

CITIZENS FINANCIAL SERVICES INC
Form 10-Q
August 15, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

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

For the quarterly period ended June 30, 2011
Or

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

For the transition period from _____ to _____

Commission file number 0-13222

CITIZENS FINANCIAL SERVICES, INC.
(Exact name of registrant as specified in its charter)

PENNSYLVANIA
(State or other jurisdiction of incorporation or organization)
No.)

23-2265045
(I.R.S. Employer Identification
No.)

15 South Main Street
Mansfield, Pennsylvania 16933
(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code: (570) 662-2121

Indicate by check mark whether the registrant (1) has filed all reports 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 No

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 No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer _____
 X

Smaller reporting company

(Do not check if a smaller reporting company)

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

The number of outstanding shares of the Registrant's Common Stock, as of August 2, 2011, was 2,917,924.

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CITIZENS FINANCIAL SERVICES, INC.
CONSOLIDATED BALANCE SHEET
(UNAUDITED)

| (in thousands except share data) | June 30 2011 | December 31 2010 |
|---|-------------------|---------------------|
| ASSETS: | | |
| Cash and due from banks: | | |
| Noninterest-bearing | \$ 11,318 | \$ 9,541 |
| Interest-bearing | 33,114 | 34,454 |
| Total cash and cash equivalents | 44,432 | 43,995 |
| Available-for-sale securities | 288,610 | 251,303 |
| Loans (net of allowance for loan losses: 2011, \$6,163 and 2010, \$5,915) | | |
| | 470,749 | 467,602 |
| Premises and equipment | 11,956 | 12,503 |
| Accrued interest receivable | 3,717 | 3,455 |
| Goodwill | 10,256 | 10,256 |
| Bank owned life insurance | 13,416 | 13,171 |
| Other assets | 9,846 | 10,241 |
| TOTAL ASSETS | \$ 852,982 | \$ 812,526 |
| LIABILITIES: | | |
| Deposits: | | |
| Noninterest-bearing | \$ 80,545 | \$ 75,589 |
| Interest-bearing | 632,582 | 605,122 |
| Total deposits | 713,127 | 680,711 |
| Borrowed funds | 55,408 | 55,996 |
| Accrued interest payable | 1,556 | 1,779 |
| Other liabilities | 7,592 | 5,350 |
| TOTAL LIABILITIES | 777,683 | 743,836 |
| STOCKHOLDERS' EQUITY: | | |
| Preferred Stock | | |
| \$1.00 par value; authorized 3,000,000 shares June 30, 2011 and December 31, 2010; | | |
| none issued in 2011 or 2010 | - | - |
| Common stock | | |
| \$1.00 par value; authorized 15,000,000 shares; issued 3,104,434 shares at | | |
| June 30, 2011 and December 31, 2010, respectively | 3,104 | 3,104 |
| Additional paid-in capital | 14,295 | 14,235 |
| Retained earnings | 59,393 | 54,932 |
| Accumulated other comprehensive income | 3,244 | 1,054 |
| Treasury stock, at cost: 214,942 shares at June 30, 2011 | | |
| and 212,067 shares at December 31, 2010 | (4,737) | (4,635) |

| | | |
|---|------------|------------|
| TOTAL STOCKHOLDERS' EQUITY | 75,299 | 68,690 |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | \$ 852,982 | \$ 812,526 |

The accompanying notes are an integral part of these unaudited consolidated financial statements.

CITIZENS FINANCIAL SERVICES,
INC.
CONSOLIDATED STATEMENT
OF INCOME
(UNAUDITED)

| (in thousands, except share and per share data) | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--|--------------------------------|-----------------|------------------------------|-----------------|
| | 2011 | 2010 | 2011 | 2010 |
| INTEREST INCOME: | | | | |
| Interest and fees on loans | \$ 7,463 | \$ 7,752 | \$ 14,858 | \$ 15,486 |
| Interest-bearing deposits with banks | 20 | 17 | 42 | 31 |
| Investment securities: | | | | |
| Taxable | 1,176 | 1,264 | 2,348 | 2,599 |
| Nontaxable | 892 | 727 | 1,757 | 1,368 |
| Dividends | 14 | 7 | 29 | 13 |
| TOTAL INTEREST INCOME | 9,565 | 9,767 | 19,034 | 19,497 |
| INTEREST EXPENSE: | | | | |
| Deposits | 2,046 | 2,519 | 4,134 | 5,061 |
| Borrowed funds | 443 | 439 | 888 | 880 |
| TOTAL INTEREST EXPENSE | 2,489 | 2,958 | 5,022 | 5,941 |
| NET INTEREST INCOME | 7,076 | 6,809 | 14,012 | 13,556 |
| Provision for loan losses | 150 | 235 | 375 | 540 |
| NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES | | | | |
| | 6,926 | 6,574 | 13,637 | 13,016 |
| NON-INTEREST INCOME: | | | | |
| Service charges | 1,002 | 937 | 1,843 | 1,790 |
| Trust | 146 | 135 | 303 | 281 |
| Brokerage and insurance | 123 | 141 | 218 | 223 |
| Investment securities gains, net | 114 | 35 | 234 | 99 |
| Earnings on bank owned life insurance | 124 | 125 | 245 | 249 |
| Other | 163 | 151 | 344 | 272 |
| TOTAL NON-INTEREST INCOME | 1,672 | 1,524 | 3,187 | 2,914 |
| NON-INTEREST EXPENSES: | | | | |
| Salaries and employee benefits | 2,518 | 2,416 | 5,033 | 4,857 |
| Occupancy | 329 | 297 | 719 | 603 |
| Furniture and equipment | 106 | 111 | 223 | 217 |
| Professional fees | 172 | 153 | 329 | 333 |
| FDIC insurance | 250 | 217 | 500 | 454 |
| Other | 1,209 | 1,162 | 2,456 | 2,220 |
| TOTAL NON-INTEREST EXPENSES | 4,584 | 4,356 | 9,260 | 8,684 |
| Income before provision for income taxes | 4,014 | 3,742 | 7,564 | 7,246 |
| Provision for income taxes | 867 | 815 | 1,587 | 1,573 |
| NET INCOME | \$ 3,147 | \$ 2,927 | \$ 5,977 | \$ 5,673 |

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| | | | | |
|--------------------------|----------|----------|----------|----------|
| Earnings Per Share | \$ 1.09 | \$ 1.01 | \$ 2.07 | \$ 1.96 |
| Cash Dividends Per Share | \$ 0.265 | \$ 0.255 | \$ 0.525 | \$ 0.505 |

| | | | | |
|--|-----------|-----------|-----------|-----------|
| Weighted average number of shares outstanding | 2,887,276 | 2,898,480 | 2,888,094 | 2,898,571 |
|--|-----------|-----------|-----------|-----------|

The accompanying notes are an integral part of these unaudited consolidated financial statements.

CITIZENS FINANCIAL
SERVICES, INC.
CONSOLIDATED
STATEMENT OF
COMPREHENSIVE
INCOME
(UNAUDITED)

| (in thousands) | Three Months Ended | | Six Months Ended | |
|---|--------------------|----------|------------------|----------|
| | June 30, | | June 30, | |
| | 2011 | 2010 | 2011 | 2010 |
| Net income | \$ 3,147 | \$ 2,927 | \$ 5,977 | \$ 5,673 |
| Other comprehensive income: | | | | |
| Change in unrealized net gains on available for sale securities | 2,660 | 1,560 | 3,551 | 1,969 |
| Change in unrealized loss on interest rate swap | (59) | (150) | 1 | (247) |
| Less: Reclassification adjustment for gain included in net income | (114) | (35) | (234) | (99) |
| Other comprehensive income, before tax | 2,487 | 1,375 | 3,318 | 1,623 |
| Income tax expense related to other comprehensive income | 846 | 468 | 1,128 | 552 |
| Other comprehensive income, net of tax | 1,641 | 907 | 2,190 | 1,071 |
| Comprehensive income | \$ 4,788 | \$ 3,834 | \$ 8,167 | \$ 6,744 |

The accompanying notes are an integral part of these unaudited consolidated financial statements.

CITIZENS FINANCIAL SERVICES, INC.
CONSOLIDATED STATEMENT OF CASH
FLOWS
(UNAUDITED)

| (in thousands) | Six Months Ended | |
|---|------------------|------------------|
| | 2011 | June 30, 2010 |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net income | \$ 5,977 | \$ 5,673 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Provision for loan losses | 375 | 540 |
| Depreciation and amortization | 272 | 241 |
| Amortization and accretion of investment securities | 940 | 355 |
| Deferred income taxes | 192 | (33) |
| Investment securities gains, net | (234) | (99) |
| Earnings on bank owned life insurance | (245) | (249) |
| Stock award compensation | 207 | 157 |
| Originations of loans held for sale | (5,316) | (3,204) |
| Proceeds from sales of loans held for sale | 5,391 | 3,252 |
| Increase in accrued interest receivable | (262) | (87) |
| Decrease in accrued interest payable | (223) | (250) |
| Other, net | (237) | (975) |
| Net cash provided by operating activities | 6,837 | 5,321 |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Available-for-sale securities: | | |
| Proceeds from sales of available-for-sale securities | 7,821 | 8,871 |
| Proceeds from maturity and principal repayments of securities | 32,063 | 22,995 |
| Purchase of securities | (72,496) | (48,931) |
| Proceeds from redemption of regulatory stock | 312 | - |
| Net increase in loans | (3,925) | (17,066) |
| Purchase of premises and equipment | (65) | (788) |
| Purchase of land for potential future expansion | (545) | - |
| Proceeds from sale of foreclosed assets held for sale | 371 | 606 |
| Net cash used in investing activities | (36,464) | (34,313) |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Net increase in deposits | 32,416 | 41,104 |
| Proceeds from long-term borrowings | 9 | 1,159 |
| Repayments of long-term borrowings | (1,000) | (3,310) |
| Net increase in short-term borrowed funds | 403 | 799 |
| Purchase of treasury and restricted stock | (360) | (374) |

| | | |
|---|-----------|-----------|
| Dividends paid | (1,404) | (1,451) |
| Net cash provided by financing activities | 30,064 | 37,927 |
| Net increase in cash and cash equivalents | 437 | 8,935 |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD | 43,995 | 31,449 |
| CASH AND CASH EQUIVALENTS AT END OF PERIOD | \$ 44,432 | \$ 40,384 |
| Supplemental Disclosures of Cash Flow Information: | | |
| Interest paid | \$ 5,245 | \$ 6,192 |
| Income taxes paid | \$ 1,300 | \$ 1,675 |
| Loans transferred to foreclosed property | \$ 490 | \$ 1,091 |
| Premises and equipment transferred to other assets | \$ 282 | \$ - |
| Investments purchased and not settled included in other liabilities | \$ 2,085 | \$ - |

The accompanying notes are an integral part of these unaudited consolidated financial statements.

CITIZENS FINANCIAL SERVICES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1 - Basis of Presentation

Citizens Financial Services, Inc., (individually and collectively with its direct and indirect subsidiaries, the “Company”) is a Pennsylvania corporation organized as the holding company of its wholly owned subsidiary, First Citizens National Bank (the “Bank”), and the Bank’s subsidiary, First Citizens Insurance Agency, Inc. (“First Citizens Insurance”).

The accompanying consolidated financial statements have been prepared pursuant to rules and regulations of the Securities and Exchange Commission (“SEC”) and in conformity with U.S. generally accepted accounting principles. Because this report is based on an interim period, certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles have been condensed or omitted. Certain of the prior year amounts have been reclassified to conform with the current year presentation. Such reclassifications had no effect on net income or stockholders’ equity. All material inter-company balances and transactions have been eliminated in consolidation.

In the opinion of management of the Company, the accompanying interim financial statements for the periods ended June 30, 2011 and 2010 include all adjustments, consisting of only normal recurring adjustments, necessary for a fair presentation of the financial condition and the results of operations for the period. In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the balance sheet and revenues and expenses for the period. The financial performance reported for the Company for the six month period ended June 30, 2011 is not necessarily indicative of the results to be expected for the full year. This information should be read in conjunction with the Company’s Annual Report on Form 10-K for the year ended December 31, 2010.

Note 2 - Earnings per Share

The following table sets forth the computation of earnings per share. Earnings per share calculations give retroactive effect to stock dividends declared by the Company. The Company has no dilutive securities.

| | Three months ended | | Six months ended | |
|--|--------------------|-------------|------------------|-------------|
| | June 30, | | June 30, | |
| | 2011 | 2010 | 2011 | 2010 |
| Net income applicable to common stock | \$3,147,000 | \$2,927,000 | \$5,977,000 | \$5,673,000 |
| Weighted average common shares outstanding | 2,887,276 | 2,898,480 | 2,888,094 | 2,898,571 |
| Earnings per share | \$1.09 | \$1.01 | \$2.07 | \$1.96 |

Note 3 - Income Tax Expense

Income tax expense is less than the amount calculated using the statutory tax rate, primarily as a result of tax-exempt income earned from state and municipal securities and loans and investments in tax credits.

Note 4 – Investments

The amortized cost and fair value of investment securities at June 30, 2011 and December 31, 2010 were as follows (in thousands):

5

| June 30, 2011 | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|---|-------------------|------------------------------|-------------------------------|---------------|
| Available-for-sale securities: | | | | |
| U.S. Agency securities | \$ 143,671 | \$ 1,841 | \$ (86) | \$ 145,426 |
| Obligations of state and political subdivisions | 90,277 | 1,858 | (323) | 91,812 |
| Corporate obligations | 8,339 | 319 | - | 8,658 |
| Mortgage-backed securities in government sponsored entities | 38,813 | 2,574 | (7) | 41,380 |
| Equity securities in financial institutions | 956 | 397 | (19) | 1,334 |
| Total available-for-sale securities | \$ 282,056 | \$ 6,989 | \$ (435) | \$ 288,610 |

| December 31, 2010 | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|---|-------------------|------------------------------|-------------------------------|---------------|
| Available-for-sale securities: | | | | |
| U.S. Agency securities | \$ 117,390 | \$ 1,535 | \$ (441) | \$ 118,484 |
| Obligations of state and political subdivisions | 78,164 | 603 | (1,845) | 76,922 |
| Corporate obligations | 8,415 | 268 | (2) | 8,681 |
| Mortgage-backed securities in government sponsored entities | 43,183 | 2,832 | - | 46,015 |
| Equity securities in financial institutions | 914 | 303 | (16) | 1,201 |
| Total available-for-sale securities | \$ 248,066 | \$ 5,541 | \$ (2,304) | \$ 251,303 |

The following table shows the Company's gross unrealized losses and fair value of the Company's investments with unrealized losses that are not deemed to be other-than-temporarily impaired, aggregated by investment category and length of time, that the individual securities have been in a continuous unrealized loss position, at June 30, 2011 and December 31, 2010 (in thousands). As of June 30, 2011 and December 31, 2010, the Company owned 36 and 85 securities whose fair value was less than their cost basis, respectively.

| June 30, 2011 | Less than Twelve Months | | Twelve Months or Greater | | Total | |
|---------------|-------------------------|-------------------------|--------------------------|-------------------------|------------|-------------------------|
| | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses |

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| | | | | | | | | | | | | |
|---|----|--------|----|-------|----|-----|----|------|----|--------|----|-------|
| U.S. Agency securities | \$ | 17,156 | \$ | (86) | \$ | - | \$ | - | \$ | 17,156 | \$ | (86) |
| Obligations of state and political subdivisions | | 20,224 | | (311) | | 608 | | (12) | | 20,832 | | (323) |
| Mortgage-backed securities in government sponsored entities | | 5,171 | | (7) | | - | | - | | 5,171 | | (7) |
| Equity securities in financial institutions | | 96 | | (19) | | - | | - | | 96 | | (19) |
| Total securities | \$ | 42,647 | \$ | (423) | \$ | 608 | \$ | (12) | \$ | 43,255 | \$ | (435) |

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| December 31, 2010 | Less than Twelve Months | | Twelve Months or Greater | | Total | |
|--|-------------------------|-------------------------------|--------------------------|-------------------------------|---------------|-------------------------------|
| | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses |
| U.S. Agency securities | \$ 38,502 | \$ (441) | \$ - | \$ - | \$ 38,502 | \$ (441) |
| Obligations of states and political subdivisions | 45,335 | (1,784) | 526 | (61) | 45,861 | (1,845) |
| Corporate obligations | 1,157 | (2) | - | - | 1,157 | (2) |
| Equity securities in financial institutions | 139 | (16) | - | - | 139 | (16) |
| Total securities | \$ 85,133 | \$ (2,243) | \$ 526 | \$ (61) | \$ 85,659 | \$ (2,304) |

As of June 30, 2011, the Company's investment securities portfolio contained unrealized losses on obligations of U.S. Agency securities, states and political subdivisions, mortgage-backed securities in government sponsored entities and certain financial institutions equity securities. For fixed maturity investments management considers whether the present value of cash flows expected to be collected are less than the security's amortized cost basis (the difference defined as the credit loss), the magnitude and duration of the decline, the reasons underlying the decline and the Company's intent to sell the security or whether it is more likely than not that the Company would be required to sell the security before its anticipated recovery in market value, to determine whether the loss in value is other than temporary. Once a decline in value is determined to be other than temporary, if the Company does not intend to sell the security, and it is more-likely-than-not that it will not be required to sell the security, before recovery of the security's amortized cost basis, the charge to earnings is limited to the amount of credit loss. Any remaining difference between fair value and amortized cost (the difference defined as the non-credit portion) is recognized in other comprehensive income, net of applicable taxes. Otherwise, the entire difference between fair value and amortized cost is charged to earnings. For equity securities where the fair value has been significantly below cost for one year, the Company's policy is to recognize an impairment loss unless sufficient evidence is available that the decline is not other than temporary and a recovery period can be predicted. The Company has concluded that any impairment of its investment securities portfolio outlined in the above table is not other than temporary and is the result of interest rate changes, sector credit rating changes, or company-specific rating changes that are not expected to result in the non-collection of principal and interest during the period.

