UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

x **Quarterly Report pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934**

for the Quarterly Period Ended March 31, 2013.

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

For the Transition Period from to .

No. 0-17077

(Commission File Number)

PENNS WOODS BANCORP, INC.

(Exact name of Registrant as specified in its charter)

PENNSYLVANIA	**23-2226454**

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

(570) 322-1111

Registrant s telephone number, including area code

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

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

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

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

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

On May 2, 2013 there were 3,839,054 shares of the Registrant s common stock outstanding.

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PENNS WOODS BANCORP, INC.

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Part I. FINANCIAL INFORMATION

Item 1. Financial Statements

PENNS WOODS BANCORP, INC.

CONSOLIDATED BALANCE SHEET

(UNAUDITED)

(In Thousands, Except Share Data)	March 31, 2013	December 31, 2012
ASSETS:		
Noninterest-bearing balances	$ 9,120	$ 12,695
Interest-bearing deposits in other financial institutions	3,948	2,447
Total cash and cash equivalents	13,068	15,142
Investment securities available for sale, at fair value	288,577	289,316
Loans held for sale	2,425	3,774
Loans	512,422	512,232
Allowance for loan losses	(8,830)	(7,617)
Loans, net	503,592	504,615
Premises and equipment, net	9,128	8,348
Accrued interest receivable	4,070	4,099
Bank-owned life insurance	16,517	16,362
Investment in limited partnerships	2,717	2,883
Goodwill	3,032	3,032
Deferred tax asset	5,751	4,731
Other assets	4,120	4,233
TOTAL ASSETS	$ 852,997	$ 856,535
LIABILITIES:		
Interest-bearing deposits	$ 538,833	$ 527,073
Noninterest-bearing deposits	120,471	114,953
Total deposits	659,304	642,026
Short-term borrowings	16,632	33,204
Long-term borrowings, Federal Home Loan Bank (FHLB)	71,278	76,278
Accrued interest payable	357	366
Other liabilities	12,413	10,935
TOTAL LIABILITIES	759,984	762,809
SHAREHOLDERS EQUITY:		
Preferred stock, no par value, 3,000,000 shares authorized; no shares issued		
Common stock, par value $8.33, 15,000,000 shares authorized; 4,019,522 and 4,019,112 shares issued	33,496	33,492
Additional paid-in capital	18,170	18,157
Retained earnings	43,948	43,030
Accumulated other comprehensive income:		

Net unrealized gain on available for sale securities		8,516		10,164
Defined benefit plan		(4,807)		(4,807)
Treasury stock at cost, 180,596 shares		(6,310)		(6,310)
TOTAL SHAREHOLDERS EQUITY		93,013		93,726
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	$	852,997	$	856,535

See accompanying notes to the unaudited consolidated financial statements.

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PENNS WOODS BANCORP, INC.

CONSOLIDATED STATEMENT OF INCOME

(UNAUDITED)

(In Thousands, Except Per Share Data)	**Three Months Ended March 31, 2013**	**2012**
INTEREST AND DIVIDEND INCOME:		
Loans, including fees	$ 6,768	$ 6,314
Investment securities:		
Taxable	1,443	1,474
Tax-exempt	1,267	1,405
Dividend and other interest income	62	92
TOTAL INTEREST AND DIVIDEND INCOME	9,540	9,285
INTEREST EXPENSE:		
Deposits	791	961
Short-term borrowings	25	34
Long-term borrowings, FHLB	519	620
TOTAL INTEREST EXPENSE	1,335	1,615
NET INTEREST INCOME	8,205	7,670
PROVISION FOR LOAN LOSSES	500	600
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	7,705	7,070
NON-INTEREST INCOME:		
Service charges	442	447
Securities gains, net	986	589
Bank-owned life insurance	138	268
Gain on sale of loans	351	183
Insurance commissions	264	442
Brokerage commissions	248	212
Other	304	622
TOTAL NON-INTEREST INCOME	2,733	2,763
NON-INTEREST EXPENSE:		
Salaries and employee benefits	3,068	3,017
Occupancy	351	328
Furniture and equipment	408	346
Pennsylvania shares tax	184	169
Amortization of investment in limited partnerships	165	165
Federal Deposit Insurance Corporation deposit insurance	129	123
Other	1,546	1,316
TOTAL NON-INTEREST EXPENSE	5,851	5,464
INCOME BEFORE INCOME TAX PROVISION	4,587	4,369
INCOME TAX PROVISION	903	680
NET INCOME	$ 3,684	$ 3,689
EARNINGS PER SHARE - BASIC	$ 0.96	$ 0.96

EARNINGS PER SHARE - DILUTED	$	0.96	$	0.96
WEIGHTED AVERAGE SHARES OUTSTANDING - BASIC		3,838,671		3,837,204
WEIGHTED AVERAGE SHARES OUTSTANDING - DILUTED		3,838,671		3,837,204
DIVIDENDS PER SHARE	$	0.72	$	0.47

See accompanying notes to the unaudited consolidated financial statements.

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PENNS WOODS BANCORP, INC.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(UNAUDITED)

(In Thousands)	Three Months Ended March 31, 2013	2012
Net Income	$ 3,684	$ 3,689
Other comprehensive (loss) income:		
Change in unrealized (loss) gain on available for sale securities	(1,511)	5,010
Tax effect	514	(1,703)
Net realized gain included in net income	(986)	(589)
Tax effect	335	200
Total other comprehensive (loss) income	(1,648)	2,918
Comprehensive income	$ 2,036	$ 6,607

See accompanying notes to the unaudited consolidated financial statements.

PENNS WOODS BANCORP, INC.

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS EQUITY

(UNAUDITED)

(In Thousands, Except Per Share Data)	COMMON STOCK SHARES	COMMON STOCK AMOUNT	ADDITIONAL PAID-IN CAPITAL	RETAINED EARNINGS	ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)	TREASURY STOCK	TOTAL SHAREHOLDERS EQUITY
Balance, December 31, 2011	4,017,677	$ 33,480	$ 18,115	$ 36,394	$ (1,219)	$ (6,310)	$ 80,460
Comprehensive income:							
Net income				3,689			3,689
Other comprehensive income					2,918		2,918
Dividends declared, ($0.47 per share)				(1,804)			(1,804)
Common shares issued for employee stock purchase plan	391	4	12				16
Balance, March 31, 2012	4,018,068	$ 33,484	$ 18,127	$ 38,279	$ 1,699	$ (6,310)	$ 85,279

(In Thousands, Except Per Share Data)	COMMON STOCK SHARES	COMMON STOCK AMOUNT	ADDITIONAL PAID-IN CAPITAL	RETAINED EARNINGS	ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)	TREASURY STOCK	TOTAL SHAREHOLDERS EQUITY
Balance, December 31, 2012	4,019,112	$ 33,492	$ 18,157	$ 43,030	$ 5,357	$ (6,310)	$ 93,726
Comprehensive income:							
Net income				3,684			3,684
Other comprehensive loss					(1,648)		(1,648)

Dividends declared, ($0.72 per share)				(2,766)			(2,766)
Common shares issued for employee stock purchase plan	410	4	13				17
Balance, March 31, 2013	4,019,522	$ 33,496	$ 18,170	$ 43,948	$ 3,709	$ (6,310)	$ 93,013

See accompanying notes to the unaudited consolidated financial statements.

