

PENNS WOODS BANCORP INC  
Form 10-Q  
November 10, 2014  
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

ý Quarterly Report pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934  
for the Quarterly Period Ended September 30, 2014.

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

For the Transition Period from \_\_\_\_\_ to \_\_\_\_\_.

No. 0-17077  
(Commission File Number)

PENNS WOODS BANCORP, INC.  
(Exact name of Registrant as specified in its charter)  
PENNSYLVANIA  
(State or other jurisdiction of  
incorporation or organization)

23-2226454  
(I.R.S. Employer  
Identification No.)

300 Market Street, P.O. Box 967 Williamsport,  
Pennsylvania  
(Address of principal executive offices)

17703-0967  
(Zip Code)

(570) 322-1111  
Registrant's telephone number, including area code

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

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

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

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Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Small 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

On November 1, 2014 there were 4,807,903 shares of the Registrant's common stock outstanding.

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## Part I. FINANCIAL INFORMATION

## Item 1. Financial Statements

PENNS WOODS BANCORP, INC.  
CONSOLIDATED BALANCE SHEET  
(UNAUDITED)

(In Thousands, Except Share Data)	September 30, 2014	December 31, 2013
<b>ASSETS:</b>		
Noninterest-bearing balances	\$19,556	\$23,723
Interest-bearing balances in other financial institutions	5,686	770
Federal funds sold	—	113
Total cash and cash equivalents	25,242	24,606
Investment securities available for sale, at fair value	233,634	288,612
Loans held for sale	1,602	1,626
Loans	890,727	818,344
Allowance for loan losses	(9,250)	(10,144)
Loans, net	881,477	808,200
Premises and equipment, net	21,509	20,184
Accrued interest receivable	4,298	4,696
Bank-owned life insurance	25,781	25,410
Investment in limited partnerships	1,725	2,221
Goodwill	17,104	17,104
Intangibles	1,538	1,801
Deferred tax asset	7,036	9,889
Other assets	6,176	7,646
<b>TOTAL ASSETS</b>	<b>\$1,227,122</b>	<b>\$1,211,995</b>
<b>LIABILITIES:</b>		
Interest-bearing deposits	\$756,540	\$755,625
Noninterest-bearing deposits	232,588	217,377
Total deposits	989,128	973,002
Short-term borrowings	17,213	26,716
Long-term borrowings	71,202	71,202
Accrued interest payable	411	405
Other liabilities	12,164	12,855
<b>TOTAL LIABILITIES</b>	<b>1,090,118</b>	<b>1,084,180</b>
<b>SHAREHOLDERS' EQUITY:</b>		
Preferred stock, no par value, 3,000,000 shares authorized; no shares issued	—	—
Common stock, par value \$8.33, 15,000,000 shares authorized; 5,001,972 and 4,999,929 shares issued	41,682	41,665
Additional paid-in capital	49,871	49,800
Retained earnings	52,482	47,554
Accumulated other comprehensive loss:		
Net unrealized gain (loss) on available for sale securities	2,514	(2,169)
Defined benefit plan	(2,725)	(2,725)
Treasury stock at cost, 192,340 and 180,596 shares	(6,820)	(6,310)

TOTAL SHAREHOLDERS' EQUITY	137,004	127,815
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$1,227,122	\$1,211,995

See accompanying notes to the unaudited consolidated financial statements.

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PENNS WOODS BANCORP, INC.  
CONSOLIDATED STATEMENT OF INCOME  
(UNAUDITED)

(In Thousands, Except Per Share Data)	Three Months Ended		Nine Months Ended	
	September 30, 2014	2013	September 30, 2014	2013
INTEREST AND DIVIDEND INCOME:				
Loans, including fees	\$9,298	\$9,211	\$27,023	\$23,256
Investment securities:				
Taxable	1,198	1,570	4,062	4,520
Tax-exempt	837	1,124	2,660	3,553
Dividend and other interest income	127	74	401	208
TOTAL INTEREST AND DIVIDEND INCOME	11,460	11,979	34,146	31,537
INTEREST EXPENSE:				
Deposits	748	855	2,247	2,406
Short-term borrowings	5	16	32	63
Long-term borrowings	489	479	1,431	1,480
TOTAL INTEREST EXPENSE	1,242	1,350	3,710	3,949
NET INTEREST INCOME	10,218	10,629	30,436	27,588
PROVISION FOR LOAN LOSSES	460	600	1,245	1,675
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	9,758	10,029	29,191	25,913
NON-INTEREST INCOME:				
Service charges	620	671	1,822	1,651
Securities gains (losses), net	2,145	(3	) 3,025	2,257
Bank-owned life insurance	185	199	736	481
Gain on sale of loans	602	551	1,313	1,204
Insurance commissions	212	286	915	797
Brokerage commissions	282	250	804	797
Other	878	888	2,449	1,923
TOTAL NON-INTEREST INCOME	4,924	2,842	11,064	9,110
NON-INTEREST EXPENSE:				
Salaries and employee benefits	4,126	4,515	12,796	11,025
Occupancy	547	554	1,729	1,302
Furniture and equipment	591	422	1,910	1,242
Pennsylvania shares tax	232	225	738	617
Amortization of investment in limited partnerships	165	165	496	496
Federal Deposit Insurance Corporation deposit insurance	193	173	572	421
Marketing	144	156	380	371
Intangible amortization	82	91	263	122
Other	2,233	2,674	6,494	6,195
TOTAL NON-INTEREST EXPENSE	8,313	8,975	25,378	21,791
INCOME BEFORE INCOME TAX PROVISION	6,369	3,896	14,877	13,232
INCOME TAX PROVISION	1,576	650	3,152	2,643
NET INCOME	\$4,793	\$3,246	\$11,725	\$10,589
EARNINGS PER SHARE - BASIC	\$0.99	\$0.67	\$2.43	\$2.48
EARNINGS PER SHARE - DILUTED	\$0.99	\$0.67	\$2.43	\$2.48
WEIGHTED AVERAGE SHARES OUTSTANDING - BASIC	4,820,346	4,818,494	4,820,041	4,272,989

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WEIGHTED AVERAGE SHARES OUTSTANDING - DILUTED	4,820,346	4,818,494	4,820,041	4,272,989
DIVIDENDS DECLARED PER SHARE	\$0.47	\$0.47	\$1.41	\$1.66

See accompanying notes to the unaudited consolidated financial statements.

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PENNS WOODS BANCORP, INC.  
 CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME  
 (UNAUDITED)

(In Thousands)	Three Months Ended		Nine Months Ended September	
	September 30,		30,	
	2014	2013	2014	2013
Net Income	\$4,793	\$3,246	\$11,725	\$10,589
Other comprehensive (loss) income:				
Change in unrealized gain (loss) on available for sale securities	863	(1,647	) 10,121	(14,354
Tax effect	(293	) 560	(3,442	) 4,881
Net realized (gain) loss included in net income	(2,145	) 3	(3,025	) (2,257
Tax effect	729	(1	) 1,029	767
Total other comprehensive (loss) income	(846	) (1,085	) 4,683	(10,963
Comprehensive income (loss)	\$3,947	\$2,161	\$16,408	\$(374

See accompanying notes to the unaudited consolidated financial statements.

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PENNS WOODS BANCORP, INC.  
CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY  
(UNAUDITED)

(In Thousands, Except Per Share Data)	COMMON STOCK			RETAINED EARNINGS	ACCUMULATED		TOTAL SHAREHOLDERS' EQUITY
	SHARES	AMOUNT	ADDITIONAL PAID-IN CAPITAL		OTHER COMPREHENSIVE INCOME (LOSS)	TREASURY STOCK	
Balance, December 31, 2012	4,019,112	\$33,492	\$18,157	\$43,030	\$5,357	\$(6,310)	\$93,726
Net income				10,589			10,589
Other comprehensive loss					(10,963)		(10,963)
Dividends declared, (\$1.66 per share)				(7,295)			(7,295)
Common shares issued for employee stock purchase plan	1,394	12	47				59
Common shares issued for acquisition of Luzerne National Bank Corporation	978,977	8,158	31,578				39,736
Balance, September 30, 2013	4,999,483	\$41,662	\$49,782	\$46,324	\$(5,606)	\$(6,310)	\$125,852

(In Thousands, Except Per Share Data)	COMMON STOCK			RETAINED EARNINGS	ACCUMULATED		TOTAL SHAREHOLDERS' EQUITY
	SHARES	AMOUNT	ADDITIONAL PAID-IN CAPITAL		OTHER COMPREHENSIVE INCOME (LOSS)	TREASURY STOCK	
Balance, December 31, 2013	4,999,929	\$41,665	\$49,800	\$47,554	\$(4,894)	\$(6,310)	\$127,815
Net income				11,725			11,725
Other comprehensive income					4,683		4,683
Dividends declared, (\$1.41 per share)				(6,797)			(6,797)
Common shares issued for employee stock purchase plan	2,043	17	71				88
Purchase of treasury stock (11,744 shares)						(510)	(510)
Balance, September 30, 2014	5,001,972	\$41,682	\$49,871	\$52,482	\$(211)	\$(6,820)	\$137,004

See accompanying notes to the unaudited consolidated financial statements.

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PENNS WOODS BANCORP, INC.  
CONSOLIDATED STATEMENT OF CASH FLOWS  
(UNAUDITED)

(In Thousands)	Nine Months Ended September 30,	
	2014	2013
<b>OPERATING ACTIVITIES:</b>		
Net Income	\$ 11,725	\$ 10,589
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	2,351	1,475
Amortization of intangible assets	263	122
Provision for loan losses	1,245	1,675
Accretion and amortization of investment security discounts and premiums	509	(44)
Securities gains, net	(3,025)	) (2,257)
Originations of loans held for sale	(38,703)	) (42,985)
Proceeds of loans held for sale	40,040	46,375
Gain on sale of loans	(1,313)	) (1,204)
Earnings on bank-owned life insurance	(736)	) (481)
Decrease (increase) in deferred tax asset	440	(86)
Other, net	309	(1,212)
Net cash provided by operating activities	13,105	11,967
<b>INVESTING ACTIVITIES:</b>		
Investment securities available for sale:		
Proceeds from sales	98,815	69,898
Proceeds from calls, maturities, and repayments of principal	5,731	12,775
Purchases	(39,774)	) (71,221)
Net increase in loans	(74,874)	) (43,401)
Acquisition of bank premises and equipment	(2,459)	) (2,744)
Proceeds from the sale of foreclosed assets	534	—
Purchase of bank-owned life insurance	(30)	) (981)
Proceeds from bank-owned life insurance death benefit	367	—
Proceeds from redemption of regulatory stock	1,654	2,237
Purchases of regulatory stock	(1,837)	) (980)
Acquisition, net of cash acquired	—	17,487
Net cash used for investing activities	(11,873)	) (16,930)
<b>FINANCING ACTIVITIES:</b>		
Net increase in interest-bearing deposits	915	38,636
Net increase in noninterest-bearing deposits	15,211	17,903
Repayment of long-term borrowings	—	(5,528)
Net decrease in short-term borrowings	(9,503)	) (20,910)
Dividends paid	(6,797)	) (7,295)
Issuance of common stock	88	59
Purchases of treasury stock	(510)	) —
Net cash (used for) provided by financing activities	(596)	) 22,865
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>636</b>	<b>17,902</b>
<b>CASH AND CASH EQUIVALENTS, BEGINNING</b>	<b>24,606</b>	<b>15,142</b>
<b>CASH AND CASH EQUIVALENTS, ENDING</b>	<b>\$ 25,242</b>	<b>\$ 33,044</b>



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(In Thousands)	Nine Months Ended September 30,	
	2014	2013
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:</b>		
Interest paid	\$3,704	\$3,880
Income taxes paid	2,415	2,770
Transfer of loans to foreclosed real estate	352	185
Acquisition of Luzerne National Bank Corporation		
Non-cash assets acquired:		
Securities available for sale	—	21,783
Loans	—	250,377
Premises and equipment, net	—	8,014
Accrued interest receivable	—	726
Bank-owned life insurance	—	7,419
Intangibles	—	2,015
Other assets	—	2,636
Goodwill	—	14,072
	—	307,042
Liabilities assumed:		
Deferred tax liability	—	76
Interest-bearing deposits	—	194,438
Noninterest-bearing deposits	—	82,518
Short-term borrowings	—	2,766
Accrued interest payable	—	103
Other liabilities	—	4,892
	—	284,793
Net non-cash assets acquired	—	22,249
Cash acquired	\$—	\$20,363

See accompanying notes to the unaudited consolidated financial statements.