Proceeds from sales of securities available-for-sale for the six months ended June 30, 2011 and 2010 were \$7,821,000 and \$8,871,000, respectively. For the three months ended June 30, 2011 and 2010, there were sales of \$4,632,000 and \$3,016,000 of available-for-sale securities, respectively. There were no sales during the three month period ended June 30, 2010. The gross gains and losses were as follows (in thousands):

| | Three Months Ended | | Six Months Ended | |
|--|--------------------|------------------|------------------|------------------|
| | June 30, 2011 | June 30, 2010 | June 30, 2011 | June 30, 2010 |
| | \$ 114 | \$ 35 | \$ 263 | \$ 99 |

| | | | | |
|--------------|--------|-------|--------|-------|
| Gross gains | | | | |
| Gross losses | - | - | (29) | - |
| Net gains | \$ 114 | \$ 35 | \$ 234 | \$ 99 |

Investment securities with an approximate carrying value of \$177,236,000 and \$162,742,000 at June 30, 2011 and December 31, 2010, respectively, were pledged to secure public funds and certain other deposits.

Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. The amortized cost and fair value of debt securities at June 30, 2011, by contractual maturity, are shown below (in thousands):

| | Amortized Cost | Fair Value |
|--|-------------------|-------------------|
| Available-for-sale debt securities: | | |
| Due in one year or less | \$ 4,125 | \$ 4,153 |
| Due after one year through five years | 96,001 | 97,347 |
| Due after five years through ten years | 33,575 | 34,576 |
| Due after ten years | 147,399 | 151,200 |
| Total | \$ 281,100 | \$ 287,276 |

Note 5 – Loans

The Company grants commercial, industrial, agricultural, residential, and consumer loans primarily to customers throughout North Central Pennsylvania and Southern New York. Although the Company had a diversified loan portfolio at June 30, 2011 and December 31, 2010, a substantial portion of its debtors' ability to honor their contracts is dependent on the economic conditions within these regions. The following table summarizes the primary segments of the loan portfolio as of June 30, 2011 and December 31, 2010 (in thousands):

| June 30, 2011 | Total Loans | Individually evaluated for impairment | Collectively evaluated for impairment |
|--|-------------------|---|---|
| Real estate loans: | | | |
| Residential | \$ 180,817 | \$ 145 | \$ 180,672 |
| Commercial and agricultural | 175,118 | 8,532 | 166,586 |
| Construction | 7,095 | - | 7,095 |
| Consumer | 11,304 | - | 11,304 |
| Commercial and other loans | 49,551 | 652 | 48,899 |
| State and political subdivision loans | 53,027 | - | 53,027 |
| Total | \$ 476,912 | \$ 9,329 | \$ 467,583 |

| December 31, 2010 | Total Loans | Individually evaluated for impairment | Collectively evaluated for impairment |
|--------------------------------|-------------|---|---|
| Real estate loans: | | | |
| Residential | \$ 185,012 | \$ 172 | \$ 184,840 |
| Commercial and agricultural | 171,577 | 9,976 | 161,601 |
| Construction | 9,766 | - | 9,766 |
| Consumer | 11,285 | - | 11,285 |

| | | | |
|---------------------------------------|------------|-----------|------------|
| Commercial and other loans | 47,156 | 1,374 | 45,782 |
| State and political subdivision loans | 48,721 | - | 48,721 |
| Total | \$ 473,517 | \$ 11,522 | \$ 461,995 |

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

Management considers commercial loans, other agricultural loans, commercial real estate loans and agricultural real estate loans which are 90 days or more past due to be impaired. Management will also consider a loan impaired based on other factors it becomes aware of, including the customer's results of operations and cash flows. These loans are analyzed to determine if it is probable that all amounts will not be collected according to the contractual terms of the loan agreement. If management determines that the value of the impaired loan is less than the recorded investment in the loan (net of previous charge-offs, deferred loan fees or costs and unamortized premium or discount), impairment is recognized through an allowance estimate or a charge-off to the allowance.

The following table includes the recorded investment and unpaid principal balances for impaired financing receivables by class, with the associated allowance amount, if applicable (in thousands):

| | Unpaid Principal Balance | Recorded Investment With No Allowance | Recorded Investment With Allowance | Total Recorded Investment | Related Allowance | Average Recorded Investment | Interest Income Recognized |
|--|--------------------------------|--|---|---------------------------------|----------------------|-----------------------------------|----------------------------------|
| June 30, 2011 | | | | | | | |
| Real estate loans: | | | | | | | |
| Mortgages | \$ 132 | \$ 127 | \$ - | \$ 127 | \$ - | \$ 129 | \$ - |
| Home Equity | 18 | - | 18 | 18 | 3 | 36 | - |
| Commercial | 9,509 | 126 | 8,406 | 8,532 | 323 | 8,812 | 27 |
| Agricultural | - | - | - | - | - | 741 | 37 |
| Construction | - | - | - | - | - | - | - |
| Consumer | - | - | - | - | - | - | - |
| Commercial and other loans | 704 | 37 | 615 | 652 | 103 | 399 | - |
| Other Agricultural Loans | - | - | - | - | - | 319 | 20 |
| State and political subdivision loans | - | - | - | - | - | - | - |
| Total | \$ 10,363 | \$ 290 | \$ 9,039 | \$ 9,329 | \$ 429 | \$ 10,436 | \$ 84 |
| December 31, 2010 | | | | | | | |
| Real estate loans: | | | | | | | |
| Mortgages | \$ 132 | \$ - | \$ 131 | \$ 131 | \$ 21 | \$ 55 | \$ - |
| Home Equity | 72 | 41 | - | 41 | - | 56 | - |
| Commercial | 8,540 | 1,682 | 6,053 | 7,735 | 167 | 5,445 | 67 |
| Agricultural | 2,421 | 2,241 | - | 2,241 | - | 2,373 | 64 |
| Construction | - | - | - | - | - | - | - |
| Consumer | - | - | - | - | - | - | - |
| Commercial and other loans | 455 | 404 | - | 404 | - | 469 | 1 |
| Other Agricultural Loans | 1,040 | 970 | - | 970 | - | 958 | 11 |
| State and political subdivision loans | - | - | - | - | - | - | - |
| Total | \$ 12,660 | \$ 5,338 | \$ 6,184 | \$ 11,522 | \$ 188 | \$ 9,356 | \$ 143 |

Credit Quality Information

Management uses a nine point internal risk rating system to monitor the credit quality of the overall loan portfolio. The first five categories are considered not criticized and are aggregated as “Pass” rated. The criticized rating categories utilized by management generally follow bank regulatory definitions. The definitions of each rating are defined below:

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- Pass (Grades 1-5) – These loans are to customers with credit quality ranging from an acceptable to very high quality and are protected by the current net worth and paying capacity of the obligor or by the value of the underlying collateral.
- Special Mention (Grade 6) – This loan grade is in accordance with regulatory guidance and includes loans where a potential weakness or risk exists, which could cause a more serious problem if not corrected.
- Substandard (Grade 7) – This loan grade is in accordance with regulatory guidance and includes loans that have a well-defined weakness based on objective evidence and be characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected.
- Doubtful (Grade 8) – This loan grade is in accordance with regulatory guidance and includes loans that have all the weaknesses inherent in a substandard asset. In addition, these weaknesses make collection or liquidation in full highly questionable and improbable, based on existing circumstances.
- Loss (Grade 9) – This loan grade is in accordance with regulatory guidance and includes loans that are considered uncollectible, or of such value that continuance as an asset is not warranted.

To help ensure that risk ratings are accurate and reflect the present and future capacity of borrowers to repay loan as agreed, the Bank's loan rating process includes several layers of internal and external oversight. Generally, residential real estate mortgages and home equities and loans to individuals for household, family and other purchases are included in the pass category, unless a specific action, such as bankruptcy, repossession, death or significant delay in payment occurs to raise awareness of a possible credit event. The Company's loan officers are responsible for the timely and accurate risk rating of the loans in each of their portfolios at origination and on an ongoing basis under the supervision of management. All commercial and agricultural loans are reviewed annually to ensure the appropriateness of the loan grade. In addition, the Bank engages an external consultant on at least an annual basis. The external consultant is engaged to 1) review a minimum of 60% of the dollar volume of the commercial loan portfolio on an annual basis, 2) review new loans originated in the last year, 3) review all relationships in aggregate over \$500,000, 4) review all aggregate loan relationships over \$100,000 which are over 90 days past due, classified Special Mention, Substandard, Doubtful, or Loss, and 5) such other loans which management or the consultant deems appropriate.

The following tables represent credit exposures by internally assigned grades as of June 30, 2011 and December 31, 2010 (in thousands):

| | Pass | Special Mention | Substandard | Doubtful | Loss | Ending Balance |
|-----------------------|-----------|--------------------|-------------|----------|------|----------------|
| June 30, 2011 | | | | | | |
| Real estate loans: | | | | | | |
| Mortgages | \$ 95,722 | \$ 414 | \$ 549 | \$ - | \$ - | 96,685 |
| Home | | | | | | |
| Equity | 83,880 | 111 | 141 | - | - | 84,132 |
| Commercial | 130,707 | 10,623 | 15,835 | - | - | 157,165 |
| Agricultural | 12,909 | 1,041 | 4,003 | - | - | 17,953 |
| Construction | 7,095 | - | - | - | - | 7,095 |
| Consumer | 11,291 | 4 | 9 | - | - | 11,304 |
| | 38,142 | 3,663 | 1,047 | 18 | 2 | 42,872 |

| | | | | | | |
|---------------------------------------|------------|-----------|-----------|-------|------|---------|
| Commercial and other loans | | | | | | |
| Other Agricultural Loans | 4,622 | 497 | 1,560 | - | - | 6,679 |
| State and political subdivision loans | 51,824 | - | 1,203 | - | - | 53,027 |
| Total | \$ 436,192 | \$ 16,353 | \$ 24,347 | \$ 18 | \$ 2 | 476,912 |

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| | Pass | Special Mention | Substandard | Doubtful | Loss | Ending Balance |
|--|-------------------|--------------------|------------------|--------------|-------------|----------------|
| December 31, 2010 | | | | | | |
| Real estate loans: | | | | | | |
| Mortgages | \$ 96,218 | \$ 628 | \$ 397 | \$ - | \$ - | 97,243 |
| Home Equity | 87,359 | 175 | 202 | 33 | - | 87,769 |
| Commercial | 120,344 | 15,570 | 16,585 | - | - | 152,499 |
| Agricultural | 12,007 | 1,063 | 6,008 | - | - | 19,078 |
| Construction | 9,766 | - | - | - | - | 9,766 |
| Consumer | 11,265 | 4 | 16 | - | - | 11,285 |
| Commercial and other loans | 36,784 | 2,545 | 848 | 24 | - | 40,201 |
| Other Agricultural Loans | 4,024 | 469 | 2,462 | - | - | 6,955 |
| State and political subdivision loans | 47,482 | - | 1,239 | - | - | 48,721 |
| Total | \$ 425,249 | \$ 20,454 | \$ 27,757 | \$ 57 | \$ - | 473,517 |

Age Analysis of Past Due Financing Receivables by Class

Management further monitors the performance and credit quality of the loan portfolio by analyzing the age of the portfolio as determined by the length of time a recorded payment is past due. The following table includes an aging analysis of the recorded investment of past due financing receivables as of June 30, 2011 and December 31, 2010 (in thousands):

| | 30-59 Days Past Due | 60-89 Days Past Due | 90 Days Or Greater | Total Past Due | Current | Total Financing Receivables | 90 Days and Accruing |
|-------------------------------|---------------------------|---------------------------|-----------------------|-------------------|-----------|--------------------------------|-------------------------|
| June 30, 2011 | | | | | | | |
| Real estate loans: | | | | | | | |
| Mortgages | \$ 278 | \$ 62 | \$ 486 | \$ 826 | \$ 95,859 | \$ 96,685 | 110 |
| Home Equity | 295 | 20 | 174 | 489 | 83,643 | 84,132 | 23 |
| Commercial | 79 | 129 | 2,719 | 2,927 | 154,238 | 157,165 | 31 |
| Agricultural | 534 | - | - | 534 | 17,419 | 17,953 | - |
| Construction | - | - | - | - | 7,095 | 7,095 | - |
| Consumer | 25 | 11 | 3 | 39 | 11,265 | 11,304 | 3 |
| Commercial and other loans | 30 | 49 | 358 | 437 | 42,435 | 42,872 | - |
| Other Agricultural Loans | - | - | - | - | 6,679 | 6,679 | - |
| State and political | | | | | | | |

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| | | | | | | | |
|-------------------|----------|--------|----------|----------|------------|------------|-----|
| subdivision loans | - | - | - | - | 53,027 | 53,027 | - |
| Total | \$ 1,241 | \$ 271 | \$ 3,740 | \$ 5,252 | \$ 471,660 | \$ 476,912 | 167 |

| | 30-59 Days Past Due | 60-89 Days Past Due | 90 Days Or Greater | Total Past Due | Current | Total Financing Receivables | 90 Days and Accruing |
|--|---------------------------|---------------------------|-----------------------|-------------------|-------------------|--------------------------------|-------------------------|
| December 31, 2010 | | | | | | | |
| Real estate loans: | | | | | | | |
| Mortgages | \$ 518 | \$ 50 | \$ 412 | \$ 980 | \$ 96,263 | \$ 97,243 | \$ 104 |
| Home Equity | 762 | 139 | 262 | 1,163 | 86,606 | 87,769 | 116 |
| Commercial | 188 | 1,647 | 1,827 | 3,662 | 148,837 | 152,499 | 426 |
| Agricultural | - | - | - | - | 19,078 | 19,078 | - |
| Construction | - | - | - | - | 9,766 | 9,766 | - |
| Consumer | 83 | 3 | 7 | 93 | 11,192 | 11,285 | 6 |
| Commercial and other loans | 111 | 6 | 398 | 515 | 39,686 | 40,201 | 40 |
| Other Agricultural Loans | 5 | - | - | 5 | 6,950 | 6,955 | - |
| State and political subdivision loans | - | - | - | - | 48,721 | 48,721 | - |
| Total | \$ 1,667 | \$ 1,845 | \$ 2,906 | \$ 6,418 | \$ 467,099 | \$ 473,517 | \$ 692 |

Troubled Debt Restructurings

In situations where, for economic or legal reasons related to a borrower's financial difficulties, management may grant a concession for other than an insignificant period of time to the borrower that would not otherwise be considered, the related loan is classified as a Troubled Debt Restructuring (TDR). Management strives to identify borrowers in financial difficulty early and work with them to modify more affordable terms before their loan reaches nonaccrual status. These modified terms may include rate reductions, principal forgiveness, payment forbearance and other actions intended to minimize the economic loss and to avoid foreclosure or repossession of the collateral. In cases where borrowers are granted new terms that provide for a reduction of either interest or principal, management measures any impairment on the restructuring as noted above for impaired loans. In addition to the allowance for the pooled portfolios, management has developed a separate allowance for loans that are identified as impaired through a TDR. These loans are excluded from pooled portfolios and a separate allocation within the allowance for loan and lease losses is provided. Management continually evaluates loans that are considered troubled debt restructurings, including payment history under the modified loan terms, the borrower's ability to continue to repay the loan based on continued evaluation of their operating results and cash flows from operations. Based on this evaluation management would no longer consider a loan to be a troubled debt when the relevant facts support such a conclusion.