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PENNS WOODS BANCORP, INC.

CONSOLIDATED STATEMENT OF CASH FLOWS

(UNAUDITED)

(In Thousands)		**Three Months Ended March 31, 2013**		**2012**
OPERATING ACTIVITIES:				
Net Income	$	3,684	$	3,689
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization		194		191
Provision for loan losses		500		600
Accretion and amortization of investment security discounts and premiums		(125)		(377)
Securities gains, net		(986)		(589)
Originations of loans held for sale		(11,636)		(4,301)
Proceeds of loans held for sale		13,336		6,206
Gain on sale of loans		(351)		(183)
Earnings on bank-owned life insurance		(138)		(268)
(Increase) decrease in deferred tax asset		(171)		71
Other, net		(62)		(1,549)
Net cash provided by operating activities		4,245		3,490
INVESTING ACTIVITIES:				
Investment securities available for sale:				
Proceeds from sales		20,492		9,765
Proceeds from calls and maturities		3,309		3,400
Purchases		(23,685)		(22,741)
Net decrease (increase) in loans		523		(7,627)
Acquisition of bank premises and equipment		(1,014)		(767)
Proceeds from the sale of foreclosed assets				131
Purchase of bank-owned life insurance		(26)		(29)
Proceeds from bank-owned life insurance death benefit				383
Proceeds from redemption of regulatory stock		479		281
Purchases of regulatory stock		(315)		
Net cash used for investing activities		(237)		(17,204)
FINANCING ACTIVITIES:				
Net increase in interest-bearing deposits		11,760		34,961
Net increase in noninterest-bearing deposits		5,518		4,917
Repayment of long-term borrowings, FHLB		(5,000)		
Net decrease in short-term borrowings		(16,572)		(14,830)
Dividends paid		(1,805)		(1,804)
Issuance of common stock		17		16
Net cash (used for) provided by financing activities		(6,082)		23,260
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS		(2,074)		9,546
CASH AND CASH EQUIVALENTS, BEGINNING		15,142		13,885
CASH AND CASH EQUIVALENTS, ENDING	$	13,068	$	23,431
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:				
Dividends payable	$	961	$	
Interest paid		1,344		1,645
Income taxes paid		600		925
Transfer of loans to foreclosed real estate				

See accompanying notes to the unaudited consolidated financial statements.

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PENNS WOODS BANCORP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 1. Basis of Presentation

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

The interim financial statements are unaudited but, in the opinion of management, reflect all adjustments necessary for the fair presentation of results for such periods. The results of operations for any interim period are not necessarily indicative of results for the full year. These financial statements should be read in conjunction with the financial statements and notes thereto contained in the Company s Annual Report on Form 10-K for the year ended December 31, 2012.

The accounting policies followed in the presentation of interim financial results are the same as those followed on an annual basis. These policies are presented on pages 35 through 39 of the Annual Report on Form 10-K for the year ended December 31, 2012.

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

Note 2. Accumulated Other Comprehensive Income

The changes in accumulated other comprehensive income by component as of March 31, 2013 were as follows:

	Three Months Ended March 31, 2013		
(In Thousands)	**Net Unrealized Gain on Available for Sale Securities**	**Defined Benefit Plan**	**Total**
Balance, December 31, 2012	$ 10,164	$ (4,807)	$ 5,357
Other comprehensive income before reclassifications	(997)		(997)
Amounts reclassified from accumulated other comprehensive income	(651)		(651)
Net current-period other comprehensive income	(1,648)		(1,648)

Balance, March 31, 2013	$	8,516	$	(4,807)	$	3,709

The reclassifications out of accumulated other comprehensive income as of March 31, 2013 were as follows:

(In Thousands)

Details about Accumulated Other Comprehensive Income Components	**Three Months Ended March 31, 2013 Amount Reclassified from Accumulated Other Comprehensive Income**		**Affected Line Item in the Consolidated Statement of Income**
Net unrealized gain on available for	$	986	Securities gains, net
sale securities		335	Income tax provision
Total reclassifications for the period	$	651	Net of tax

Note 3. Recent Accounting Pronouncements

In December 2011, the FASB issued ASU 2011-11, *Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities*. The amendments in this update affect all entities that have financial instruments and derivative instruments that are either (1) offset in accordance with either Section 210-20-45 or Section 815-10-45 or (2) subject to an enforceable master netting arrangement or similar agreement. The requirements amend the disclosure requirements on offsetting in Section 210-20-50. This information will enable users of an entity s financial statements to evaluate the effect or potential effect of netting arrangements on an entity s financial position, including the effect or potential effect of rights of setoff associated with certain financial instruments and derivative

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instruments in the scope of this update. An entity is required to apply the amendments for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. An entity should provide the disclosures required by those amendments retrospectively for all comparative periods presented. This ASU did not have a significant impact on the Company s financial statements.

In January 2013, the FASB issued ASU 2013-01, *Balance Sheet (Topic 210): Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities*. The amendments clarify that the scope of Update 2011-11 applies to derivatives accounted for in accordance with Topic 815, *Derivatives and Hedging*, including bifurcated embedded derivatives, repurchase agreements and reverse repurchase agreements, and securities borrowing and securities lending transactions that are either offset in accordance with Section 210-20-45 or Section 815-10-45 or subject to an enforceable master netting arrangement or similar agreement. An entity is required to apply the amendments for fiscal years beginning on or after January 1, 2013, and interim periods within those annual periods. An entity should provide the required disclosures retrospectively for all comparative periods presented. The effective date is the same as the effective date of Update 2011-11. This ASU is not expected to have a significant impact on the Company s financial statements.