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PENNS WOODS BANCORP, INC. AND SUBSIDIARIES  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
 (Unaudited)

## Note 1. Basis of Presentation

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

The interim financial statements are unaudited, but in the opinion of management reflect all adjustments necessary for the fair presentation of results for such periods. The results of operations for any interim period are not necessarily indicative of results for the full year. These financial statements should be read in conjunction with the financial statements and notes thereto contained in the Company’s Annual Report on Form 10-K for the year ended December 31, 2013.

The accounting policies followed in the presentation of interim financial results are the same as those followed on an annual basis. These policies are presented on pages 38 through 43 of the Annual Report on Form 10-K for the year ended December 31, 2013.

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

## Note 2. Accumulated Other Comprehensive Loss

The changes in accumulated other comprehensive loss by component as of September 30, 2014 and 2013 were as follows:

(In Thousands)	Three Months Ended September 30, 2014			Three Months Ended September 30, 2013		
	Net Unrealized Gain (Loss) on Available for Sale Securities	Defined Benefit Plan	Total	Net Unrealized Gain (Loss) on Available for Sale Securities	Defined Benefit Plan	Total
Balance, June 30,	\$3,360	\$(2,725 )	\$635	\$286	\$(4,807 )	\$(4,521 )
Other comprehensive income (loss) before reclassifications	570	—	570	(1,087 )	—	(1,087 )
Amounts reclassified from accumulated other comprehensive income (loss)	(1,416 )	—	(1,416 )	2	—	2
Net current-period other comprehensive loss	(846 )	—	(846 )	(1,085 )	—	(1,085 )
Balance, September 30	\$2,514	\$(2,725 )	\$(211 )	\$(799 )	\$(4,807 )	\$(5,606 )
	Nine Months Ended September 30, 2014			Nine Months Ended September 30, 2013		

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(In Thousands)	Net Unrealized Gain (Loss) on Available for Sale Securities	Defined Benefit Plan	Total	Net Unrealized Gain (Loss) on Available for Sale Securities	Defined Benefit Plan	Total
Balance, December 31	\$ (2,169 )	\$ (2,725 )	\$ (4,894 )	\$ 10,164	\$ (4,807 )	\$ 5,357
Other comprehensive (loss) income before reclassifications	6,679	—	6,679	(9,473 )	—	(9,473 )
Amounts reclassified from accumulated other comprehensive loss	(1,996 )	—	(1,996 )	(1,490 )	—	(1,490 )
Net current-period other comprehensive (loss) income	4,683	—	4,683	(10,963 )	—	(10,963 )
Balance, September 30	\$ 2,514	\$ (2,725 )	\$ (211 )	\$ (799 )	\$ (4,807 )	\$ (5,606 )

The reclassifications out of accumulated other comprehensive loss as of September 30, 2014 and 2013 were as follows:

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Details about Accumulated Other Comprehensive Income Components	Amount Reclassified from Accumulated Other Comprehensive Income Three Months Ended September 30, 2014	Amount Reclassified from Accumulated Other Comprehensive Income Three Months Ended September 30, 2013	Affected Line Item in the Consolidated Statement of Income
Net unrealized gain (loss) on available for sale securities	\$ 2,145	\$ (3	) Securities gains (losses), net
Income tax effect	729	(1	) Income tax provision
Total reclassifications for the period	\$ 1,416	\$ (2	) Net of tax
Details about Accumulated Other Comprehensive Income Components	Amount Reclassified from Accumulated Other Comprehensive Income Nine Months Ended September 30, 2014	Amount Reclassified from Accumulated Other Comprehensive Income Nine Months Ended September 30, 2013	Affected Line Item in the Consolidated Statement of Income
Net unrealized gain on available for sale securities	\$ 3,025	\$ 2,257	Securities gains (losses), net
Income tax effect	1,029	767	Income tax provision
Total reclassifications for the period	\$ 1,996	\$ 1,490	Net of tax

## Note 3. Recent Accounting Pronouncements

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

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



ASU is not expected to have a significant impact on the Company's financial statements.

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

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In June 2014, the FASB issued ASU 2014-11, Transfers and Servicing (Topic 860): Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures. The amendments in this update change the accounting for repurchase-to-maturity transactions to secured borrowing accounting. For repurchase financing arrangements, the amendments require separate accounting for a transfer of a financial asset executed contemporaneously with a repurchase agreement with the same counterparty, which will result in secured borrowing accounting for the repurchase agreement. The amendments also require enhanced disclosures. The accounting changes in this update are effective for the first interim or annual period beginning after December 15, 2014. An entity is required to present changes in accounting for transactions outstanding on the effective date as a cumulative-effect adjustment to retained earnings as of the beginning of the period of adoption. Earlier application is prohibited. The disclosure for certain transactions accounted for as a sale is required to be presented for interim and annual periods beginning after December 15, 2014, and the disclosure for repurchase agreements, securities lending transactions, and repurchase-to-maturity transactions accounted for as secured borrowings is required to be presented for annual periods beginning after December 15, 2014, and for interim periods beginning after March 15, 2015. The disclosures are not required to be presented for comparative periods before the effective date. 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 June 2014, the FASB issued ASU 2014-12, Compensation-Stock Compensation (Topic 718): Accounting for Share-Based Payments when the Terms of an Award Provide that a Performance Target Could Be Achieved After the Requisite Service Period. The amendments require that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. The amendments in this update are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. Earlier adoption is permitted. Entities may apply the amendments in this update either (a) prospectively to all awards granted or modified after the effective date or (b) retrospectively to all awards with performance targets that are outstanding as of the beginning of the earliest annual period presented in the financial statements and to all new or modified awards thereafter. If retrospective transition is adopted, the cumulative effect of applying this update as of the beginning of the earliest annual period presented in the financial statements should be recognized as an adjustment to the opening retained earnings balance at that date. Additionally, if retrospective transition is adopted, an entity may use hindsight in measuring and recognizing the compensation cost. This ASU is not expected to have a significant impact on the Company's financial statements.

In August 2014, the FASB issued ASU 2014-14, Receivables - Troubled Debt Restructurings by Creditors (Subtopic 310-40). The amendments in this update require that a mortgage loan be de-recognized and that a separate other receivable be recognized upon foreclosure if the following conditions are met: (1) the loan has a government guarantee that is not separable from the loan before foreclosure, (2) at the time of foreclosure, the creditor has the intent to convey the real estate property to the guarantor and make a claim on the guarantee, and the creditor has the ability to recover under that claim, and (3) at the time of foreclosure, any amount of the claim that is determined on the basis of the fair value of the real estate is fixed. Upon foreclosure, the separate other receivable should be measured based on the amount of the loan balance (principal and interest) expected to be recovered from the guarantor. The amendments in this update are effective for public business entities for annual periods, and interim periods within those annual periods, beginning after December 15, 2014. This ASU is not expected to have a significant impact on the Company's financial statements.

In August 2014, the FASB issued ASU 2014-15, Presentation of Financial Statements - Going Concern (Subtopic 205-40). The amendments in this update provide guidance in accounting principles generally accepted in the United States of America about management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern and to provide related footnote disclosures. The amendments in this update are effective for the annual period ending after December 15, 2016, and for annual periods and interim periods thereafter.

Early application is permitted. This ASU is not expected to have a significant impact on the Company's financial statements.

Note 4. Per Share Data

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





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(In Thousands)	September 30, 2014					
	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. Government and agency securities	\$1,010	\$(1)	\$3,816	\$(139)	\$4,826	\$(140)
Mortgage-backed securities	3,903	(40)	891	(9)	4,794	(49)
Asset-backed securities	—	—	567	(3)	567	(3)
State and political securities	1,816	(11)	7,722	(787)	9,538	(798)
Other debt securities	24,535	(565)	27,188	(761)	51,723	(1,326)
Total debt securities	31,264	(617)	40,184	(1,699)	71,448	(2,316)
Financial institution equity securities	369	(21)	—	—	369	(21)
Other equity securities	366	(67)	766	(34)	1,132	(101)
Total equity securities	735	(88)	766	(34)	1,501	(122)
Total	\$31,999	\$(705)	\$40,950	\$(1,733)	\$72,949	\$(2,438)
(In Thousands)	December 31, 2013					
	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. Government and agency securities	\$7,740	\$(83)	\$—	\$—	\$7,740	\$(83)
Mortgage-backed securities	2,483	(68)	—	—	2,483	(68)
Asset-backed securities	3,847	(177)	712	(2)	4,559	(179)
State and political securities	42,577	(2,558)	8,233	(2,888)	50,810	(5,446)
Other debt securities	73,254	(3,045)	—	—	73,254	(3,045)
Total debt securities	129,901	(5,931)	8,945	(2,890)	138,846	(8,821)
Financial institution equity securities	—	—	—	—	—	—
Other equity securities	274	(22)	655	(45)	929	(67)
Total equity securities	274	(22)	655	(45)	929	(67)
Total	\$130,175	\$(5,953)	\$9,600	\$(2,935)	\$139,775	\$(8,888)

At September 30, 2014 there were a total of 28 securities in a continuous unrealized loss position for less than twelve months and 35 individual securities that were in a continuous unrealized loss position for twelve months or greater.

The Company reviews its position quarterly and has determined that, at September 30, 2014, the declines outlined in the above table represent temporary declines and the Company does not intend to sell and does not believe it will be required to sell these securities before recovery of their cost basis, which may be at maturity. The Company has concluded that the unrealized losses disclosed above are not other than temporary but are the result of interest rate changes, sector credit ratings changes, or company-specific ratings changes that are not expected to result in the non-collection of principal and interest during the period.

The amortized cost and fair value of debt securities at September 30, 2014, by contractual maturity, are shown below. Expected maturities may differ from contractual maturities since borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.



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(In Thousands)	Amortized Cost	Fair Value
Due in one year or less	\$4,650	\$4,718
Due after one year to five years	34,283	34,465
Due after five years to ten years	100,281	99,983
Due after ten years	78,877	81,854
Total	\$218,091	\$221,020

Total gross proceeds from sales of securities available for sale were \$98,815,000 and \$69,898,000 for the nine months ended September 30, 2014 and 2013, respectively. The following table represents gross realized gains and losses on those transactions:

(In Thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Gross realized gains:				
U.S. Government and agency securities	\$—	\$—	\$49	\$—
Mortgage-backed securities	13	—	89	—
State and political securities	1,361	276	2,093	1,917
Other debt securities	149	163	611	462
Financial institution equity securities	582	—	710	130
Other equity securities	86	—	205	250
Total gross realized gains	\$2,191	\$439	\$3,757	\$2,759
Gross realized losses:				
U.S. Government and agency securities	\$—	\$—	\$45	\$—
State and political securities	9	415	412	475
Other debt securities	37	27	209	27
Other equity securities	—	—	66	—
Total gross realized losses	\$46	\$442	\$732	\$502

There were no impairment charges included in gross realized losses for the three and nine months ended September 30, 2014 and 2013, respectively.

Investment securities with a carrying value of approximately \$128,672,000 and \$141,876,000 at September 30, 2014 and December 31, 2013, respectively, were pledged to secure certain deposits, repurchase agreements, and for other purposes as required by law.

#### Note 6. Federal Home Loan Bank Stock

Jersey Shore State Bank and Luzerne Bank are both members of the Federal Home Loan Bank (“FHLB”) of Pittsburgh and as such, are required to maintain a minimum investment in stock of the FHLB that varies with the level of advances outstanding with the FHLB. The stock is bought from and sold to the FHLB based upon its \$100 par value. The stock does not have a readily determinable fair value and as such is classified as restricted stock, carried at cost and evaluated for impairment as necessary. The stock’s value is determined by the ultimate recoverability of the par value rather than by recognizing temporary declines. The determination of whether the par value will ultimately be recovered is influenced by criteria such as the following: (a) the significance of the decline in net assets of the FHLB as compared to the capital stock amount and the length of time this situation has persisted (b) commitments by the FHLB to make payments required by law or regulation and the level of such payments in relation to the operating



performance (c) the impact of legislative and regulatory changes on the customer base of the FHLB and (d) the liquidity position of the FHLB.