During the first six months of 2011, a loan modification for one customer, encompassing five loans, was completed that was considered a TDR. In exchange for additional collateral, the Bank agreed to lower the contractual interest rate on four of the loans through February 2020 at which time the loans will be paid in full or will pay an increased rate for an 11 additional years. All the loans associated with this customer are current through July 2011; however, the loans are considered non-accrual as of June 30, 2011.

The following table includes an analysis of loans modified that are considered TDR's and the primary modification made as of June 30, 2011 (in thousands):

| | Recorded Investment, net of Allowance | | Total | Interest Modification | Term Modification |
|--|---|--------------|----------|--------------------------|----------------------|
| | Accruing | Non-accruing | | | |
| Real estate loans: | | | | | |
| Mortgages | \$ - | \$ - | \$ - | \$ - | \$ - |
| Home Equity | - | - | - | - | - |
| Commercial | - | 5,845 | 5,845 | 5,730 | 115 |
| Agricultural | - | - | - | - | - |
| Construction | - | - | - | - | - |
| Consumer | - | - | - | - | - |
| Commercial and other loans | - | 3 | 3 | - | 3 |
| Other Agricultural Loans | - | - | - | - | - |
| State and political subdivision loans | - | - | - | - | - |
| Subtotal | - | 5,848 | 5,848 | 5,730 | 118 |
| Allowance | - | 128 | 128 | 128 | - |
| Total | \$ - | \$ 5,720 | \$ 5,720 | \$ 5,602 | \$ 118 |

Nonaccrual Loans

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

The following table reflects the financing receivables on nonaccrual status as of June 30, 2011 and December 31, 2010, respectively. The balances are presented by class of financing receivable (in thousands):

| | June 30, 2011 | December 31, 2010 |
|---------------------------------------|---------------|----------------------|
| Real estate loans: | | |
| Mortgages | \$ 455 | \$ 309 |
| Home Equity | 151 | 193 |
| Commercial | 8,532 | 7,735 |
| Agricultural | - | 2,241 |
| Construction | - | - |
| Consumer | - | 1 |
| Commercial and other | 651 | 404 |
| Other Agricultural | - | 970 |
| State and political subdivision | - | - |

\$ 9,789 \$ 11,853

Allowance for Loan Losses

The following table rolls forward the balance of the allowance for loan and lease losses for the periods ended June 30, 2011 and 2010(in thousands):

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| | Six Months Ended | |
|--|------------------|----------|
| | June 30, | |
| | 2011 | 2010 |
| Balance, at beginning of period | \$ 5,915 | \$ 4,888 |
| Provision charged to income | 375 | 540 |
| Recoveries on loans previously charged against the allowance | 36 | 124 |
| | 6,326 | 5,552 |
| Loans charged against the allowance | (163) | (250) |
| Balance, at end of year | \$ 6,163 | \$ 5,302 |

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

- Level of and trends in delinquencies, impaired/classified loans
 - § Change in volume and severity of past due loans
 - § Volume of non-accrual loans
 - § Volume and severity of classified, adversely or graded loans;
 - Level of and trends in charge-offs and recoveries;
 - Trends in volume, terms and nature of the loan portfolio;
- Effects of any changes in risk selection and underwriting standards and any other changes in lending and recovery policies, procedures and practices;
 - Changes in the quality of the Bank's loan review system;
 - Experience, ability and depth of lending management and other relevant staff
 - National, state, regional and local economic trends and business conditions
 - § General economic conditions
 - § Unemployment rates
 - § Inflation / CPI

§ Changes in values of underlying collateral for collateral-dependent loans

- Industry conditions including the effects of external factors such as competition, legal, and regulatory requirements on the level of estimated credit losses; and
 - Existence and effect of any credit concentrations, and changes in the level of such concentrations.

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

We continually review the model utilized in calculating the required allowance. During the second quarter, management made a determination that special mention and substandard loans should have additional qualitative adjustments applied to them in comparison to pass graded loans. As a result of this and other factors discussed below, the following factors experienced changes during the first six months of 2011:

- The qualitative factors for changes in levels of and trends in delinquencies, impaired/classified loans were decreased for all loans portfolio types due to the decreases in nonaccrual loans from December 31, 2010 to June 30, 2011.
- The qualitative factor for changes in the trends of charge-offs and recoveries were decreased for consumer loans, commercial and agricultural loans due to reduced losses over the most recent three year period.
- The qualitative factor for changes in portfolio volumes during 2011 were reduced for agricultural loans due to the decreased size of the portfolio in relation to the total portfolio.
- Separate factors for special mention and substandard loans were developed for each qualitative factor reviewed.

The changes in these qualitative factors resulted in a negative provision for residential real estate, construction and other commercial loans, while increasing the provision associated with commercial and agricultural real estate loans.

The following table rolls forward the balance of the allowance for loan and lease losses by portfolio segment from December 31, 2010 to June 30, 2011 and segregates the ending balance into the amount required for loans individually evaluated for impairment and the amount required for loans collectively evaluated for impairment as of June 30, 2011 (in thousands):

| | Balance at December 31, 2010 | Charge- offs | Recoveries | Provision | Balance at June 30, 2011 | Individually evaluated for impairment | Collectively evaluated for impairment |
|--|------------------------------------|-----------------|------------|-----------|--------------------------------|--|---|
| Real estate loans: | | | | | | | |
| Residential | \$ 969 | \$ (101) | \$ - | \$ (190) | \$ 678 | \$ 3 | \$ 675 |
| Commercial and agricultural | 3,380 | (29) | - | 561 | 3,912 | 323 | 3,589 |
| Construction | 22 | - | - | (9) | 13 | - | 13 |
| Consumer | 108 | (33) | 29 | 5 | 109 | - | 109 |
| Commercial and other loans | 983 | - | 7 | (278) | 712 | 103 | 609 |
| State and political subdivision loans | 137 | - | - | (18) | 119 | - | 119 |
| Unallocated | 316 | - | - | 304 | 620 | - | 620 |
| Total | \$ 5,915 | \$ (163) | \$ 36 | \$ 375 | \$ 6,163 | \$ 429 | \$ 5,734 |

Note 6 – Federal Home Loan Bank Stock

The Bank is a member of the Federal Home Loan Bank of Pittsburgh (FHLB) and as such, is required to maintain a minimum investment in stock of the FHLB that varies with the level of advances outstanding with the FHLB. As of June 30, 2011 and December 31, 2010, the Bank holds \$3,186,300 and \$3,498,000, respectively of FHLB stock. 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 by management. The stock's value is determined by the ultimate recoverability of the par value rather than by recognizing temporary declines. The determination of whether the par value will ultimately be recovered is influenced by criteria such as the following: (a) the significance of the decline in net assets of the Federal Home Loan Bank 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.

The FHLB has incurred a significant cumulative loss in regards to comprehensive income and net income in the three years ended December 31, 2010 and has suspended the payment of dividends; however, the results for 2010 were significantly improved from those of 2008 and 2009. The cumulative losses are primarily attributable to impairment of investment securities associated with the distressed economic conditions during 2008 and 2009. Management evaluated the stock and concluded that the stock was not impaired for the periods presented herein. Management considered that the FHLB's regulatory capital ratios have improved in the most recent quarters, liquidity appears adequate, and new shares of FHLB Stock continue to exchange hands at the \$100 par value and the FHLB has repurchased shares of excess capital stock from its members in the past three quarters.

Note 7 - Employee Benefit Plans

For a detailed disclosure on the Company's pension and employee benefits plans, please refer to Note 11 of the Company's Consolidated Financial Statements included in the 2010 Annual Report on Form 10-K.

Noncontributory Defined Benefit Pension Plan

The Bank sponsors a noncontributory defined benefit pension plan ("Pension Plan") covering substantially all employees and officers. The Bank's funding policy is to make annual contributions, if needed, based upon the funding formula developed by the plan's actuary.

Any employee with a hire date of January 1, 2008 or later is not eligible to participate in the Pension Plan. In lieu of the Pension Plan, employees with a hire date of January 1, 2008 or later are eligible to receive, after meeting certain length of service requirements, an annual discretionary 401(k) plan contribution from the Bank equal to a percentage of an employee's base compensation. The contribution amount, if any, is placed in a separate account within the 401(k) plan and is subject to a vesting requirement.

For employees who are eligible to participate in the Pension Plan, the Pension Plan requires benefits to be paid to eligible employees based primarily upon age and compensation rates during employment. Upon retirement or other termination of employment, employees can elect either an annuity benefit or a lump sum distribution of vested benefits in the Pension Plan.

The following sets forth the components of net periodic benefit costs of the Pension Plan for the three and six months ended June 30, 2011 and 2010, respectively (in thousands):

| | Three Months Ended | | Six Months Ended | |
|--------------------------------|--------------------|-------|------------------|--------|
| | June 30, | | June 30, | |
| | 2011 | 2010 | 2011 | 2010 |
| Service cost | \$ 71 | \$ 45 | \$ 185 | \$ 214 |
| Interest cost | 87 | 59 | 226 | 282 |
| Expected return on plan assets | (130) | (77) | (336) | (369) |
| Net amortization and deferral | 10 | 6 | 26 | 31 |
| Net periodic benefit cost | \$ 38 | \$ 33 | \$ 101 | \$ 158 |

The Company expects to contribute \$505,000 to the Pension Plan in 2011.

Defined Contribution Plan

The Company sponsors a voluntary 401(k) savings plan which eligible employees can elect to contribute up to the maximum amount allowable not to exceed the limits of IRS Code Sections 401(k). Under the plan, the Company also makes required contributions on behalf of the eligible employees. The Company's contributions vest immediately. Contributions by the Company totaled \$124,000 and \$116,000 for the six months ended June 30, 2011 and 2010, respectively.

Directors' Deferred Compensation Plan

The Company's directors may elect to defer all or portions of their fees until their retirement or termination from service. Amounts deferred under the plan earn interest based upon the highest current rate offered to certificate of deposit customers. Amounts deferred under the plan are not guaranteed and represent a general liability of the Company. Amounts included in interest expense on the deferred amounts totaled \$12,000 and \$15,000 for the six months ended June 30, 2011 and 2010, respectively.

Restricted Stock Plan

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

For the six months ended June 30, 2011 and 2010, 3,968 and 5,090 shares of restricted stock were awarded and 5,502 and 4,948 shares were vested, respectively. Compensation cost related to restricted stock is recognized based on the market price of the stock at the grant date over the vesting period. Compensation expense related to restricted stock was \$73,000 and \$61,000 for the six months ended June 30, 2011 and 2010, respectively.

Supplemental Executive Retirement Plan

The Company maintains a non-qualified supplemental executive retirement plan (“SERP”) for certain executives to compensate those executive participants in the Company’s noncontributory defined benefit pension plan whose benefits are limited by compensation limitations under current tax law. At June 30, 2011 and December 31, 2010, an obligation of \$778,000 and \$747,000, respectively, was included in other liabilities for this plan in the consolidated balance sheet. Expenses related to this plan totaled \$31,000 and \$147,000 for the six months ended June 30, 2011 and 2010, respectively.

Note 8 – Fair Value Measurements

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

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

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

In general, fair value is based upon quoted market prices, where available. If such quoted market prices are not available, fair value is based upon internally developed models that primarily use, as inputs, observable market-based parameters. Valuation adjustments may be made to ensure that financial instruments are recorded at fair value. These

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

Financial Instruments Recorded at Fair Value on a Recurring Basis

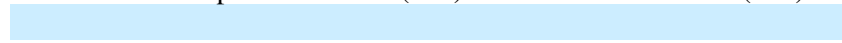
The fair values of securities available for sale are determined by quoted prices in active markets, when available, and classified as Level 1. If quoted market prices are not available, the fair value is determined by a matrix pricing, which is a mathematical technique, widely used in the industry to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

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

The following tables present the assets and liabilities reported on the consolidated balance sheet at their fair value on a recurring basis as of June 30, 2011 and December 31, 2010 by level within the fair value hierarchy (in thousands). Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

| | June 30, 2011 | | | Total |
|---|---------------|------------|-----------|------------|
| | Level I | Level II | Level III | |
| Fair value measurements on a recurring basis: | | | | |
| Assets | | | | |
| Securities available for sale: | | | | |
| U.S. Agency securities | \$ - | \$ 145,426 | \$ - | \$ 145,426 |
| Obligations of state and political subdivisions | - | 91,812 | - | 91,812 |
| Corporate obligations | - | 8,658 | - | 8,658 |
| Mortgage-backed securities in government sponsored entities | - | 41,380 | - | 41,380 |
| Equity securities in financial institutions | 1,334 | - | - | 1,334 |
| Liabilities | | | | |

| | | | | |
|--------------------|---|-------|---|-------|
| Trust Preferred | | | | |
| Interest Rate Swap | - | (408) | - | (408) |



| | December 31, 2010 | | | Total |
|---|-------------------|------------|--------------|------------|
| | Level 1 | Level II | Level III | |
| Fair value measurements on a recurring basis: | | | | |
| Assets | | | | |
| Securities available for sale: | | | | |
| U.S. Agency securities | \$ - | \$ 118,484 | \$ - | \$ 118,484 |
| Obligations of state and political subdivisions | - | 76,922 | - | 76,922 |
| Corporate obligations | - | 8,681 | - | 8,681 |
| Mortgage-backed securities in government sponsored entities | - | 46,015 | - | 46,015 |
| Equity securities in financial institutions | 1,201 | - | - | 1,201 |
| Liabilities | | | | |
| Trust Preferred Interest Rate Swap | - | (409) | - | (409) |

Financial Instruments Recorded at Fair Value on a Nonrecurring Basis

The Company may be required, from time to time, to measure certain financial assets and financial liabilities at fair value on a nonrecurring basis in accordance with U.S. generally accepted accounting principles. These include assets that are measured at the lower of cost or market value that were recognized at fair value below cost at the end of the period.

Impaired Loans. Loans for which it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan agreement are considered impaired. Once a loan is identified as individually impaired, management measures impairment in accordance with ASC Topic 310. The fair value of impaired loans is estimated using one of several methods, including collateral value, liquidation value and discounted cash flows. Those impaired loans not requiring an allowance represent loans for which the fair value of the expected repayments or collateral exceed the recorded investments in such loans. Collateral values are estimated using Level 2 inputs based on observable market data or Level 3 inputs based on customized discounting criteria. For a majority of impaired real estate related loans, the Company obtains a current external appraisal. Other valuation techniques are used as well, including internal valuations, comparable property analysis and contractual sales information.

Non-Financial Assets and Non-Financial Liabilities Recorded at Fair Value

The Corporation has no non-financial assets or non-financial liabilities measured at fair value on a recurring basis. Certain non-financial assets measured at fair value on a non-recurring basis include foreclosed assets (upon initial recognition or subsequent impairment), non-financial assets and non-financial liabilities measured at fair value in the second step of a goodwill impairment test, and intangible assets and other non-financial long-lived assets measured at fair value for impairment assessment. Non-financial assets measured at fair value on a non-recurring basis during 2011 and 2010 include certain foreclosed assets which, upon initial recognition, were remeasured and reported at fair value through a charge-off to the allowance for possible loan losses and certain foreclosed assets which, subsequent to their initial recognition, were remeasured at fair value through a write-down included in other non-interest expense. The fair value of a foreclosed asset is estimated using Level 2 inputs based on observable market data or Level 3 inputs based on customized discounting criteria.