In February 2013, the FASB issued ASU 2013-02, *Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*. The amendments in this update require an entity to report the effect of significant reclassifications out of accumulated other comprehensive income on the respective line items in net income if the amount being reclassified is required under U.S. generally accepted accounting principles (GAAP) to be reclassified in its entirety to net income. For other amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income in the same reporting period, an entity is required to cross-reference other disclosures required under U.S. GAAP that provide additional detail about those amounts. For public entities, the amendments are effective prospectively for reporting periods beginning after December 15, 2012. The Company has provided the necessary disclosures in Note 2 - Accumulated Other Comprehensive Income.

Note 4. Per Share Data

There are no convertible securities which would affect the denominator in calculating basic and dilutive earnings per share. Net income as presented on the consolidated statement of income will be used as the numerator. The following table sets forth the composition of the weighted average common shares (denominator) used in the basic and dilutive earnings per share computation.

	Three Months Ended March 31,	
	2013	**2012**
Weighted average common shares issued	4,019,267	4,017,800
Average treasury stock shares	(180,596)	(180,596)
Weighted average common shares and common stock equivalents used to calculate basic and diluted earnings per share	3,838,671	3,837,204

Note 5. Investment Securities

The amortized cost and fair values of investment securities at March 31, 2013 and December 31, 2012 are as follows:

	March 31, 2013			
(In Thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available for sale (AFS)				
U.S. Government and agency securities	$ 22,387	$ 1,265	$ (17)	$ 23,635
State and political securities	160,817	10,260	(1,684)	169,393
Other debt securities	83,960	1,857	(237)	85,580
Total debt securities	267,164	13,382	(1,938)	278,608
Financial institution equity securities	7,580	1,474	(3)	9,051
Other equity securities	930	11	(23)	918
Total equity securities	8,510	1,485	(26)	9,969
Total investment securities AFS	$ 275,674	$ 14,867	$ (1,964)	$ 288,577

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(In Thousands)	December 31, 2012 Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available for sale (AFS)				
U.S. Government and agency securities	$ 24,475	$ 1,384	$ (19)	$ 25,840
State and political securities	168,843	12,805	(1,424)	180,224
Other debt securities	70,108	1,750	(259)	71,599
Total debt securities	263,426	15,939	(1,702)	277,663
Financial institution equity securities	8,422	1,140	(14)	9,548
Other equity securities	2,068	74	(37)	2,105
Total equity securities	10,490	1,214	(51)	11,653
Total investment securities AFS	$ 273,916	$ 17,153	$ (1,753)	$ 289,316

The following tables show 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 March 31, 2013 and December 31, 2012.

	March 31, 2013 Less than Twelve Months		Twelve Months or Greater		Total	
(In Thousands)	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
U.S. Government and agency securities	$ 847	$ (17)	$	$	$ 847	$ (17)
State and political securities	12,448	(530)	5,915	(1,154)	18,363	(1,684)
Other debt securities	24,471	(209)	1,722	(28)	26,193	(237)
Total debt securities	37,766	(756)	7,637	(1,182)	45,403	(1,938)
Financial institution equity securities	65	(3)			65	(3)
Other equity securities	764	(18)	67	(5)	831	(23)
Total equity securities	829	(21)	67	(5)	896	(26)
Total	$ 38,595	$ (777)	$ 7,704	$ (1,187)	$ 46,299	$ (1,964)

	December 31, 2012 Less than Twelve Months		Twelve Months or Greater		Total	
(In Thousands)	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
U.S. Government and agency securities	$ 910	$ (19)	$	$	$ 910	$ (19)
State and political securities	8,882	(316)	5,647	(1,108)	14,529	(1,424)
Other debt securities	11,250	(189)	3,727	(70)	14,977	(259)
Total debt securities	21,042	(524)	9,374	(1,178)	30,416	(1,702)
Financial institution equity securities	66	(1)	205	(13)	271	(14)
Other equity securities	701	(28)	63	(9)	764	(37)
Total equity securities	767	(29)	268	(22)	1,035	(51)
Total	$ 21,809	$ (553)	$ 9,642	$ (1,200)	$ 31,451	$ (1,753)

At March 31, 2013 there were a total of 43 and 15 individual securities that were in a continuous unrealized loss position for less than twelve months and twelve months or greater, respectively.

The Company reviews its position quarterly and has determined that, at March 31, 2013, the declines outlined in the above table represent temporary declines and the Company does not intend to sell and does not believe it will be required to sell these securities before recovery of their cost basis, which may be at maturity. The Company has concluded that the unrealized losses disclosed above are not other than temporary but are the result of interest rate changes, sector credit ratings changes, or company-specific ratings changes that are not expected to result in the non-collection of principal and interest during the period.

The amortized cost and fair value of debt securities at March 31, 2013, by contractual maturity, are shown below. Expected maturities may differ from contractual maturities since borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

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(In Thousands)		Amortized Cost		Fair Value
Due in one year or less	$	7,494	$	7,530
Due after one year to five years		37,838		39,012
Due after five years to ten years		52,615		53,709
Due after ten years		169,217		178,357
Total	$	267,164	$	278,608

Total gross proceeds from sales of securities available for sale were $20,492,000 and $9,765,000, for the three months ended March 31, 2013 and 2012, respectively. The following table represents gross realized gains and losses on those transactions:

	Three Months Ended March 31,			
(In Thousands)		2013		2012
Gross realized gains:				
U.S. Government and agency securities	$		$	138
State and political securities		579		6
Other debt securities		121		55
Financial institution equity securities		130		355
Other equity securities		216		126
Total gross realized gains	$	1,046	$	680
Gross realized losses:				
State and political securities	$	60	$	
Financial institution equity securities				66
Other equity securities				25
Total gross realized losses	$	60	$	91

There were no impairment charges included in gross realized losses for the three months ended March 31, 2013 and 2012, respectively.

Note 6. Federal Home Loan Bank Stock

The Bank is a member of the Federal Home Loan Bank (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. The stock is bought from and sold to the FHLB based upon its $100 par value. The stock does not have a readily determinable fair value and as such is classified as restricted stock, carried at cost and evaluated for impairment as necessary. The stock s value is determined by the ultimate recoverability of the par value rather than by recognizing temporary declines. The determination of whether the par value will ultimately be recovered is influenced by criteria such as the following: (a) the significance of the decline in net assets of the FHLB as compared to the capital stock amount and the length of time this situation has persisted (b) commitments by the FHLB to make payments required by law or regulation and the level of such payments in relation to the operating performance (c) the impact of legislative and regulatory changes on the customer base of the FHLB and (d) the liquidity position of the FHLB.

Management evaluated the stock and concluded that the stock was not impaired for the periods presented herein. More consideration was given to the long-term prospects for the FHLB as opposed to the recent stress caused by the extreme economic conditions the world is facing. Management also considered that the FHLB maintains regulatory capital ratios in excess of all regulatory capital requirements, liquidity appears adequate, new shares of FHLB stock continue to change hands at the $100 par value, and the resumption of dividends.

