PEOPLES FINANCIAL SERVICES CORP/
Form 10-K
March 16, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549
FORM 10-K

(X) ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2006,

or

( ) TRANSITION REPORT PURSUANT TO SECTION 13 or 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from ______ to ______

Commission file number **0-23863**

PEOPLES FINANCIAL SERVICES CORP.
(Exact name of registrant as specified in its charter)

PENNSYLVANIA	**23-2391852**
(State of incorporation)	*(IRS Employer Identification No.)*
50 MAIN STREET, HALLSTEAD, PA	**18822**
(Address of principal executive offices)	*(Zip code)*

(570) 879-2175
(Registrant's telephone number including area code)

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

Title of each class	Name of each exchange on which registered
None	**None**

Securities registered pursuant to Section 12(g) of the Act:
COMMONSTOCK ($2 Par Value)
(Title of Class)

Indicate by check mark if the registrant is a well-known season issuer, as defined in Rule 405 of the Securities Act. Yes __ No **X**

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes___ No **X**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months or for such shorter period that the registrant was required to file such reports, and (2) has been subject to such filing requirements for the past 90 days Yes **X** No__

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Large accelerated filer _____ Accelerated filer **X** Non-accelerated filer _____

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

The aggregate market value of voting stock held by non-affiliates of the registrant is **$85,625,714**

The aggregate dollar amount of the voting stock set forth equals the number of shares of the registrant's Common Stock outstanding, reduced by the amount of Common stock held by executive officers, directors, and shareholders owning in excess of 10% of the registrant's Common Stock, multiplied by the last sale price for the registrant's Common Stock by June 30, 2006. The information provided shall in no way be construed as an admission that the officer, director, or 10% shareholder in the registrant may be deemed an affiliate of the registrant or that such person is the beneficial owner of the shares reported as being held by him and any such inference is hereby disclaimed. The information provided herein is included solely for the record keeping purpose of the Securities and Exchange Commission.

Number of shares outstanding as of December 31, 2006	**COMMON STOCK ($2 Par Value)**	**3,133,874**
	(Title Class)	*(Outstanding Shares)*

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the 2007 Proxy Statement for the Registrant are incorporated by reference into Part III of this report.

TABLE OF CONTENTS

			Page Number
Part I			
	Item 1	Business	3-13
	Item 1A	Risk Factors	14-15
	Item 1B	Unresolved Staff Comments	15
	Item 2	Properties	16
	Item 3	Legal Proceedings	16
	Item 4	Submission of Matters to a Vote of Security Holders	16
Part II			
	Item 5	Market for Registrant's Common Equity and Related Stockholder Matters	17-18
	Item 6	Selected Financial Data	19
	Item 7	Management's Discussion and Analysis of Financial Condition and Results of Operations	20-39
	Item 7A	Quantitative and Qualitative Disclosures About Market Risk	40
	Item 8	Financial Statements and Supplementary Data	41
		Report of Independent Registered Public Accounting Firm	41
		Consolidated Balance Sheets	42
		Consolidated Statements of Income	43
		Consolidated Statements of Stockholders' Equity	44
		Consolidated Statements of Cash Flows	45-46
		Notes to Consolidated Financial Statements	47-77
	Item 9	Changes In and Disagreements with Accountants on Accounting and Financial Disclosure	78
	Item 9A	Controls and Procedures	78-80
	Item 9B	Other Information	80
Part III			
	Item 10	Directors, Executive Officers and Corporate Governance	80
	Item 11	Executive Compensation	80
	Item 12	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	80
	Item 13	Certain Relationships and Related Transactions, and Director Independence	80
	Item 14	Principal Accountant Fees and Services	80
Part IV			
	Item 15	Exhibits and Financial Statement Schedules	81
		Signatures	82

ITEM 1 BUSINESS

BRIEF HISTORY

Peoples Financial Services Corp. ("PFSC" or the "Company") was incorporated under the laws of the Commonwealth of Pennsylvania on February 6, 1986, and is a one-bank holding company headquartered in Hallstead, Pennsylvania.

The Company is engaged primarily in commercial and retail banking services and in businesses related to banking services through its subsidiaries, Peoples National Bank ("PNB" or the "Bank") and Peoples Advisors, LLC ("Advisors"). PNB was chartered in Hallstead, Pennsylvania in 1905 under the name of The First National Bank of Hallstead. In 1965, the Hop Bottom National Bank (chartered in 1910) merged with the First National Bank of Hallstead to form Peoples National Bank of Susquehanna County. In 2001, the Bank changed its name to Peoples National Bank. Advisors was formed in 2006 as a member-managed limited liability company for the purpose of providing investment advisory services to the general public.

OPERATING SEGMENTS

The Company has one reportable operating segment, Community Banking, which consists of commercial and retail banking, and other non-reportable operating segments, as described in Note 1 of the Notes to Consolidated Financial Statements included on page 55 of this Report. The Segment Reporting information in Note 1 is incorporated by reference into this Item 1.

SUPERVISION AND REGULATION

The Company, PNB and Advisors, are extensively regulated under federal and state law. Generally, these laws and regulations are intended to protect depositors, not shareholders. The following is a summary description of certain provisions of law that affect the regulation of bank holding companies and banks. This discussion is qualified in its entirety by reference to applicable laws and regulations. Changes in law and regulation may have a material effect on the business and prospects of the Company, PNB, and Advisors.

The Company is a bank holding company within the meaning of the Bank Holding Company Act of 1956, as amended, and is subject to regulation, supervision, and examination by the Federal Reserve Board ("FRB"). The Company is required to file annual and quarterly reports with the FRB and to provide the FRB with such additional information as the FRB may require. The FRB also conducts examinations of the Company.

With certain limited exceptions, the Company is required to obtain prior approval from the FRB before acquiring direct or indirect ownership or control of more than 5% of any voting securities or substantially all of the assets of a bank or bank holding company, or before merging or consolidating with another bank holding company. Additionally, with certain exceptions, any person or entity proposing to acquire control through direct or indirect ownership of 25% or more of any voting securities of the Company is required to give 60 days written notice of the acquisition to the FRB, which may prohibit the transaction, and to publish notice to the public.

The Company's banking subsidiary is a federally chartered national banking association regulated by the Office of the Comptroller of the Currency ("OCC"). The OCC may prohibit an institution over which it has supervisory authority from engaging in activities or investments that the agency believes constitute unsafe or unsound banking practices. Federal banking regulators have extensive enforcement authority over the institutions they regulate to prohibit or correct activities that violate law, regulation or a regulatory agreement or which are deemed to constitute unsafe or unsound practices.
Enforcement actions may include:

- the appointment of a conservator or receiver;
- the issuance of a cease and desist order;
- the termination of deposit insurance, the imposition of civil money penalties on the institution, its directors, officers, employees and institution affiliated parties;

- the issuance of directives to increase capital;
- the issuance of formal and informal agreements;
- the removal of or restrictions on directors, officers, employees and institution-affiliated parties; and
- the enforcement of any such mechanisms through restraining orders or any other court actions.

PNB is subject to certain restrictions on extensions of credit to executive officers, directors, principal shareholders or any related interests of such persons which generally require that such credit extensions be made on substantially the same terms as are available to third persons dealing with PNB and not involving more than the normal risk of repayment. Other laws tie the maximum amount that may be loaned to any one customer and its related interests to capital levels of the Bank.

Limitations on Dividends and Other Payments

The Company's current ability to pay dividends is largely dependent upon the receipt of dividends from its banking subsidiary, PNB. Both federal and state laws impose restrictions on the ability of the Company to pay dividends. The FRB has issued a policy statement that provides that, as a general matter, insured banks and bank holding companies may pay dividends only out of prior operating earnings. Under the National Bank Act, a national bank, such as PNB, may pay dividends only out of the current year's net profits and the net profits of the last two years. In addition to these specific restrictions, bank regulatory agencies, in general, also have the ability to prohibit proposed dividends by a financial institution that would otherwise be permitted under applicable regulations if the regulatory body determines that such distribution would constitute an unsafe or unsound practice.

Permitted Non-Banking Activities

Generally, a bank holding company may not engage in any activities other than banking, managing, or controlling its bank and other authorized subsidiaries, and providing service to those subsidiaries. With prior approval of the FRB, the Company may acquire more than 5% of the assets or outstanding shares of a company engaging in non-bank activities determined by the FRB to be closely related to the business of banking or of managing or controlling banks. The FRB provides expedited procedures for expansion into approved categories of non-bank activities.