Management evaluated the stock and concluded that the stock was not impaired for the periods presented herein. Management considered that the FHLB maintains regulatory capital ratios in excess of all regulatory capital requirements, liquidity appears adequate, new shares of FHLB stock continue to change hands at the \$100 par value, and the payment of dividends.

Note 7. Credit Quality and Related Allowance for Loan Losses

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

The following table presents the related aging categories of loans, by segment, as of September 30, 2014 and December 31, 2013:

(In Thousands)	September 30, 2014				
	Current	Past Due 30 To 89 Days	Past Due 90 Days Or More & Still Accruing	Non- Accrual	Total
Commercial and agricultural	\$123,317	\$142	\$ —	\$820	\$124,279
Real estate mortgage:					
Residential	432,722	1,742	202	808	435,474
Commercial	277,696	2,235	—	9,452	289,383
Construction	21,132	10	—	1,012	22,154
Installment loans to individuals	20,408	311	—	—	20,719
	875,275	\$4,440	\$ 202	\$12,092	892,009
Net deferred loan fees and discounts	(1,282 )				(1,282 )
Allowance for loan losses	(9,250 )				(9,250 )
Loans, net	\$864,743				\$881,477
(In Thousands)	December 31, 2013				
	Current	Past Due 30 To 89 Days	Past Due 90 Days Or More & Still Accruing	Non- Accrual	Total
Commercial and agricultural	\$104,419	\$502	\$ —	\$108	\$105,029
Real estate mortgage:					
Residential	392,300	6,424	531	526	399,781
Commercial	272,745	2,533	—	7,198	282,476
Construction	15,967	—	73	1,242	17,282
Installment loans to individuals	14,170	477	—	—	14,647
	799,601	\$9,936	\$ 604	\$9,074	819,215
Net deferred loan fees and discounts	(871 )				(871 )
Allowance for loan losses	(10,144 )				(10,144 )
Loans, net	\$788,586				\$808,200

Purchased loans acquired are recorded at fair value on their purchase date without a carryover of the related allowance for loan losses.

Upon the acquisition of Luzerne Bank on June 1, 2013, the Company evaluated whether each acquired loan (regardless of size) was within the scope of ASC 310-30, Receivables-Loans and Debt Securities Acquired with Deteriorated Credit Quality. Purchased credit-impaired loans are loans that have evidence of credit deterioration since origination and it is probable at the date of acquisition that the Company will not collect all contractually required principal and interest payments. There were no material increases or decreases in the expected cash flows of these loans between June 1, 2013 (the "acquisition date") and September 30, 2014. The fair value of purchased credit-impaired loans, on the acquisition date, was determined, primarily based on the fair value of loan collateral.

The carrying value of purchased loans acquired with deteriorated credit quality was \$655,000 at September 30, 2014.

On the acquisition date, the preliminary estimate of the unpaid principal balance for all loans evidencing credit impairment acquired in the Luzerne Bank acquisition was \$1,211,000 and the estimated fair value of the loans was \$878,000. Total contractually required payments on these loans, including interest, at the acquisition date was \$1,783,000. However, the Company's preliminary

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estimate of expected cash flows was \$941,000. At such date, the Company established a credit risk related non-accretable discount (a discount representing amounts which are not expected to be collected from either the customer or liquidation of collateral) of \$842,000 relating to these impaired loans, reflected in the recorded net fair value. Such amount is reflected as a non-accretable fair value adjustment to loans. The Company further estimated the timing and amount of expected cash flows in excess of the estimated fair value and established an accretable discount of \$63,000 on the acquisition date relating to these impaired loans.

The carrying value of the loans acquired in the Luzerne Bank transaction with specific evidence of deterioration in credit quality was determined by projecting discounted contractual cash flows. The table below presents the components of the purchase accounting adjustments related to the purchased impaired loans acquired in the Luzerne Bank acquisition as of June 1, 2013:

Changes in the amortizable yield for purchased credit-impaired loans were as follows for the nine months ended September 30, 2014 and 2013:

(In Thousands)	September 30, 2014	September 30, 2013
Balance at beginning of period or at acquisition	\$35	\$63
Accretion	(12	) (17
Balance at end of period	\$23	\$46

The following table presents additional information regarding loans acquired in the Luzerne Bank transaction with specific evidence of deterioration in credit quality:

(In Thousands)	September 30, 2014	December 31, 2013
Outstanding balance	\$755	\$1,224
Carrying amount	655	868

There were no material increases or decreases in the expected cash flows of these loans between June 1, 2013 (the “acquisition date”) and September 30, 2014. There has been no allowance for loan losses recorded for acquired loans with or without specific evidence of deterioration in credit quality as of September 30, 2014.

The following table presents interest income the Bank would have recorded if interest had been recorded based on the original loan agreement terms and rate of interest for non-accrual loans and interest income recognized on a cash basis for non-accrual loans for the three and nine months ended September 30, 2014 and 2013:

(In Thousands)	Three Months Ended September 30, 2014		2013	
	Interest Income That Would Have Been Recorded Based on Original Term and Rate	Interest Income Recorded on Cash Basis	Interest Income That Would Have Been Recorded Based on Original Term and Rate	Interest Income Recorded on Cash Basis
Commercial and agricultural	\$17	\$20	\$—	\$—
Real estate mortgage:				
Residential	31	8	13	10
Commercial	147	66	49	5
Construction	18	—	16	8
	\$213	\$94	\$78	\$23

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(In Thousands)	Nine Months Ended September 30, 2014		2013	
	Interest Income That Would Have Been Recorded Based on Original Term and Rate	Interest Income Recorded on Cash Basis	Interest Income That Would Have Been Recorded Based on Original Term and Rate	Interest Income Recorded on Cash Basis
Commercial and agricultural Real estate mortgage:	\$34	\$21	\$4	\$—
Residential	38	17	67	22
Commercial	422	152	165	89
Construction	53	—	97	33
	\$547	\$190	\$333	\$144

## Impaired Loans

Impaired loans are loans for which it is probable the Bank will not be able to collect all amounts due according to the contractual terms of the loan agreement. The Bank evaluates such loans for impairment individually and does not aggregate loans by major risk classifications. The definition of “impaired loans” is not the same as the definition of “non-accrual loans,” although the two categories overlap. The Bank may choose to place a loan on non-accrual status due to payment delinquency or uncertain collectability, while not classifying the loan as impaired. A loan evaluated for impairment is considered to be impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status and collateral value. The amount of impairment for these types of loans is determined by the difference between the present value of the expected cash flows related to the loan, using the original interest rate, and its recorded value, or as a practical expedient in the case of collateralized loans, the difference between the fair value of the collateral and the recorded amount of the loan. When foreclosure is probable, impairment is measured based on the fair value of the collateral.

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

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

The following table presents the recorded investment, unpaid principal balance, and related allowance of impaired loans by segment as of September 30, 2014 and December 31, 2013:

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	September 30, 2014		
(In Thousands)	Recorded Investment	Unpaid Principal Balance	Related Allowance
With no related allowance recorded:			
Commercial and agricultural	\$ 620	\$ 620	\$—
Real estate mortgage:			
Residential	613	713	—
Commercial	2,601	2,601	—
Construction	510	510	—
	4,344	4,444	—
With an allowance recorded:			
Commercial and agricultural	516	516	150
Real estate mortgage:			
Residential	741	764	80
Commercial	8,335	8,834	1,079
Construction	805	1,660	171
	10,397	11,774	1,480
Total:			
Commercial and agricultural	1,136	1,136	150
Real estate mortgage:			
Residential	1,354	1,477	80
Commercial	10,936	11,435	1,079
Construction	1,315	2,170	171
	\$ 14,741	\$ 16,218	\$ 1,480
	December 31, 2013		
(In Thousands)	Recorded Investment	Unpaid Principal Balance	Related Allowance
With no related allowance recorded:			
Commercial and agricultural	\$—	\$—	\$—
Real estate mortgage:			
Residential	916	1,173	—
Commercial	623	879	—
Construction	528	528	—
	2,067	2,580	—
With an allowance recorded:			
Commercial and agricultural	532	532	224
Real estate mortgage:			
Residential	319	342	65
Commercial	7,598	7,742	2,153
Construction	512	1,367	113
	8,961	9,983	2,555
Total:			
Commercial and agricultural	532	532	224
Real estate mortgage:			
Residential	1,235	1,515	65
Commercial	8,221	8,621	2,153
Construction	1,040	1,895	113
	\$ 11,028	\$ 12,563	\$ 2,555



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The following table presents the average recorded investment in impaired loans and related interest income recognized for the three and nine months ended for September 30, 2014 and 2013:

(In Thousands)	Three Months Ended September 30, 2014			2013		
	Average Investment in Impaired Loans	Interest Income Recognized on an Accrual Basis on Impaired Loans	Interest Income Recognized on a Cash Basis on Impaired Loans	Average Investment in Impaired Loans	Interest Income Recognized on an Accrual Basis on Impaired Loans	Interest Income Recognized on a Cash Basis on Impaired Loans
Commercial and agricultural	\$824	\$ 5	\$ 20	\$786	\$ 7	\$ —
Real estate mortgage:						
Residential	1,219	18	7	1,652	28	10
Commercial	10,901	34	65	8,277	45	5
Construction	1,169	8	—	1,119	1	8
	\$14,113	\$ 65	\$ 92	\$11,834	\$ 81	\$ 23
(In Thousands)	Nine Months Ended September 30, 2014			2013		
	Average Investment in Impaired Loans	Interest Income Recognized on an Accrual Basis on Impaired Loans	Interest Income Recognized on a Cash Basis on Impaired Loans	Average Investment in Impaired Loans	Interest Income Recognized on an Accrual Basis on Impaired Loans	Interest Income Recognized on a Cash Basis on Impaired Loans
Commercial and agricultural	\$675	\$ 18	\$ 20	\$869	\$ 20	\$ —
Real estate mortgage:						
Residential	1,195	32	14	2,110	45	21
Commercial	10,240	95	79	11,278	138	89
Construction	1,102	10	8	4,071	1	561
	\$13,212	\$ 155	\$ 121	\$18,328	\$ 204	\$ 671

Currently, there is \$0 committed to be advanced in connection with impaired loans.

## Modifications

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

Loan modifications that are considered TDRs completed during the three and nine months ended September 30, 2014 and 2013 were as follows:

(In Thousands, Except Number of Contracts)	Three Months Ended September 30,	
	2014	2013
Number		



	of	Pre-Modification	Post-Modification	Number	Pre-Modification	Post-Modification
	Contract	Outstanding	Outstanding	of	Outstanding	Outstanding
		Recorded	Recorded	Contract	Recorded	Recorded
		Investment	Investment		Investment	Investment
Commercial and agricultural Real estate mortgage:	3	\$ 620	\$ 620	—	\$ —	\$ —
Residential	1	105	105	—	—	—
Commercial	3	636	636	2	1,634	1,634
	7	\$ 1,361	\$ 1,361	2	\$ 1,634	\$ 1,634

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(In Thousands, Except Number of Contracts)	Nine Months Ended September 30, 2014			2013		
	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Commercial and agricultural	3	\$ 620	\$ 620	—	\$ —	\$ —
Real estate mortgage:						
Residential	1	105	105	2	61	61
Commercial	3	636	636	4	1,898	1,898
	7	\$ 1,361	\$ 1,361	6	\$ 1,959	\$ 1,959

There was one loan modification considered a troubled debt restructuring made during the twelve months previous to September 30, 2014 that defaulted during the nine months ended September 30, 2014. The loan that defaulted is a commercial real estate loan with a recorded investment of \$122,000 at September 30, 2014.