Note 7. Credit Quality and Related Allowance for Loan Losses

Management segments the Bank s loan portfolio to a level that enables risk and performance monitoring according to similar risk characteristics. Loans are segmented based on the underlying collateral characteristics. Categories include commercial and agricultural, real estate, and installment loans to individuals. Real estate loans are further segmented into three categories: residential, commercial and construction.

The following table presents the related aging categories of loans, by segment, as of March 31, 2013 and December 31, 2012:

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(In Thousands)	Current	Past Due 30 To 89 Days	March 31, 2013 Past Due 90 Days Or More & Still Accruing	Non-Accrual	Total
Commercial and agricultural	$ 46,286	$ 269	$	$	$ 46,555
Real estate mortgage:					
Residential	259,694	931	35	1,124	261,784
Commercial	174,201	437		4,023	178,661
Construction	11,675	8		3,875	15,558
Installment loans to individuals	10,824	65	2		10,891
	502,680	$ 1,710	$ 37	$ 9,022	513,449
Net deferred loan fees and discounts	(1,027)				(1,027)
Allowance for loan losses	(8,830)				(8,830)
Loans, net	$ 492,823				$ 503,592

(In Thousands)	Current	Past Due 30 To 89 Days	December 31, 2012 Past Due 90 Days Or More & Still Accruing	Non-Accrual	Total
Commercial and agricultural	$ 48,322	$ 133	$	$	$ 48,455
Real estate mortgage:					
Residential	245,674	4,888	351	1,229	252,142
Commercial	177,539	443		4,049	182,031
Construction	13,813	177		6,077	20,067
Installment loans to individuals	10,550	109			10,659
	495,898	$ 5,750	$ 351	$ 11,355	513,354
Net deferred loan fees and discounts	(1,122)				(1,122)
Allowance for loan losses	(7,617)				(7,617)
Loans, net	$ 487,159				$ 504,615

The following table presents the interest income if interest had been recorded based on the original loan agreement terms and rate of interest for non-accrual loans and interest income recognized on a cash basis for non-accrual loans for the three months ended March 31, 2013 and 2012:

	Three Months Ended March 31,			
	2013		2012	
(In Thousands)	Interest Income That Would Have Been Recorded Based on Original Term and Rate	Interest Income Recorded on a Cash Basis	Interest Income That Would Have Been Recorded Based on Original Term and Rate	Interest Income Recorded on a Cash Basis
Real estate mortgage:				
Residential	$ 32	$ 9	$ 8	$ 6
Commercial	85	50	21	3
Construction	41	11	116	31
	$ 158	$ 70	$ 145	$ 40

Impaired Loans

Impaired loans are loans for which it is probable the Bank will not be able to collect all amounts due according to the contractual

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terms of the loan agreement. The Bank evaluates such loans for impairment individually 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 Bank may choose to place a loan on non-accrual status due to payment delinquency or uncertain collectability, while not classifying the loan as impaired. Factors considered by management in determining impairment include payment status and collateral value. The amount of impairment for these types of 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 collateralized loans, the difference between the fair value of the collateral and the recorded amount of the loan. When foreclosure is probable, impairment is measured based on the fair value of the collateral.

Management evaluates individual loans in all of the commercial segments for possible impairment if the loan is greater than $100,000 and if the loan is either on non-accrual status or has a risk rating of substandard. Management may also elect to measure an individual loan for impairment if less than $100,000 on a case by case basis.

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 are 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 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. Interest income for impaired loans is recorded consistent with the Bank s policy on nonaccrual loans.

The following table presents the recorded investment, unpaid principal balance, and related allowance of impaired loans by segment as of March 31, 2013 and December 31, 2012:

		March 31, 2013	
(In Thousands)	**Recorded Investment**	**Unpaid Principal Balance**	**Related Allowance**
With no related allowance recorded:			
Commercial and agricultural	$	$	$
Real estate mortgages - residential	735	932	
Real estate mortgages - commercial	1,198	1,198	
Real estate mortgages - construction	1,086	3,460	
	3,019	5,590	
With an allowance recorded:			
Commercial and agricultural	573	573	300
Real estate mortgages - residential	827	927	251
Real estate mortgages - commercial	7,348	7,444	1,762
Real estate mortgages - construction	2,801	4,301	203
	11,549	13,245	2,516
Total:			
Commercial and agricultural	573	573	300
Real estate mortgages - residential	1,562	1,859	251
Real estate mortgages - commercial	8,546	8,642	1,762
Real estate mortgages - construction	3,887	7,761	203
	$ 14,568	$ 18,835	$ 2,516

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(In Thousands)	December 31, 2012 Recorded Investment	Unpaid Principal Balance	Related Allowance
With no related allowance recorded:			
Commercial and agricultural	$	$	$
Real estate mortgages - residential	410	487	
Real estate mortgages - commercial	324	324	
Real estate mortgages - construction	2,894	4,599	
	3,628	5,410	
With an allowance recorded:			
Commercial and agricultural	485	485	46
Real estate mortgages - residential	1,146	1,255	237
Real estate mortgages - commercial	8,515	8,611	2,018
Real estate mortgages - construction	3,196	4,696	234
	13,342	15,047	2,535
Total:			
Commercial and agricultural	485	485	46
Real estate mortgages - residential	1,556	1,742	237
Real estate mortgages - commercial	8,839	8,935	2,018
Real estate mortgages - construction	6,090	9,295	234
	$ 16,970	$ 20,457	$ 2,535

The following table presents the average recorded investment in impaired loans and related interest income recognized for the three months ended for March 31, 2013 and 2012:

	Three Months Ended March 31,					
	2013			2012		
(In Thousands)	Average Investment in Impaired Loans	Interest Income Recognized on an Accrual Basis on Impaired Loans	Interest Income Recognized on a Cash Basis on Impaired Loans	Average Investment in Impaired Loans	Interest Income Recognized on an Accrual Basis on Impaired Loans	Interest Income Recognized on a Cash Basis on Impaired Loans
Commercial and agricultural	$ 529	$ 6	$	$	$	$
Real estate mortgages - residential	1,559	8	5	1,511	13	23
Real estate mortgages - commercial	8,693	47	46	6,507	68	3
Real estate mortgages - construction	4,988		539	9,710		30
	$ 15,769	$ 61	$ 590	$ 17,728	$ 81	$ 56

There is approximately $310,000 committed to be advanced in connection with impaired loans.

