802	-	16,802
Mortgage-backed securities in government sponsored entities	-	40,671	-	40,671
Equity securities in financial institutions	1,325			1,325

2012	Level I	Level II	Level III	Total
Fair value measurements on a recurring basis:				
Securities available for sale:				
U.S. agency securities	$ -	$ 127,234	$ -	$ 127,234
U.S. treasuries	-	4,947	-	4,947
Obligations of state and political subdivisions	-	100,875	-	100,875
Corporate obligations	-	22,109	-	22,109
Mortgage-backed securities in government sponsored entities	-	53,673	-	53,673
	1,414	-	-	1,414

Equity securities in financial institutions				
Trust Preferred Interest Rate Swap	-	(200)	-	(200)

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

The Company may be required, from time to time, to measure certain financial assets, financial liabilities, non-financial assets and non-financial liabilities at fair value on a nonrecurring basis in accordance with U.S. generally accepted accounting principles. These include assets that are measured at the lower of cost or market value that were recognized at fair value below cost at the end of the period. Certain non-financial assets measured at fair value on a non-recurring basis include foreclosed assets (upon initial recognition or subsequent impairment), non-financial assets and non-financial liabilities measured at fair value in the second step of a goodwill impairment test, and intangible assets and other non-financial long-lived assets measured at fair value for impairment assessment. Non-financial assets measured at fair value on a non-recurring basis during 2013 and 2012 include certain foreclosed assets which, upon initial recognition, were remeasured and reported at fair value through a charge-off to the allowance for possible loan losses and certain foreclosed assets which, subsequent to their initial recognition, were remeasured at fair value through a write-down included in other non-interest expense.

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

- Other Real Estate owned – Other real estate owned, which is obtained through the Bank's foreclosure process is valued utilizing the appraised collateral value. Collateral values are estimated using Level 2 inputs based on observable market data or Level 3 inputs based on customized discounting criteria. At the time, the foreclosure is completed, the Company obtains a current external appraisal.

Assets measured at fair value on a nonrecurring basis as of December 31, 2013 and 2012 (in thousands) are included in the table below:

	December 31, 2013			
	Level I	Level II	Level III	Total
Impaired Loans	$ -	$ -	$ 10,067	$ 10,067
Other real estate owned	-	-	1,360	1,360
	December 31, 2012			
	Level I	Level II	Level III	Total
Impaired Loans	$ -	$ -	$ 9,836	$ 9,836
Other real estate owned	-	-	616	616

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

	Fair Value at December 31, 2013	Fair Value at December 31, 2012	Valuation Technique(s)	Unobservable input	Range
Impaired Loans	$ 263	$ 4,882	Discounted Cash Flows	Probability of Default	0%
				Change in interest rates	0-7%
	9,804	4,954	Appraised Collateral Values	Discount for time since appraisal	0-30%
				Selling costs	4%-10%
				Holding period	0 - 18 months
Other real estate owned	1,360	616	Appraised Collateral Values	Discount for time since appraisal	0-20%

Selling costs	4%-10%
Holding period	0 - 18 months

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

December 31, 2013	Carrying Amount	Fair Value	Level I	Level II	Level III
Financial assets:					
Cash and due from banks	$ 10,083	$ 10,083	$ 10,083	$ -	$ -
Interest bearing time deposits with other banks	2,480	2,474	-	-	2,474
Available-for-sale securities	317,301	317,301	1,325	315,976	-
Loans held for sale	278	278	278	-	-
Net loans	533,514	547,405	-	-	547,405
Bank owned life insurance	14,679	14,679	14,679	-	-
Regulatory stock	3,926	3,926	3,926	-	-
Accrued interest receivable	3,728	3,728	3,728	-	-
Financial liabilities:					
Deposits	$ 748,316	$ 750,172	$ 481,957	$ -	$ 268,215
Borrowed funds	66,932	63,500	-	63,500	-
Accrued interest payable	895	895	895	-	-

December 31, 2012	Carrying Amount	Fair Value	Level I	Level II	Level III
Financial assets:					
Cash and due from banks	$ 26,333	$ 26,333	$ 26,333	$ -	$ -
Available-for-sale securities	310,252	310,252	1,414	308,838	-
Loans held for sale	1,458	1,458	1,458		
Net loans	495,679	522,502	-	-	522,502
Bank owned life insurance	14,177	14,177	14,177	-	-
Regulatory stock	3,565	3,565	3,565	-	-
Accrued interest receivable	3,816	3,816	3,816	-	-
Financial liabilities:					
Deposits	$ 737,096	$ 742,422	$ 462,557	$ -	$ 279,865
Borrowed funds	46,126	43,403	-	43,403	-
Trust preferred interest rate swap	200	200	-	200	-
Accrued interest payable	1,143	1,143	1,143	-	-

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

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

Cash and Cash Equivalents:

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

Accrued Interest Receivable and Payable:

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

Interest bearing time deposits with other banks:

The fair value of interest bearing time deposits with other banks is based on the discounted value of contractual cash flows. The discount rate is estimated using the rates currently offered for deposits of similar remaining maturities.