Troubled debt restructurings amounted to \$12,558,000 and \$11,472,000 as of September 30, 2014 and December 31, 2013.

## Internal Risk Ratings

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

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

The following table presents the credit quality categories identified above as of September 30, 2014 and December 31, 2013:

(In Thousands)	September 30, 2014				Installment Loans	
	Commercial and Agricultural	Real Estate Residential	Mortgages Commercial	Construction	to Individuals	Totals
Pass	\$ 116,755	\$ 433,579	\$ 266,751	\$ 21,442	\$ 20,719	\$ 859,246
Special Mention	6,240	1,476	7,674	216	—	15,606

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Substandard	1,284	419	14,958	496	—	17,157
	\$124,279	\$435,474	\$289,383	\$22,154	\$20,719	\$892,009

December 31, 2013

(In Thousands)	Commercial and Real Estate Mortgages				Installment Loans	Totals
	Agricultural	Residential	Commercial	Construction	to Individuals	
Pass	\$99,256	\$398,327	\$259,505	\$13,608	\$14,647	\$785,343
Special Mention	4,529	598	10,181	214	—	15,522
Substandard	1,244	856	12,790	3,460	—	18,350
	\$105,029	\$399,781	\$282,476	\$17,282	\$14,647	\$819,215

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## Allowance for Loan Losses

An allowance for loan losses (“ALL”) is maintained to absorb losses from the loan portfolio. The ALL is based on management’s continuing evaluation of the risk characteristics and credit quality of the loan portfolio, assessment of current economic conditions, diversification and size of the portfolio, adequacy of collateral, past and anticipated future loss experience, and the amount of non-performing loans.

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

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

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

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

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

There has been no allowance for loan losses recorded for loans acquired in the Luzerne Bank transaction with or without specific evidence of deterioration in credit quality as of June 1, 2013 as well as those acquired without specific evidence of deterioration in credit quality as of September 30, 2014.

Activity in the allowance is presented for the three and nine months ended September 30, 2014 and 2013:

(In Thousands)	Three Months Ended September 30, 2014					Unallocated	Totals
	Agricultural	Residential	Commercial	Construction	to Individuals		
Beginning Balance	\$694	\$3,262	\$3,394	\$718	\$198	\$545	\$8,811
Charge-offs	—	(2)	—	—	(36)	—	(38)
Recoveries	1	6	—	—	10	—	17
Provision	133	157	283	67	64	(244)	460

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Ending Balance	\$828	\$3,423	\$3,677	\$785	\$236	\$301	\$9,250
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Three Months Ended September 30, 2013							
(In Thousands)	Commercial and Real Estate Mortgages				Installment Loans		
	Agricultural	Residential	Commercial	Construction	to Individuals	Unallocated	Totals
Beginning Balance	\$540	\$3,045	\$3,988	\$843	\$141	\$847	\$9,404
Charge-offs	—	(105 )	(193 )	(100 )	(29 )	—	(427 )
Recoveries	39	(2 )	1	1	14	—	53
Provision	(59 )	520	(31 )	8	14	148	600
Ending Balance	\$520	\$3,458	\$3,765	\$752	\$140	\$995	\$9,630
Nine Months Ended September 30, 2014							
(In Thousands)	Commercial and Real Estate Mortgages				Installment Loans		
	Agricultural	Residential	Commercial	Construction	to Individuals	Unallocated	Totals
Beginning Balance	\$474	\$3,917	\$4,079	\$741	\$139	\$794	\$10,144
Charge-offs	—	(65 )	(2,038 )	—	(104 )	—	(2,207 )
Recoveries	12	9	—	—	47	—	68
Provision	342	(438 )	1,636	44	154	(493 )	1,245
Ending Balance	\$828	\$3,423	\$3,677	\$785	\$236	\$301	\$9,250
Nine Months Ended September 30, 2013							
(In Thousands)	Commercial and Real Estate Mortgages				Installment Loans		
	Agricultural	Residential	Commercial	Construction	to Individuals	Unallocated	Totals
Beginning Balance	\$361	\$1,954	\$3,831	\$950	\$144	\$377	\$7,617
Charge-offs	—	(239 )	(199 )	(100 )	(79 )	—	(617 )
Recoveries	52	3	7	851	42	—	955
Provision	107	1,740	126	(949 )	33	618	1,675
Ending Balance	\$520	\$3,458	\$3,765	\$752	\$140	\$995	\$9,630

The Company grants commercial, industrial, residential, and installment loans to customers throughout north-east and central Pennsylvania. Although the Company has a diversified loan portfolio at September 30, 2014, a substantial portion of its debtors' ability to honor their contracts is dependent on the economic conditions within this region.

The Company has a concentration of loans at September 30, 2014 and 2013 as follows:

	September 30,		
	2014	2013	
Owners of residential rental properties	15.98	% 15.73	%
Owners of commercial rental properties	14.90	% 13.20	%

The following table presents the balance in the allowance for loan losses and the recorded investment in loans by portfolio segment based on impairment method as of September 30, 2014 and December 31, 2013:



Collectively evaluated  
for impairment

Total ending loans balance	\$ 105,029	\$ 399,781	\$ 282,476	\$ 17,282	\$ 14,647	\$ 819,215
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Note 8. Net Periodic Benefit Cost-Defined Benefit Plans

For a detailed disclosure on the Company's pension and employee benefits plans, please refer to Note 12 of the Company's Consolidated Financial Statements included in the Annual Report on Form 10-K for the year ended December 31, 2013.

The following sets forth the components of the net periodic benefit cost of the domestic non-contributory defined benefit plan for the three and nine months ended September 30, 2014 and 2013, respectively:



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(In Thousands)	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2014	2013	2014	2013
Service cost	\$ 140	\$ 160	\$ 420	\$ 478
Interest cost	215	192	644	578
Expected return on plan assets	(288	) (246	) (865	) (738
Amortization of prior service cost	—	6	—	19
Amortization of net loss	52	120	157	359
Net periodic cost	\$ 119	\$ 232	\$ 356	\$ 696

## Employer Contributions

The Company previously disclosed in its consolidated financial statements, included in the Annual Report on Form 10-K for the year ended December 31, 2013, that it expected to contribute a minimum of \$600,000 to its defined benefit plan in 2014. As of September 30, 2014, there were contributions of \$635,000 made to the plan with additional contributions of at least \$180,000 anticipated during the remainder of 2014.

## Note 9. Employee Stock Purchase Plan

The Company maintains an Employee Stock Purchase Plan (“Plan”). The Plan is intended to encourage employee participation in the ownership and economic progress of the Company. The Plan allows for up to 1,000,000 shares to be purchased by employees. The purchase price of the shares is 95% of market value with an employee eligible to purchase up to the lesser of 15% of base compensation or \$12,000 in market value annually. During the nine months ended September 30, 2014 and 2013, there were 2,043 and 1,394 shares issued under the plan, respectively.

## Note 10. Off Balance Sheet Risk

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

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

Financial instruments whose contract amounts represent credit risk are as follows at September 30, 2014 and December 31, 2013:

(In Thousands)	September 30,	December 31,
	2014	2013
Commitments to extend credit	\$245,514	\$185,415
Standby letters of credit	7,150	4,379
Credit exposure from the sale of assets with recourse	2,757	—

\$252,664

\$189,794

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

Standby letters of credit represent conditional commitments issued by the Company to guarantee the performance of a customer to a third party. These instruments are issued primarily to support bid or performance related contracts. The coverage period for these instruments is typically a one year period with an annual renewal option subject to prior approval by management. Fees

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earned from the issuance of these letters are recognized upon expiration of the coverage period. For secured letters of credit, the collateral is typically Bank deposit instruments or customer business assets.

## Note 11. Fair Value Measurements

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

Level I: Quoted prices are available in active markets for identical assets or liabilities as of the reported date.

Level II: Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reported date. The nature of these assets and liabilities include items for which quoted prices are available but traded less frequently, and items that are fair valued using other financial instruments, the parameters of which can be directly observed.

Level III: Assets and liabilities that have little to no pricing observability as of the reported date. These items do not have two-way markets and are measured using management's best estimate of fair value, where the inputs into the determination of fair value require significant management judgment or estimation.

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

The following table presents the assets reported on the balance sheet at their fair value on a recurring basis as of September 30, 2014 and December 31, 2013, by level within the fair value hierarchy. Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

(In Thousands)	September 30, 2014			
	Level I	Level II	Level III	Total
Assets measured on a recurring basis:				
Investment securities, available for sale:				
U.S. Government and agency securities	\$—	\$5,796	\$—	\$5,796
Mortgage-backed securities	—	11,135	—	11,135
Asset-backed securities	—	2,571	—	2,571
State and political securities	—	111,782	—	111,782
Other debt securities	—	89,736	—	89,736
Financial institution equity securities	9,221	—	—	9,221
Other equity securities	3,393	—	—	3,393
Total assets measured on a recurring basis	\$12,614	\$221,020	\$—	\$233,634
	December 31, 2013			
(In Thousands)	Level I	Level II	Level III	Total
Assets measured on a recurring basis:				
Investment securities, available for sale:				
U.S. Government and agency securities	\$—	\$9,923	\$—	\$9,923
Mortgage-backed securities	—	10,592	—	10,592
Asset-backed securities	—	6,564	—	6,564
State and political securities	—	141,795	—	141,795
Other debt securities	—	106,773	—	106,773
Financial institution equity securities	10,662	—	—	10,662
Other equity securities	2,303	—	—	2,303
Total assets measured on a recurring basis	\$12,965	\$275,647	\$—	\$288,612

The following table presents the assets reported on the consolidated balance sheet at their fair value on a non-recurring basis as of September 30, 2014 and December 31, 2013, by level within the fair value hierarchy. Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

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	September 30, 2014			
(In Thousands)	Level I	Level II	Level III	Total
Assets measured on a non-recurring basis:				
Impaired loans	\$—	\$—	\$13,261	\$13,261
Other real estate owned	—	—	1,555	1,555
Total assets measured on a non-recurring basis	\$—	\$—	\$14,816	\$14,816
	December 31, 2013			
(In Thousands)	Level I	Level II	Level III	Total
Assets measured on a non-recurring basis:				
Impaired loans	\$—	\$—	\$8,473	\$8,473
Other real estate owned	—	—	1,898	1,898
Total assets measured on a non-recurring basis	\$—	\$—	\$10,371	\$10,371

The following tables present a listing of significant unobservable inputs used in the fair value measurement process for items valued utilizing level III techniques as of September 30, 2014 and December 31, 2013:

	September 30, 2014				
	Quantitative Information About Level III Fair Value Measurements				
(In Thousands)	Fair Value	Valuation Technique(s)	Unobservable Inputs	Range	Weighted Average
Impaired loans	\$13,261	Discounted cash flow	Temporary reduction in payment amount	0 to -91%	14%
			Probability of default	—%	—%
Other real estate owned	\$1,555	Appraisal of collateral Appraisal of collateral (1)	Appraisal adjustments (1)	0 to -32%	19%

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

	December 31, 2013				
	Quantitative Information About Level III Fair Value Measurements				
(In Thousands)	Fair Value	Valuation Technique(s)	Unobservable Inputs	Range	Weighted Average
Impaired loans	\$8,473	Discounted cash flow	Temporary reduction in payment amount	0 to -91%	-18%
			Probability of default	—%	—%
Other real estate owned	\$1,898	Appraisal of collateral Appraisal of collateral (1)	Appraisal adjustments (1)	0 to -44%	-21%

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

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

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

unobservable input used in the fair value measurement of the Company's other real estate owned are the same inputs used to value impaired loans using the appraisal of collateral valuation technique.