Assets measured at fair value on a nonrecurring basis as of June 30, 2011 and December 31, 2010 are included in the table below (in thousands):

| | June 30, 2011 | | | Total |
|-------------------------------|---------------|----------|-----------|----------|
| | Level 1 | Level II | Level III | |
| Impaired Loans | \$ - | \$ - | \$ 8,900 | \$ 8,900 |
| Other real estate owned | - | - | 768 | 768 |

| | December 31, 2010 | | | |
|-------------------------------|-------------------|----------|-----------|-----------|
| | Level 1 | Level II | Level III | Total |
| Impaired Loans | \$ - | \$ 2,238 | \$ 9,096 | \$ 11,334 |
| Other real estate owned | - | 693 | - | 693 |

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

| | June 30 2011 | | December 31 2010 | |
|---------------------------------------|--------------------|------------|---------------------|------------|
| | Carrying Amount | Fair Value | Carrying Amount | Fair Value |
| Financial assets: | | | | |
| Cash and due from banks | \$ 44,432 | \$ 44,432 | \$ 43,995 | \$ 43,995 |
| Available-for-sale securities | 288,610 | 288,610 | 251,303 | 251,303 |
| Net loans | 470,749 | 498,606 | 467,602 | 494,098 |
| Bank owned life insurance | 13,416 | 13,416 | 13,171 | 13,171 |
| Regulatory stock | 3,461 | 3,461 | 3,773 | 3,773 |
| Accrued interest receivable | 3,717 | 3,717 | 3,455 | 3,455 |
| Financial liabilities: | | | | |
| Deposits | \$ 713,127 | \$ 719,713 | \$ 680,711 | \$ 683,315 |
| Borrowed funds | 55,408 | 52,344 | 55,996 | 52,820 |
| Trust preferred interest rate swap | 408 | 408 | 409 | 409 |
| Accrued interest payable | 1,556 | 1,556 | 1,779 | 1,779 |

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

Fair values have been determined by the Company using historical data, as generally provided in the Company's regulatory reports, and an estimation methodology suitable for each category of financial instruments. The Company's

fair value estimates, methods and assumptions are set forth below for the Company's other financial instruments.

Cash and Cash Equivalents:

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

Accrued Interest Receivable and Payable:

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

Available-For-Sale Securities:

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

Loans:

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

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

Bank Owned Life Insurance:

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

Regulatory Stock:

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

Deposits:

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

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

Borrowed Funds:

Rates available to the Company for borrowed funds with similar terms and remaining maturities are used to estimate the fair value of borrowed funds.

Trust Preferred Interest Rate Swap:

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

Note 9 – Recent Accounting Pronouncements

In December 2010, the FASB issued ASU 2010-29, Disclosure of Supplementary Pro Forma Information for Business Combinations. The amendments in this update specify that if a public entity presents comparative financial statements, the entity should disclose revenue and earnings of the combined entity as though the business combination(s) that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. The amendments also expand the supplemental pro forma disclosures under Topic 805 to include a description of the nature and amount of material, nonrecurring pro forma adjustments directly attributable to the business combination included in the reported pro forma revenue and earnings. The amendments in this Update are effective prospectively for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2010. Early adoption is permitted. This ASU is not expected to have a significant impact on the Company's financial statements.

In January 2011, the FASB issued ASU 2011-01, Receivables (Topic 310): Deferral of the Effective Date of Disclosures about Troubled Debt Restructurings in Update No. 2010-20. The amendments in this Update temporarily delay the effective date of the disclosures about troubled debt restructurings in Update 2010-20, enabling public-entity creditors to provide those disclosures after the FASB clarifies the guidance for determining what constitutes a troubled debt restructuring. The deferral in this Update will result in more consistent disclosures about troubled debt restructurings. This amendment does not defer the effective date of the other disclosure requirements in Update 2010-20. In the proposed Update for determining what constitutes a troubled debt restructuring, the FASB proposed that the clarifications would be effective for interim and annual periods ending after June 15, 2011. For the new disclosures about troubled debt restructurings in Update 2010-20, those clarifications would be applied retrospectively to the beginning of the fiscal year in which the proposal is adopted. The adoption of this guidance is not expected to have a significant impact on the Company's financial statements.

In April 2011, the FASB issued ASU 2011-02, Receivables (Topic 310): A Creditor's Determination of Whether a Restructuring Is a Troubled Debt Restructuring. The amendments in this Update provide additional guidance or clarification to help creditors in determining whether a creditor has granted a concession and whether a debtor is experiencing financial difficulties for purposes of determining whether a restructuring constitutes a troubled debt restructuring. The amendments in this Update are effective for the first interim or annual reporting period beginning on or after June 15, 2011, and should be applied retrospectively to the beginning annual period of adoption. As a result of applying these amendments, an entity may identify receivables that are newly considered impaired. For purposes of measuring impairment of those receivables, an entity should apply the amendments prospectively for the first interim or annual period beginning on or after June 15, 2011. The Company is currently evaluating the impact the adoption of the standard will have on the Company's financial position or results of operations.

In April 2011, the FASB issued ASU 2011-03, Reconsideration of Effective Control for Repurchase Agreements. The main objective in developing this Update is to improve the accounting for repurchase agreements (repos) and other agreements that both entitle and obligate a transferor to repurchase or redeem financial assets before their maturity. The amendments in this Update remove from the assessment of effective control (1) the criterion requiring the transferor to have the ability to repurchase or redeem the financial assets on substantially the agreed terms, even in the event of default by the transferee, and (2) the collateral maintenance implementation guidance related to that criterion. The amendments in this Update apply to all entities, both public and nonpublic. The amendments affect all entities that enter into agreements to transfer financial assets that both entitle and obligate the transferor to repurchase or redeem the financial assets before their maturity. The guidance in this Update is effective for the first interim or annual period beginning on or after December 15, 2011 and should be applied prospectively to transactions or modifications of existing transactions that occur on or after the effective date. Early adoption is not permitted. The Company is currently evaluating the impact the adoption of the standard will have on the Company's financial position or results of operations.

In May 2011, the FASB issued ASU 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs. The amendments in this Update result in common fair value measurement and disclosure requirements in U.S. GAAP and IFRSs. Consequently, the amendments change the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements. The amendments in this Update are to be applied prospectively. For public entities, the amendments are effective during interim and annual periods beginning after December 15, 2011. For nonpublic entities, the amendments are effective for annual periods beginning after December 15, 2011. Early application by public entities is not permitted. This ASU is not expected to have a significant impact on the Company's financial statements.

In June 2011, the FASB issued ASU 2011-05, Presentation of Comprehensive Income. The amendments in this Update improve the comparability, clarity, consistency, and transparency of financial reporting and increase the prominence of items reported in other comprehensive income. To increase the prominence of items reported in other comprehensive income and to facilitate convergence of U.S. GAAP and IFRS, the option to present components of other comprehensive income as part of the statement of changes in stockholders' equity was eliminated. The amendments require that all non-owner changes in stockholders' equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In the two-statement approach, the first statement should present total net income and its components followed consecutively by a second statement that should present total other comprehensive income, the components of other comprehensive income, and the total of comprehensive income. All entities that report items of comprehensive income, in any period presented, will be affected by the changes in this Update. For public entities, the amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. For nonpublic entities, the amendments are effective for fiscal years ending after December 15, 2012, and interim and annual periods thereafter. The amendments in this Update should be applied retrospectively, and early adoption is permitted. The Company is currently evaluating the impact the adoption of the standard will have on the Company's financial position or results of operations.

ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

We have made forward-looking statements in this document, and in documents that we incorporate by reference, that are subject to risks and uncertainties. Forward-looking statements include information concerning possible or assumed future results of operations of Citizens Financial Services, Inc., First Citizens National Bank, First Citizens Insurance Agency, Inc. or the combined Company. When we use words such as "believes," "expects," "anticipates," or similar expressions, we are making forward-looking statements. For a variety of reasons, actual results could differ materially from those contained in or implied by forward-looking statements. The Company would like to caution readers that the following important factors, among others, may have affected and could in the future affect the Company's actual results and could cause the Company's actual results for subsequent periods to differ materially from those expressed in any forward-looking statement:

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

Additional factors that may affect our results are discussed under "Part II – Item 1A – Risk Factors" in this report and in the Company's 2010 Annual Report on Form 10-K under "Item 1.A/ Risk Factors." Except as required by applicable law and regulation, we assume no obligation to update or revise any forward-looking statements after the date on which they are made.

Introduction

The following is management's discussion and analysis of the significant changes in the results of operations, capital resources and liquidity presented in its accompanying consolidated financial statements for the Company. Our Company's consolidated financial condition and results of operations consist almost entirely of the Bank's financial condition and results of operations. Management's discussion and analysis should be read in conjunction with the preceding financial statements presented under Part I. The results of operations for the three months and six months ended June 30, 2011 are not necessarily indicative of the results you may expect for the full year.

Our Company currently engages in the general business of banking throughout our service area of Potter, Tioga and Bradford counties in North Central Pennsylvania and Allegany, Steuben, Chemung and Tioga counties in Southern New York. We maintain our main office in Mansfield, Pennsylvania. Presently we operate 18 banking facilities. In Pennsylvania, we have branch offices located in Mansfield, Blossburg, Ulysses, Genesee, Wellsboro, Troy, Sayre, Canton, Gillett, Millerton, LeRaysville, Towanda, Rome, the Wellsboro Weis Market store and the Mansfield Wal-Mart Super Center. We also have a loan production office in Lock Haven, Pennsylvania. In New York, we have a branch office in Wellsville, Allegany County.

Risk Management

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

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

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

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

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

Regulatory risk represents the possibility that a change in law, regulations or regulatory policy may have a material effect on the business of the Company and its subsidiary. We cannot predict what legislation might be enacted or what regulations might be adopted, or if adopted, the effect thereof on our operations.

Competition

The banking industry in the Bank's service area continues to be extremely competitive, both among commercial banks and with financial service providers such as consumer finance companies, thrifts, investment firms, mutual funds, insurance companies, credit unions and internet banks. The increased competition has resulted from changes in the legal and regulatory guidelines as well as from economic conditions, specifically, the additional wealth resulting from the exploration of the Marcellus Shale in our primary market. Mortgage banking firms, financial companies, financial affiliates of industrial companies, brokerage firms, retirement fund management firms and even government agencies

provide additional competition for loans and other financial services. The Bank is generally competitive with all competing financial institutions in its service area with respect to interest rates paid on time and savings deposits, service charges on deposit accounts and interest rates charged on loans.

Trust and Investment Services; Oil and Gas Services

Our Investment and Trust Services Department offers professional trust administration, investment management services, estate planning and administration, and custody of securities. Assets held by the Company in a fiduciary or agency capacity for its customers are not included in the consolidated financial statements since such items are not assets of the Company. Revenues and fees of the Trust Department are reflected in the Company's financial statements. As of June 30, 2011 and December 31, 2010, the Trust Department had \$99.9 and \$95.1 million of assets under management, respectively. The \$4.8 million increase is primarily attributable to net additions of \$5.1 million with the remaining change the result of fluctuations in the stock market.

Our Investment Representatives offer full service brokerage services and financial planning throughout the Bank's market area. Products such as mutual funds, annuities, health and life insurance are made available through our insurance subsidiary, First Citizens Insurance. The assets associated with these products are not included in the consolidated financial statements since such items are not assets of the Company. Assets owned and invested by customers of the Bank through the Bank's Investment Representatives increased from \$70.1 million at December 31, 2010 to \$79.0 million at June 30, 2011. Fee income from the sale of these products is reflected in the Company's financial statements as a component of non-interest income in the Consolidated Statement of Income.

In addition to the Trust and Investment services offered we have created an oil and gas management team, which serves as a network of experts to assist our customers through various oil and gas specific leasing matters from lease negotiations to establishing a successful approach to personal wealth management. We have partnered with a professional firm to provide mineral management expertise and services to customers in our market who have been impacted by the Marcellus Shale exploration and drilling activities. Through this relationship, we are able to assist customers negotiate lease payments and royalty percentages, protect their property, resolve leasing issues, account for and ensure the accuracy of royalty checks, distribute revenue to satisfy investment objectives and provide customized reports outlining payment and distribution information.

Results of Operations

Overview of the Income Statement

The Company had net income of \$5,977,000 for the first six months of 2011 compared to earnings of \$5,673,000 for last year's comparable period, an increase of \$304,000 or 5.4%. Earnings per share for the first six months of 2011 were \$2.07, compared to \$1.96 last year, representing a 5.6% increase. Annualized return on assets and return on equity for the six months of 2011 were 1.44% and 17.22%, respectively, compared with 1.52% and 18.49% for last year's comparable period.

Net income for the three months ended June 30, 2011 was \$3,147,000 compared to earnings of \$2,927,000 in the comparable 2010 period, an increase of \$220,000. Earnings per share for the three months ended June 30, 2011 and 2010 were \$1.09 and \$1.01 per share, respectively. Annualized return on assets and return on equity for the quarter ended June 30, 2011 was 1.50% and 17.85%, respectively, compared with 1.57% and 19.09% for the same 2010 period.

Net Interest Income

Net interest income, the most significant component of the Company's earnings, is the amount by which interest income generated from interest-earning assets exceeds interest expense on interest-bearing liabilities.

Net interest income for the first six months of 2011 was \$14,012,000, an increase of \$456,000, or 3.4%, compared to the same period in 2010. For the first six months of 2011, the provision for loan losses totaled \$375,000, a decrease of \$165,000 over the comparable period in 2010. Consequently, net interest income after the provision for loan losses was \$13,637,000 compared to \$13,016,000 during the first six months of 2010.

For the three months ended June 30, 2011, net interest income was \$7,076,000 compared to \$6,809,000, an increase of \$267,000, or 3.9% over the comparable period in 2010. The provision for loan losses this quarter was \$150,000 compared to \$235,000 for last year's second quarter. Consequently, net interest income after the provision for loan losses was \$6,926,000 for the quarter ended compared to \$6,574,000 in 2010.

The following table sets forth the average balances of, and the interest earned or incurred on, for each principal category of assets, liabilities and stockholders' equity, the related rates, net interest income and interest rate spread created for the six months and three months ended June 30, 2011 and 2010 on a tax equivalent basis (dollars in thousands):

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Analysis of Average Balances and Interest Rates (1)
Six Months Ended

| | June 30, 2011 | | | June 30, 2010 | | |
|---|------------------------------|----------------|----------------------|------------------------------|----------------|----------------------|
| | Average Balance (1) \$ | Interest \$ | Average Rate % | Average Balance (1) \$ | Interest \$ | Average Rate % |
| ASSETS | | | | | | |
| Short-term investments: | | | | | | |
| Interest-bearing deposits at banks | 30,142 | 42 | 0.28 | 21,886 | 31 | 0.29 |
| Total short-term investments | 30,142 | 42 | 0.28 | 21,886 | 31 | 0.29 |
| Investment securities: | | | | | | |
| Taxable | 194,115 | 2,377 | 2.45 | 145,877 | 2,612 | 3.58 |
| Tax-exempt (3) | 86,387 | 2,663 | 6.17 | 64,460 | 2,073 | 6.43 |
| Total investment securities | 280,502 | 5,040 | 3.59 | 210,337 | 4,685 | 4.45 |
| Loans: | | | | | | |
| Residential mortgage loans | 187,859 | 6,427 | 6.90 | 201,497 | 7,110 | 7.12 |
| Commercial & farm loans | 222,084 | 7,069 | 6.42 | 204,283 | 6,933 | 6.84 |
| Loans to state & political subdivisions | 49,990 | 1,312 | 5.29 | 46,649 | 1,374 | 5.94 |
| Other loans | 10,845 | 458 | 8.52 | 11,537 | 501 | 8.76 |
| Loans, net of discount (2)(3)(4) | 470,778 | 15,266 | 6.54 | 463,966 | 15,918 | 6.92 |
| Total interest-earning assets | 781,422 | 20,348 | 5.25 | 696,189 | 20,634 | 5.98 |
| Cash and due from banks | 9,871 | | | 9,310 | | |
| Bank premises and equipment | 12,392 | | | 12,400 | | |
| Other assets | 28,246 | | | 28,806 | | |
| Total non-interest earning assets | 50,509 | | | 50,516 | | |
| Total assets | 831,931 | | | 746,705 | | |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | | | | | |
| Interest-bearing liabilities: | | | | | | |
| NOW accounts | 185,502 | 488 | 0.53 | 144,714 | 582 | 0.81 |
| Savings accounts | 67,528 | 101 | 0.30 | 52,006 | 78 | 0.30 |
| Money market accounts | 53,661 | 140 | 0.53 | 43,023 | 122 | 0.57 |
| Certificates of deposit | 315,179 | 3,405 | 2.18 | 323,669 | 4,279 | 2.67 |
| Total interest-bearing deposits | 621,870 | 4,134 | 1.34 | 563,412 | 5,061 | 1.81 |
| Other borrowed funds | 56,648 | 888 | 3.16 | 53,143 | 880 | 3.34 |

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| | | | | | | |
|--|---------|--------|-------|---------|--------|-------|
| Total interest-bearing liabilities | 678,518 | 5,022 | 1.49 | 616,555 | 5,941 | 1.94 |
| Demand deposits | 76,892 | | | 61,198 | | |
| Other liabilities | 7,083 | | | 7,602 | | |
| Total non-interest-bearing liabilities | 83,975 | | | 68,800 | | |
| Stockholders' equity | 69,438 | | | 61,350 | | |
| Total liabilities & stockholders' equity | 831,931 | | | 746,705 | | |
| Net interest income | | 15,326 | | | 14,693 | |
| Net interest spread (5) | | | 3.76% | | | 4.04% |
| Net interest income as a percentage of average interest-earning assets | | | 3.96% | | | 4.26% |
| Ratio of interest-earning assets to interest-bearing liabilities | | | 1.15 | | | 1.13 |

(1) Averages are based on daily averages.