Modifications

The loan portfolio also includes certain loans that have been modified in a Troubled Debt Restructuring (TDR), where economic concessions have been granted to borrowers who have experienced or are expected to experience financial difficulties. These concessions typically result from loss mitigation activities and could include reductions in the interest rate, payment extensions, forgiveness of principal, forbearance, or other actions. Certain TDRs are classified as nonperforming at the time of restructure and may only be returned to performing status after considering the borrower s sustained repayment performance for a reasonable period, generally six months.

Loan modifications that are considered TDRs completed during the three months ended March 31, 2013 and 2012 were as follows:

	Three Months Ended March 31,					
	2013			2012		
(In Thousands, Except Number of Contracts)	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Real estate mortgage:						
Residential		$	$	1	$ 104	$ 104
Commercial	2	264	264	1	37	37
Construction				2	26	26
	2	$ 264	$ 264	4	$ 167	$ 167

There were two loan modifications considered troubled debt restructurings made during the twelve months previous to March 31, 2013 that defaulted during the three months ended March 31, 2013. The loans that defaulted are commercial real estate loans that are currently in litigation with a recorded investment of $263,000 at March 31, 2013.

Troubled debt restructurings amounted to $13,692,000 and $16,217,000 as of March 31, 2013 and December 31, 2012.

Internal Risk Ratings

Management uses a ten point internal risk rating system to monitor the credit quality of the overall loan portfolio. The first six categories are considered not criticized, and are aggregated as Pass rated. The criticized rating categories utilized by management generally follow bank regulatory definitions. The special mention category includes assets that are currently protected but are potentially weak, resulting in an undue and unwarranted credit risk, but not to the point of justifying a substandard classification. Loans in the substandard category have well-defined weaknesses that jeopardize the liquidation of the debt, and have a distinct possibility that some loss will be sustained if the weaknesses are not corrected. All loans greater than 90 days past due are considered Substandard. Loans in the doubtful category exhibit the same weaknesses found in the substandard loans, however, the weaknesses are more pronounced. Such loans are static and collection in full is improbable. However, these loans are not yet rated as loss because certain events may occur which would salvage the debt. Loans classified loss are considered uncollectible and charge-off is imminent.

To help ensure that risk ratings are accurate and reflect the present and future capacity of borrowers to repay a loan as agreed, the Bank has a structured loan rating process with several layers of internal and external oversight. Generally, consumer and residential mortgage loans are included in the pass category unless a specific action, such as bankruptcy, repossession, or death occurs to raise awareness of a possible credit event. An external annual loan review of all commercial relationships $800,000 or greater is performed, as well as a sample of smaller transactions. Confirmation of the appropriate risk category is included in the review. Detailed reviews, including plans for resolution, are performed on loans classified as Substandard, Doubtful, or Loss on a quarterly basis.

The following table presents the credit quality categories identified above as of March 31, 2013 and December 31, 2012:

	March 31, 2013		
	Commercial and	Real Estate Mortgages	Installment Loans

(In Thousands)	Agricultural	Residential	Commercial	Construction	to Individuals	Totals
Pass	$ 44,991	$ 260,193	$ 164,218	$ 11,638	$ 10,889	$ 491,929
Special Mention	1,420		1,594			3,014
Substandard	144	1,591	12,849	3,920	2	18,506
	$ 46,555	$ 261,784	$ 178,661	$ 15,558	$ 10,891	$ 513,449

	December 31, 2012					
	Commercial and		Real Estate Mortgages		Installment Loans	
(In Thousands)	Agricultural	Residential	Commercial	Construction	to Individuals	Totals
Pass	$ 46,805	$ 250,161	$ 167,463	$ 13,944	$ 10,659	$ 489,032
Special Mention	1,480		1,630			3,110
Substandard	170	1,981	12,938	6,123		21,212
	$ 48,455	$ 252,142	$ 182,031	$ 20,067	$ 10,659	$ 513,354

Allowance for Loan Losses

An allowance for loan losses (ALL) is maintained to absorb losses from the loan portfolio. The ALL is based on management s continuing evaluation of the risk characteristics and credit quality of the loan portfolio, assessment of current economic conditions,

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diversification and size of the portfolio, adequacy of collateral, past and anticipated future loss experience, and the amount of non-performing loans.

The Bank s methodology for determining the ALL is based on the requirements of ASC Section 310-10-35 for loans individually evaluated for impairment (previously discussed) and ASC Subtopic 450-20 for loans collectively evaluated for impairment, as well as the Interagency Policy Statements on the Allowance for Loan and Lease Losses and other bank regulatory guidance. The total of the two components represents the Bank s ALL.

Loans that are collectively evaluated for impairment are analyzed with general allowances being made as appropriate. Allowances are segmented based on collateral characteristics previously disclosed, and consistent with credit quality monitoring. Loans that are collectively evaluated for impairment are grouped into two classes for evaluation. A general allowance is determined for Pass rated credits, while a separate pool allowance is provided for Criticized rated credits that are not individually evaluated for impairment.

For the general allowances, historical loss trends are used in the estimation of losses in the current portfolio. These historical loss amounts are modified by other qualitative factors. A historical charge-off factor is calculated utilizing a twelve quarter moving average. Management has identified a number of additional qualitative factors which it uses to supplement the historical charge-off factor because these factors are likely to cause estimated credit losses associated with the existing loan pools to differ from historical loss experience. The additional factors that are evaluated quarterly and updated using information obtained from internal, regulatory, and governmental sources are: national and local economic trends and conditions; levels of and trends in delinquency rates and non-accrual loans; trends in volumes and terms of loans; effects of changes in lending policies; experience, ability, and depth of lending staff; value of underlying collateral; and concentrations of credit from a loan type, industry and/or geographic standpoint.

Loans in the criticized pools, which possess certain qualities or characteristics that may lead to collection and loss issues, are closely monitored by management and subject to additional qualitative factors. Management also monitors industry loss factors by loan segment for applicable adjustments to actual loss experience.

Management reviews the loan portfolio on a quarterly basis in order to make appropriate and timely adjustments to the ALL. When information confirms all or part of specific loans to be uncollectible, these amounts are promptly charged off against the ALL.