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## Note 12. Fair Value of Financial Instruments

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

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

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

The fair values of the Company's financial instruments are as follows at September 30, 2014 and December 31, 2013:

(In Thousands)	Carrying Value	Fair Value	Fair Value Measurements at September 30, 2014		
			Level I	Level II	Level III
Financial assets:					
Cash and cash equivalents	\$25,242	\$25,242	\$25,242	\$—	\$—
Investment securities:					
Available for sale	233,634	233,634	12,614	221,020	—
Loans held for sale	1,602	1,602	1,602	—	—
Loans, net	881,477	880,287	—	—	880,287
Bank-owned life insurance	25,781	25,781	25,781	—	—
Accrued interest receivable	4,298	4,298	4,298	—	—
Financial liabilities:					
Interest-bearing deposits	\$756,540	\$734,161	\$516,131	\$—	\$218,030
Noninterest-bearing deposits	232,588	232,588	232,588	—	—
Short-term borrowings	17,213	17,213	17,213	—	—
Long-term borrowings	71,202	73,194	—	—	73,194
Accrued interest payable	411	411	411	—	—

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(In Thousands)	Carrying Value	Fair Value	Fair Value Measurements at December 31, 2013		
			Level I	Level II	Level III
<b>Financial assets:</b>					
Cash and cash equivalents	\$24,606	\$24,606	\$24,606	\$—	\$—
<b>Investment securities:</b>					
Available for sale	288,612	288,612	12,965	275,647	—
Loans held for sale	1,626	1,626	1,626	—	—
Loans, net	808,200	808,895	—	—	808,895
Bank-owned life insurance	25,410	25,410	25,410	—	—
Accrued interest receivable	4,696	4,696	4,696	—	—
<b>Financial liabilities:</b>					
Interest-bearing deposits	\$755,625	\$724,456	\$488,818	\$—	\$235,638
Noninterest-bearing deposits	217,377	217,377	217,377	—	—
Short-term borrowings	26,716	26,716	26,716	—	—
Long-term borrowings	71,202	73,248	—	—	73,248
Accrued interest payable	405	405	405	—	—

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

The fair value is equal to the carrying value.

Investment Securities:

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

Loans:

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

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

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

Bank-Owned Life Insurance:

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

Deposits:



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

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

**Long Term Borrowings:**

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

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

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

Note 13. Reclassification of Comparative Amounts

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

Note 14. Acquisition of Luzerne National Bank Corporation

On June 1, 2013, the Company closed on a merger transaction pursuant to which Penns Woods Bancorp, Inc. acquired Luzerne National Bank Corporation in a stock and cash transaction. The acquisition extended the Company's footprint into Luzerne and Lackawanna Counties, Pennsylvania.

Luzerne National Bank Corporation was the holding company for Luzerne Bank, a Pennsylvania bank that conducted its business from a main office in Luzerne, Pennsylvania with eight branch offices in Luzerne County and one loan production office in Lackawanna County, all in northeastern Pennsylvania. Since June 1, 2013, the loan production office in Lackawanna County has been closed.

Under the terms of the merger agreement, the Company acquired all of the outstanding shares of Luzerne National Bank Corporation for a total purchase price of approximately \$42,612,000. As a result of the acquisition, the Company issued 978,977 common shares, or 20.35% of the total shares outstanding as of September 30, 2014, to former shareholders of Luzerne National Bank Corporation. Luzerne Bank is operating as an independent bank under the Penns Woods Bancorp, Inc. umbrella.

The acquired assets and assumed liabilities were measured at estimated fair values. Management made significant estimates and exercised significant judgment in accounting for the acquisition. Management measured loan fair values based on loan file reviews, appraised collateral values, expected cash flows, and historical loss factors of Luzerne Bank. Real estate acquired through foreclosure was primarily valued based on appraised collateral values. The Company also recorded an identifiable intangible asset representing the core deposit base of Luzerne Bank based on management's evaluation of the cost of such deposits relative to alternative funding sources. The Company also recorded an identifiable intangible asset representing the trade name of Luzerne Bank based on management's evaluation of the value of the name in the market. Management used significant estimates including the average lives of depository accounts, future interest rate levels, and the cost of servicing various depository products. Management used market quotations to determine the fair value of investment securities.

The business combination resulted in the acquisition of loans with and without evidence of credit quality deterioration. Luzerne Bank's loans were deemed impaired at the acquisition date if the Company did not expect to receive all contractually required cash flows due to concerns about credit quality. Such loans were fair valued and the difference between contractually required payments at the acquisition date and cash flows expected to be collected was recorded as a non-accretable difference. At the acquisition date, the Company recorded \$1,211,000 of purchased credit-impaired loans subject to a non-accretable difference of \$842,000. The method of measuring carrying value of purchased loans differs from loans originated by the Company (originated loans), and as such, the Company identifies purchased loans and purchased loans with a credit quality discount and originated loans at amortized cost.

Luzerne Bank's loans without evidence of credit deterioration were fair valued by discounting both expected principal and interest cash flows using an observable discount rate for similar instruments that a market participant would consider in determining fair value. Additionally, consideration was given to management's best estimates of default rates and payment speeds. At acquisition, Luzerne Bank's loan portfolio without evidence of deterioration totaled \$249,789,000 and was recorded at a fair value of \$249,500,000.

CAUTIONARY STATEMENT FOR PURPOSES OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

This Report contains certain "forward-looking statements" including statements concerning plans, objectives, future events or performance and assumptions and other statements which are other than statements of historical fact. The Company cautions readers that the following important factors, among others, may have affected and could in the future affect the Company's actual results and could cause the Company's actual results for subsequent periods to differ materially from those expressed in any forward-looking statement made by or on behalf of the Company herein:

(i) the effect of changes in laws and regulations, including

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federal and state banking laws and regulations, with which the Company must comply, and the associated costs of compliance with such laws and regulations either currently or in the future as applicable; (ii) the effect of changes in accounting policies and practices, as may be adopted by the regulatory agencies as well as by the Financial Accounting Standards Board, or of changes in the Company's organization, compensation and benefit plans; (iii) the effect on the Company's competitive position within its market area of the increasing consolidation within the banking and financial services industries, including the increased competition from larger regional and out-of-state banking organizations as well as non-bank providers of various financial services; (iv) the effect of changes in interest rates; (v) the effect of changes in the business cycle and downturns in the local, regional or national economies; and (vi) our ability to successfully integrate the business of Luzerne Bank.

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

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

## EARNINGS SUMMARY

## Comparison of the Three and Nine Months Ended September 30, 2014 and 2013

## Summary Results

Net income for the three months ended September 30, 2014 was \$4,793,000 compared to \$3,246,000 for the same period of 2013 as after-tax securities gains increased \$1,418,000 (from a loss of \$2,000 to a gain of \$1,416,000). Basic and diluted earnings per share for the three months ended September 30, 2014 and 2013 were \$0.99 and \$0.67, respectively. Return on average assets and return on average equity were 1.56% and 13.95% for the three months ended September 30, 2014 compared to 1.08% and 10.39% for the corresponding period of 2013. Net income from core operations ("operating earnings") increased to \$3,377,000 for the three months ended September 30, 2014 compared to \$3,248,000 for the same period of 2013. Operating earnings per share for the three months ended September 30, 2014 were \$0.70 basic and dilutive compared to \$0.67 basic and dilutive for the three months ended September 30, 2013.

The nine months ended September 30, 2014 generated net income of \$11,725,000 compared to \$10,589,000 for the same period of 2013. Comparable results were impacted by a increase in after-tax securities gains of \$507,000 (from a gain of \$1,490,000 to a gain of \$1,997,000). In addition, a gain of \$174,000 on death benefit related to bank owned life insurance was recorded during the nine months ended September 30, 2014. Earnings per share, basic and dilutive, for the nine months ended September 30, 2014 were \$2.43 compared to \$2.48 for the comparable period of 2013. Return on average assets and return on average equity were 1.28% and 11.63% for the nine months ended September 30, 2014 compared to 1.39% and 12.90% for the corresponding period of 2013. Operating earnings increased to \$9,554,000 for the nine months ended September 30, 2014 compared to \$9,099,000 for the same period of 2013. Operating earnings per share for the nine months ended September 30, 2014 were \$1.98 basic and dilutive compared to \$2.13 basic and dilutive for the nine months ended September 30, 2013.

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

## Reconciliation of GAAP and Non-GAAP Financial Measures

(Dollars in Thousands, Except Per Share Data)	Three Months Ended		Nine Months Ended	
	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
GAAP net income	\$4,793	\$3,246	\$11,725	\$10,589
Less: net securities and bank-owned life insurance gains (losses), net of tax	1,416	(2)	2,171	1,490
Non-GAAP operating earnings	\$3,377	\$3,248	\$9,554	\$9,099

	Three Months Ended		Nine Months Ended			
	September 30,		September 30,			
	2014	2013	2014	2013		
Return on average assets (ROA)	1.56	% 1.08	% 1.28	% 1.39	%	
Less: net securities and bank-owned life insurance gains (losses), net of tax	0.46	% —	% 0.24	% 0.20	%	
Non-GAAP operating ROA	1.10	% 1.08	% 1.04	% 1.19	%	

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	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2014	2013	2014	2013
Return on average equity (ROE)	13.95	% 10.39	% 11.63	% 12.90
Less: net securities and bank-owned life insurance gains (losses), net of tax	4.12	% (0.01)	% 2.16	% 1.82
Non-GAAP operating ROE	9.83	% 10.40	% 9.47	% 11.08
	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2014	2013	2014	2013
Basic earnings per share (EPS)	\$0.99	\$0.67	\$2.43	\$2.48
Less: net securities and bank-owned life insurance gains (losses), net of tax	0.29	—	0.45	0.35
Non-GAAP basic operating EPS	\$0.70	\$0.67	\$1.98	\$2.13
	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2014	2013	2014	2013
Dilutive EPS	\$0.99	\$0.67	\$2.43	\$2.48
Less: net securities and bank-owned life insurance gains (losses), net of tax	0.29	—	0.45	0.35
Non-GAAP dilutive operating EPS	\$0.70	\$0.67	\$1.98	\$2.13

## Interest and Dividend Income

Interest and dividend income for the three months ended September 30, 2014 decreased to \$11,460,000 compared to \$11,979,000 for the same period of 2013. Loan portfolio income increased as the impact of portfolio growth, due primarily to an increase in home equity products, offset a reduction in yield of 36 basis points (“bp”) due to the competitive landscape and the continued low rate environment that is impacting new loan rates as well as the variable rate segment of the loan portfolio. The loan portfolio income increase was offset by a decrease in investment portfolio interest due to a decline in the average taxable equivalent yield of 31 bp as the duration in the investment portfolio continues to be shortened in order to reduce interest rate and market risk in the future. This is being undertaken primarily through the sale of long-term municipal bonds that have a maturity date of 2025 or later and securities with a call date within the next five years. To offset the revenue impact of the declining asset yields, a focus has been placed on increasing earning assets by adding quality short and intermediate term loans such as home equity loans, even though these new earning assets are at lower yields than legacy assets.

During the nine months ended September 30, 2014, interest and dividend income was \$34,146,000, an increase of \$2,609,000 over the same period in 2013. Interest income on the loan portfolio increased as the growth in the portfolio was countered by a 53 bp decline in average yield. The investment portfolio interest income decreased as the portfolio size was decreased in order to reduce interest rate and market risk, while the yield on the investment portfolio declined 31 bp.

Interest and dividend income composition for the three and nine months ended September 30, 2014 and 2013 was as follows:

(In Thousands)	Three Months Ended		September 30, 2013		Change	
	September 30, 2014	September 30, 2014	September 30, 2013	September 30, 2013	Change	%
	Amount	% Total	Amount	% Total	Amount	%

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Loans including fees	\$9,298	81.14	%	\$9,211	76.89	%	\$87	0.94	%
Investment securities:									
Taxable	1,198	10.45		1,570	13.11		(372)	(23.69)	)
Tax-exempt	837	7.30		1,124	9.38		(287)	(25.53)	)
Dividend and other interest income	127	1.11		74	0.62		53	71.62	
Total interest and dividend income	\$11,460	100.00	%	\$11,979	100.00	%	\$(519)	(4.33)	)%

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(In Thousands)	Nine Months Ended September 30, 2014		September 30, 2013		Change			
	Amount	% Total	Amount	% Total	Amount	%		
Loans including fees	\$27,023	79.14	% \$23,256	73.74	% \$3,767	16.20	%	
Investment securities:								
Taxable	4,062	11.90	4,520	14.33	(458 )	(10.13 )		
Tax-exempt	2,660	7.79	3,553	11.27	(893 )	(25.13 )		
Dividend and other interest income	401	1.17	208	0.66	193	92.79		
Total interest and dividend income	\$34,146	100.00	% \$31,537	100.00	% \$2,609	8.27	%	

## Interest Expense

Interest expense for the three months ended September 30, 2014 decreased \$108,000 to \$1,242,000 compared to \$1,350,000 for the same period of 2013. The decrease associated with deposits is primarily the result of a reduction of 12 bps and 8 bps in the rate paid on NOW accounts and savings accounts, respectively, and a continued shift from higher cost time deposits to core deposits, with emphasis on money market and NOW accounts. Factors that led to the rate decreases include, but are not limited to, Federal Open Market Committee ("FOMC") actions to maintain low interest rates, and campaigns conducted by the Company to focus on core deposit (non-time deposit) growth as the building block to solid customer relationships. In addition, during the past two plus years the time deposit portfolio has been shortened in order to increase repricing frequency. The time deposit portfolio is now slowly being lengthened to build protection against anticipated rising interest rates. In addition, the Marcellus Shale natural gas exploration in north central Pennsylvania is creating opportunities to gather new and build upon existing deposit relationships.