(2) Includes loan origination and commitment fees.

(3) Tax exempt interest revenue is shown on a tax equivalent basis for proper comparison using a statutory federal income tax rate of 34%.

(4) Income on non-accrual loans is accounted for on a cash basis, and the loan balances are included in interest-earning assets.

(5) Interest rate spread represents the difference between the average rate earned on interest-earning assets and the average rate paid on interest-bearing liabilities.

Analysis of Average Balances and Interest Rates (1)

Three Months Ended

| | June 30, 2011 | | | June 30, 2010 | | |
|---|------------------------------|----------------|----------------------|------------------------------|----------------|----------------------|
| | Average Balance (1) \$ | Interest \$ | Average Rate % | Average Balance (1) \$ | Interest \$ | Average Rate % |
| ASSETS | | | | | | |
| Short-term investments: | | | | | | |
| Interest-bearing deposits at banks | 27,068 | 20 | 0.30 | 24,598 | 17 | 0.27 |
| Total short-term investments | 27,068 | 20 | 0.30 | 24,598 | 17 | 0.27 |
| Investment securities: | | | | | | |
| Taxable | 203,176 | 1,191 | 2.34 | 148,636 | 1,271 | 3.42 |
| Tax-exempt (3) | 88,055 | 1,352 | 6.14 | 68,734 | 1,101 | 6.41 |
| Total investment securities | 291,231 | 2,543 | 3.49 | 217,370 | 2,372 | 4.36 |
| Loans: | | | | | | |
| Residential mortgage loans | 186,843 | 3,183 | 6.83 | 202,335 | 3,561 | 7.06 |
| Commercial & farm loans | 222,659 | 3,583 | 6.45 | 208,180 | 3,468 | 6.68 |
| Loans to state & political subdivisions | 51,296 | 674 | 5.27 | 46,551 | 682 | 5.88 |
| Other loans | 10,748 | 228 | 8.51 | 11,544 | 250 | 8.69 |
| Loans, net of discount (2)(3)(4) | 471,546 | 7,668 | 6.52 | 468,610 | 7,961 | 6.81 |
| Total interest-earning assets | 789,845 | 10,231 | 5.20 | 710,578 | 10,350 | 5.84 |
| Cash and due from banks | 9,898 | | | 9,555 | | |
| Bank premises and equipment | 12,317 | | | 12,535 | | |
| Other assets | 28,521 | | | 28,998 | | |
| Total non-interest earning assets | 50,736 | | | 51,088 | | |
| Total assets | 840,581 | | | 761,666 | | |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | | | | | |
| Interest-bearing liabilities: | | | | | | |
| NOW accounts | 189,369 | 250 | 0.53 | 152,234 | 315 | 0.83 |
| Savings accounts | 69,970 | 53 | 0.30 | 53,599 | 40 | 0.30 |
| Money market accounts | 54,326 | 69 | 0.51 | 44,933 | 61 | 0.54 |
| Certificates of deposit | 314,062 | 1,674 | 2.14 | 324,777 | 2,103 | 2.60 |
| Total interest-bearing deposits | 627,727 | 2,046 | 1.31 | 575,543 | 2,519 | 1.76 |

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| | | | | | | |
|--|---------|-------|-------|---------|-------|-------|
| Other borrowed funds | 56,097 | 443 | 3.17 | 52,858 | 439 | 3.33 |
| Total interest-bearing liabilities | 683,824 | 2,489 | 1.46 | 628,401 | 2,958 | 1.89 |
| Demand deposits | 79,348 | | | 63,319 | | |
| Other liabilities | 6,864 | | | 7,526 | | |
| Total non-interest-bearing liabilities | 86,212 | | | 70,845 | | |
| Stockholders' equity | 70,545 | | | 62,420 | | |
| Total liabilities & stockholders' equity | 840,581 | | | 761,666 | | |
| Net interest income | | 7,742 | | | 7,392 | |
| Net interest spread (5) | | | 3.74% | | | 3.95% |
| Net interest income as a percentage of average interest-earning assets | | | 3.93% | | | 4.17% |
| Ratio of interest-earning assets to interest-bearing liabilities | | | 1.16 | | | 1.13 |

(1) Averages are based on daily averages.

(2) Includes loan origination and commitment fees.

(3) Tax exempt interest revenue is shown on a tax equivalent basis for proper comparison using a statutory federal income tax rate of 34%.

(4) Income on non-accrual loans is accounted for on a cash basis, and the loan balances are included in interest-earning assets.

(5) Interest rate spread represents the difference between the average rate earned on interest-earning assets and the average rate paid on interest-bearing liabilities.

Tax exempt revenue is shown on a tax-equivalent basis for proper comparison using a statutory, federal income tax rate of 34%. For purposes of the comparison, as well as the discussion that follows, this presentation facilitates performance comparisons between taxable and tax-free assets by increasing the tax-free income by an amount equivalent to the Federal income taxes that would have been paid if this income were taxable at the Company's 34% Federal statutory rate. The following table represents the adjustment to convert net interest income to net interest income on a fully taxable equivalent basis for the periods ending June 30, 2011 and 2010 (in thousands):

| | For the Three Months Ended June 30 | | For the Six Months Ended June 30 | |
|--|---------------------------------------|----------|-------------------------------------|-----------|
| | 2011 | 2010 | 2011 | 2010 |
| Interest and dividend income from investment securities | | | | |
| and interest bearing deposits at banks (non-tax adjusted) | \$ 2,102 | \$ 2,015 | \$ 4,176 | \$ 4,011 |
| Tax equivalent adjustment | 461 | 374 | 906 | 705 |
| Interest and dividend income from investment securities and interest bearing deposits at banks (tax equivalent basis) | \$ 2,563 | \$ 2,389 | \$ 5,082 | \$ 4,716 |
| Interest and fees on loans (non-tax adjusted) | \$ 7,463 | \$ 7,752 | \$ 14,858 | \$ 15,486 |
| Tax equivalent adjustment | 205 | 209 | 408 | 432 |
| Interest and fees on loans (tax equivalent basis) | \$ 7,668 | \$ 7,961 | \$ 15,266 | \$ 15,918 |
| Total interest income | \$ 9,565 | \$ 9,767 | \$ 19,034 | \$ 19,497 |
| Total interest expense | 2,489 | 2,958 | 5,022 | 5,941 |
| Net interest income | 7,076 | 6,809 | 14,012 | 13,556 |
| Total tax equivalent adjustment | 666 | 583 | 1,314 | 1,137 |
| Net interest income (tax equivalent basis) | \$ 7,742 | \$ 7,392 | \$ 15,326 | \$ 14,693 |

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

Analysis of Changes in Net Interest Income on a Tax-Equivalent Basis (1)

| | Three months ended June 30, 2011 vs. 2010 | | | Six months ended June 30, 2011 vs. 2010 | | |
|---|---|--------------------------|-----------------|---|--------------------------|-----------------|
| | Change in Volume | (1) Change in Rate | Total Change | Change in Volume | (1) Change in Rate | Total Change |
| Interest Income: | | | | | | |
| Short-term investments: | | | | | | |
| Interest-bearing deposits at banks | \$ - | \$ 3 | \$ 3 | \$ 11 | \$ - | \$ 11 |
| Investment securities: | | | | | | |
| Taxable | 387 | (467) | (80) | 724 | (959) | (235) |
| Tax-exempt | 298 | (47) | 251 | 672 | (82) | 590 |
| Total investments | 685 | (514) | 171 | 1,396 | (1,041) | 355 |
| Loans: | | | | | | |
| Residential mortgage loans | (258) | (120) | (378) | (471) | (212) | (683) |
| Commercial & farm loans | 236 | (121) | 115 | 473 | (337) | 136 |
| Loans to state & political subdivisions | 66 | (74) | (8) | 119 | (181) | (62) |
| Other loans | (17) | (5) | (22) | (29) | (14) | (43) |
| Total loans, net of discount | 27 | (320) | (293) | 92 | (744) | (652) |
| Total Interest Income | 712 | (831) | (119) | 1,499 | (1,785) | (286) |
| Interest Expense: | | | | | | |
| Interest-bearing deposits: | | | | | | |
| NOW accounts | 66 | (131) | (65) | 413 | (507) | (94) |
| Savings accounts | 13 | - | 13 | 23 | - | 23 |
| Money Market accounts | 12 | (4) | 8 | 27 | (9) | 18 |
| Certificates of deposit | (72) | (357) | (429) | (109) | (765) | (874) |
| Total interest-bearing deposits | 19 | (492) | (473) | 354 | (1,281) | (927) |
| Other borrowed funds | 26 | (22) | 4 | 42 | (34) | 8 |
| | 45 | (514) | (469) | 396 | (1,315) | (919) |

| | | | | | | | |
|------------------------|----|-----|----|-------|----|-------|-----|
| Total interest expense | | | | | | | |
| Net interest income | \$ | 667 | \$ | (317) | \$ | 350 | \$ |
| | | | | | | 1,103 | \$ |
| | | | | | | (470) | \$ |
| | | | | | | | 633 |

(1) The portion of the total change attributable to both volume and rate changes, which can not be separated, has been

allocated proportionally to the change due to volume and the change due to rate prior to allocation.

Tax equivalent net interest income increased from \$14.7 million for the 2010 six month period to \$15.3 million in the 2011 six month period, an increase of \$633,000 for the six months ended June 30, 2011. The tax equivalent net interest margin decreased from 4.26% for the first six months of 2010 to 3.96% in 2011.

Total tax equivalent interest income for the six month period decreased \$286,000 as compared to the 2010 six month period. This decrease was primarily a result of a decrease of \$1,785,000 due to change in rate, as the yield on interest earning assets decreased from 5.98% to 5.25% or 71 basis points for the comparable periods. The decrease was offset by an increase of \$1,499,000 due to volume as the average balance of interest earning assets increased by \$85.2 million.

Tax equivalent investment income for the six months ended June 30, 2011 increased \$355,000 over the same period last year. The average balance of total investment securities at June 30, 2011 increased by \$70.2 million from June 30, 2010 as a result of investing excess cash from increased deposits.

- The average balance of taxable securities increased by \$48.2 million while tax-exempt securities increased by \$21.9 million, which had the effect of increasing interest income by \$724,000 and \$672,000, respectively, due to volume.
- This increase was offset by a decrease in the yield on investment securities of 86 basis points from 4.45% to 3.59%, which corresponds to a decrease in interest income of \$1,041,000. The majority of this decrease is attributable to the change in yield on taxable securities, which experienced a decrease of 113 basis points from 3.58% to 2.45%. The yield on investments declined due to the amount of purchases we made in the current low interest rate environment as a result of our increased deposits and investment cash flows. As a result of this environment our strategy has been to invest primarily in short-term agency bonds as well as a limited amount of longer-term municipal bonds (See also “Financial Condition – Investments”).

The purchase of tax-exempt securities, along with municipal loans, allows us to manage our effective tax rate as well as the overall yield on our interest earning assets.

Total loan interest income decreased \$652,000 for the six months ended June 30, 2011 compared to the same period last year.

- Interest income on residential mortgage loans decreased \$683,000 of which \$471,000 was due to volume and \$212,000 was due to a decrease in rate. The average balance decreased \$13.6 million due to the fact that more customers are qualifying for conforming loans, which the Bank sells, and local economic conditions related to the exploration of the Marcellus Shale, which has limited the borrowing needs of some of the residents in our primary market. Additionally, management believes the demand for home equity loans has decreased due to the rate environment for conforming loans, which are sold on the secondary market as discussed above.
- The average balance of commercial and farm loans increased \$17.8 million from a year ago as we grow this segment of the loan portfolio utilizing disciplined underwriting standards, while meeting the needs of our customers. This had a positive impact of \$473,000 on total interest income due to volume, which was offset by a reduction due to a decrease in rate of \$337,000.
- The average balance of loans to state and political subdivisions increased \$3.3 million from a year ago. This had a positive impact of \$119,000 on total interest income due to volume, which was offset by a reduction due to a decrease in rate of \$181,000.

Total interest expense decreased \$919,000 for the six months ended June 30, 2011 compared with last year. This decrease is primarily due to a change in rate, accounting for a \$1,315,000 decrease in our interest expense. The average interest rate on interest-bearing liabilities decreased 45 basis points, from 1.94% to 1.49%. The historically low interest rates supported by the Federal Reserve and current economic conditions had the effect of decreasing our short-term borrowing costs as well as rates on deposit products. Offsetting this, the average balance of interest-bearing liabilities increased \$62.0 million resulting in an increase in interest expense of \$396,000 (see also “Financial Condition – Deposits”).

- Interest expense on certificates of deposits decreased \$874,000 over the same period last year. The average balance of certificates of deposit decreased \$8.5 million causing a decrease in interest expense of \$109,000. There was also a decrease in the average rate on certificates of deposit from 2.67% to 2.18% resulting in a decrease in interest expense of \$765,000.
- The average balance of NOW accounts increased \$40.8 million accounting for an increase of \$413,000 in interest expense. The change in the average rate from 81 basis points to 53 basis points, contributed to a decrease in interest expense of \$507,000 resulting in a net decrease of \$94,000.

Tax equivalent net interest income for the three months ended June 30, 2011 was \$7,742,000 which compares to \$7,392,000 for the same period last year. This represents an increase of \$350,000 or 4.7%. Total tax equivalent interest income was \$10,231,000 compared with \$10,350,000 for the comparable period last year, a decrease of \$119,000:

- Of this amount, \$712,000 was due to an increase in volume as a result of a \$79.3 million increase in interest earning assets. This was offset by a decrease of \$831,000, which was a result of a decrease of 64 basis points on our yield on interest earning assets.

- Total investment income increased by \$171,000 compared to last year. This was predominantly due to a \$73.9 million increase in the average balance of investment securities offset by an 87 point decrease in rate on investments from 4.36% to 3.49%.

- Total loan interest income decreased \$293,000 compared to last year. This was predominantly due to a decrease in rate of 29 points from 6.81% to 6.52% offset by a change in volume as a result of a \$2.9 million increase in average loans outstanding.

Total interest expense decreased \$469,000 for the three months ended June 30, 2011 compared with last year. \$45,000 is attributable to an increase in volume due to a \$55.4 million increase in interest-bearing liabilities. Offsetting this increase is a decrease of \$514,000 due to a decrease in the average rate on interest-bearing liabilities of 43 basis points from 1.89% to 1.46%.