Activity in the allowance is presented for the three months ended March 31, 2013 and 2012:

	March 31, 2013						
	Commercial and	Real Estate Mortgages			Installment Loans		
(In Thousands)	Agricultural	Residential	Commercial	Construction	to Individuals	Unallocated	Totals
Beginning Balance	$ 361	$ 1,954	$ 3,831	$ 950	$ 144	$ 377	$ 7,617
Charge-offs		(134)			(25)		(159)
Recoveries	2	1	1	850	18		872
Provision	205	951	(73)	(986)	7	396	500

Ending Balance	$	568	$	2,772	$	3,759	$	814	$	144	$	773	$	8,830

	March 31, 2012													
	Commercial and				Real Estate Mortgages				Installment Loans					
(In Thousands)	Agricultural		Residential		Commercial		Construction		to Individuals		Unallocated		Totals	
Beginning Balance	$	418	$	939	$	2,651	$	2,775	$	190	$	181	$	7,154
Charge-offs										(32)				(32)
Recoveries		1		2		1		3		16				23
Provision		(23)		(59)		624		(59)		1		116		600
Ending Balance	$	396	$	882	$	3,276	$	2,719	$	175	$	297	$	7,745

The Company grants commercial, industrial, residential, and installment loans to customers throughout north-central Pennsylvania. Although the Company has a diversified loan portfolio at March 31, 2013, a substantial portion of its debtors ability to honor their contracts is dependent on the economic conditions within this region.

The Company has a concentration of loans at March 31, 2013 and 2012 as follows:

	March 31,	
	2013	2012
Owners of residential rental properties	19.03%	13.99%
Owners of commercial rental properties	13.08%	16.51%

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The following table presents the balance in the allowance for loan losses and the recorded investment in loans by portfolio segment based on impairment method as of March 31, 2013 and December 31, 2012:

(In Thousands)	Commercial and Agricultural	Real Estate Mortgages Residential	Real Estate Mortgages Commercial	Real Estate Mortgages Construction	Installment Loans to Individuals	Unallocated	Totals
March 31, 2013							
Allowance for Loan Losses:							
Ending allowance balance attributable to loans:							
Individually evaluated for impairment	$ 300	$ 251	$ 1,762	$ 203	$	$	$ 2,516
Collectively evaluated for impairment	268	2,521	1,997	611	144	773	6,314
Total ending allowance balance	$ 568	$ 2,772	$ 3,759	$ 814	$ 144	$ 773	$ 8,830
Loans:							
Individually evaluated for impairment	$ 573	$ 1,562	$ 8,546	$ 3,887	$		$ 14,568
Collectively evaluated for impairment	45,982	260,222	170,115	11,671	10,891		498,881
Total ending loans balance	$ 46,555	$ 261,784	$ 178,661	$ 15,558	$ 10,891		$ 513,449

(In Thousands)	Commercial and Agricultural	Real Estate Mortgages Residential	Real Estate Mortgages Commercial	Real Estate Mortgages Construction	Installment Loans to Individuals	Unallocated	Totals
December 31, 2012							
Allowance for Loan Losses:							
Ending allowance balance attributable to loans:							
Individually evaluated for impairment	$ 46	$ 237	$ 2,018	$ 234	$	$	$ 2,535
Collectively evaluated for impairment	315	1,717	1,813	716	144	377	5,082
Total ending allowance balance	$ 361	$ 1,954	$ 3,831	$ 950	$ 144	$ 377	$ 7,617
Loans:							
Individually evaluated for impairment	$ 485	$ 1,556	$ 8,839	$ 6,090	$		$ 16,970
Collectively evaluated for impairment	47,970	250,586	173,192	13,977	10,659		496,384
Total ending loans balance	$ 48,455	$ 252,142	$ 182,031	$ 20,067	$ 10,659		$ 513,354

Note 8. Net Periodic Benefit Cost-Defined Benefit Plans

For a detailed disclosure on the Company s pension and employee benefits plans, please refer to Note 12 of the Company s Consolidated Financial Statements included in the Annual Report on Form 10-K for the year ended December 31, 2012.

The following sets forth the components of the net periodic benefit cost of the domestic non-contributory defined benefit plan for the three months ended March 31, 2013 and 2012, respectively:

	Three Months Ended March 31,	
(In Thousands)	**2013**	**2012**
Service cost	$ 159	$ 157
Interest cost	193	186
Expected return on plan assets	(246)	(196)
Amortization of transition obligation		(1)
Amortization of prior service cost	7	7
Amortization of net loss	119	109
Net periodic cost	$ 232	$ 262

Employer Contributions

The Company previously disclosed in its consolidated financial statements, included in the Annual Report on Form 10-K for the year ended December 31, 2012, that it expected to contribute a minimum of $400,000 to its defined benefit plan in 2013. As of March 31, 2013, there were contributions of $225,000 made to the plan with additional contributions of at least $175,000 anticipated during the remainder of 2013.

Note 9. Employee Stock Purchase Plan

The Company maintains an Employee Stock Purchase Plan (Plan). The Plan is intended to encourage employee participation in the ownership and economic progress of the Company. The Plan allows for up to 1,000,000 shares to be purchased by employees. The purchase price of the shares is 95% of market value with an employee eligible to purchase up to the lesser of 15% of base

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compensation or $12,000 in market value annually. During the three months ended March 31, 2013 and 2012, there were 410 and 391 shares issued under the plan, respectively.

Note 10. Off Balance Sheet Risk

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

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

Financial instruments whose contract amounts represent credit risk are as follows at March 31, 2013 and December 31, 2012:

(In Thousands)	**March 31, 2013**	**December 31, 2012**
Commitments to extend credit	$ 105,657	$ 90,503
Standby letters of credit	6,754	3,768

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

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

Note 11. Fair Value Measurements

The following disclosures show the hierarchal disclosure framework associated with the level of pricing observations utilized in measuring assets and liabilities at fair value.

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.

This hierarchy requires the use of observable market data when available.

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

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	March 31, 2013			
(In Thousands)	**Level I**	**Level II**	**Level III**	**Total**
Assets measured on a recurring basis:				
Investment securities, available for sale:				
U.S. Government and agency securities	$	$ 23,635	$	$ 23,635
State and political securities		169,393		169,393
Other debt securities		85,580		85,580
Financial institution equity securities	9,051			9,051
Other equity securities	918			918
Total assets measured on a recurring basis	$ 9,969	$ 278,608	$	$ 288,577

	December 31, 2012			
(In Thousands)	**Level I**	**Level II**	**Level III**	**Total**
Assets measured on a recurring basis:				
Investment securities, available for sale:				
U.S. Government and agency securities	$	$ 25,840	$	$ 25,840
State and political securities		180,224		180,224
Other debt securities		71,599		71,599
Financial institution equity securities	9,548			9,548
Other equity securities	2,105			2,105
Total assets measured on a recurring basis	$ 11,653	$ 277,663	$	$ 289,316

The following table presents the assets reported on the consolidated balance sheet at their fair value on a non-recurring basis as of March 31, 2013 and December 31, 2012, 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.