Interest expense for the nine months ended September 30, 2014 decreased 6.05% from the same period of 2013. The reasons noted for the decline in interest expense for the three month period comparison also apply to the nine month period.

Interest expense composition for the three and nine months ended September 30, 2014 and 2013 was as follows:

(In Thousands)	Three Months Ended September 30, 2014		September 30, 2013		Change			
	Amount	% Total	Amount	% Total	Amount	%		
Deposits	\$748	60.23	% \$855	63.33	% \$(107 )	(12.51 )	%	
Short-term borrowings	5	0.40	16	1.19	(11 )	(68.75 )		
Long-term borrowings	489	39.37	479	35.48	10	2.09		
Total interest expense	\$1,242	100.00	% \$1,350	100.00	% \$(108 )	(8.00 )	%	
(In Thousands)	Nine Months Ended September 30, 2014		September 30, 2013		Change			
	Amount	% Total	Amount	% Total	Amount	%		
Deposits	\$2,247	60.57	% \$2,406	60.92	% \$(159 )	(6.61 )	%	
Short-term borrowings	32	0.86	63	1.60	(31 )	(49.21 )		
Long-term borrowings	1,431	38.57	1,480	37.48	(49 )	(3.31 )		
Total interest expense	\$3,710	100.00	% \$3,949	100.00	% \$(239 )	(6.05 )	%	

## Net Interest Margin

The net interest margin (“NIM”) for the three months ended September 30, 2014 was 3.78% compared to 4.07% for the corresponding period of 2013. The NIM declined as a 5 bp decline in the rate paid on interest bearing liabilities was countered by a 34 bp decline in the yield on interest earning assets. The decrease in earning asset yield is due to the impact of the current low rate environment on the loan and investment portfolios. In addition, the duration of the investment portfolio has been shortened by utilizing variable rate and intermediate term corporate bonds to offset the relatively longer duration of the municipal bonds within the portfolio. This shortening of the investment portfolio limits current earnings due to the low rates on the short end of the interest rate curve, but it also limits interest rate risk and will provide cash flow over the next few years as we anticipate a period of increasing rates. The decrease in the cost of interest bearing liabilities from 0.63% to 0.58% was driven by a reduction in the rate paid on NOW accounts of 12 bp. In addition, a focus on increasing core deposits has resulted in significant growth in lower cost core deposits.

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The NIM for the nine months ended September 30, 2014 was 3.84% compared to 4.19% for the same period of 2013. The impact of the items mentioned in the three month discussion also applies to the nine months ended. A 14 bp decline in the rate paid on time deposits served as the foundation for a 10 bp decline in the rate paid on deposits, while the FOMC and general market actions affected the yield on earning assets and cost of borrowings.

The following is a schedule of average balances and associated yields for the three and nine months ended September 30, 2014 and 2013:

(In Thousands)	AVERAGE BALANCES AND INTEREST RATES							
	Three Months Ended September 30, 2014			Three Months Ended September 30, 2013				
	Average Balance	Interest	Average Rate	Average Balance	Interest	Average Rate		
<b>Assets:</b>								
Tax-exempt loans	\$30,567	\$337	4.38	%	\$22,688	\$263	4.60	%
All other loans	844,062	9,076	4.27	%	774,355	9,037	4.63	%
Total loans	874,629	9,413	4.27	%	797,043	9,300	4.63	%
Fed funds sold	—	—	—	%	355	—	—	%
Taxable securities	153,280	1,319	3.44	%	184,325	1,637	3.55	%
Tax-exempt securities	93,825	1,268	5.41	%	112,432	1,703	6.06	%
Total securities	247,105	2,587	4.19	%	296,757	3,340	4.50	%
Interest-bearing deposits	11,140	6	0.21	%	10,783	7	0.26	%
Total interest-earning assets	1,132,874	12,006	4.21	%	1,104,938	12,647	4.55	%
Other assets	97,596				94,928			
Total assets	\$1,230,470				\$1,199,866			
<b>Liabilities and shareholders' equity:</b>								
Savings	\$141,558	16	0.04	%	\$141,526	44	0.12	%
Super Now deposits	181,011	142	0.31	%	163,422	177	0.43	%
Money market deposits	212,377	145	0.27	%	207,684	144	0.28	%
Time deposits	219,257	445	0.81	%	238,551	490	0.81	%
Total interest-bearing deposits	754,203	748	0.39	%	751,183	855	0.45	%
Short-term borrowings	21,250	12	0.22	%	20,568	16	0.31	%
Long-term borrowings	71,202	482	2.65	%	70,750	479	2.65	%
Total borrowings	92,452	494	2.09	%	91,318	495	2.12	%
Total interest-bearing liabilities	846,655	1,242	0.58	%	842,501	1,350	0.63	%
Demand deposits	233,415				214,897			
Other liabilities	12,926				17,513			
Shareholders' equity	137,474				124,955			
	\$1,230,470				\$1,199,866			

Total liabilities and shareholders' equity

Interest rate spread		3.63	%		3.92	%
Net interest income/margin	\$ 10,764	3.78	%	\$ 11,297	4.07	%

1. Information on this table has been calculated using average daily balance sheets to obtain average balances.
2. Non-accrual loans have been included with loans for the purpose of analyzing net interest earnings.
3. Income and rates on a fully taxable equivalent basis include an adjustment for the difference between annual income from tax-exempt obligations and the taxable equivalent of such income at the standard 34% tax rate.

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(In Thousands)	AVERAGE BALANCES AND INTEREST RATES					
	Nine Months Ended September 30, 2014			Nine Months Ended September 30, 2013		
	Average Balance	Interest	Average Rate	Average Balance	Interest	Average Rate
<b>Assets:</b>						
Tax-exempt loans	\$28,042	\$929	4.43 %	\$22,069	\$761	4.61 %
All other loans	813,859	26,410	4.34 %	623,047	22,754	4.88 %
Total loans	841,901	27,339	4.34 %	645,116	23,515	4.87 %
Fed funds sold	228	—	— %	152	—	— %
Taxable securities	168,376	4,435	3.51 %	174,977	4,714	3.59 %
Tax-exempt securities	96,503	4,030	5.57 %	119,799	5,383	5.99 %
Total securities	264,879	8,465	4.26 %	294,776	10,097	4.57 %
Interest-bearing deposits	11,364	28	0.33 %	7,628	14	0.25 %
Total interest-earning assets	1,118,372	35,832	4.28 %	947,672	33,626	4.74 %
Other assets	102,001			69,942		
Total assets	\$1,220,373			\$1,017,614		
<b>Liabilities and shareholders' equity:</b>						
Savings	\$141,057	67	0.06 %	\$111,242	96	0.12 %
Super Now deposits	182,445	449	0.33 %	150,220	521	0.46 %
Money market deposits	210,346	417	0.27 %	174,991	408	0.31 %
Time deposits	225,615	1,314	0.78 %	200,688	1,381	0.92 %
Total interest-bearing deposits	759,463	2,247	0.40 %	637,141	2,406	0.50 %
Short-term borrowings	18,929	32	0.23 %	21,235	63	0.40 %
Long-term borrowings	71,202	1,431	2.65 %	72,607	1,480	2.69 %
Total borrowings	90,131	1,463	2.14 %	93,842	1,543	2.17 %
Total interest-bearing liabilities	849,594	3,710	0.58 %	730,983	3,949	0.72 %
Demand deposits	222,259			161,948		
Other liabilities	14,065			15,208		
Shareholders' equity	134,455			109,475		
Total liabilities and shareholders' equity	\$1,220,373			\$1,017,614		
Interest rate spread			3.7 %			4.02 %
Net interest income/margin		\$32,122	3.84 %		\$29,677	4.19 %

The following table presents the adjustment to convert net interest income to net interest income on a fully taxable equivalent basis for the three and nine months ended September 30, 2014 and 2013.

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(In Thousands)	Three Months Ended September		Nine Months Ended September	
	30, 2014	2013	30, 2014	2013
Total interest income	\$11,460	\$11,979	\$34,146	\$31,537
Total interest expense	1,242	1,350	3,710	3,949
Net interest income	10,218	10,629	30,436	27,588
Tax equivalent adjustment	546	668	1,686	2,089
Net interest income (fully taxable equivalent)	\$10,764	\$11,297	\$32,122	\$29,677

The following table sets forth the respective impact that both volume and rate changes have had on net interest income on a fully taxable equivalent basis for the three and nine months ended September 30, 2014 and 2013:

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(In Thousands)	Three Months Ended September 30, 2014 vs. 2013			Nine Months Ended September 30, 2014 vs. 2013		
	Increase (Decrease) Due to Volume	Rate	Net	Increase (Decrease) Due to Volume	Rate	Net
<b>Interest income:</b>						
Tax-exempt loans	\$86	\$(12)	) \$74	\$182	\$(14)	) \$168
All other loans	758	(719)	) 39	5,137	(1,481)	) 3,656
Fed funds sold	—	—	—	—	—	—
Taxable investment securities	(268)	) (50)	) (318)	) (176)	) (103)	) (279)
Tax-exempt investment securities	(264)	) (171)	) (435)	) (995)	) (358)	) (1,353)
Interest bearing deposits	—	(1)	) (1)	) 5	9	14
Total interest-earning assets	312	(953)	) (641)	) 4,153	(1,947)	) 2,206
<b>Interest expense:</b>						
Savings deposits	—	(28)	) (28)	) 13	(42)	) (29)
Super Now deposits	17	(52)	) (35)	) 53	(125)	) (72)
Money market deposits	54	(53)	) 1	149	(140)	) 9
Time deposits	(43)	) (2)	) (45)	) 96	(163)	) (67)
Short-term borrowings	1	(5)	) (4)	) (7)	(24)	) (31)
Long-term borrowings	3	—	3	(28)	(21)	) (49)
Total interest-bearing liabilities	32	(140)	) (108)	) 276	(515)	) (239)
Change in net interest income	\$280	\$(813)	) \$(533)	) \$3,877	\$(1,432)	) \$2,445

**Provision for Loan Losses**

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

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

Although management believes it uses the best information available to make such determinations and that the allowance for loan losses is adequate at September 30, 2014, future adjustments could be necessary if circumstances or economic conditions differ substantially from the assumptions used in making the initial determinations. A downturn in the local economy, increased unemployment, and delays in receiving financial information from borrowers could result in increased levels of nonperforming assets, charge-offs, loan loss provisions, and reductions in income. Additionally, as an integral part of the examination process, bank regulatory agencies periodically review the Bank's loan loss allowance. The banking agencies could require the recognition of additions to the loan loss allowance based on their judgment of information available to them at the time of their examination.

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

The allowance for loan losses decreased from \$10,144,000 at December 31, 2013 to \$9,250,000 at September 30, 2014. The decrease in the allowance for loan losses was driven by net charge-offs during the nine months ended September 30, 2014 of \$2,207,000. The majority of the loans charged-off had a specific allowance within the allowance for losses. At September 30, 2014 and December 31, 2013, the allowance for loan losses to total loans was 1.04% and 1.24%, respectively. The ratio was impacted by the growth in the gross loan portfolio of \$72,383,000 since December 31, 2013 and the previously noted charge-offs.