Available-For-Sale Securities:

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

Loans:

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

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

Bank Owned Life Insurance:

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

Regulatory Stock:

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

Deposits:

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

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

Borrowed Funds:

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

Trust Preferred Interest Rate Swap:

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

18. CONDENSED FINANCIAL INFORMATION - PARENT COMPANY ONLY

CITIZENS FINANCIAL SERVICES, INC.
CONDENSED BALANCE SHEET

	December 31,	
(in thousands)	2013	2012
Assets:		
Cash	$ 1,611	$ 2,366
Available-for-sale securities	914	1,286
Investment in subsidiary:		
First Citizens Community Bank	97,024	93,363
Other assets	459	520
Total assets	$ 100,008	$ 97,535
Liabilities:		
Other liabilities	$ 452	$ 560
Borrowed funds	7,500	7,500
Total liabilities	7,952	8,060
Stockholders' equity	92,056	89,475
Total liabilities and stockholders' equity	$ 100,008	$ 97,535

CITIZENS FINANCIAL SERVICES, INC.
CONDENSED STATEMENT OF INCOME

	Year Ended December 31,		
(in thousands)	2013	2012	2011
Dividends from:			
Bank subsidiary	$ 4,142	$ 5,045	$ 3,823
Available-for-sale securities	51	51	42
Total income	4,193	5,096	3,865
Realized securities gains (losses)	183	58	(38)
Expenses	638	611	488
Income before equity in undistributed earnings of subsidiary	3,738	4,543	3,339
Equity in undistributed			

earnings - First Citizens Community Bank		9,637		9,672		9,493
Net income	$	13,375	$	14,215	$	12,832
Comprehensive income	$	7,519	$	13,897	$	16,727

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CITIZENS FINANCIAL SERVICES, INC.
STATEMENT OF CASH FLOWS

	Year Ended December 31,		
(in thousands)	2013	2012	2011
Cash flows from operating activities:			
Net income	$ 13,375	$ 14,215	$ 12,832
Adjustments to reconcile net income to net cash provided by operating activities:			
Equity in undistributed earnings of subsidiaries	(9,637)	(9,672)	(9,493)
Investment securities (gains) losses, net	(183)	(58)	38
Other, net	309	394	125
Net cash provided by operating activities	3,864	4,879	3,502
Cash flows from investing activities:			
Purchases of available-for-sale securities	(1)	(141)	(147)
Proceeds from the sale of available-for-sale securities	538	110	184
Net cash provided by (used in) investing activities	537	(31)	37
Cash flows from financing activities:			
Cash dividends paid	(3,558)	(4,601)	(3,148)
Purchase of treasury stock	(1,483)	(1,348)	(851)
Purchase of restricted stock	(115)	(142)	(159)
Net cash used in financing activities	(5,156)	(6,091)	(4,158)
Net decrease in cash	(755)	(1,243)	(619)
Cash at beginning of year	2,366	3,609	4,228
Cash at end of year	$ 1,611	$ 2,366	$ 3,609

19. CONSOLIDATED CONDENSED QUARTERLY DATA (UNAUDITED)

(in thousands, except share data)	Three Months Ended,			
2013	Mar 31	June 30	Sep 30	Dec 31
Interest income	$ 8,999	$ 8,948	$ 9,307	$ 8,980
Interest expense	1,686	1,597	1,562	1,470
Net interest income	7,313	7,351	7,745	7,510
Provision for loan losses	150	75	90	90
Non-interest income	1,656	1,645	1,715	1,812
Investment securities gains, net	196	98	91	56
Non-interest expenses	4,822	4,832	4,920	5,082
Income before provision for income taxes	4,193	4,187	4,541	4,206
Provision for income taxes	906	907	1,029	910
Net income	$ 3,287	$ 3,280	$ 3,512	$ 3,296
Earnings Per Share Basic	$ 1.08	$ 1.08	$ 1.16	$ 1.10
Earnings Per Share Diluted	$ 1.08	$ 1.08	$ 1.16	$ 1.10

	Three Months Ended,			
2012	Mar 31	June 30	Sep 30	Dec 31
Interest income	$ 9,637	$ 9,613	$ 9,474	$ 9,361
Interest expense	2,079	1,948	1,859	1,773
Net interest income	7,558	7,665	7,615	7,588
Provision for loan losses	105	105	105	105
Non-interest income	1,735	1,716	1,679	2,103
Investment securities gains, net	108	213	240	43
Non-interest expenses	4,855	4,565	4,932	4,945
Income before provision for income taxes	4,441	4,924	4,497	4,684
Provision for income taxes	992	1,171	1,033	1,135
Net income	$ 3,449	$ 3,753	$ 3,464	$ 3,549
Earnings Per Share Basic	$ 1.12	$ 1.23	$ 1.13	$ 1.17
Earnings Per Share Diluted	$ 1.12	$ 1.23	$ 1.13	$ 1.17

MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

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

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

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

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2013. Management's assessment did not identify any material weaknesses in the Company's internal control over financial reporting.