Provision For Loan Losses

For the six month period ending June 30, 2011, we recorded a provision for loan losses of \$375,000, which represents a decrease of \$165,000 over the \$540,000 provision recorded in the corresponding six months of last year. Although non-performing assets have increased from June 30, 2010, this increase occurred during 2010 and the related provisions were recorded during such time. Since December 31, 2010, our level of non-performing assets has improved. (see “Financial Condition – Allowance for Loan Losses and Credit Quality Risk”).

For the three months ending June 30, 2011, we recorded a provision of \$150,000 compared to \$235,000 in 2010.

Non-interest Income

Non-interest income for the six months ended June 30, 2011 totaled \$3,187,000, an increase of \$273,000 when compared to the same period in 2010. During the first six months of 2011, investment security gains amounted to \$234,000 compared to gains of \$99,000 last year. We sold two municipal bonds at a gain of \$1,000, eleven mortgage backed securities in government sponsored entities for gains totaling \$171,000 and a portion of a financial institution equity holding for a gain of \$48,000 due to favorable market conditions. We also sold two agency bonds for a gain of \$15,000 that were likely to be called later in 2011. During 2010, we sold two agency bonds at a gain of \$9,000, a mortgage backed security for a gain of \$55,000 and a U.S treasury for a gain of \$20,000. We also had two municipal bonds and an agency security called that resulted in total gains of \$15,000.

For the first six months of 2011, account service charges totaled \$1,843,000, an increase of \$53,000 or 3.0%, when compared to the same period in 2010. There was an increase of \$116,000 attributable to customers’ usage of their debit cards due to continuing efforts on the Bank’s part to encourage customers to pay for items utilizing this payment method. Management continues to monitor regulatory changes including the Durbin amendment to the Dodd-Frank Act, which regulates the level of interchange fee income the Bank is able to charge on debit card transactions, to determine the level of impact that these regulations will have on the fees that the Company realizes. Based on a review of the amendment and discussion with the payment processors utilized by the Company to process debit card transactions, we do not expect this amendment to have an impact on our financial results in the near term. This increase was offset by a decrease in fees charged to customers for non-sufficient funds of \$74,000 as a result of changes to Regulation E effective in August 2010 that limits the ability of the Bank to charge overdraft fees for debit card purchases and ATM withdrawals that are in excess of the customers deposit balance.

Trust, brokerage and insurance income increased \$17,000 as we continue to increase the principal amounts invested through us by our customers by adding additional employees to serve our customers’ needs. The majority of the increase in other income is the result of rental income associated with other real estate owned.

For the three month period ended June 30, 2011 service charges increased by \$65,000 compared to the same period in 2010. This increase was the result of a \$10,000 decrease in fees charged to customers for non-sufficient funds offset by an increase of \$59,000 attributable to customers’ usage of their debit cards and ATM income of \$15,000.

The following table shows the breakdown of non-interest income for the three and six months ended June 30, 2011 and 2010 (in thousands):

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| | Six months ended June 30, | | Change | |
|---------------------------------------|---------------------------|----------|--------|-------|
| | 2011 | 2010 | Amount | % |
| Service charges | \$ 1,843 | \$ 1,790 | \$ 53 | 3.0 |
| Trust | 303 | 281 | 22 | 7.8 |
| Brokerage and insurance | 218 | 223 | (5) | (2.2) |
| Gains on loans sold | 75 | 48 | 27 | 56.3 |
| Investment securities gains, net | 234 | 99 | 135 | 136.4 |
| Earnings on bank owned life insurance | 245 | 249 | (4) | (1.6) |
| Other | 269 | 224 | 45 | 20.1 |
| Total | \$ 3,187 | \$ 2,914 | \$ 273 | 9.4 |

| | Three months ended June 30, | | Change | |
|---------------------------------------|-----------------------------|----------|--------|--------|
| | 2011 | 2010 | Amount | % |
| Service charges | \$ 1,002 | \$ 937 | \$ 65 | 6.9 |
| Trust | 146 | 135 | 11 | 8.1 |
| Brokerage and insurance | 123 | 141 | (18) | (12.8) |
| Gains on loans sold | 34 | 35 | (1) | (2.9) |
| Investment securities gains, net | 114 | 35 | 79 | 225.7 |
| Earnings on bank owned life insurance | 124 | 125 | (1) | (0.8) |
| Other | 129 | 116 | 13 | 11.2 |
| Total | \$ 1,672 | \$ 1,524 | \$ 148 | 9.7 |

Non-interest Expense

Non-interest expenses increased \$576,000, or 6.6% for the six months ended June 30, 2011 compared to the same period in 2010. Salaries and employee benefits increased \$176,000 or 3.6%. Merit increases effective the beginning of 2011 and a slight increase in full time equivalent employees accounted for an increase of approximately \$192,000. Other increases included an increase of \$98,000 for expenses related to providing employee's insurance and a \$42,000

increase related to profit sharing expense. These increases were offset by decreases of \$116,000 in the Company's Supplemental Executive Retirement Plan (SERP) plan and a \$56,000 decrease related to the Company's defined benefit pension plan.

Occupancy and furniture and equipment expenses increased as a result of opening the new Wellsboro and Rome branches, as well as maintenance costs as a result of increased snowfall in 2011 versus 2010. FDIC insurance has increased due to the overall increase in deposit levels. ORE expenses have increased as a result of additional properties being owned by the Bank during the current period versus the same period last year and increased real estate taxes on behalf of certain loan customers. The largest increases in other expenses are losses on the sales of ORE properties of \$43,000, an increase in the provision for off-balance sheet items, which include unfunded commitments, available lines of credit and letters of credit of \$45,000 and increased Pennsylvania shares tax expense of \$23,000.

For the three months ended, June 30, 2011, salaries and employee benefits increased by \$102,000 due to the reasons described above, which include merit increases and increased headcount of \$84,000, insurance of \$54,000 and profit sharing expenses of \$22,000, offset by a decrease in SERP expense of \$72,000. For the reasons mentioned above, occupancy costs and FDIC insurance increased \$32,000 and \$33,000, respectively. The primary cause in the increase in other expenses is an increase in the provision for off-balance sheet items of \$45,000 in comparison to the same period in 2010.

The following tables reflect the breakdown of non-interest expense and professional fees for the three and six months ended June 30, 2011 and 2010 (in thousands):

| | Six months ended June 30, | | Change | |
|--------------------------------|---------------------------|-----------------|---------------|------------|
| | 2011 | 2010 | Amount | % |
| Salaries and employee benefits | \$ 5,033 | \$ 4,857 | \$ 176 | 3.6 |
| Occupancy | 719 | 603 | 116 | 19.2 |
| Furniture and equipment | 223 | 217 | 6 | 2.8 |
| Professional fees | 329 | 333 | (4) | (1.2) |
| Amortization of intangibles | 8 | 8 | - | - |
| FDIC Insurance | 500 | 454 | 46 | 10.1 |
| ORE expenses | 216 | 171 | 45 | 26.3 |
| Other | 2,232 | 2,041 | 191 | 9.4 |
| Total | \$ 9,260 | \$ 8,684 | \$ 576 | 6.6 |

| | Three months ended June 30, | | Change | |
|--------------------------------|-----------------------------|-----------------|---------------|------------|
| | 2011 | 2010 | Amount | % |
| Salaries and employee benefits | \$ 2,518 | \$ 2,416 | \$ 102 | 4.2 |
| Occupancy | 329 | 297 | 32 | 10.8 |
| Furniture and equipment | 106 | 111 | (5) | (4.5) |
| Professional fees | 172 | 153 | 19 | 12.4 |
| Amortization of intangibles | 4 | 4 | - | - |
| FDIC Insurance | 250 | 217 | 33 | 15.2 |
| ORE expenses | 60 | 90 | (30) | (33.3) |
| Other | 1,145 | 1,068 | 77 | 7.2 |
| Total | \$ 4,584 | \$ 4,356 | \$ 228 | 5.2 |

Provision For Income Taxes

The provision for income taxes was \$1,587,000 for the six month period ended June 30, 2011 compared to \$1,573,000 for the same period in 2010. The increase is primarily attributable to an increase in income before provision for

income taxes of \$318,000. Through management of our municipal loan and bond portfolios, management is focused on minimizing our effective tax rate. Our effective tax rate was 21.0% and 21.7% for the first six months of 2011 and 2010, respectively, compared to the statutory rate of 34%.

For the three-months ended June 30, 2011 the provision for income taxes was \$867,000 compared to \$815,000 for the same period in 2010. The increase is primarily attributable to an increase in income before provision for income taxes of \$272,000.

We have invested in four limited partnership agreements that established low-income housing projects in our market areas. For 2011, we will be recognizing tax credits related to the Wellsboro and Sayre markets, as we have already recognized the tax credits from the Towanda project and the Liberty area project began construction during the second quarter. In regards to the Liberty project, we expect to receive tax credits totaling \$1.4 million from this project beginning in 2012. We anticipate recognizing \$1.7 million of tax credits over the next eleven years, with an additional \$48,000 to be recognized during 2011.

Financial Condition

Total assets were \$853.0 million at June 30, 2011, an increase of \$40.5 million, or 5.0% from \$812.5 million at December 31, 2010. Investment securities increased 14.8% to \$288.6 million and net loans increased .7% to \$470.7 million at June 30, 2011. Total deposits increased \$32.4 million or 4.8% to \$713.1 million since year-end 2010. Borrowed funds have decreased \$588,000 to \$55.4 million compared with \$56.0 million at year-end.

Cash and Cash Equivalents

Cash and cash equivalents totaled \$44.4 million at June 30, 2011 compared to \$44.0 million at December 31, 2010, an increase of \$400,000. The Company has maintained a higher level of cash and cash equivalents than it has historically had as a result of the Company's deposit growth and cash flows from the investment portfolio, as discussed in more detail below. Management actively measures and evaluates its liquidity through our Asset – Liability committee and believes its liquidity needs are satisfied by the current balance of cash and cash equivalents, readily available access to traditional funding sources, Federal Home Loan Bank financing, federal funds lines with correspondent banks, brokered certificates of deposit and the portion of the investment and loan portfolios that mature within one year. Management expects that these sources of funds will permit us to meet cash obligations and off-balance sheet commitments as they come due.

Investments

Our investment portfolio increased by \$37.3 million or 14.8% from December 31, 2010 to June 30, 2011. During 2011, we purchased approximately \$52.5 million of U.S. agency obligations, \$5.2 million of mortgage backed securities in government sponsored entities, \$16.8 million of state and local obligations and \$59,000 of certain financial institutions equity securities, which help offset the \$5.6 million of principal repayments and \$26.5 million of calls that occurred during the year. We also sold \$7.8 million of U.S. agency obligations, mortgage backed securities government sponsored entities, state and local obligations and certain financial institutions equity securities at a net gain of \$234,000. The overall market value of our investment portfolio increased approximately \$3.3 million due to market fluctuations since year end. We have incurred significant unrealized gains in our U.S. agency obligations and state and local obligations since year end. Excluding our short-term investments consisting of monies held primarily at the Federal Reserve for liquidity purposes, our investment portfolio for the six month period ending June 30, 2011 yielded 3.59% compared to 4.45% for the same period in 2010 on a tax equivalent basis.

As mentioned above and seen in the table below, due to the continued low interest rate environment, we have experienced significant prepayments of our mortgage backed securities of \$5.6 million and calls on our agency bonds of \$22.5 million as well. Due to the amount of cash flow from the investment portfolio, an increase in deposits, and a lack of opportunities in other investment types, our strategy has been to reinvest funds mainly in short-term agency purchases (we purchased \$52.5 million during the first six months of 2011) and, when presented with the opportunity, high quality municipal bonds with final maturities of less than 20 years of which we purchased \$16.8 million in the first six months of 2011. We believe this strategy will enable us to reinvest cash flows in the next one to four years with improved investment opportunities.

Fair Market Value of Investment Portfolio

| | June 30, 2011 | | December 31, 2010 | |
|---|---------------|-------|-------------------|-------|
| | Amount | % | Amount | % |
| Available-for-sale: | | | | |
| U. S. Agency securities | \$ 145,426 | 50.4 | \$ 118,484 | 47.1 |
| Obligations of state & political subdivisions | 91,812 | 31.8 | 76,922 | 30.6 |
| Corporate obligations | 8,658 | 3.0 | 8,681 | 3.5 |
| Mortgage-backed securities in government sponsored entities | 41,380 | 14.3 | 46,015 | 18.3 |
| Equity securities in financial institutions | 1,334 | 0.5 | 1,201 | 0.5 |
| Total | \$ 288,610 | 100.0 | \$ 251,303 | 100.0 |

| | June 30, 2011/ December 31, 2010 | |
|---|-------------------------------------|--------|
| | Change Amount | % |
| Available-for-sale: | | |
| U. S. Agency securities | \$ 26,942 | 22.7 |
| Obligations of state & political subdivisions | 14,890 | 19.4 |
| Corporate obligations | (23) | (0.3) |
| Mortgage-backed securities in government sponsored entities | (4,635) | (10.1) |
| Equity securities in financial institutions | 133 | 11.1 |
| Total | \$ 37,307 | 14.8 |

Management continues to monitor the earnings performance and the liquidity of the investment portfolio on a regular basis. Through active balance sheet management and analysis of the securities portfolio, the Company believes it maintains sufficient liquidity to satisfy depositor requirements and various credit needs of its customers.

Loans

The Company's lending is focused in the north central Pennsylvania market and the southern tier of New York. The composition of our loan portfolio consists principally of retail lending, which includes single-family residential mortgages and other consumer lending, and commercial lending primarily to locally owned small businesses. New loans are generated primarily from direct loans to our existing customer base, with new customers generated by referrals from real estate brokers, building contractors, attorneys, accountants and existing customers.

Total loans increased approximately \$3.4 million or .7% during the first half of 2011. Residential real estate, agricultural real estate, and construction loans have decreased \$4.2 million, \$1.1 million and \$2.7 million, respectively. Commercial real estate, commercial and other loans and loans to state and political subdivisions increased \$4.7 million, \$2.4 million, and \$4.3 million, respectively.

During the first half of 2011, we continued to experience lower demand for residential real estate and consumer loans. Factors impacting this decline include demand for conforming rate loans and recessionary pressures outside of the local Marcellus Shale gas region. Loan demand for conforming mortgages, which the Company sells on the secondary market, has experienced an increase as customers who qualify continue to take advantage of this low interest rate environment in the secondary market. Through June 30, 2011, we have sold \$5.3 million of loans in the secondary market compared to \$3.2 million through this time last year. The Company recognizes fee income for servicing these sold loans, which is included in non-interest income on the Consolidated Statement of Income. Despite the current lower level of loan demand, management continues to explore new competitively priced products, which include partnering with a third party to provide access to government supported loan programs sponsored by the Federal Housing Administration and the U.S. Department of Veteran Affairs, that are attractive to our customers, and to build technologies which make it easier and more efficient for customers to choose the Company for their mortgage needs.