The provision for loan losses totaled \$460,000 and \$600,000 for the three months ended September 30, 2014 and 2013. The amount of the provision for loan losses was the result of several factors, including but not limited to, a ratio of nonperforming



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loans to total loans of 1.38% at September 30, 2014 and a ratio of the allowance for loan losses to nonperforming loans of 75.24% at September 30, 2014.

Nonperforming loans increased to \$12,294,000 at September 30, 2014 from \$6,064,000 at September 30, 2013 due primarily to certain commercial real estate backed loans becoming non-performing. Internal loan review and analysis coupled with the ratios noted previously dictated a provision for loan losses of \$1,245,000 for the nine months ended September 30, 2014. The amount of the provision for loan losses for the period ended September 30, 2014 did not equate to the amount of the change in nonperforming loans as of September 30, 2014 because the majority of the non-performing loans are centered on several loans that are either in a secured position and have sureties with a strong underlying financial position or have a specific allocation for any impairment recorded within the allowance for loan losses.

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

(In Thousands)	Total Nonperforming Loans		
	90 Days Past Due	Non-accrual	Total
September 30, 2014	\$202	\$12,092	\$12,294
June 30, 2014	397	11,582	11,979
March 31, 2014	153	10,461	10,614
December 31, 2013	604	9,074	9,678
September 30, 2013	231	5,833	6,064

## Non-interest Income

Total non-interest income for the three months ended September 30, 2014 compared to the same period in 2013 increased \$2,082,000 to \$4,924,000. Excluding net securities gains/losses, non-interest income for the three months ended September 30, 2014 decreased \$66,000. The decrease in service charges was driven by changes in the Bank's overdraft product that reduced the number of daily overdrafts on a per customer basis. Gain on sale of loans increased due to an increase in volume that was driven in part by the access to the greater Wilkes-Barre market provided by the acquisition of Luzerne. Insurance commissions decreased and brokerage commissions increased due in part to the acquisition of Luzerne Bank and a shift in product mix.

Total non-interest income for the nine months ended September 30, 2014 compared to the same period in 2013 increased \$1,954,000. Excluding net securities gains, non-interest income increased \$1,186,000 compared to the 2013 period.

Non-interest income composition for the three and nine months ended September 30, 2014 and 2013 was as follows:

(In Thousands)	Three Months Ended		September 30, 2013		Change	
	September 30, 2014	September 30, 2014	September 30, 2013	September 30, 2013	Change	%
	Amount	% Total	Amount	% Total	Amount	%
Service charges	\$620	12.59	% \$671	23.61	% \$(51)	(7.60)
Securities gains (losses), net	2,145	43.55	(3)	(0.11)	) 2,148	(71,600.00)
Bank-owned life insurance	185	3.76	199	7.00	(14)	(7.04)
Gain on sale of loans	602	12.23	551	19.39	51	9.26
Insurance commissions	212	4.31	286	10.06	(74)	(25.87)

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Brokerage commissions	282	5.73	250	8.80	32	12.80	
Other	878	17.83	888	31.24	(10	(1.13	)
Total non-interest income	\$4,924	100.00	% \$2,842	100.00	% \$2,082	73.26	%

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(In Thousands)	Nine Months Ended		September 30, 2013		Change			
	September 30, 2014		September 30, 2013		Amount	%		
Service charges	\$1,822	16.47	% \$1,651	18.12	% \$171	10.36	%	
Securities gains (losses), net	3,025	27.34	2,257	24.77	768	34.03		
Bank-owned life insurance	736	6.65	481	5.28	255	53.01		
Gain on sale of loans	1,313	11.87	1,204	13.22	109	9.05		
Insurance commissions	915	8.27	797	8.75	118	14.81		
Brokerage commissions	804	7.27	797	8.75	7	0.88		
Other	2,449	22.13	1,923	21.11	526	27.35		
Total non-interest income	\$11,064	100.00	% \$9,110	100.00	% \$1,954	21.45	%	

## Non-interest Expense

Total non-interest expense decreased \$662,000 for the three months ended September 30, 2014 compared to the same period of 2013. The decrease in salaries and employee benefits was attributable to decreases in staffing at Luzerne Bank due to back office or support functions being consolidated for the Bank at the Williamsport location. Furniture and equipment expenses increased due to the additional branch at Loyalsock and significant upgrades to the core operating system, a new teller system, and various enhancements to other ancillary systems. Other expenses decreased primarily due to decreased expenses related to the acquisition of Luzerne Bank.

Total non-interest expense for the nine months ended September 30, 2014 compared to the same period in 2013 increased \$3,587,000.

Non-interest expense composition for the three and nine months ended September 30, 2014 and 2013 was as follows:

(In Thousands)	Three Months Ended		September 30, 2013		Change			
	September 30, 2014		September 30, 2013		Amount	%		
Salaries and employee benefits	\$4,126	49.63	% \$4,515	50.31	% \$(389)	(8.62)	%	
Occupancy	547	6.58	554	6.17	(7)	(1.26)		
Furniture and equipment	591	7.11	422	4.70	169	40.05		
Pennsylvania shares tax	232	2.79	225	2.51	7	3.11		
Amortization of investment in limited partnerships	165	1.98	165	1.84	—	—		
Federal Deposit Insurance Corporation deposit insurance	193	2.32	173	1.93	20	11.56		
Marketing	144	1.73	156	1.74	(12)	(7.69)		
Intangible amortization	82	0.99	91	1.01	(9)	N/A		
Other	2,233	26.87	2,674	29.79	(441)	(16.49)		
Total non-interest expense	\$8,313	100.00	% \$8,975	100.00	% \$(662)	(7.38)	%	

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(In Thousands)	September 30, 2014		September 30, 2013		Change			
	Amount	% Total	Amount	% Total	Amount	%		
Salaries and employee benefits	\$12,796	50.42 %	\$11,025	50.59 %	\$1,771		16.06	%
Occupancy	1,729	6.81	1,302	5.97	427		32.80	
Furniture and equipment	1,910	7.53	1,242	5.70	668		53.78	
Pennsylvania shares tax	738	2.91	617	2.83	121		19.61	
Amortization of investment in limited partnerships	496	1.95	496	2.28	—		—	
Federal Deposit Insurance Corporation deposit insurance	572	2.25	421	1.93	151		35.87	
Marketing	380	1.50	371	1.70	9		2.43	
Intangible amortization	263	1.04	122	0.56	141		N/A	
Other	6,494	25.59	6,195	28.44	299		4.83	
Total non-interest expense	\$25,378	100.00 %	\$21,791	100.00 %	\$3,587		16.46	%

## Provision for Income Taxes

Income taxes decreased \$926,000 and \$509,000 for the three and nine months ended September 30, 2014 compared to the same periods of 2013. The primary cause of the change in tax expense for the three and nine months ended September 30, 2014 compared to 2013 is the impact of security gains. Excluding the impact of the net securities gains, the effective tax rate for the three and nine ended September 30, 2014 was 20.05% and 17.91% compared to 16.70% and 17.09% for the same period of 2013. The Company currently is in a deferred tax asset position due to the low income housing tax credits earned both currently and previously. Management has reviewed the deferred tax asset and has determined that the asset will be utilized within the appropriate carry forward period and therefore does not require a valuation allowance.

## ASSET/LIABILITY MANAGEMENT

## Cash and Cash Equivalents

Cash and cash equivalents increased \$636,000 from \$24,606,000 at December 31, 2013 to \$25,242,000 at September 30, 2014 primarily as a result of the following activities during the nine months ended September 30, 2014:

## Loans Held for Sale

Activity regarding loans held for sale resulted in sales proceeds leading loan originations, less \$1,313,000 in realized gains, by \$24,000 for the nine months ended September 30, 2014.

## Loans

Gross loans increased \$72,383,000 since December 31, 2013 due to an increase in commercial and agricultural loans coupled with an increase in home equity products and auto loans.

The allocation of the loan portfolio, by category, as of September 30, 2014 and December 31, 2013 is presented below:

	September 30, 2014	December 31, 2013	Change
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(In Thousands)	Amount	% Total	Amount	% Total	Amount	%	
Commercial and agricultural	\$124,279	13.95	% \$105,029	12.83	% \$19,250	18.33	%
Real estate mortgage:							
Residential	435,474	48.88	399,781	48.86	35,693	8.93	%
Commercial	289,383	32.49	282,476	34.52	6,907	2.45	%
Construction	22,154	2.49	17,282	2.11	4,872	28.19	%
Installment loans to individuals	20,719	2.33	14,647	1.79	6,072	41.46	%
Net deferred loan fees and discounts	(1,282 )	(0.14 )	(871 )	(0.11 )	(411 )	47.19	%
Gross loans	\$890,727	100.00	% \$818,344	100.00	% \$72,383	8.85	%

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The following table shows the amount of accrual and non-accrual TDRs at September 30, 2014 and December 31, 2013:

(In Thousands)	September 30, 2014			December 31, 2013		
	Accrual	Non-accrual	Total	Accrual	Non-accrual	Total
Commercial and agricultural	\$576	\$449	\$1,025	\$437	\$—	\$437
Real estate mortgage:						
Residential	485	2,422	2,907	603	118	721
Commercial	3,326	4,284	7,610	4,145	5,123	9,268
Construction	520	496	1,016	11	1,028	1,039
Installment loans to individuals	—	—	—	7	—	7
	\$4,907	\$7,651	\$12,558	\$5,203	\$6,269	\$11,472

## Investments

The fair value of the investment securities portfolio at September 30, 2014 decreased \$54,978,000 since December 31, 2013 while the amortized cost of the portfolio decreased \$62,074,000. The decrease in value is the result of the investment portfolio being actively managed in order to reduce interest rate and market risk. This is being undertaken primarily through the sale of long-term municipal bonds that have a maturity date of 2025 or later and securities with a call date within the next five years. The proceeds of the bond sales are being deployed into loans and intermediate term corporate bonds and short and intermediate term municipal bonds. The strategy to sell a portion of the long-term bond portfolio does negatively impact current earnings, but this action plays a key role in our long-term asset liability management strategy as the balance sheet is shortened to better prepare for a rising rate environment. The unrealized losses within the debt securities portfolio are the result of market activity, not credit issues/ratings, as approximately 90% of the debt securities portfolio on an amortized cost basis is currently rated A or higher by either S&P or Moody's.

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

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

The fair value of the equity portfolio continues to fluctuate as the economic turbulence continues to impact stock pricing. The amortized cost of the equity securities portfolio has increased \$550,000 to \$11,734,000 at September 30, 2014 from \$11,184,000 at December 31, 2013 while the fair value decreased \$351,000 over the same time period.

The equity portion of the portfolio is reviewed for possible other than temporary impairment in a similar manner to the bond portfolio with greater emphasis placed on the length of time the market value has been less than the carrying value and financial sector outlook. The Company also reviews dividend payment activities. The starting point for the equity analysis is the length and severity of a market price decline. The Company monitors two primary measures: 20% decline in market value from carrying value for twelve consecutive months and 50% decline for three consecutive months.

The distribution of credit ratings by amortized cost and fair values for the debt security portfolio at September 30, 2014 follows:

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(In Thousands)	A- to AAA		B- to BBB+		Not Rated		Total	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Available for sale (AFS)								
U.S. Government and agency securities	\$1,980	\$1,981	\$—	\$—	\$3,955	\$3,815	\$5,935	\$5,796
Mortgage-backed securities	10,689	11,135	—	—	—	—	10,689	11,135
Asset-backed securities	2,536	2,571	—	—	—	—	2,536	2,571
State and political securities	102,830	105,734	—	—	5,971	6,048	108,801	111,782
Other debt securities	76,477	76,428	13,653	13,308	—	—	90,130	89,736
Total debt securities AFS	\$194,512	\$197,849	\$13,653	\$13,308	\$9,926	\$9,863	\$218,091	\$221,020

## Financing Activities

## Deposits

Total deposits increased \$16,126,000 from December 31, 2013 to September 30, 2014. The growth was led by an increase in demand deposit accounts from December 31, 2013 to September 30, 2014 of 7.00%. The increase in core deposits (deposits less time deposits) has provided relationship driven funding for the loan and investment portfolios. The increase in deposits is the result of our focus on building relationships, not by offering market leading rates. Over the first nine months of 2014, time deposits have decreased as we have taken a position of using these accounts as complementary accounts to core deposits.