In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in the 1992 Internal Control-Integrated Framework. Because there were no material weaknesses discovered, management believes that, as of December 31, 2013, the Company's internal control over financial reporting was effective.

The Company's independent registered public accounting firm that audited the consolidated financial statements has issued an audit report on the effective operation of the Company's internal control over financial reporting as of December 31, 2013, a copy of which is included in this Annual Report on Form 10-K.

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

Date: March 6, 2014

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

Date: March 6, 2014

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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

We have audited the accompanying consolidated balance sheets of Citizens Financial Services, Inc. and subsidiary (the "Company") as of December 31, 2013 and 2012, and the related consolidated statements of income, comprehensive income, changes in stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2013. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2013 and 2012, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2013, in conformity with U.S. generally accepted accounting principles.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission in 1992, and our report dated March 6, 2014, expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/S.R. Snodgrass, A.C.

Wexford, Pennsylvania

March 6, 2014

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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

We have audited the Citizens Financial Services, Inc. and subsidiary (the “Company”) internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission in 1992. The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management’s Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

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

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

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

In our opinion, Citizens Financial Services, Inc. and subsidiary maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission in 1992.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet as of December 31, 2013 and 2012, and the related consolidated statements of income, comprehensive income, changes in stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2013, of Citizens Financial Services, Inc. and subsidiary and our report dated March 6, 2014, expressed an unqualified opinion.

/s/S.R. Snodgrass, A.C.

Wexford, Pennsylvania

March 6, 2014

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

None.

ITEM 9A – CONTROLS AND PROCEDURES.

(a) Disclosure Controls and Procedures

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

(b) Internal Control Over Financial Reporting

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

(c) Changes to Internal Control Over Financial Reporting

There were no changes in the Company's internal control over financial reporting during the three months ended December 31, 2013 that have materially affected, or are reasonable likely to materially affect, the Company's internal control over financial reporting.

ITEM 9B – OTHER INFORMATION.

None.

PART III

ITEM 10 – DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Directors

For information relating to the directors of the Company, the section captioned "Proposal 1. Election of Directors" in the Company's Proxy Statement for the 2014 Annual Meeting of Stockholders (the "2014 Proxy Statement") is incorporated by reference.

Executive Officers

For information relating to officers of the Company, the section captioned "Proposal 1. Election of Directors" in the 2014 Proxy Statement is incorporated by reference.

Compliance with Section 16(a) of the Exchange Act

For information regarding compliance with Section 16(a) of the Exchange Act, the section captioned "Other Information Relating to Directors and Executive Officers - Section 16(a) Beneficial Ownership Reporting Compliance" in the Company's 2014 Proxy Statement is incorporated by reference.

Disclosure of Code of Ethics

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

Corporate Governance

For information regarding the audit committee and its composition and the audit committee financial expert, the section captioned "Corporate Governance – Committees of the Board of Directors" in the Company's 2014 Proxy Statement is incorporated by reference.

ITEM 11 – EXECUTIVE COMPENSATION

Executive Compensation

For information regarding executive and director compensation, the sections captioned "Director Compensation", "Executive Compensation", "Compensation Discussion and Analysis" and "Compensation Committee Report" in the Company's 2014 Proxy Statement are incorporated by reference.

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

(a) Security Ownership of Certain Beneficial Owners Information required by this item is incorporated herein by reference to the section captioned "Stock Ownership" in the Company's 2014 Proxy Statement.

(b) Security Ownership of Management Information required by this item is incorporated herein by reference to the section captioned “Stock Ownership” in the Company’s 2014 Proxy Statement.

(c) Changes in Control

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

(d) Equity Compensation Plan Information

The following table sets forth information as of December 31, 2013 about Company common stock that may be issued under the Company's 2006 Restricted Stock Plan. The plan was approved by the Company's stockholders.