	March 31, 2013			
(In Thousands)	**Level I**	**Level II**	**Level III**	**Total**
Assets measured on a non-recurring basis:				
Impaired loans	$	$	$ 12,052	$ 12,052
Other real estate owned			1,119	1,119
Total assets measured on a non-recurring basis	$	$	$ 13,171	$ 13,171

	December 31, 2012			
(In Thousands)	**Level I**	**Level II**	**Level III**	**Total**
Assets measured on a non-recurring basis:				
Impaired loans	$	$	$ 14,435	$ 14,435
Other real estate owned			1,449	1,449
Total assets measured on a non-recurring basis	$	$	$ 15,884	$ 15,884

The following table provides a listing of significant unobservable inputs used in the fair value measurement process for items valued utilizing level III techniques as of March 31, 2013 and December 31, 2012:

March 31, 2013

Quantitative Information About Level III Fair Value Measurements

(In Thousands)	Fair Value	Valuation Technique(s)	Unobservable Inputs	Range	Weighted Average
Impaired loans	$ 12,052	Discounted cash flow	Temporary reduction in payment amount	0 to -55%	-26%
			Probability of default	0%	
		Appraisal of collateral	Appraisal adjustments (1)	0 to -20%	-6%
Other real estate owned	$ 1,119	Appraisal of collateral (1)			

(1) Appraisals may be adjusted by management for qualitative factors such as economic conditions and estimated liquidation expenses.

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December 31, 2012
Quantitative Information About Level III Fair Value Measurements

(In Thousands)	Fair Value	Valuation Technique(s)	Unobservable Inputs	Range	Weighted Average
Impaired loans	$ 14,435	Discounted cash flow	Temporary reduction in payment amount	0 to -55%	-27%
			Probability of default	0%	
		Appraisal of collateral	Appraisal adjustments (1)	0 to -20%	-11%
Other real estate owned	$ 1,449	Appraisal of collateral (1)			

(1) Appraisals may be adjusted by management for qualitative factors such as economic conditions and estimated liquidation expenses.

The significant unobservable inputs used in the fair value measurement of the Company s impaired loans using the discounted cash flow valuation technique include temporary changes in payment amounts and the probability of default. Significant increases (decreases) in payment amounts would result in significantly higher (lower) fair value measurements. The probability of default is 0% for impaired loans using the discounted cash flow valuation technique because all defaulted impaired loans are valued using the appraisal of collateral valuation technique.

The significant unobservable input used in the fair value measurement of the Company s impaired loans using the appraisal of collateral valuation technique include appraisal adjustments, which are adjustments to appraisals by management for qualitative factors such as economic conditions and estimated liquidation expenses. The significant unobservable input used in the fair value measurement of the Company s other real estate owned are the same inputs used to value impaired loans using the appraisal of collateral valuation technique.

Note 12. Fair Value of Financial Instruments

The Company is required to disclose fair values for its financial instruments. Fair values are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Company s entire holdings of a particular financial instrument. Also, it is the Company s general practice and intention to hold most of its financial instruments to maturity and not to engage in trading or sales activities. Because no market exists for a significant portion of the Company s financial instruments, fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. These fair values 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 fair values.

Fair values have been determined by the Company using historical data and an estimation methodology suitable for each category of financial instruments. The Company s fair values, methods, and assumptions are set forth below for the Company s other financial instruments.

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

The fair values of the Company s financial instruments are as follows at March 31, 2013 and December 31, 2012:

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(In Thousands)	Carrying Value	Fair Value	Fair Value Measurements at March 31, 2013 Quoted Prices in Active Markets for Identical Assets (Level I)	Significant Other Observable Inputs (Level II)	Significant Unobservable Inputs (Level III)
Financial assets:					
Cash and cash equivalents	$ 13,068	$ 13,068	$ 13,068	$	$
Investment securities:					
Available for sale	288,577	288,577	9,969	278,608	
Loans held for sale	2,425	2,425	2,425		
Loans, net	503,592	506,108			506,108
Bank-owned life insurance	16,517	16,517	16,517		
Accrued interest receivable	4,070	4,070	4,070		
Financial liabilities:					
Interest-bearing deposits	$ 538,833	$ 537,167	$ 366,661	$	$ 170,506
Noninterest-bearing deposits	120,471	120,471	120,471		
Short-term borrowings	16,632	16,632	16,632		
Long-term borrowings, FHLB	71,278	75,510			75,510
Accrued interest payable	357	357	357		

(In Thousands)	Carrying Value	Fair Value	Fair Value Measurements at December 31, 2012 Quoted Prices in Active Markets for Identical Assets (Level I)	Significant Other Observable Inputs (Level II)	Significant Unobservable Inputs (Level III)
Financial assets:					
Cash and cash equivalents	$ 15,142	$ 15,142	$ 15,142	$	$
Investment securities:					
Available for sale	289,316	289,316	11,653	277,663	
Loans held for sale	3,774	3,774	3,774		
Loans, net	504,615	506,406			506,406
Bank-owned life insurance	16,362	16,362	16,362		
Accrued interest receivable	4,099	4,099	4,099		
Financial liabilities:					
Interest-bearing deposits	$ 527,073	$ 530,485	$ 359,979	$	$ 170,506
Noninterest-bearing deposits	114,953	114,953	114,953		
Short-term borrowings	33,204	33,204	33,204		
Long-term borrowings, FHLB	76,278	80,772			80,772
Accrued interest payable	366	366	366		

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

The fair value is equal to the carrying value.

Investment Securities:

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

Loans:

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

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

Fair value for significant nonperforming loans is based on recent external appraisals. If appraisals are not available, estimated cash

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flows are discounted using a rate commensurate with the risk associated with the estimated cash flows. Assumptions regarding credit risk, cash flows, and discounted rates are judgmentally determined using available market information and specific borrower information.

Bank-Owned Life Insurance:

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

Deposits:

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

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

Long Term Borrowings:

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

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

There is no material difference between the notional amount and the estimated fair value of off-balance sheet items. The contractual amounts of unfunded commitments and letters of credit are presented in Note 10 (Off Balance Sheet Risk).

Note 13. Reclassification of Comparative Amounts

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

Note 14. Pending Acquisition

On October 18, 2012, the Company entered into a definitive merger agreement with Luzerne National Bank Corporation (Luzerne) under which the Company will acquire Luzerne in a stock and cash transaction. Under the terms of the merger agreement, the Company will acquire all of the outstanding shares of Luzerne for a total purchase price of approximately $44.5 million as of the date of the agreement. Luzerne shareholders will have the opportunity to elect to receive for each outstanding share of Luzerne common stock either 1.5534 shares of the Company s common stock, $61.86 in cash or a combination of cash or stock. All shareholder elections will be subject to allocation and proration procedures set forth in the merger agreement that are designed to ensure that no more than 10% of the outstanding Luzerne shares are exchanged for cash. The transaction is expected to be a tax-free exchange to the extent that shareholders of Luzerne receive stock in exchange for their shares. The transaction is expected to be effective for the start of the third quarter of 2013 subject to customary closing conditions, including receipt of regulatory approvals (all of which regulatory approvals have been received) and approvals by shareholders of both the Company and Luzerne at respective meetings of shareholders to be held on May 29, 2013.