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

(In Thousands)	September 30, 2014		December 31, 2013		Change			
	Amount	% Total	Amount	% Total	Amount	%		
Demand deposits	\$232,588	23.51	% \$217,377	22.34	% \$15,211	7.00	%	
NOW accounts	183,056	18.51	177,996	18.29	5,060	2.84		
Money market deposits	213,725	21.61	203,786	20.94	9,939	4.88		
Savings deposits	141,170	14.27	138,621	14.25	2,549	1.84		
Time deposits	218,589	22.10	235,222	24.18	(16,633)	(7.07)	)	
	\$989,128	100.00	% \$973,002	100.00	% \$16,126	1.66	%	

## Borrowed Funds

Total borrowed funds decreased 9.71% or \$9,503,000 to \$88,415,000 at September 30, 2014 compared to \$97,918,000 at December 31, 2013. Short-term borrowings primarily decreased due to lower cost core deposit growth.

(In Thousands)	September 30, 2014		December 31, 2013		Change			
	Amount	% Total	Amount	% Total	Amount	%		
Short-term borrowings:								
FHLB repurchase agreements	\$—	—	% \$14,325	14.63	% \$(14,325)	(100.00)	)%	
Securities sold under agreement to repurchase	17,213	19.47	12,391	12.65	4,822	38.92		
Total short-term borrowings	17,213	19.47	26,716	27.28	(9,503)	(35.57)	)	
Long-term FHLB borrowings	70,750	80.02	70,750	72.25	—	—		
Long-term capital lease	452	0.51	452	0.46	—	—		
Total long-term borrowings	71,202	80.53	71,202	72.72	—	—	%	
Total borrowed funds	\$88,415	100.00	% \$97,918	100.00	% \$(9,503)	(9.71)	)%	



## Capital

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

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

Capital ratios as of September 30, 2014 and December 31, 2013 were as follows:

(In Thousands)	September 30, 2014		December 31, 2013		
	Amount	Ratio	Amount	Ratio	
Total Capital (to Risk-weighted Assets)					
Actual	\$ 121,050	12.41	% \$ 117,123	13.16	%
For Capital Adequacy Purposes	78,045	8.00	71,200	8.00	
To Be Well Capitalized	97,556	10.00	89,000	10.00	
Tier I Capital (to Risk-weighted Assets)					
Actual	\$ 111,371	11.42	% \$ 106,178	11.93	%
For Capital Adequacy Purposes	39,023	4.00	35,600	4.00	
To Be Well Capitalized	58,534	6.00	53,400	6.00	
Tier I Capital (to Average Assets)					
Actual	\$ 111,371	9.28	% \$ 106,178	9.02	%
For Capital Adequacy Purposes	48,016	4.00	47,111	4.00	
To Be Well Capitalized	60,020	5.00	58,889	5.00	

In July 2013, the federal bank regulatory agencies adopted revisions to the agencies' capital adequacy guidelines and prompt corrective action rules, which were designed to enhance such requirements and implement the revised standards of the Basel Committee on Banking Supervision, commonly referred to as Basel III. The July 2013 final rules generally implement higher minimum capital requirements, add a new common equity tier 1 capital requirement, and establish criteria that instruments must meet to be considered common equity tier 1 capital, additional tier 1 capital or tier 2 capital. The new minimum capital to risk-adjusted assets requirements are a common equity tier 1 capital ratio of 4.5% (6.5% to be considered "well capitalized") and a tier 1 capital ratio of 6.0%, increased from 4.0% (and increased from 6.0% to 8.0% to be considered "well capitalized"); the total capital ratio remains at 8.0% under the new rules (10.0% to be considered "well capitalized"). Under the new rules, in order to avoid limitations on capital distributions (including dividend payments and certain discretionary bonus payments to executive officers), a banking organization must hold a capital conservation buffer comprised of common equity tier 1 capital above its minimum risk-based capital requirements in an amount greater than 2.5% of total risk-weighted assets. The new minimum capital requirements are effective on January 1, 2015. The capital contribution buffer requirements phase in over a three-year period beginning January 1, 2016. The Company and the Bank will continue to analyze these new rules and their effects on the business, operations and capital levels of the Company and the Bank.

#### Liquidity; Interest Rate Sensitivity and Market Risk

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

The following liquidity measures are monitored for compliance and were within the limits cited at September 30, 2014:

1. Net Loans to Total Assets, 85% maximum
2. Net Loans to Total Deposits, 100% maximum
3. Cumulative 90 day Maturity GAP %, +/- 20% maximum
4. Cumulative 1 Year Maturity GAP %, +/- 25% maximum

Fundamental objectives of the Company's asset/liability management process are to maintain adequate liquidity while minimizing interest rate risk. The maintenance of adequate liquidity provides the Company with the ability to meet its financial obligations to depositors, loan customers, and shareholders. Additionally, it provides funds for normal operating expenditures and business

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opportunities as they arise. The objective of interest rate sensitivity management is to increase net interest income by managing interest sensitive assets and liabilities in such a way that they can be repriced in response to changes in market interest rates.

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

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

Management monitors and determines the desirable level of liquidity. Consideration is given to loan demand, investment opportunities, deposit pricing and growth potential, as well as the current cost of borrowing funds. The Company has a total current maximum borrowing capacity at the FHLB of \$468,645,000. In addition to this credit arrangement, the Company has additional lines of credit with correspondent banks of \$35,685,000. Management believes it has sufficient liquidity to satisfy estimated short-term and long-term funding needs. FHLB borrowings totaled \$70,750,000 as of September 30, 2014.

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

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

A market value at risk calculation is utilized to monitor the effects of interest rate changes on the Company's balance sheet and more specifically shareholders' equity. The Company does not manage the balance sheet structure in order to maintain compliance with this calculation. The calculation serves as a guideline with greater emphases placed on interest rate sensitivity. Changes to calculation results from period to period are reviewed as changes in results could

be a signal of future events. As of the most recent analysis, the results of the market value at risk calculation were within established guidelines due to the strategic direction being taken.

#### Interest Rate Sensitivity

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

The following is a rate shock forecast for the twelve month period ending September 30, 2015 assuming a static balance sheet as of September 30, 2014.

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(In Thousands)	Parallel Rate Shock in Basis Points							
	-200	-100	Static	+100	+200	+300	+400	
Net interest income	\$36,116	\$37,846	\$39,487	\$40,772	\$42,125	\$43,198	\$43,943	
Change from static	(3,371 )	(1,641 )	—	1,285	2,638	3,711	4,456	
Percent change from static	-8.54	% -4.16	% —	3.25	% 6.68	% 9.40	% 11.28	%

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

**Inflation**

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

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

Market risk for the Company is comprised primarily of interest rate risk exposure and liquidity risk. Interest rate risk and liquidity risk management is performed at the Bank level as well as the Company level. The Company's interest rate sensitivity is monitored by management through selected interest rate risk measures produced by an independent third party. There have been no substantial changes in the Company's gap analysis or simulation analysis compared to the information provided in the Annual Report on Form 10-K for the period ended December 31, 2013. Additional information and details are provided in the "Liquidity and Interest Rate Sensitivity" section of "Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations."

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

**Item 4. Controls and Procedures****Evaluation of Disclosure Controls and Procedures**

An analysis was performed under the supervision and with the participation of the Company's management, including the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of September 30, 2014.

**Changes in Internal Control over Financial Reporting**

There were no changes in the Company's internal control over financial reporting that occurred during the quarter ended September 30, 2014, that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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## Part II. OTHER INFORMATION

## Item 1. Legal Proceedings

None.

## Item 1A. Risk Factors

There are no material changes to the risk factors set forth in Part I, Item 1A, "Risk Factors," of the Company's Annual Report on Form 10-K for the year ended December 31, 2013. Please refer to that section for disclosures regarding the risks and uncertainties related to the Company's business.

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

Period	Total Number of Shares (or Units) Purchased	Average Price Paid per Share (or Units) Purchased	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
Month #1 (July 1 - July 31, 2014)	—	\$—	—	482,000
Month #2 (August 1 - August 31, 2014)	—	—	—	482,000
Month #3 (September 1 - September 30, 2014)	11,744	43.44	11,744	481,988

On April 15, 2014, the Board of Directors approved authorization to repurchase up to 482,000 shares, or approximately 10%, of the outstanding shares of the Company for one year to April 15, 2015. To date, there have been 11,744 shares repurchased under this plan.

## Item 3. Defaults Upon Senior Securities

None.

## Item 4. Mine Safety Disclosures

Not applicable.

## Item 5. Other Information

None.

## Item 6. Exhibits

- 3(i) Articles of Incorporation of the Registrant as presently in effect (incorporated by reference to Exhibit 3(i) of the Registrant's Annual Report on Form 10-Q for the period ended March 31, 2012 filed May 9, 2012).
- 3(ii) Bylaws of the Registrant as presently in effect (incorporated by reference to Exhibit 3(ii) of the Registrant's Current Report on Form 8-K filed June 17, 2005).
- 31(i) Rule 13a-14(a)/Rule 15d-14(a) Certification of Chief Executive Officer.



31(ii) Rule 13a-14(a)/Rule 15d-14(a) Certification of Chief Financial Officer.

32(i) Section 1350 Certification of Chief Executive Officer.

32(ii) Section 1350 Certification of Chief Financial Officer.

101 Interactive data file containing the following financial statements formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Balance Sheet at September 30, 2014 and December 31, 2013; (ii) the Consolidated Statement of Income for the three and nine months ended September 30, 2014 and 2013; (iii) the Consolidated Statement of Shareholders' Equity for the nine months ended September 30, 2014 and 2013; (iv) Consolidated Statement of Comprehensive Income for the three and nine months ended September 30, 2014 and 2013; (v) the Consolidated Statement of Cash Flows for the nine months ended September 30, 2014 and 2013; and (vi) the Notes to Consolidated Financial Statements. As provided in Rule 406T of Regulation S-T, this interactive data file shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, and shall not be deemed "filed" or part of any registration statement or prospectus for purposes of Section 11 or 12 under the Securities Act of 1933, or otherwise subject to liability under those sections.

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SIGNATURES

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

PENNS WOODS BANCORP, INC.  
(Registrant)

Date: November 10, 2014

/s/ Richard A. Grafmyre  
Richard A. Grafmyre, President and Chief Executive Officer  
(Principal Executive Officer)

Date: November 10, 2014

/s/ Brian L. Knepp  
Brian L. Knepp, Senior Vice President and Chief Financial Officer  
(Principal Financial Officer and Principal Accounting  
Officer)

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EXHIBIT INDEX

Exhibit 31(i)	Rule 13a-14(a)/Rule 15d-14(a) Certification of Chief Executive Officer
Exhibit 31(ii)	Rule 13a-14(a)/Rule 15d-14(a) Certification of Chief Financial Officer
Exhibit 32(i)	Section 1350 Certification of Chief Executive Officer
Exhibit 32(ii)	Section 1350 Certification of Chief Financial Officer
Exhibit 101	Interactive data file containing the following financial statements formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Balance Sheet at September 30, 2014 and December 31, 2013; (ii) the Consolidated Statement of Income for the three and nine months ended September 30, 2014 and 2013; (iii) the Consolidated Statement of Shareholders' Equity for the nine months ended September 30, 2014 and 2013; (iv) Consolidated Statement of Comprehensive Income for the three and nine months ended September 30, 2014 and 2013; (v) the Consolidated Statement of Cash Flows for the nine months ended September 30, 2014 and 2013; and (vi) the Notes to Consolidated Financial Statements. As provided in Rule 406T of Regulation S-T, this interactive data file shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, and shall not be deemed "filed" or part of any registration statement or prospectus for purposes of Section 11 or 12 under the Securities Act of 1933, or otherwise subject to liability under those sections.