Subsidiary banks of a bank holding company are subject to certain quantitative and qualitative restrictions:

- on extensions of credit to the bank holding company or its subsidiaries;
- on investments in their securities; and
- on the use of their securities as collateral for loans to any borrower.

These regulations and restrictions may limit the Company's ability to obtain funds from PNB for its cash needs, including funds for the payment of dividends, interest and operating expenses. Further, subject to certain exceptions, a bank holding company and its subsidiaries are prohibited from engaging in certain tie-in arrangements in connection with any extension of credit, lease or sale of property or furnishing of services. For example, PNB may not generally require a customer to obtain other services from itself or the Company, and may not require that a customer promise not to obtain other services from a competitor as a condition to an extension of credit to the customer.

Under FRB policy, a bank holding company is expected to act as a source of financial strength to its subsidiary banks and to make capital injections into a troubled subsidiary bank, and the FRB may charge the bank holding company with engaging in unsafe and unsound practices for failure to commit resources to a subsidiary bank when required. A required capital injection may be called for at a time when the holding company does not have the resources to provide it. In addition, depository institutions insured by the FDIC can be held liable for any losses incurred by, or reasonably anticipated to be incurred by, the FDIC in connection with the default of or assistance provided to, a commonly controlled FDIC-insured depository institution. Accordingly, in the event that any insured subsidiary of the company causes a loss to the FDIC, other insured subsidiaries of the company could be required to compensate the FDIC by reimbursing it for the estimated amount of such loss. Such cross guarantee liabilities generally are superior in priority to the obligation of the depository institutions to its stockholders due solely to their status as stockholders and obligations to other affiliates.

Pennsylvania Law

As a Pennsylvania bank holding company, the Company is subject to various restrictions on its activities as set forth in Pennsylvania law. This is in addition to those restrictions set forth in federal law. Under Pennsylvania law, a bank holding company that desires to acquire a bank or bank holding company that has its principal place of business in Pennsylvania must obtain permission from the Pennsylvania Department of Banking.

Interstate Banking Legislation

The Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 were enacted into law on September 29, 1994. The law provides that, among other things, substantially all state law barriers to the acquisition of banks by

out-of-state bank holding companies were eliminated effective September 29, 1995. The law also permits interstate branching by banks effective as of June 1, 1997, subject to the ability of states to opt-out completely or to set an earlier effective date.

4

FIRREA (Financial Institution Reform, Recovery, and Enforcement Act)
FIRREA was enacted into law in order to address the financial condition of the Federal Savings and Loan Insurance Corporation, to restructure the regulation of the thrift industry, and to enhance the supervisory and enforcement powers of the federal bank and thrift regulatory agencies. As the primary federal regulator of the Bank, the OCC is responsible for the supervision of the Bank. When dealing with capital requirements, the OCC and FDIC have the flexibility to impose supervisory agreements on institutions that fail to comply with regulatory requirements. The imposition of a capital plan, termination of deposit insurance, and removal or temporary suspension of an officer, director or other institution-affiliated person may cause enforcement actions.

There are three levels of civil penalties under FIRREA.
- The first tier provides for civil penalties of up to $5,000 per day for any violation of law or regulation.
- The second tier provides for civil penalties of up to $25,000 per day if more than a minimal loss or a pattern is involved.
- Finally, civil penalties of up to $1 million per day may be assessed for knowingly or recklessly causing a substantial loss to an institution or taking action that results in a substantial pecuniary gain or other benefit.

Criminal penalties are increased to $1 million per violation and may be up to $5 million for continuing violations or for the actual amount of gain or loss. These penalties may be combined with prison sentences of up to five years.

FDICIA (Federal Deposit Insurance Corporation Improvement Act of 1991)
In December 1991, Congress enacted FDICIA which substantially revised the bank regulatory and funding provisions of the Federal Deposit Insurance Act and made significant revisions to several other federal banking statutes. FDICIA provides for, among other things:
- publicly available annual financial condition and management reports for financial institutions, including audits by independent accountants;
- the establishment of uniform accounting standards by federal banking agencies;
- the establishment of a “prompt corrective action” system of regulatory supervision and intervention, based on capitalization levels, with more scrutiny and restrictions placed on depository institutions with lower levels of capital;
- additional grounds for the appointment of a conservator or receiver; and
- restrictions or prohibitions on accepting brokered deposits, except for institutions which significantly exceed minimum capital requirements.

FDICIA also provides for increased funding of the FDIC insurance funds and the implementation of risk-based premiums.

A central feature of FDICIA is the requirement that the federal banking agencies take “prompt corrective action” with respect to depository institutions that do not meet minimum capital requirements. Pursuant to FDICIA, the federal bank regulatory authorities have adopted regulations setting forth a five-tiered system for measuring the capital adequacy of the depository institutions that they supervise. Under these regulations, a depository institution is classified in one of the following capital categories:
- "well capitalized";
- "adequately capitalized";
- "under capitalized";
- "significantly undercapitalized"; and
- "critically undercapitalized".

PNB is currently classified as “well capitalized.” An institution may be deemed by the regulators to be in a capitalization category that is lower than is indicated by its actual capital position if, among other things, it receives an unsatisfactory examination rating with respect to asset quality, management, earnings or liquidity.

FDICIA generally prohibits a depository institution from making any capital distribution (including payment of a cash dividend) or paying any management fees to its holding company if the depository institution would thereafter be undercapitalized. Undercapitalized depository institutions are subject to growth limitations and are required to submit capital restoration plans. If a depository fails to submit an acceptable plan, it is treated as if it is “significantly undercapitalized”. Significantly undercapitalized depository institutions may be subject to a number of other requirements and restrictions, including orders to sell sufficient voting stock to become adequately capitalized, requirements to reduce total assets and stop accepting deposits from correspondent banks. Critically undercapitalized institutions are subject to the appointment of a receiver or conservator; generally within 90 days of the date such institution is determined to be critically under capitalized.

FDICIA provides the federal banking agencies with significantly expanded powers to take enforcement action against institutions that fail to comply with capital or other standards. Such actions may include the termination of deposit insurance by the FDIC or the appointment of a receiver or conservator for the institution. FDICIA also limits the circumstances under which the FDIC is permitted to provide financial assistance to an insured institution before appointment of a conservator or receiver.

Under FDICIA, each federal banking agency is required to prescribe, by regulation, non-capital safety and soundness standards for institutions under its authority. The federal banking agencies, including the OCC, have adopted standards covering:

- internal controls;
- information systems and internal audit systems;
- loan documentation;
- credit underwriting;
- interest rate exposure;
- asset growth; and
- compensation fees and benefits.

Any institution that fails to meet these standards may be required by the agency to develop a plan acceptable to the agency, specifying the steps that the institutions will take to meet the standards. Failure to submit or implement such a plan may subject the institution to regulatory sanctions. The Company, on behalf of PNB, believes that it meets substantially all the standards that have been adopted. FDICIA also imposed new capital standards on insured depository institutions. Before establishing new branch offices, PNB must meet certain minimum capital stock and surplus requirements and must obtain OCC approval.

Risk-Based Capital Requirements

The federal banking regulators have adopted certain risk-based capital guidelines to assist in the assessment of the capital adequacy of a banking organization's operations for both transactions reported on the balance sheet as assets and transactions, such as letters of credit, and recourse agreements, which are recorded as off-balance-sheet items. Under these guidelines, nominal dollar amounts of assets and credit-equivalent amounts of off-balance-sheet items are multiplied by one of several risk adjustment percentages, which range from 0% for assets with low credit risk, such as certain US Treasury securities, to 100% for assets with relatively high credit risk, such as business loans.

A banking organization's risk-based capital ratios are obtained by dividing its qualifying capital by its total risk adjusted assets. The regulators measure risk-adjusted assets, which include off-balance-sheet items, against both total qualifying capital (the sum of Tier 1 capital and limited amounts of Tier 2 capital) and Tier 1 capital.

- "Tier 1", or core capital, includes common equity, perpetual preferred stock (excluding auction rate issues) and minority interest in equity accounts of consolidated subsidiaries, less goodwill and other intangibles, subject to certain exceptions.
- "Tier 2", or supplementary capital, includes, among other things, limited life preferred stock, hybrid capital instruments, mandatory convertible securities, qualifying subordinated debt, and the allowance for loan and lease losses, subject to certain limitations and less restricted deductions. The inclusion of elements of Tier 2 capital is subject to certain other requirements and limitations of the federal banking agencies.