Plan Category	Number of securities to be issued upon the exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column)
Equity compensation plans approved by security holders	n/a	n/a	67,756
Equity compensation plans not approved by security holders	n/a	n/a	n/a
Total	n/a	n/a	67,756

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

Certain Relationships and Related Transactions

For information regarding certain relationships and related transactions, the section captioned "Other Information Relating to Directors and Executive Officers - Transactions with Related Persons" in the Company's 2014 Proxy Statement is incorporated by reference.

Director Independence

For information regarding director independence, the section captioned "Corporate Governance – Director Independence" in the Company's 2014 Proxy Statement is incorporated by reference.

ITEM 14 – PRINCIPAL ACCOUNTANT FEES AND SERVICES

For information regarding the principal accountant fees and expenses the section captioned "Audit – Related Matters" in the Company's 2014 Proxy Statement is incorporated by reference.

PART IV

ITEM 15 – EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

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

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

Report of Independent Registered Public Accounting Firm
Consolidated Balance Sheet as of December 31, 2013 and 2012
Consolidated Statement of Income for the Years Ended December 31, 2013, 2012 and 2011
Consolidated Statement of Comprehensive Income for the Years Ended December 31, 2013, 2012 and 2011
Consolidated Statement of Changes in Stockholders' Equity for the Years Ended December 31, 2013, 2012 and2011
Consolidated Statement of Cash Flows for the Years Ended December 31, 2013, 2012 and 2011
Notes to Consolidated Financial Statements

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

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

3.1	Articles of Incorporation of Citizens Financial Services, Inc., as amended(1)
3.2	Bylaws of Citizens Financial Services, Inc.(2)
4	Instrument defining the rights of security holders (3)
10.1	*Amended and Restated Executive Employment Agreement between Citizens Financial Services, Inc., First Citizens Community Bank and Randall E. Black(4)
10.2	*Amended and Restated Citizens Financial Services, Inc. Directors' Deferred Compensation Plan
10.3	*Citizens Financial Services, Inc. Directors' Life Insurance Program(5)
10.4	*Citizens Financial Services, Inc. 2006 Restricted Stock Plan(6)
10.5	*Form of Award Agreement for Citizens Financial Services, Inc. 2006 Restricted Stock Plan(7)
10.6	*Supplemental Executive Retirement Plan(8)
10.7	*Change in Control Agreement, between First Citizens Community Bank, Citizens Financial Services, Inc. (as guarantor) and Terry B. Osborne (9)
10.8	*Change in Control Agreement, between First Citizens Community Bank, Citizens Financial Services, Inc. (as guarantor) and Mickey L. Jones (10)
10.9	*First Citizens Community Bank 2013 Annual Incentive Plan (11)
21	List of Subsidiaries
23	Consent of S.R. Snodgrass, A.C., Certified Public Accountants
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer
32.1	Section 1350 Certification of Chief Executive Officer
32.2	Section 1350 Certification of Chief Financial Officer
101	The following materials from the Company's Annual Report on Form 10-K for the year ended December 31, 2013, formatted in XBRL (Extensible Business Reporting Language): (i) The Consolidated Balance Sheet, (ii) the Consolidated Statement of Income, (iii) the Consolidated Statement of Comprehensive Income, (iv) the Consolidated Statement of Changes in Stockholders' Equity, (v) the Consolidated Statement of Cash Flows and (vi) related notes.

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*Management contract or compensatory plan, contract or arrangement

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

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

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

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

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

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

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

(8) Incorporated by reference to Exhibit 10.6 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, as filed with the Commission on March 7, 2013.

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

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

(11) Incorporated by reference to Exhibits 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013, as filed with the Commission on August 8, 2013.

SIGNATURES

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

Citizens Financial Services, Inc.

(Registrant)

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

Date: March 6, 2014

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

Signature and Capacity	Date
/s/ Randall E. Black Randall E. Black, Chief Executive Officer, President and Director (Principal Executive Officer)	March 6, 2014
/s/ R. Lowell Coolidge R. Lowell Coolidge, Director	March 6, 2014
/s/ Rudolph J. van der Hiel Rudolph J. van der Hiel, Director	March 6, 2014
/s/ Robert W. Chappell Robert W. Chappell, Director	March 6, 2014
/s/ Mark L. Dalton Mark L. Dalton, Director	March 6, 2014
/s/ R. Joseph Landy R. Joseph Landy, Director	March 6, 2014
/s/ Roger C. Graham, Jr. Roger C. Graham, Director	March 6, 2014
/s/ E. Gene Kosa E. Gene Kosa, Director	March 6, 2014

/s/ Rinaldo A. DePaola Rinaldo A. DePaola, Director	March 6, 2014
/s/ Thomas E. Freeman Thomas E. Freeman, Director	March 6, 2014
/s/ Mickey L. Jones Mickey L. Jones, Treasurer and Chief Financial Officer (Principal Financial & Accounting Officer)	March 6, 2014