The continued weak economic environment has resulted in significantly lower loan demand, which has been offset by the lending opportunities related to the Marcellus Shale natural gas exploration efforts. We continuously review and pursue these opportunities, subject to our commitment to maintaining disciplined underwriting standards. The growth in commercial real estate lending was primarily the result of a transfer from the construction loan portfolio as a project was completed in the first quarter that was under construction at year end. The increase in other commercial loans reflects the Company's focus on commercial lending as a means to increase loan growth and obtain deposits from farmers and small businesses throughout our market area. The increase in state and political subdivision loans is the result of two loan relationships in Bradford County. We work closely with local municipalities to meet their needs that otherwise would be provided by the municipal bond market. Commercial real estate and other commercial loan demand is subject to significant competitive pressures, the local economy which is currently being impacted significantly by the Marcellus Shale gas exploration area, the yield curve and the strength of the overall regional and national economy.

| (in thousands) | June 30, 2011 | | December 31, 2010 | |
|--|------------------|-------|----------------------|-------|
| | Amount | % | Amount | % |
| Real estate: | | | | |
| Residential | \$ 180,817 | 37.9 | \$ 185,012 | 39.1 |
| Commercial | 157,165 | 33.0 | 152,499 | 32.2 |
| Agricultural | 17,953 | 3.8 | 19,078 | 4.0 |
| Construction | 7,095 | 1.5 | 9,766 | 2.1 |
| Consumer | 11,304 | 2.4 | 11,285 | 2.4 |
| Commercial and other loans | 49,551 | 10.4 | 47,156 | 10.0 |
| State & political subdivision loans | 53,027 | 11.0 | 48,721 | 10.2 |
| Total loans | 476,912 | 100.0 | 473,517 | 100.0 |
| Less allowance for loan losses | 6,163 | | 5,915 | |
| Net loans | \$ 470,749 | | \$ 467,602 | |

| (in thousands) | June 30, 2011/ December 31, 2010 Change | |
|--|---|--------|
| | Amount | % |
| Real estate: | | |
| Residential | \$ (4,195) | (2.3) |
| Commercial | 4,666 | 3.1 |
| Agricultural | (1,125) | (5.9) |
| Construction | (2,671) | (27.3) |
| Consumer | 19 | 0.2 |
| Commercial and other loans | 2,395 | 5.1 |
| State & political subdivision loans | 4,306 | 8.8 |
| Total loans | \$ 3,395 | 0.7 |

Allowance For Loan Losses

The allowance for loan losses is maintained at a level, which in management's judgment is adequate to absorb probable future loan losses inherent in the loan portfolio. The provision for loan losses is charged against current income. Loans deemed not collectable are charged-off against the allowance while subsequent recoveries increase the allowance. The following table presents an analysis of the allowance for loan losses and non-performing loans and assets as of and for the six months ended June 30, 2011 and for the years ended December 31, 2010, 2009, 2008, and 2007 (dollars in thousands):

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| | June 30, 2011 | 2010 | December 31, 2009 | 2008 | 2007 |
|---|------------------|------------|----------------------|------------|------------|
| Balance | | | | | |
| at beginning of period | \$ 5,915 | \$ 4,888 | \$ 4,378 | \$ 4,197 | \$ 3,876 |
| Charge-offs: | | | | | |
| Real estate: | | | | | |
| Residential | 101 | 147 | 76 | 31 | 64 |
| Commercial | 29 | 53 | 236 | 36 | 6 |
| Agricultural | - | - | 1 | 20 | - |
| Consumer | 33 | 35 | 80 | 44 | 103 |
| Commercial and other loans | - | 173 | 153 | 115 | 13 |
| Total loans charged-off | 163 | 408 | 546 | 246 | 186 |
| Recoveries: | | | | | |
| Real estate: | | | | | |
| Residential | - | 4 | 1 | 6 | 2 |
| Commercial | - | 11 | 1 | - | 79 |
| Agricultural | - | - | - | 20 | - |
| Consumer | 29 | 45 | 52 | 19 | 52 |
| Commercial and other loans | 7 | 120 | 77 | 52 | 9 |
| Total loans recovered | 36 | 180 | 131 | 97 | 142 |
| Net loans charged-off | 127 | 228 | 415 | 149 | 44 |
| Provision charged to expense | 375 | 1,255 | 925 | 330 | 365 |
| Balance at end of year | \$ 6,163 | \$ 5,915 | \$ 4,888 | \$ 4,378 | \$ 4,197 |
| Loans outstanding at end of period | \$ 476,912 | \$ 473,517 | \$ 456,384 | \$ 432,814 | \$ 423,379 |
| Average loans outstanding, net | \$ 470,778 | \$ 468,620 | \$ 442,921 | \$ 423,382 | \$ 411,927 |
| Non-performing assets: | | | | | |
| Non-accruing loans | \$ 9,789 | \$ 11,853 | \$ 5,871 | \$ 2,202 | \$ 1,915 |
| Accrual loans - 90 days or more past due | 167 | 692 | 884 | 383 | 275 |
| Total non-performing loans | \$ 9,956 | \$ 12,545 | \$ 6,755 | \$ 2,585 | \$ 2,190 |
| Foreclosed assets held for sale | 768 | 693 | 302 | 591 | 203 |
| Total non-performing assets | \$ 10,724 | \$ 13,238 | \$ 7,057 | \$ 3,176 | \$ 2,393 |
| Annualized net charge-offs to average loans | 0.05% | 0.05% | 0.09% | 0.04% | 0.01% |
| Allowance to total loans | 1.29% | 1.25% | 1.07% | 1.01% | 0.99% |
| Allowance to total non-performing loans | 61.90% | 47.15% | 72.36% | 169.36% | 191.64% |
| Non-performing loans as a percent of loans | | | | | |
| net of unearned income | 2.09% | 2.65% | 1.48% | 0.60% | 0.52% |
| Non-performing assets as a percent of loans | | | | | |
| net of unearned income | 2.25% | 2.80% | 1.55% | 0.73% | 0.57% |

The following table identifies amounts of loans contractually past due 30 to 90 days and non-performing loans by loan category, as well as the change from December 31, 2010 to June 30, 2011 in non-performing loans(dollars in thousands). Non-performing loans include those loans that are contractually past due 90 days or more and non-accrual loans. Interest does not accrue on non-accrual loans. Subsequent cash payments received are applied to the outstanding principal balance or recorded as interest income, depending upon management's assessment of its ultimate ability to collect principal and interest.

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| | June 30, 2011 Non-Performing Loans | | | | December 31, 2010 Non-Performing Loans | | | |
|---------------------------------|---|-----------------------------|----------------|-----------------------------|---|------------------------------------|----------------|--|
| | 90 Days 30 - 90 Days Past Due | 30 - 90 Days Past Due | Total | 30 - 90 Days Past Due | 90 Days Past Due Accruing | 90 Days Past Due Non-accrual | Total | |
| | Due | Due | Non-Performing | Due | Non-Performing | Non-Performing | Non-Performing | |
| Real estate: | | | | | | | | |
| Residential | \$ \$ 533 | \$ 606 | \$ 739 | \$ 1,436 | \$ 220 | \$ 502 | \$ 722 | |
| Commercial | 207 | 8,532 | 8,563 | 1,834 | 426 | 7,735 | 8,161 | |
| Agricultural | 534 | - | - | - | - | 2,241 | 2,241 | |
| Construction | - | - | - | - | - | - | - | |
| Consumer | 36 | - | 3 | 87 | 6 | 1 | 7 | |
| Commercial and other loans | 45 | 651 | 651 | 116 | 40 | 1,374 | 1,414 | |
| Total nonperforming loans | \$ \$ 1,309 | \$ 9,789 | \$ 9,956 | \$ 3,473 | \$ 692 | \$ 11,853 | \$ 12,545 | |

| | Change in Non-Performing Loans June 30, 2011 /December 31, 2010 | |
|---------------------------------|--|---------|
| | Amount | % |
| Real estate: | | |
| Residential | \$ 17 | 2.4 |
| Commercial | 402 | 4.9 |
| Agricultural | (2,241) | (100.0) |
| Construction | - | - |
| Consumer | (4) | (57.1) |
| Commercial and other loans | (763) | (54.0) |
| Total nonperforming loans | \$ (2,589) | (20.6) |

The Company utilizes a disciplined and thorough loan review process based upon our internal loan policy approved by the Company's Board of Directors. The purpose of the review is to assess loan quality, analyze delinquencies, identify problem loans, evaluate potential charge-offs and recoveries, and assess general overall economic conditions in the markets served. An external independent loan review is performed on our commercial portfolio semi-annually for the Company. The external consultant is engaged to 1) review a minimum of 60% of the dollar volume of the commercial loan portfolio on an annual basis, 2) review a sample of new commercial/agricultural loans originated in the last year, 3) review all relationships in aggregate over \$500,000, 4) review all aggregate loan relationships over \$100,000 which are over 90 days past due, classified Special Mention, Substandard, Doubtful, or Loss, and 5) such other loans which management or the consultant deems appropriate. As part of this review, our underwriting process and loan grading system is evaluated.

Management believes it uses the best information available to make such determinations and that the allowance for loan losses is adequate as of June 30, 2011. However, future adjustments could be required if circumstances differ substantially from assumptions and estimates used in making the initial determination. A prolonged downturn in the economy, continued high unemployment rates, significant changes in the value of collateral and delays in receiving financial information from borrowers could result in increased levels of non-performing assets, charge-offs, loan loss provisions and reduction in income. Additionally, bank regulatory agencies periodically examine the Bank's allowance for loan losses. The banking agencies could require the recognition of additions to the allowance for loan losses based upon their judgment of information available to them at the time of their examination.

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

The adequacy of the allowance for loan losses is subject to a formal, quarterly analysis by management of the Company. In order to better analyze the risks associated with the loan portfolio, the entire portfolio is divided into several categories. As stated above, loans on non-accrual status are specifically reviewed for impairment and given a specific reserve, if appropriate. Loans evaluated and not found to be impaired are included with other performing loans, by category, by their respective homogenous pools. Three year average historical loss factors are calculated for each pool and applied to the performing portion of the loan category. The historical loss factors for both reviewed and homogeneous pools are adjusted based upon the following qualitative factors:

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

The balance in the allowance for loan losses was \$6,163,000 or 1.29% of total loans as of June 30, 2011 as compared to \$5,915,000 or 1.25% of loans as of December 31, 2010. The \$248,000 increase is a result of a \$375,000 provision for the first six months less net charge-offs of \$127,000. Gross charge-offs for the first six months of 2011 were \$163,000. Gross charge-offs for the first six months of 2010 were \$141,000 and for all of 2010 were \$408,000. The following table shows the distribution of the allowance for loan losses and the percentage of loans compared to total loans by loan category (dollars in thousands) as of the three months ended June 30, 2011 and for the years ended December 31, 2010, 2009, 2008 and 2007:

| | June 30 | | 2010 | | December 31 | | 2009 | | 2008 | | 2007 | |
|-------------------------------------|----------|-------|----------|-------|-------------|-------|----------|-------|----------|-------|--------|---|
| | Amount | % | Amount | % | Amount | % | Amount | % | Amount | % | Amount | % |
| Real estate loans: | | | | | | | | | | | | |
| Residential | \$ 678 | 37.9 | \$ 969 | 39.1 | \$ 801 | 42.7 | \$ 694 | 46.0 | \$ 599 | 47.7 | | |
| Commercial, agricultural | 3,912 | 36.8 | 3,380 | 36.2 | 2,864 | 33.6 | 2,303 | 28.8 | 2,128 | 27.7 | | |
| Construction | 13 | 1.5 | 22 | 2.1 | 20 | 1.2 | 5 | 2.6 | - | 2.7 | | |
| Consumer | 109 | 2.4 | 108 | 2.4 | 131 | 2.6 | 449 | 2.7 | 424 | 3.1 | | |
| Commercial and other loans | 712 | 10.4 | 983 | 10.0 | 918 | 9.7 | 807 | 8.8 | 736 | 8.2 | | |
| State & political subdivision loans | 119 | 11.0 | 137 | 10.1 | 93 | 10.1 | 19 | 11.1 | 22 | 10.6 | | |
| Unallocated | 620 | N/A | 316 | N/A | 60 | N/A | 101 | N/A | 288 | N/A | | |
| | \$ 6,163 | 100.0 | \$ 5,915 | 100.0 | \$ 4,888 | 100.0 | \$ 4,378 | 100.0 | \$ 4,197 | 100.0 | | |

Total allowance for
loan losses

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For the six month period ending June 30, 2011, we recorded a provision for loan losses of \$375,000, which compares to \$540,000 for the same time period in 2010. The decrease is attributable to current economic conditions and a decrease in non-performing loans in comparison to year end. Non-performing loans decreased \$2.6 million or 20.6%, from December 31, 2010 to June 30, 2011 as a result of an agricultural customer returning to accrual status. Approximately 88.7% of the Bank's non-performing loans are associated with the following four customer relationships:

- A commercial customer with a total loan relationship of \$5.7 million originally secured by 140 residential properties and one commercial building is considered non-accrual as of June 30, 2011. In the first quarter of 2011, the Company and Borrower entered into a forbearance agreement to restructure the debt. Under this agreement, the Bank received cash of \$160,000 and additional collateral with an assessed value of approximately \$1.2 million. In exchange, the Bank has agreed to accept payments based on new interest rates through February 2020 at which time the loans will be paid in full or will pay an increased rate for an 11 additional years. As a result of the troubled debt restructuring, the Bank has a specific reserve of \$128,000 as of June 30, 2011, which was based on the present value of the expected cash flows agreed to as part of the forbearance agreement. The loan has remained current during the entire time the agreement was negotiated and through July 2011.
- A commercial customer with a relationship of approximately \$1.7 million was placed on non-accrual status in the first quarter of 2011. During the second quarter, the Bank had to advance \$250,000 on a standby letter of credit for the customer. \$1.5 million of the relationship is subject to USDA guarantees. The current economic conditions related to the timber industry have significantly impacted the cash flows from the customer's activities. Management reviewed the collateral and guarantees and determined that a specific reserve allocation of \$8,000 was required as of June 30, 2011 based on the appraised value of collateral.
 - A commercial customer with a relationship of approximately \$1.0 million is considered non-accrual as of June 30, 2011. The current recessionary economic conditions have significantly impacted the cash flows from the customer's activities. Management reviewed the collateral and determined that a specific reserve allocation of \$187,000 was required as of June 30, 2011 based on the appraised value of collateral. The customer has indicated a willingness to provide additional collateral, which management is currently evaluating, and terming the loan out over a five year period utilizing a twenty year amortization.
- A commercial customer with a total relationship of \$359,000 composed of commercial real estate and other commercial loans was placed on non-accrual in 2010 due to inadequate cash flows as a result of the downturn in the economy, which has had a significant impact on his modular home business. Management reviewed the collateral and determined that a specific reserve allocation of \$103,000 was required as of June 30, 2011 based on the appraised value of collateral.

The decrease in loans 30-89 days past due is primarily the result of approximately \$1.5 million of loans being considered nonaccrual as of June 30, 2011 that were less than 90 days past due as of December 31, 2010.

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

- While non-performing loans are still higher than the Company's historical levels, 57.6% of this balance is associated with one customer, whose debt was recently restructured and whose balances at July 31, 2011 were current. Additionally, in the first half of 2011, we have experienced a decrease in our non-performing assets of \$2.5 million or 18.5% since December 31, 2010.
- Net and gross charge-offs continue to be low in relation to the size of the Bank's loan portfolio and compared to our peer group.
-

We have not experienced the significant decrease in the collateral values of local residential, commercial or agricultural real estate loan portfolios as seen in other parts of the country. Real estate market values in our market area did not realize the significant, and sometimes speculative, increases as seen in other parts of the country. As such, the collateral value of our real estate loans has not significantly deteriorated during 2011, 2010 or 2009. In addition, our market area is predominately centered in the Marcellus Shale natural gas exploration and drilling area. These natural gas exploration and drilling activities have significantly impacted the overall interest in real estate in our market area due to the related lease and royalty revenues associated with it. The natural gas activities have had a positive impact on the value of local real estate.

Bank Owned Life Insurance

The Company purchased bank owned life insurance to offset future employee benefit costs. As of June 30, 2011 the cash surrender value of this life insurance is \$13,416,000, which has resulted in income recognized in the first six months ended June 30, 2011 of \$245,000 compared to \$249,000 for the same period in 2010. The use of life insurance policies provides the Bank with an asset that will generate earnings to partially offset the current costs of benefits, and eventually (at the death of the individuals) provides partial recovery of cash outflows associated with the benefits.

Premises and Equipment

Premises and equipment decreased approximately \$547,000 from \$12.5 million at December 31, 2010 to \$12.0 million at June 30, 2011. This occurred primarily as a result of depreciation for 2011 of \$330,000, a transfer of a branch building to other assets in the amount of \$282,000, which was subsequently sold in July 2011, offset by purchases totaling approximately \$65,000.

Deposits

Deposits increased \$32.4 million or 4.8%, since December 31, 2010. The increase in deposits is due to several reasons. Our market continues to be impacted by the Marcellus Shale gas exploration activities and we have developed products specifically targeting those that have benefited from this activity. Furthermore, our customers appear to be reluctant to invest in other financial markets again due to the turbulence, volatility and weak market conditions that have recently been experienced. Additionally, we believe that our historical financial performance, reputation as a strong, local community bank, acquisitions of local competitors from institutions outside of our general market area, our focus on developing relationships with the local municipalities and the fact that the Company did not participate in the Troubled Asset Relief Program Capital Purchase Program has positioned the Company as a leading financial institution within our service area with the ability to meet our customers' needs and expectations.