Banks and bank holding companies subject to the risk-based capital guidelines are required to maintain a ratio of Tier 1 capital to risk-weighted assets of at least 4% and a ratio of total capital to risk-weighted assets of at least 8%. The appropriate regulatory authority may set higher capital requirements when particular circumstances warrant. As of December 31, 2006, PFSC's ratio of Tier 1 capital to risk-weighted assets stood at 13.99% and its ratio of total capital to risk-weighted assets stood at 14.64%. In addition to risk-based capital, banks and bank holding companies are required to maintain a minimum amount of Tier 1 capital to total assets, referred to as the leverage capital ratio, of at

least 4.00%. As of December 31, 2006, the Company's leverage-capital ratio was 9.77%.

Failure to meet applicable capital guidelines could subject a banking organization to a variety of enforcement actions including:

· limitations on its ability to pay dividends;
· the issuance by the applicable regulatory authority of a capital directive to increase capital, and in the case of depository institutions, the termination of deposit insurance by the FDIC, as well as to the measures described under FDICIA as applicable to under capitalized institutions.

In addition, future changes in regulations or practices could further reduce the amount of capital recognized for purposes of capital adequacy. Such a change could affect the ability of PNB to grow and could restrict the amount of profits, if any, available for the payment of dividends to the Company.

Interest Rate Risk

In August 1995 and May 1996, the federal banking agencies adopted final regulations specifying that the agencies will include, in their evaluations of a bank's capital adequacy, an assessment of the bank's interest rate risk ("IRR") exposure. The standards for measuring the adequacy and effectiveness of a banking organization's IRR management includes a measurement of Board of Directors and senior management oversight, and a determination of whether a banking organization's procedures for comprehensive risk management are appropriate to the circumstances of the specific banking organization. PNB has internal IRR models that are used to measure and monitor IRR. In addition, an outside source also assesses IRR using its model on a quarterly basis. Additionally, the regulatory agencies have been assessing IRR on an informal basis for several years. For these reasons, the Company does not expect the IRR evaluation in the agencies' capital guidelines to result in significant changes in capital requirements for PNB.

FDIC Insurance Assessments

As a FDIC member institution, PNB's deposits are insured to a maximum of $100,000 ($250,000 for retirement accounts) per depositor through the Bank Insurance Fund ("BIF") that is administered by the FDIC and each institution is required to pay semi-annual deposit insurance premium assessments to the FDIC. PNB's assessment for 2006 was $37,678. These figures can be compared to FDIC assessments in 2005 of $37,634 and in 2004 of $40,474. Prior to 1997, only thrift institutions were subject to assessments to raise funds to pay the financing corporate bonds. On September 30, 1996, as part of the Omnibus Budget Act, Congress enacted the Deposit Insurance Funds Act of 1996, which recapitalized the Savings Association Insurance Fund ("SAIF") and provided that BIF deposits would be subject to 1/5 of the assessment to which SAIF deposits are subject for FICO bond payments through 1999. Beginning in 2000, BIF deposits and SAIF deposits were subject to the same assessment for FICO bonds. The FICO assessment for PNB for 2006 was $.0125 for each $100 of BIF deposits.

The FDIC has adopted a new risk-based deposit insurance assessment system that will require all FDIC-insured institutions to pay quarterly premiums beginning in 2007. Annual premiums will range from 5 and 7 basis points of deposits for well-capitalized banks with the highest examination ratings to 43 basis points for undercapitalized institutions. The Bank will be able to offset the premium with an estimated assessment credit of $218,000 for premiums paid prior to 1996.

Community Reinvestment Act

The Community Reinvestment Act of 1977, ("CRA") is designed to create a system for bank regulatory agencies to evaluate a depository institution's record in meeting the credit needs of its community. Until May 1995, a depository institution was evaluated for CRA compliance based on twelve assessment factors.

The CRA regulations were completely revised as of July 1, 1995, (the revised CRA regulation) to establish new performance-based standards for use in examining for compliance.

The Bank had its last CRA compliance examination in 2002 and received a "satisfactory" rating.

Concentration

Payment risk is a function of the economic climate in which the Bank's lending activities are conducted. Economic downturns in the economy generally or in a particular sector could cause cash flow problems for customers and make loan payments more difficult. The Bank attempts to minimize this risk by avoiding loan concentrations to a single customer or to a small group of customers whose loss would have a materially adverse effect on the financial condition of the Bank.

Monetary Policy

The earnings of a bank holding company are affected by the policies of regulatory authorities, including the FRB, in connection with the FRB's regulation of the money supply. Various methods employed by the FRB are:

- open market operations in United States Government securities;
- changes in the discount rate on member bank borrowings; and
- changes in reserve requirements against member bank deposits.

These methods are used in varying combinations to influence overall growth and distribution of bank loans, investments, and deposits, and their use may also affect interest rates charged on loans or paid on deposits. The monetary policies of the FRB have had a significant effect on the operating results of commercial banks in the past and are expected to do so in the future.

RECENT LEGISLATION
USA Patriot Act of 2001
In October 2001, the USA Patriot Act of 2001 was enacted in response to the terrorist attacks in New York, Pennsylvania and Washington D.C., which occurred on September 11, 2001. The Patriot Act is intended to strengthen U.S. law enforcement's and the intelligence communities' abilities to work cohesively to combat terrorism on a variety of fronts. The potential impact of the Patriot Act on financial institutions of all kinds is significant and wide ranging. The Patriot Act contains sweeping anti-money laundering and financial transparency laws and imposes various regulations, including standards for verifying client identification at account opening, and rules to promote cooperation among financial institutions, regulators and law enforcement entities in identifying parties that may be involved in terrorism or money laundering.

Financial Services Modernization Legislation
In November 1999, the Gramm-Leach-Bliley Act of 1999, or the GLB, was enacted. The GLB repeals provisions of the Glass-Steagall Act which restricted the affiliation of Federal Reserve member banks with firms "engaged principally" in specified securities activities, and which restricted officer, director or employee interlocks between a member bank and any company or person "primarily engaged" in specified securities activities.

The GLB also permits national banks to engage in expanded activities through the formation of financial subsidiaries. A national bank may have a subsidiary engaged in any activity authorized for national banks directly or any financial activity, except for insurance underwriting, insurance investments, real estate investment or development, or merchant banking, which may only be conducted through a subsidiary of a financial holding company. Financial activities include all activities permitted under new sections of the Bank Holding Company Act or permitted by regulation.

To the extent that the GLB permits banks, securities firms and insurance companies to affiliate, the financial services industry may experience further consolidation. The GLB is intended to grant to community banks certain powers as a matter of right that larger institutions have accumulated on an ad hoc basis and which unitary savings and loan holding companies already possess. Nevertheless, the GLB may have the result of increasing the amount of competition that the Registrant faces from larger institutions and other types of companies offering financial products, many of which may have substantially more financial resources than the Registrant has.

Sarbanes-Oxley Act of 2002
On July 30, 2002, President Bush signed into law the Sarbanes-Oxley Act of 2002, or the SOA. The stated goals of the SOA are to increase corporate responsibility, to provide for enhanced penalties for accounting and auditing improprieties at publicly traded companies and to protect investors by improving the accuracy and reliability of corporate disclosures pursuant to the securities laws.

The SOA is the most far-reaching U.S. securities legislation enacted in some time. The SOA generally applies to all companies, both U.S. and non-U.S., that file or are required to file periodic reports with the Securities and Exchange Commission (the "SEC") under the Securities Exchange Act of 1934, or the Exchange Act. The legislation includes provisions, among other things, governing the services that can be provided by a public company's independent auditors and the procedures for approving such services, requiring the chief executive officer and principal accounting officer to certify certain matters relating to the company's periodic filings under the Exchange Act, requiring expedited filings of reports by insiders of their securities transactions and containing other provisions relating to insider conflicts of interest, increasing disclosure requirements relating to critical financial accounting policies and their application, increasing penalties for securities law violations, and creating a new public accounting oversight board, a regulatory body subject to SEC jurisdiction with broad powers to set auditing, quality control and ethics standards for accounting firms.

The Company does not believe that the application of these new rules to the Company will have a material effect on its results of operations.

8

Regulation W

Transactions between a bank and its "affiliates" are quantitatively and qualitatively restricted under the Federal Reserve Act. The Federal Deposit Insurance Act applies Sections 23A and 23B to insured nonmember banks in the same manner and to the same extent as if they were members of the Federal Reserve System. The Federal Reserve Board has also recently issued Regulation W, which co-defies prior regulations under Sections 23A and 23B of the Federal Reserve Act and interpretative guidance with respect to affiliate transactions. Regulation W incorporates the exemption from the affiliate transaction rules but expands the exemption to cover the purchase of any type of loan or extension of credit from an affiliate. Affiliates of a bank include, among other entities, the bank's holding company and companies that are under common control with the bank. The Company is considered to be an affiliate of the Bank. In general, subject to certain specified exemptions, a bank or its subsidiaries are limited in their ability to engage in "covered transactions" with affiliates:

- to an amount equal to 10% of the bank's capital and surplus, in the case of covered transactions with any one affiliate; and
- to an amount equal to 20% of the bank's capital and surplus, in the case of covered transactions with all affiliates.