CAUTIONARY STATEMENT FOR PURPOSES OF THE PRIVATE

SECURITIES LITIGATION REFORM ACT OF 1995

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

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

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

EARNINGS SUMMARY

Comparison of the Three Months Ended March 31, 2013 and 2012

Summary Results

Net income for the three months ended March 31, 2013 was $3,684,000 compared to $3,689,000 for the same period of 2012 as after-tax securities gains increased $262,000 (from a gain of $389,000 to a gain of $651,000). Basic and diluted earnings per share for the three months ended March 31, 2013 and 2012 were $0.96. Return on average assets and return on average equity were 1.72% and 15.51% for the three months ended March 31, 2013 compared to 1.91% and 17.39% for the corresponding period of 2012. Net income from core operations (operating earnings) decreased slightly to $3,033,000 for the three months ended March 31, 2013 compared to $3,191,000 for the same period of 2012. Operating earnings per share for the three months ended March 31, 2013 were $0.79 basic and dilutive compared to $0.83 basic and dilutive for the three months ended March 31, 2012.

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

Reconciliation of GAAP and Non-GAAP Financial Measures

	Three Months Ended March 31,	
(Dollars in Thousands, Except Per Share Data)	**2013**	**2012**
GAAP net income	$ 3,684	$ 3,689
Less: net securities and bank-owned life insurance gains, net of tax	651	498
Non-GAAP operating earnings	$ 3,033	$ 3,191

	Three Months Ended March 31,	
	2013	**2012**
Return on average assets (ROA)	1.72%	1.91%

Less: net securities and bank-owned life insurance gains, net of tax	0.31%	0.26%
Non-GAAP operating ROA	1.41%	1.65%

	Three Months Ended March 31,	
	2013	2012
Return on average equity (ROE)	15.51%	17.39%
Less: net securities and bank-owned life insurance gains, net of tax	2.74%	2.35%
Non-GAAP operating ROE	12.77%	15.04%

	Three Months Ended March 31,	
	2013	2012
Basic earnings per share (EPS)	$ 0.96	$ 0.96
Less: net securities and bank-owned life insurance gains, net of tax	0.17	0.13
Non-GAAP basic operating EPS	$ 0.79	$ 0.83

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	Three Months Ended March 31, 2013		Three Months Ended March 31, 2012	
Dilutive EPS	$	0.96	$	0.96
Less: net securities and bank-owned life insurance gains, net of tax		0.17		0.13
Non-GAAP dilutive operating EPS	$	0.79	$	0.83

Interest and Dividend Income

Interest and dividend income for the three months ended March 31, 2013 increased to $9,540,000 compared to $9,285,000 for the same period of 2012. The increase was due to loan portfolio income increasing as the impact of portfolio growth offset a reduction in yield of 45 basis points (bp) due to the competitive landscape and the continued low rate environment that is impacting new loan rates as well as the variable rate segment of the loan portfolio. The loan portfolio income increase was partially offset by a decrease in investment portfolio interest due to a decline in the average taxable equivalent yield of 58 bp.

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

	For The Three Months Ended								
	March 31, 2013			March 31, 2012			Change		
(In Thousands)	Amount		% Total	Amount		% Total	Amount		%
Loans including fees	$	6,768	70.94%	$	6,314	68.00%	$	454	7.19%
Investment securities:									
Taxable		1,443	15.13		1,474	15.88		(31)	(2.10)
Tax-exempt		1,267	13.28		1,405	15.13		(138)	(9.82)
Dividend and other interest income		62	0.65		92	0.99		(30)	(32.61)
Total interest and dividend income	$	9,540	100.00%	$	9,285	100.00%	$	255	2.75%

Interest Expense

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

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

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

Net Interest Margin

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

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

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

AVERAGE BALANCES AND INTEREST RATES

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

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

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

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

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

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

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

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

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

Provision for Loan Losses

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

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

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

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

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

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

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

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

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

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

Non-interest Income

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

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

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

Non-interest Expense

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

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

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

Provision for Income Taxes

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

ASSET/LIABILITY MANAGEMENT

Cash and Cash Equivalents

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

Loans Held for Sale

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

Loans

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

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

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

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

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

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Investments

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

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

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

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

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

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

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

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

Financing Activities

Deposits

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

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

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

Borrowed Funds

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

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

Capital

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

Bank holding companies are required to comply with the Federal Reserve Board s risk-based capital guidelines. The risk-based capital rules are designed to make regulatory capital requirements more sensitive to differences in risk profiles among banks and bank holding companies and to minimize disincentives for holding liquid assets. Specifically, each is required to maintain certain minimum dollar amounts and ratios of total risk-based, tier I risk-based, and tier I leverage capital. In addition to the capital requirements, the Federal Deposit Insurance Corporation Improvements Act (FDICIA) established five capital categories ranging from well capitalized to critically undercapitalized. To be classified as well capitalized , total risk-based, tier I risked-based, and tier I leverage capital ratios must be at least 10%, 6%, and 5%, respectively.

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

March 31, 2013	December 31, 2012

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

Liquidity; Interest Rate Sensitivity and Market Risk

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

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

1. Net Loans to Total Assets, 85% maximum

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2. Net Loans to Total Deposits, 100% maximum

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

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

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

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

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

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

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

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

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

Interest Rate Sensitivity

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

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

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

The model utilized to create the report presented above makes various estimates at each level of interest rate change regarding cash flow from principal repayment on loans and mortgage-backed securities and/or call activity on investment securities. Actual results could differ significantly from these estimates which would result in significant differences in the calculated projected change. In addition, the limits stated above do not necessarily represent the level of change under which management would undertake specific measures to realign its portfolio in order to reduce the projected level of change. Generally, management believes the Company is well positioned to respond expeditiously when the market interest rate outlook changes.

Inflation

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

Item 3. Quantitative and Qualitative Disclosures About Market Risk

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

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

Item 4. Controls and Procedures

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

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Part II. OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 1A. Risk Factors

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

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

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

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

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

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

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SIGNATURES

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

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

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EXHIBIT INDEX

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