As of June 30, 2011, non-interest-bearing deposits, NOW accounts, savings accounts and money market deposit accounts, have all increased by \$5.0 million, \$15.2 million, \$9.5 million, and \$5.5 million, respectively, from December 31, 2010. Certificates of deposit have decreased \$2.8 million since December 31, 2010, as a result of customers investing in other options in this low rate environment. As mentioned, oil and gas exploration has had an impact on this segment as well. The Bank currently does not have any outstanding brokered certificates of deposit.

| (in thousands) | June 30, 2011 | | December 31, 2010 | |
|-------------------------------|------------------|-------|----------------------|-------|
| | Amount | % | Amount | % |
| Non-interest-bearing deposits | \$ 80,545 | 11.3 | \$75,589 | 11.1 |
| NOW accounts | 191,803 | 26.9 | 176,625 | 25.9 |
| Savings deposits | 71,216 | 10.0 | 61,682 | 9.1 |
| Money market deposit accounts | 55,717 | 7.8 | 50,201 | 7.4 |
| Certificates of deposit | 313,846 | 44.0 | 316,614 | 46.5 |
| Total | \$ 713,127 | 100.0 | \$ 680,711 | 100.0 |

| (in thousands) | June 30, 2011/ December 31, 2010 | |
|-------------------------------|-------------------------------------|-------|
| | Amount | % |
| Non-interest-bearing deposits | \$ 4,956 | 6.6 |
| NOW accounts | 15,178 | 8.6 |
| Savings deposits | 9,534 | 15.5 |
| Money market deposit accounts | 5,516 | 11.0 |
| Certificates of deposit | (2,768) | (0.9) |
| Total | \$ 32,416 | 4.8 |

Borrowed Funds

Borrowed funds decreased \$588,000 during the first six months of 2011. The majority of this decrease is the result of a \$1.0 million dollar note maturing in the second quarter. The Bank's current strategy for borrowings is to consider replacing any maturities with five to ten year borrowings due to the current interest rate environment. The Company's daily cash requirements or short-term investments are primarily met by using the financial instruments available primarily through the Federal Home Loan Bank of Pittsburgh.

In December 2003, the Company formed a special purpose entity, Citizens Financial Statutory Trust I ("the Entity"), to issue \$7,500,000 of floating rate obligated mandatory redeemable securities as part of a pooled offering. The rate is determined quarterly based on the 3 month LIBOR plus 2.80%. The Entity may redeem them, in whole or in part, at face value at any time. The Company borrowed the proceeds of the issuance from the Entity in December 2003 in the form of a \$7,500,000 note payable, which is included within "Borrowed Funds" in the liabilities section of the Company's balance sheet. Under current accounting rules, the Company's minority interest in the Entity was recorded at the initial investment amount and is included in the other assets section of the balance sheet. The Entity is not consolidated as part of the Company's consolidated financial statements.

In December, 2008, the Company entered into an interest rate swap agreement to convert the above mentioned floating-rate debt to fixed rate debt on a notional amount of \$7.5 million. The interest rate swap instrument involves an agreement to receive a floating rate and pay a fixed rate, at specified intervals, calculated on the agreed-upon notional amount. The differentials paid or received on interest rate swap agreements are recognized as adjustments to interest expense in the period. The interest rate swap agreement was entered into on December 17, 2008 and expires December 17, 2013. The fair value of the interest rate swap at June 30, 2011 was a liability of \$408,000 and is included within other liabilities on the Consolidated Balance Sheet.

Stockholder's Equity

We evaluate stockholders' equity in relation to total assets and the risks associated with those assets. The greater the capital resource, the more likely a corporation will meet its cash obligations and absorb unforeseen losses. For these reasons, capital adequacy has been, and will continue to be, of paramount importance.

Total stockholders' equity was \$75.3 million at June 30, 2011 compared to \$68.7 million at December 31, 2010, an increase of \$6.6 million or 9.6%. Excluding accumulated other comprehensive income, stockholder's equity increased \$4.4 million, or 6.9%. In the first six months of 2011, the Company had net income of \$6.0 million and paid dividends of \$1.5 million, of which \$100,000 was released from treasury stock for shareholder dividend reinvestment plans, representing a dividend payout ratio of 25.4%. The Company purchased 5,885 shares of treasury stock at a

weighted average cost of \$36.08 per share and 3,968 shares awarded as part of the restricted stock plan at a weighted average cost of \$37.35.

All of the Company's investment securities are classified as available-for-sale, making this portion of the Company's balance sheet more sensitive to the changing market value of investments. Accumulated other comprehensive income increased \$2.2 million from December 31, 2010 as a result of market value fluctuations.

The Company has also complied with standards of being well capitalized mandated by the banking regulators. The Company's primary regulators have established "risk-based" capital requirements designed to measure capital adequacy. Risk-based capital ratios reflect the relative risks associated with various assets entities hold in their portfolios. A weight category of 0% (lowest risk assets), 20%, 50%, or 100% (highest risk assets), is assigned to each asset on the balance sheet. The Company's computed risk-based capital ratios are as follows (dollars in thousands):

| | June 30, 2011 | | December 31, 2010 | |
|--|------------------|--------|----------------------|--------|
| Total capital (to risk-weighted assets) | Amount | Ratio | Amount | Ratio |
| Company | \$ 77,239 | 15.70% | \$ 72,371 | 14.97% |
| For capital adequacy purposes | 39,360 | 8.00% | 38,678 | 8.00% |
| To be well capitalized | 49,200 | 10.00% | 48,348 | 10.00% |
| Tier I capital (to risk-weighted assets) | | | | |
| Company | \$ 70,919 | 14.41% | \$ 66,327 | 13.72% |
| For capital adequacy purposes | 19,680 | 4.00% | 19,339 | 4.00% |
| To be well capitalized | 29,520 | 6.00% | 29,008 | 6.00% |
| Tier I capital (to average assets) | | | | |
| Company | \$ 70,919 | 8.53% | \$ 66,327 | 8.32% |
| For capital adequacy purposes | 33,253 | 4.00% | 31,890 | 4.00% |
| To be well capitalized | 41,567 | 5.00% | 39,862 | 5.00% |

The Bank's computed risk-based capital ratios are as follows (dollars in thousands):

| (dollars in thousands) | June 30, 2011 | | December 31, 2010 | |
|--|------------------|--------|----------------------|--------|
| Total capital (to risk-weighted assets) | Amount | Ratio | Amount | Ratio |
| Bank | \$ 71,741 | 14.62% | \$ 66,814 | 13.87% |
| For capital adequacy purposes | 39,251 | 8.00% | 38,551 | 8.00% |
| To be well capitalized | 49,064 | 10.00% | 48,189 | 10.00% |
| Tier I capital (to risk-weighted assets) | | | | |
| Bank | \$ 65,535 | 13.36% | \$ 60,899 | 12.64% |
| For capital adequacy purposes | 19,626 | 4.00% | 19,276 | 4.00% |
| To be well capitalized | 29,438 | 6.00% | 28,913 | 6.00% |
| Tier I capital (to average assets) | | | | |

| | | | | | | |
|-------------------------------|----|--------|-------|----|--------|-------|
| Bank | \$ | 65,535 | 7.90% | \$ | 60,899 | 7.65% |
| For capital adequacy purposes | | 33,194 | 4.00% | | 31,836 | 4.00% |
| To be well capitalized | | 41,492 | 5.00% | | 39,794 | 5.00% |

Off Balance Sheet Activities

Some financial instruments, such as loan commitments, credit lines, and letters of credit are issued to meet customer financing needs. The contractual amount of financial instruments with off-balance sheet risk was as follows at June 30, 2011 (in thousands):

Commitments

| | |
|---------------------------|----------|
| to extend credit | \$93,787 |
| Standby letters of credit | 4,041 |
| | \$89,746 |

We also offer limited overdraft protection as a non-contractual courtesy which is available to demand deposit accounts in good standing for personal. Effective in the third quarter of 2010, overdraft charges as a result of ATM withdrawals and one time point of sale (non-recurring) transactions require prior approval of the customer. The non-contractual amount of financial instruments with off-balance sheet risk at June 30, 2011 was \$10,635,000. The Company reserves the right to discontinue this service without prior notice.

Liquidity

Liquidity is a measure of the Company's ability to efficiently meet normal cash flow requirements of both borrowers and depositors. To maintain proper liquidity, we use funds management policies along with our investment policies to assure we can meet our financial obligations to depositors, credit customers and stockholders. Liquidity is needed to meet depositors' withdrawal demands, extend credit to meet borrowers' needs, provide funds for normal operating expenses and cash dividends, and to fund other capital expenditures.

Cash generated by operating activities, investing activities and financing activities influences liquidity management. Our Company's historical activity in this area can be seen in the Consolidated Statement of Cash Flows. The most important source of funds is the deposits that are primarily core. Repayment of principal on outstanding loans and cash flows created from the investment portfolio also a factor in liquidity management. Other sources of funding include brokered certificates of deposit and the sale of loans or investments, if needed.

The Company's use of funds is shown in the investing activity section of the Consolidated Statement of Cash Flows, where the net loan activity is presented. Other significant uses of funds include purchasing stock from the Federal Home Loan Bank (FHLB) of Pittsburgh, as well as capital expenditures. Capital expenditures, including those for potential future branches during the first six months of 2011 were \$610,000, compared to \$788,000 during the same time period in 2010. The acquisition of land in Lock Haven accounted for most of the expenditure in 2011, while the construction of the new branch in Wellsboro, Pennsylvania accounted for the expenditures in 2010.

Short-term debt from the FHLB supplements the Bank's availability of funds. The Bank achieves liquidity primarily from temporary or short-term investments in the Federal Reserve and the FHLB. The Bank has a maximum borrowing capacity at the FHLB of approximately \$238.9 million, of which \$38.0 million was outstanding at June 30, 2011. Additionally, we have a Federal funds line totaling \$10.0 million from a third party bank at market rates. This line is not drawn upon. We also have borrower in custody line with the Federal Reserve Bank of approximately \$14.5 million, which also is not drawn upon as of June 30, 2011.

Citizens Financial is a separate legal entity from the Bank and must provide for its own liquidity. In addition to its operating expenses, Citizens Financial is responsible for paying any dividends declared to its shareholders. Citizens Financial also has repurchased shares of its common stock. Citizens Financial's primary source of income is dividends received from the Bank. The Bank may not, under the National Bank Act, declare a dividend without approval of the OCC, unless the dividend to be declared by the Bank's Board of Directors does not exceed the total of: (i) the Bank's net profits for the current year to date, plus (ii) its retained net profits for the preceding two current years, less any required transfers to surplus. In addition, the Bank can only pay dividends to the extent that its retained net profits (including the portion transferred to surplus) exceed its bad debts. The Federal Reserve Board, the OCC and the FDIC have formal and informal policies which provide that insured banks and bank holding companies should generally pay dividends only out of current operating earnings, with some exceptions. The Prompt Corrective Action Rules, described above, further limit the ability of banks to pay dividends, because banks which are not classified as well capitalized or adequately capitalized may not pay dividends and no dividend may be paid which would make the Bank undercapitalized after the dividend. At June 30, 2011, Citizens Financial had liquid assets of \$4.2 million.

Interest Rate and Market Risk Management

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

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

Currently, our Company has equity securities that represent only .5% of our investment portfolio and, therefore, equity risk is not significant.

The primary components of interest-sensitive assets include adjustable-rate loans and investments, loan repayments, investment maturities and money market investments. The primary components of interest-sensitive liabilities include maturing certificates of deposit, IRA certificates of deposit and short-term borrowings. Savings deposits, NOW accounts and money market investor accounts are considered core deposits and are not short-term interest sensitive (except for the top-tier money market investor accounts which are paid current market interest rates).

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

Our Company currently uses a computer simulation model to better measure the impact of interest rate changes on net interest income. We use the model as part of our risk management process that will effectively identify, measure, and monitor our Company's risk exposure.

We use numerous interest rate simulations employing a variety of assumptions to evaluate our interest rate risk exposure. Various analysis performed in the second quarter ranging from a decrease in interest rates of 100 to an increase in interest rates of 500 would have a minor impact on our Company's anticipated net interest income over the next twelve to twenty-four months.

Item 3-Quantitative and Qualitative Disclosure About Market Risk

In the normal course of conducting business activities, the Company is exposed to market risk, principally interest rate risk, through the operations of its banking subsidiary. Interest rate risk arises from market driven fluctuations in interest rates that affect cash flows, income, expense and values of financial instruments and was discussed previously in this Form 10-Q. Management and a committee of the Board of Directors manage interest rate risk (see also "Interest Rate and Market Risk Management").

No material changes in market risk strategy occurred during the current period. A detailed discussion of market risk is provided in the SEC Form 10-K for the period ended December 31, 2010.

Item 4-Control and Procedures

(a) Disclosure Controls and Procedures

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

(b) Changes to Internal Control Over Financial Reporting

There were no changes in the Company's internal control over financial reporting during the three months ended June 30, 2011 that have materially affected, or are reasonable likely to materially affect, the Company's internal control over financial reporting.

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PART II - OTHER INFORMATION

Item 1 - Legal Proceedings

Management is not aware of any litigation that would have a material adverse effect on the consolidated financial position of the Company. Any pending proceedings are ordinary, routine litigation incidental to the business of the Company and its subsidiary. In addition, no material proceedings are pending or are known to be threatened or contemplated against the Company and its subsidiary by government authorities.

Item 1A – Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, “Item 1.A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2010, which could materially affect our business, financial condition or future results. At June 30, 2011 the risk factors of the Company have not changed materially from those reported in our Annual Report on Form 10-K. However, the risks described in our Annual Report on Form 10-K are not the only risks that we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

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

ISSUER PURCHASES OF EQUITY SECURITIES

| Period | Total Number of Shares (or units Purchased) | Average Price Paid per Share (or Unit) | Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans of Programs | Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs (1) |
|-------------------|---|--|---|---|
| 4/1/11 to 4/30/11 | - | \$0.00 | - | 30,977 |
| 5/1/11 to 5/31/11 | - | \$0.00 | - | 30,977 |
| 6/1/11 to 6/30/11 | - | \$0.00 | - | 30,977 |
| Total | - | \$0.00 | - | 30,977 |

(1) On January 7, 2006, the Company announced that the Board of Directors authorized the Company to repurchase up to 140,000 shares. The repurchases will be conducted through open-market purchases or privately negotiated transactions and will be made from time to time depending on market conditions and other factors. No time limit was placed on the duration of the share repurchase program. Any repurchased shares will be held as treasury stock and will be available for general corporate purposes.

Item 3 - Defaults Upon Senior Securities

Not applicable.

Item 4 – [Removed and reserved]

Item 5 - Other Information

None

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Item 6 - Exhibits

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

- 3.1 Articles of Incorporation of Citizens Financial Services, Inc., as amended (1)
- 3.2 Bylaws of Citizens Financial Services, Inc.(2)
- 4.1 Instrument defining the rights of security holders.(3)
- 4.2 No long term debt instrument issued by the Company exceeds 10% of consolidated assets or is registered. In accordance with paragraph 4(iii) of Item 601(b) of Regulation S-K, the Company will furnish the Securities and Exchange Commission copies of long-term debt instruments and related agreements upon request.
- 31.1 Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer
- 31.2 Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer
- 32.1 Section 1350 Certification of Chief Executive Officer and Chief Financial Officer
- 101 * The following materials from the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2011, formatted in XBRL (Extensible Business Reporting Language): (i) The Consolidated Balance Sheets (unaudited), (ii) the Consolidated Statements of Income (unaudited), (iii) the Consolidated Statements of Comprehensive Income (unaudited), (iv) the Consolidated Statements of Cash Flows (unaudited) and (v) related notes (unaudited).

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

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

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

* Furnished, not filed.

Signatures

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

Citizens Financial Services, Inc.
(Registrant)

August 15, 2011

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

August 15, 2011

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