In addition, a bank and its subsidiaries may engage in covered transactions and other specified transactions only on terms and under circumstances that are substantially the same, or at least as favorable to the bank or its subsidiary, as those prevailing at the time for comparable transactions with nonaffiliated companies. A "covered transaction" includes:

- a loan or extension of credit to an affiliate;
- a purchase of, or an investment in, securities issued by an affiliate;
- a purchase of assets from an affiliate, with some exceptions;
- the acceptance of securities issued by an affiliate as collateral for a loan or extension of credit to any party; and
- the issuance of a guarantee, acceptance or letter of credit on behalf of an affiliate.

Regulation W generally excludes all non-bank and non-savings association subsidiaries of banks from treatment as affiliates, except to the extent that the Federal Reserve Board decides to treat these subsidiaries as affiliates.

Concurrently with the adoption of Regulation W, the Federal Reserve Board has proposed a regulation which would further limit the amount of loans that could be purchased by a bank from an affiliate to not more than 100% of the bank's capital and surplus.

Legislation and Regulatory Changes

From time to time, legislation is enacted that affects the cost of doing business or limits the activities of a financial institution. We cannot predict the likelihood of any major changes or the impact those changes may have on the Company.

MARKET AREAS

The PNB market areas are in the northeastern part of Pennsylvania with the primary focus being Susquehanna and Wyoming Counties. With the addition of an office in Conklin, Broome County, New York in 2003, and offices in the Village of Deposit and Town of Chenango, both in Broome County, New York, in 2005, Broome County is part of the Bank's market area, particularly the Southern Tier that encompasses the towns of Conklin, Kirkwood, Windsor, and Deposit. In addition, parts of Lackawanna, Wayne, and Bradford Counties in Pennsylvania that border Susquehanna and Wyoming Counties are also considered part of the PNB market area.

The PNB market area is situated between:

- the city of Binghamton, Broome County, New York, located to the north;
- the city of Scranton, Lackawanna County, Pennsylvania, to the south; and
- Wilkes-Barre, Luzerne County, Pennsylvania, to the southwest.

Susquehanna County could best be described as a bedroom county with a high percentage of its residents commuting to work in Broome County, New York, or to the Scranton, Pennsylvania, area. The southern part of Susquehanna County tends to gravitate south for both employment and shopping, while the northern part of the county goes north to Broome County, New York. The western part of Susquehanna County gravitates south and west to and through Wyoming County. Wyoming County is home to a Proctor & Gamble manufacturing facility. This is an economic stimulus to Wyoming County and the surrounding areas.

Our offices are located in counties that would be considered sparsely populated, as they are made up of many small towns and villages. The latest population figures show Susquehanna County at approximately 42,000 and Wyoming County at approximately 30,000 residents. Both counties are experiencing growth, but not robust growth. Broome County has approximately 208,000 residents and the Town of Conklin has approximately 7,000 residents. The economy of Broome County has overall been hit hard and has lost many manufacturing jobs in the past ten years. This trend continues. Fortunately, the new employment centers are in the Town of Conklin and the neighboring Town of Kirkwood. Both towns border Susquehanna County, Pennsylvania. Interstate 81 runs north and south through the eastern half of Susquehanna County and has brought an influx of people from New Jersey and the Philadelphia area. These people have purchased homes and land to build homes that are used as vacation/recreation retreats and, quite often, become retirement homes.

BUSINESS

Lending Activities

PNB provides a full range of retail and commercial banking services designed to meet the borrowing and depository needs of small and medium sized businesses and consumers in its market areas. A significant amount of PNB's loans are to customers located within its service areas. PNB has no foreign loans or highly leveraged transaction loans, as defined by the FRB. A majority of the loans in PNB's portfolio have been originated by PNB. Policies adopted by the Board of Directors are the basis by which PNB conducts its lending activities. These loan policies grant individual lending officers authority to make secured and unsecured loans in specific dollar amounts. Larger loans must be approved by senior officers or by the Board of Directors. PNB's management information systems and loan review policies are designed to monitor lending to ensure adherence to PNB's loan policies.

The commercial loans offered by PNB include:

- commercial real estate loans;
- working capital;
- equipment and other commercial loans;
- construction loans;
- SBA guaranteed loans; and
- agricultural loans.

PNB's commercial real estate loans are used primarily to provide financing for retail operations, manufacturing operations, farming operations, multi-family housing units, and churches. Commercial real estate secured loans are generally written for a term of 15 years or less or amortized over a longer period with balloon payments at shorter intervals. Personal guarantees are obtained on nearly all commercial loans. Credit analysis, loan review, and an effective collections process are also used to minimize any potential losses. PNB employs four full-time commercial lending officers. These four people are augmented by branch managers who are authorized to make smaller, less complex, commercial loans.

Payment risk is a function of the economic climate in which PNB's lending activities are conducted; economic downturns in the economy generally or in a particular sector could cause cash flow problems for customers and make loan payments more difficult. PNB attempts to minimize this risk by avoiding concentrations of credit to single borrowers or borrowers in a particular industry. Interest rate risk would occur if PNB were to make loans at fixed rates in an environment in which rates were rising thereby preventing PNB from making loans at the higher prevailing rates. PNB attempts to mitigate this risk by making adjustable rate commercial loans and, when extending fixed rate commercial loans, fixing loan maturities at five years or less. Finally, collateral risk can occur if PNB's position in collateral taken as security for loan repayment is not adequately secured. PNB attempts to minimize collateral risk by avoiding loan concentrations to particular borrowers, by perfecting liens on collateral and by obtaining appraisals on property prior to extending loans.

Consumer loans offered by PNB include:

- residential real estate loans;
- automobile loans;
- manufactured housing loans;
- personal installment loans secured and unsecured for almost any purpose;
- student loans; and
- home equity loans (fixed-rate term and open ended revolving lines of credit).

PNB offers credit cards as an agent bank through another correspondent bank.

Risks applicable to consumer lending are similar to those applicable to commercial lending. PNB attempts to mitigate payment risk in consumer lending by limiting consumer lending products to a term of five years or less. To the extent that PNB extends unsecured consumer loans, there is greater collateral risk; however, credit checks and borrower history are obtained in all consumer loan transactions.

Residential mortgage products include adjustable-rate as well as conventional fixed-rate loans. Terms vary from 1, 5, and 10-year adjustable rate loans to 5, 10, 15, 20, and 30-year fully amortized fixed rate loans. Bi-weekly payment plans are also available. Personal secured and unsecured revolving lines of credit with variable interest rates and principal amounts ranging from $1,000 to $10,000 are offered to credit-worthy customers. The largest segment of PNB's installment loan portfolio is fixed-rate loans. Most are secured either by automobiles, motorcycles, snowmobiles, boats, other personal property, or by liens filed against real estate. These loans are generally available in terms of up to 15 years with automobile loans having maturities of up to 60 months and real estate loans having maturities up to 15 years. Loans secured by other collateral usually require a maturity of less than 60 months. Home equity products include both fixed-rate term products and also an open-end revolving line of credit with a maximum loan-to-value ratio of 80% of current appraisal. A special MGIC program now offered through the Bank, allows for loans of up to 100% of the appreciated value for qualified applicants. Credit checks, credit scoring, and debt-to-income ratios within preset parameters are used to qualify borrowers.

Mortgage loans have historically had a longer average life than commercial or consumer loans. Accordingly, payment and interest rate risks are greater in some respects with mortgage loans than with commercial or consumer lending. Deposits, which are used as the primary source to fund mortgage lending, tend to be of shorter duration than the average maturities on residential mortgage loans and are more susceptible to interest rate changes. Historical records indicate that our mortgage loans, no matter what maturity, have an average life of less than seven years. In 2003, the Bank started selling mortgages in the secondary market. Mortgages are also written with adjustable rates. Mortgage lending is also subject to economic downturns, in that increases in unemployment could adversely affect the ability of borrowers to repay mortgage loans and decreases in property values could affect the value of the real estate serving as collateral for the loan.

Loan growth remained steady in 2006 when compared to 2004 and 2005. Industry standard debt-to-income ratios and credit checks are used to qualify borrowers on all consumer loans. Managers, assistant managers, and customer service officers have retail lending authorities at each of the full-service branch office locations. PNB has centralized loan administration at its operations/administrative offices where mortgage underwriting and loan review and analysis take place.

Loan Approval

Individual loan authorities are established by PNB's Board of Directors upon recommendation by the chief credit officer. In establishing an individual's loan authority, the experience of the lender is taken into consideration, as well as the type of lending in which the individual is involved. The President of PNB, along with members of senior management (loan committee), has the authority to approve new loans over $250,000 up to $2,000,000 and all aggregate loans $325,000 to $2,500,000 following an analysis and review by credit analysts and commercial lender. The full Board of Directors reviews on a monthly basis, all loans approved by individual lenders and the officers' loan committee. All loan requests which are either complex in nature or exceed $2,000,000 new or $2,500,000 aggregate must be analyzed and reviewed by the loan committee and presented with a recommendation to the full Board of Directors for approval or denial.

PNB generally requires that loans secured by first mortgages or real estate have loan-to-value ratios of less than 80% for loans secured by raw land or improved property. In addition, in some instances for qualified borrowers, private mortgage insurance is available for purchase that allows loan-to-value ratios to go as high as 100%. PNB also participates in a guaranteed mortgage insurance program. This allows PNB to make loans on real estate up to 100% of the value of the property. Adjustable rate mortgage products, as well as conventional fixed-rate products, are also

available at PNB.

Deposit Activities

PNB also offers a full range of deposit and personal banking services insured by the FDIC, including commercial checking and small business checking products, cash management services, retirement accounts such as Individual Retirement Accounts ("IRA"), retail deposit services such as certificates of deposit, money market accounts, savings accounts, a variety of checking account products, automated teller machines ("ATM's"), point of sale and other electronic services such as automated clearing house ("ACH") originations, and other personal miscellaneous services.

These miscellaneous services would include:

- safe deposit boxes;
- night depository services;
- traveler's checks;
- merchant credit cards;
- direct deposit of payroll and other checks;
- U.S. Savings Bonds;
- official bank checks; and
- money orders.

The principal sources of funds for PNB are core deposits that include demand deposits, interest bearing transaction accounts, money market accounts, savings deposits, and certificates of deposit. These deposits are solicited from individuals, businesses, non-profit entities, and government authorities. Substantially all of PNB's deposits are from the local market areas surrounding each of its offices.

Investment Products

In 1999, PNB entered into an agreement with T.H.E. Financial Services to hire a joint employee to sell investment products. An agent was hired and has an office located in the Bank's Hallstead Plaza building. In September of 2003, T.H.E. Financial Services was acquired by Financial Network Investment Corporation (FNIC) of Torrance, California. PNB signed a contract dated September 29, 2003 with FNIC. PNB discontinued broker-dealer services with FNIC and contracted with Uvest Financial Services, Charlotte, North Carolina, effective September 6, 2005. In 2005, Peoples Financial Services Corp. formed Peoples Advisors, LLC ("Advisors") as a member-managed limited liability company under the laws of the Commonwealth of Pennsylvania, to be a wholly owned subsidiary of the Corporation, for the purpose of providing investment advisory services to the general public.

Insurance Products

In April of 2001, PNB purchased a 20% equity interest in Community Bankers Insurance Agency. This investment gives the Bank a referral avenue to provide insurance, broadening our available lines of financial services.

Investment Portfolio and Activities

PNB's investment portfolio has several objectives.

- A key objective is to provide a balance in PNB's asset mix of loans and investments consistent with its liability structure, and to assist in management of interest rate risk. The investments augment PNB's capital position in the risk-based capital formula, providing the necessary liquidity to meet fluctuations in credit demands of the community and also fluctuations in deposit levels.
- In addition, the portfolio provides collateral for pledging against public funds, and a reasonable allowance for control of tax liabilities.
- Finally, the investment portfolio is designed to provide income for PNB.

In view of the above objectives, the portfolio is treated conservatively by management and only securities that pass those criteria are purchased.

Competition

PNB operates in a fairly competitive environment, competing for deposits and loans with commercial banks, thrifts, credit unions, and finance and mortgage companies. Some of these competitors possess substantially greater financial resources than those available to PNB. Also, certain of these institutions have significantly higher lending limits than PNB and may provide various services for their customers that are not presently available at PNB. Financial institutions generally compete on the basis of rates and service. PNB is subject to increasing competition from credit unions, finance companies, and mortgage companies that may not be subject to the same regulatory restrictions and taxations as commercial banks.

PNB will seek to remain competitive with interest rates that it charges on its loans and offers on deposits. It also believes that its success has been, and will continue to be, due to its emphasis on community involvement, customer services, and relationships. With consolidation continuing in the financial industry, and particularly in PNB's markets, smaller profitable banks are gaining opportunities where larger institutions exit markets that are only marginally profitable for them.

The financial services industry in the Company's service area is extremely competitive. The Company's competitors within its service area include banks and bank holding companies with substantially greater resources. Many competitors have substantially higher legal lending limits.

In addition, savings banks, savings and loan associations, credit unions, money market and other mutual funds, mortgage companies, leasing companies, finance companies, and other financial services companies offer products and services similar to those offered by the Company and PNB, on competitive terms.

Many bank holding companies have elected to become financial holding companies under the Gramm-Leach-Bliley Act, which gives them a broader range of products with which we must compete. Although the long-range effects of this development cannot be predicted, most probably it will further narrow the differences and intensify competition among commercial banks, investment banks, insurance firms and other financial services companies.

SEASONALITY

Management does not feel that the deposits or the business of PNB in general are seasonal in nature. The deposits may, however, vary with local and national economic conditions but should not have a material effect on planning and policy making.

CRITICAL ACCOUNTING POLICIES

Disclosure of the Company's significant accounting policies is included in Note 1 to the Consolidated Financial Statements. Some of these policies are particularly sensitive requiring significant judgments, estimates and assumptions to be made by management. Additional information is contained in Management's Discussion and Analysis for the most sensitive of these issues, including the provision and allowance for loan losses, which are located in Note 3 to the Consolidated Financial Statements.

Significant estimates are made by management in determining the allowance for loan losses. Consideration is given to a variety of factors in establishing this estimate. In estimating the allowance for loan losses, management considers current economic conditions, diversification of the loan portfolio, delinquency statistics, results of internal loan review, financial and managerial strengths of borrowers, adequacy of collateral, if collateral dependent, or present value of future cash flows and other relevant factors.

INTERNET ADDRESS DISCLOSURES

PNB's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K and amendments to those reports can be found via a link to the SEC Web page through our Website located at www.peoplesnatbank.com. This website is available free of charge.

PNB has posted its Code of Ethics for the chief executive officer, chief operation and financial officer, and controller. This policy can be found at our Website located at www.peoplesnatbank.com. Copies are also available upon request and free of charge for Shareholders without Web access.

STATISTICAL DISCLOSURES

The following statistical disclosures are included in Management's Discussion and Analysis, Item 7 hereof, and are incorporated by reference in this Item 1:

- Interest Rate Sensitivity Analysis;

- Interest Income and Expense, Volume and Rate Analysis;
- Investment Portfolio;
- Loan Maturity and Interest Rate Sensitivity;
- Loan Portfolio;
- Allocation of Allowance for Loan Losses;
- Deposits; and
- Short-term Borrowings.

ITEM 1A RISK FACTORS

Changes in interest rates could reduce our income, cash flows and asset values.

Our income and cash flows and the value of our assets depend to a great extent on the difference between the interest rates we earn on interest-earning assets, such as loans and investment securities, and the interest rates we pay on interest-bearing liabilities such as deposits and borrowings. These rates are highly sensitive to many factors which are beyond our control, including general economic conditions and policies of various governmental and regulatory agencies and, in particular, the Board of Governors of the Federal Reserve System. Changes in monetary policy, including changes in interest rates, will influence not only the interest we receive on our loans and investment securities and the amount of interest we pay on deposits and borrowings, but will also affect our ability to originate loans and obtain deposits and the value of our investment portfolio. If the rate of interest we pay on our deposits and other borrowings increases more than the rate of interest we earn on our loans and other investments, our net interest income, and therefore our earnings, could be adversely affected. Our earnings also could be adversely affected if the rates on our loans and other investments fall more quickly than those on our deposits and other borrowings.

Economic conditions either nationally or locally in areas in which our operations are concentrated may adversely affect our business.

Deterioration in local, regional, national or global economic conditions could cause us to experience a reduction in deposits and new loans, an increase in the number of borrowers who default on their loans and a reduction in the value of the collateral securing their loans, all of which could adversely affect our performance and financial condition. Unlike larger banks that are more geographically diversified, we provide banking and financial services locally. Therefore, we are particularly vulnerable to adverse local economic conditions.

Our financial condition and results of operations would be adversely affected if our allowance for loan losses is not sufficient to absorb actual losses or if we are required to increase our allowance.

Despite our underwriting criteria, we may experience loan delinquencies and losses. In order to absorb losses associated with nonperforming loans, we maintain an allowance for loan losses based on, among other things, historical experience, an evaluation of economic conditions, and regular reviews of delinquencies and loan portfolio quality. Determination of the allowance inherently involves a high degree of subjectivity and requires us to make significant estimates of current credit risks and future trends, all of which may undergo material changes. At any time, there are likely to be loans in our portfolio that will result in losses but that have not been identified as non-performing or potential problem credits. We cannot be sure that we will be able to identify deteriorating credits before they become nonperforming assets or that we will be able to limit losses on those loans that are identified. We may be required to increase our allowance for loan losses for any of several reasons. Regulators, in reviewing our loan portfolio as part of a regulatory examination, may request that we increase our allowance for loan losses. Changes in economic conditions affects borrowers, new information regarding existing loans, identification of additional problem loans and other factors, both within and outside of our control, may require an increase in our allowance. In addition, if charge-offs in future periods exceed our allowance for loan losses, we will need additional increases in our allowance for loan losses. Any increase in our allowance for loan losses will result in a decrease in our net income and, possibly, our capital, and may materially affect our results of operations in the period in which the allowance is increased.

Competition may decrease our growth or profits.

We face substantial competition in all phases of our operations from a variety of different competitors, including commercial banks, credit unions, consumer finance companies, insurance companies and money market funds. There is very strong competition among financial services providers in our principal service area. Our competitors may have greater resources, higher lending limits or larger branch systems than we do. Accordingly, they may be able to offer a broader range of products and services as well as better pricing for those products and services than we can. In addition, some of the financial services organizations with which we compete are not subject to the same degree of regulation as is imposed on federally insured financial institutions. As a result, those non-bank competitors may be able to access funding and provide various services more easily or at less cost than we can, adversely affecting our

ability to compete effectively.

We may be adversely affected by government regulation.

The banking industry is heavily regulated. Banking regulations are primarily intended to protect the federal deposit insurance funds and depositors, not shareholders. Changes in the laws, regulations, and regulatory practices affecting the banking industry may increase our cost of doing business or otherwise adversely affect us and create competitive advantages for others. Regulations affecting banks and financial services companies undergo continuous change, and we cannot predict the ultimate effect of these changes, which could have a material adverse effect on our profitability or financial condition.

We rely on our management and other key personnel, and the loss of any of them may adversely affect our operations.
We are, and will continue to be, dependent upon the services of our management team. The unexpected loss of services of any key management personnel could have an adverse effect on our business and financial condition because of their skills, knowledge of our market, years of industry experience and the difficulty of promptly finding qualified replacement personnel.

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

Failure to implement new technologies in our operations may adversely affect our growth or profits.
The market for financial services, including banking services and consumer finance services, is increasingly affected by advances in technology, including developments in telecommunications, data processing, computers, automation, Internet-based banking and telebanking. Our ability to compete successfully in our markets may depend on the extent to which we are able to exploit such technological changes. However, we can provide no assurance that we will be able to properly or timely anticipate or implement such technologies or properly train our staff to use such technologies. Any failure to adapt to new technologies could adversely affect our business, financial condition or operating results.

An investment in our common stock is not an insured deposit.
Our common stock is not a bank deposit and, therefore, is not insured against loss by the Federal Deposit Insurance Corporation, commonly referred to as the FDIC, or any other deposit insurance fund or by any other public or private entity. Investment in our common stock is subject to the same market forces that affect the price of common stock in any company.

Our legal lending limits are relatively low and restrict our ability to compete for larger customers.
At December 31, 2006, our lending limit per borrower was approximately $5.7 million, or approximately 15% of our capital. Accordingly, the size of loans that we can offer to potential borrowers (without participation by other lenders) is less than the size of loans that many of our competitors with larger capitalization are able to offer. Our legal lending limit also impacts the efficiency of our lending operation because it tends to lower our average loan size, which means we have to generate a higher number of transactions to achieve the same portfolio volume. We may engage in loan participations with other banks for loans in excess of our legal lending limits. However, there can be no assurance that such participations will be available at all or on terms which are favorable to us and our customers.

Market conditions may adversely affect our fee based investment business.
The Company receives fee based revenues from commissions from the sale of securities and investment advisory fees. In the event of decreased stock market activity, the volume of trading facilitated by Uvest Financial Services will in all likelihood decrease resulting in decreased commission revenue on purchases and sales of securities. In addition, investment advisory fees, which are generally based on a percentage of the total value of an investment portfolio, will decrease in the event of decreases in the values of the investment portfolios, for example, as a result of overall market declines.

ITEM 1B UNRESOLVED STAFF COMMENTS

NONE.

ITEM 2 PROPERTIES

PNB has four full-service banking offices in Susquehanna County that are located in:
- Borough of Susquehanna Depot;
- Hallstead Plaza, Great Bend Township;
- Borough of Hop Bottom; and
- Montrose, Bridgewater Township.

PNB’s presence in Wyoming County, Pennsylvania had been limited to a de novo branch in Nicholson, which opened in 1992, until the purchase of the two Mellon bank offices in 1997. The Wyoming County locations are:
- Borough of Nicholson;
- Meshoppen Township; and
- Tunkhannock Borough.

The administrative/operations office of the Company and PNB is located at 50 Main Street, Hallstead, Pennsylvania. The following departments are located at that office:
- commercial, mortgage and consumer lending operations;
- executive offices;
- marketing department;
- human resources department;
- deposit account support services;
- data processing services; and
- corporate accounting.

PNB began expanding its branch locations into New York in 2002. The latest updates on these expansions are:
- The Bank had an office located in the Price Chopper Super Market in Norwich, Chenango County, New York. This office was purchased from Mohawk Community Bank, Amsterdam, New York, in March of 2002. A decision was made to close this office effective March 31, 2003, because of its distance from Hallstead, high lease payments, and lack of growth opportunity for our Bank in that area.
- Subsequently, real estate was purchased in Conklin, New York, approximately 10 miles from Hallstead. Regulators approved permission to establish an office at that site and the official opening date was March 17, 2003. The office is located at 1026 Conklin Road and is approximately ten miles from the Administrative Office of PNB.
- Also, on December 12, 2002, property was purchased at 108 Second Street, Town of Sanford, Village of Deposit, Broome County, New York. Regulatory approval was received to establish this second New York State office, and the official opening date of this office, which is located approximately 25 miles from the Administrative Office, was April 18, 2005.
- The application was approved for the third New York State office located on Front Street in the Town of Chenango, Broome County. This office, which was officially opened on June 6, 2005, is approximately 20 miles from the Administrative Office.

All offices are owned in fee title by PNB with the exception of the Hallstead Plaza, Meshoppen and Town of Chenango offices. The Hallstead Plaza and Meshoppen offices are subject to ground leases; and the Front Street office is subject to a building lease. Each lease is either long-term expiring in September 2028 or includes renewal options. Current lease payments range from $2,535 to $38,496 annually. The leases provide that the Bank pay property taxes, insurance, and maintenance costs. Nine of the ten offices provide drive-up banking services and eight offices have 24-hour ATM services.

ITEM 3 LEGAL PROCEEDINGS

The Company is a defendant in various lawsuits wherein various amounts are claimed. In the opinion of the Company's management, these suits are without merit and should not result in judgments, which, in the aggregate, would have a material adverse effect on the Company's consolidated financial statements.

ITEM 4 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

NONE.

PART II

ITEM 5 MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

The Company’s Common Stock is not listed on an exchange or quoted on the National Association of Securities Dealers, Inc. Automated Quotation system (NASDAQ). The Company’s common stock is traded sporadically in the over-the-counter market and, accordingly, there is no established public trading market at this time. The Company’s stock is listed on the OTC Bulletin Board under the symbol PFIS. The cusip number is 711040-10-5. The investment firms of Ferris, Baker Watts, Incorporated from Baltimore, Maryland, and Ryan Beck from Livingston, New Jersey, make a limited market in the Company’s common stock. The Company, and previously the Bank, has continuously paid dividends for more than 90 years and it is the intention to pay dividends in the future. However, future dividends must necessarily depend upon earnings, financial condition, appropriate legal restrictions, and other factors at the time that the Board of Directors considers dividend payments. As of December 31, 2006, there were 56,467 outstanding options to purchase the Company’s common stock. See Note 8 of the Consolidated Financial Statements for more information. Book value of common stock at December 31, 2006, was $13.16 and on December 31, 2005, it was $12.55. As of December 31, 2006, the Company had approximately 1,036 shareholders of record. At such date, 3,133,874 shares of Common Stock were outstanding.

The following table reflects high and low bid prices for shares of the Company’s Common Stock to the extent such information is available, and the dividends declared with respect thereto during the preceding two years.

COMPANY STOCK

	2006			2005		
	Price Range		Dividends	Price Range		Dividends
	Low	High	Declared	Low	High	Declared
First Quarter	$ 29.05	$ 31.50	$ .19	$ 34.00	$ 36.25	$ .19
Second Quarter	$ 28.90	$ 29.25	$ .19	$ 32.50	$ 34.00	$ 1.19
Third Quarter	$ 26.35	$ 28.90	$ .19	$ 30.25	$ 32.75	$ .19
Fourth Quarter	$ 26.00	$ 26.50	$ .19	$ 30.75	$ 32.30	$ .19

The following table discloses the number of outstanding options, warrants and rights granted by the Company to participants in equity compensation plans, as well as the number of securities remaining available for future issuance under these plans. The table provides this information separately for equity compensation plans that have and have not been approved by security holders.

	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted-average exercise price of outstanding options, warrants and rights	(c) Number of securities remaining available for future issuance under equity compensation plans {excluding securities reflected in column (a) }*
Equity compensation plans approved by stockholders	56,467	$ 20.03	89,251
Equity compensation plans not approved by stockholders	0	0	0
Total	56,467	$ 20.03	89,251

* Securities for future issuance are reserved and issued at the discretion of the Board of Directors on an annual basis.

The following table discloses the purchases made by the Company of shares of its common stock in the fourth quarter of 2006.

MONTH	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Maximum number of shares that may yet be purchased under the plans or programs (1)
October 1, 2006 - October 31, 2006	0	$ 0	0	89,251
November 1, 2006 - November 30, 2006	0	0	0	89,251
December 1, 2006 - December 31, 2006	0	0	0	89,251
Total	0	$ 0	0	

(1) On December 27, 1995, the Board of Directors authorized the repurchase of 187,500 shares of the Corporation’s common stock from shareholders. On July 2, 2001, the Board of Directors authorized the repurchase of an additional 5%, or 158,931 shares of the Corporation’s common stock outstanding. Neither repurchase program stipulated an expiration date.

The performance graph formerly included in the Company's Proxy Statement can now be found in the Company's Annual Report to its shareholders.

ITEM 6 SELECTED FINANCIAL DATA

Consolidated Financial Highlights	At and For the Years Ended December 31,				
	2006	2005	2004	2003	2002
(Dollars in Thousands, except Per Share Data)					
Net Income	$ 4,129	$ 4,476	$ 4,453	$ 5,564	$ 5,015
Return of Average Assets	1.03%	1.16%	1.18%	1.54%	1.52%
Return on Average Equity	10.32%	11.37%	10.84%	14.18%	14.30%
Shareholders' Value					
Earnings per Share, Basic	$ 1.31	$ 1.42	$ 1.41	$ 1.76	$ 1.59
Earnings per Share, Diluted	1.31	1.41	1.40	1.75	1.59
Regular Cash Dividends	0.76	0.76	0.73	0.65	0.59
Special Cash Dividends	0.00	1.00	0.00	0.00	0.00
Book Value	13.16	12.55	13.42	12.98	12.17
Market Value	26.00	31.45	36.00	32.40	20.00
Market Value/Book Value Ratio	197.57%	250.60%	268.26%	249.61%	164.38%
Price Earnings Multiple	19.85x	22.14x	25.59x	18.41x	12.57x
Dividend Payout Ratio	57.93%	53.50%	51.91%	36.96%	36.89%
Dividend Yield	2.94%	2.42%	2.03%	2.07%	3.03%
Safety and Soundness					
Stockholders' Equity/Asset Ratio	9.91%	10.13%	11.16%	11.06%	11.05%
Allowance for Loan Loss as a Percent of Loans	0.66%	0.92%	1.12%	0.89%	0.87%
Net Charge Offs/Total Loans	0.33%	0.29%	0.17%	0.06%	0.03%
Allowance for Loan Loss/Nonaccrual Loans	402.70%	206.62%	132.77%	212.70%	567.45%
Allowance for Loan Loss/Non-performing Loans	248.89%	183.74%	116.29%	192.20%	367.87%
Balance Sheet Highlights					
Total Assets	$ 416,268	$ 391,198	$ 379,375	$ 371,289	$ 346,842
Total Investments	110,302	108,313	113,598	116,126	105,972
Net Loans	269,383	256,870	242,075	234,274	219,437
Allowance for Loan Losses	1,792	2,375	2,739	2,093	1,935
Short-term Borrowings	12,574	17,842	14,614	7,085	13,113
Long-term Borrowings	36,525	34,770	46,034	41,952	34,744
Total Deposits	323,613	296,962	274,775	279,700	259,187
Stockholders' Equity	$ 41,240	$ 39,616	$ 42,354	$ 41,076	$ 38,323

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

This consolidated review and analysis of Peoples Financial Services Corp. (the Company) is intended to assist the reader in evaluating the Company's performance for the years-ending December 31, 2006, 2005, and 2004. The information should be read in conjunction with the consolidated financial statements and the accompanying notes to those statements.

Peoples Financial Services Corp. (the Company) is the one-bank holding company of Peoples National Bank (the Bank), which is wholly owned by the Company. The Company and the Bank derive their primary income from the operation of a commercial bank, including earning interest on loans and investment securities. The Bank incurs interest expense in relation to deposits and other borrowings. The Bank operates ten full-service branches in the Hallstead Shopping Plaza, Hop Bottom, Montrose, Susquehanna, Nicholson, Tunkhannock, and Meshoppen, Pennsylvania and Conklin, Village of Deposit and Town of Chenango, Broome County, New York. The Bank has on-site automated teller machines at all offices except Hop Bottom and Meshoppen. The administrative offices and operations offices are located in Hallstead, Pennsylvania. Principal market areas are Susquehanna and Wyoming Counties in Pennsylvania and the Southern Tier of Broome County, New York and the bordering areas of those counties. As of December 31, 2006, the Bank employed 106 full-time employees and 16 part-time employees.

Forward Looking Statements
When used in this discussion, the words "believes", "anticipates", "contemplated", "expects", or similar expressions are intended to identify forward looking statements. Such statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those projected. Those risks and uncertainties include changes in interest rates, the ability to control costs and expenses, and general economic conditions. The Company undertakes no obligation to publicly release the results of any revisions to those forward looking statements that may be made to reflect events or circumstances after this date or to reflect the occurrence of unanticipated events.

Critical Accounting Policies
Note 1 to the Company's consolidated financial statements lists significant accounting policies used in the development and presentation of its financial statements. This discussion and analysis, the significant accounting policies, and other financial statement disclosures identify and address key variables and other qualitative and quantitative factors that are necessary for an understanding and evaluation of the Company and its results of operations.

The consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States, which require the Bank to make estimates and assumptions. The Bank believes that its determination of the allowance for loan losses involves a higher degree of judgment and complexity than the Bank's other significant accounting policies. Further, these estimates can be materially impacted by changes in market conditions or the actual or perceived financial condition of the Bank's borrowers, subjecting the Bank to significant volatility of earnings.

The allowance for loan losses is established through the provision for loan losses, which is a charge against earnings. Provisions for loan losses are made to reserve for estimated probable losses on loans. The allowance for loan losses is a significant estimate and is regularly evaluated by the Bank for adequacy by taking into consideration factors such as changes in the nature and volume of the loan portfolio, trends in actual and forecasted credit quality, including delinquency, charge-off and bankruptcy rates, and current economic conditions that may affect a borrower's ability to pay. The use of different estimates of assumptions could produce a different provision for loan losses. For additional discussion concerning the Bank's allowance for loan losses and related matters, see "Provision for Loan Losses".

20

Prior to January 1, 2006 and as previously permitted by SFAS No. 123, the Company accounted for stock-based compensation in accordance with Accounting Principles Board Opinion (APB) No. 25. Under APB No. 25, no compensation expense was recognized in the income statement related to any option granted under the Company stock option plans. The pro forma impact to net income and earnings per share that would have occurred if compensation expense had been recognized, based on the estimated fair value of the options on the date of the grant, is disclosed in the notes to the consolidated financial statements for 2005 and 2004. In December 2004, the Financial Accounting Standards Board (FASB) issued Statement No. 123(R), "Share-Based Payment." Statement No. 123(R) replaced Statement No. 123, "Accounting for Stock-Based Compensation," and superseded APB Opinion No. 25, "Accounting for Stock Issued to Employees." Statement No. 123(R) requires compensation costs related to share-based payment transactions to be recognized in the financial statements over the period that an employee provides service in exchange for the award. Public companies were required to adopt the new standard using a modified prospective method and were given the option of restating prior periods using the modified retrospective method. The Bank did not elect to use the modified retrospective method. Under the modified prospective method, companies are required to record compensation cost for new and modified awards over the related vesting period of such awards prospectively and record compensation cost prospectively for the unvested portion, at the date of adoption, of previously issued and outstanding awards over the remaining vesting period of such awards. No change to prior periods presented is permitted under the modified prospective method. Statement No. 123(R) became effective for annual reporting periods beginning after December 15, 2005. Adopting Statement No. 123(R) on January 1, 2006 using the modified prospective method, the Company incurred total stock-based compensation expense, net of related tax effects, in the amount of $3,000 for the year-ending December 31, 2006.

RESULTS OF OPERATIONS

Net Interest Income

Net interest income is the main source of the Company's income. It is the difference between interest earned on assets and interest paid on liabilities. The discussion of net interest income should be read in conjunction with Table 2: "Distribution of Assets, Liabilities and Stockholders' Equity; Interest Rates and Interest Differential", and Table 3: "Rate/Volume Analysis of Changes in Net Interest Income."

The following table shows the net interest income on a fully-tax-equivalent basis for each of the three years-ending December 2006, 2005, and 2004.

TABLE 1

NET INTEREST INCOME

	Year-Ended December 31,		
(In Thousands)	**2006**	**2005**	**2004**
Total Interest Income	$ 22,698	$ 20,672	$ 19,759
Tax Equivalent Adjustment	1,203	1,174	1,175
Total Tax Equivalent Interest Income	23,901	21,846	20,934
Total Interest Expense	10,797	8,248	7,084
Net Interest Income (Fully Tax Equivalent Basis)	$ 13,104	$ 13,598	$ 13,850

Table 2 includes the average balances, interest income and expense, and the average rates earned and paid for assets and liabilities. For yield calculation purposes, non-accruing loans are included in average loan balances. Table 3 analyzes the components contributing to the changes in net interest income and indicates the impact in either changes in rate or changes in volume.

Distribution of Assets, Liabilities and Stockholders' Equity
Interest Rates and Interest Differential
TABLE 2

	Year-Ended December 31, 2006			Year-Ended December 31, 2005			Year-Ended December 31, 2004		
(Dollars in Thousands) **ASSETS**	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate
Loans									
Real Estate	$ 110,972	$ 7,136	6.43%	$ 108,887	$ 6,814	6.26%	$ 107,956	$ 6,845	6.34%
Installment	17,210	1,417	8.23%	17,587	1,304	7.41%	17,561	1,178	6.71%
Commercial	118,904	8,532	7.18%	104,317	7,058	6.77%	99,935	6,208	6.21%
Tax Exempt	20,051	853	6.45%	19,136	757	5.99%	14,937	593	6.02%
Other Loans	473	58	12.26%	632	53	8.39%	648	47	7.25%
Total Loans	267,610	17,996	6.89%	250,559	15,986	6.54%	241,037	14,871	6.30%
Investment Securities (AFS)									
Taxable	65,202	3,032	4.65%	72,358	3,086	4.26%	72,816	3,152	4.33%
Non-Taxable	39,435	1,484	5.70%	39,386	1,523	5.86%	41,257	1,687	6.20%
Total Securities	104,637	4,516	5.05%	111,744	4,609	4.83%	114,073	4,839	5.00%
Time Deposits With Other Banks	932	53	5.69%	0	0	0.00%	0	0	0.00%
Fed Funds Sold	2,467	133	5.39%	2,093	77	3.68%	3,796	49	1.29%
Total Earning Assets	375,646	22,698	6.36%	364,396	20,672	6.00%	358,906	19,759	5.83%
Less: Allowance for Loan Losses	(2,344)			(2,601)			(2,398)		
Cash and Due from Banks	6,768			6,526			6,535		
Premises and Equipment, Net	7,816			5,565			4,644		
Other Assets	12,899			12,167			11,130		
Total Assets	$ 400,785			$ 386,053			$ 378,817		
LIABILITIES AND STOCKHOLDERS' EQUITY									
Deposits									
Interest Bearing Demand	25,462	262	1.03%	24,207	$ 169	0.70%	26,282	190	0.72%
Regular Savings	95,360	3,135	3.29%	72,597	1,258	1.73%	63,414	637	1.00%
Money Market Savings	37,747	1,446	3.83%	37,232	911	2.45%	39,778	559	1.41%
Time	102,195	3,905	3.82%	107,115	3,448	3.22%	111,431	3,392	3.04%
Total Interest Bearing Deposits	260,764	8,748	3.35%	241,151	5,786	2.40%	240,905	4,778	1.98%
Other Borrowings	48,878	2,049	4.19%	57,987	2,462	4.25%	53,957	2,306	4.27%
Total Interest Bearing Liabilities	309,642	10,797	3.49%	299,138	8,248	2.76%	294,862	7,084	2.40%
Net Interest Spread		$ 11,901	2.88%		$ 12,424	3.24%		$ 12,675	3.43%
Non-Interest Bearing									

Demand Deposits	49,888		45,574		41,315	
Accrued Expenses and Other Liabilities	2,135		1,959		1,554	
Stockholder's Equity	39,120		39,382		41,086	
Total Liabilities and Stockholder's Equity	$ 400,785		$ 386,053		$ 378,817	
Interest Income/Earning Assets		6.36%		6.00%		5.83%
Interest Expense/Earning Assets		2.87%		2.26%		1.97%
Net Interest Margin		3.49%		3.73%		3.86%

TABLE 3

Rate/Volume Analysis of Changes in Net Interest Income

	2006 to 2005			2005 to 2004		
(In Thousands)	Increase (Decrease)	Change Due to Rate	Volume	Increase (Decrease)	Change Due to Rate	Volume
Interest Income						
Real Estate Loans	$ 322	$ 183	$ 139	$ (31)	$ (91)	$ 60
Installment Loans	113	144	(31)	126	124	2
Commercial Loans	1,474	427	1,047	850	554	296
Tax Exempt Loans	96	37	59	164	(2)	166
Other Loans	5	24	(19)	6	7	(1)
Total Loans	2,010	815	1,195	1,115	592	523
Investment Securities (AFS)						
Taxable	(54)	279	(333)	(66)	(46)	(20)
Non-Taxable	(39)	(42)	3	(164)	(92)	(72)
Total Securities (AFS)	(93)	237	(330)	(230)	(138)	(92)
Time Deposits with Other Banks	53	0	53	0	0	0
Fed Funds Sold	56	36	20	28	91	(63)
Total Interest Income	2,026	1,088	938	913	545	368
Interest Expense						
Interest Bearing Demand Deposits	93	80	13	(21)	(7)	(14)
Regular Savings Deposits	1,877	1,129	748	621	462	159
Money Market Savings Deposits	535	515	20	352	414	(62)
Time Deposits	457	645	(188)	56	195	(139)
Total Interest Bearing Deposits	2,962	2,369	593	1,008	1,064	(56)
Other Borrowings	(413)	(31)	(382)	156	(15)	171
Total Interest Expense	2,549	2,338	211	1,164	1,049	115
Net Interest Spread	$ (523)	$ (1,250)	$ 727	$ (251)	$ (504)	$ 253

Interest income on total loans increased in 2006. This increase of $2,010,000 is shown in Table 3 and is an increase of $815,000 over the prior year's increase, 2005 to 2004, of $1,115,000. Although higher interest rates had a positive impact on the Bank's interest income contributing $815,000 to the increase in our year-to-year comparisons of loan income, loan growth had the larger impact on the bottom line by contributing $1,195,000 to loan income growth. To view the loan portfolio growth numbers see Table 2 which shows the average balance in loans grew from $250,559,000 in 2005 to $267,610,000 in 2006.

In 2006, interest income on taxable investments decreased $54,000 year over year from 2005. Table 3 shows that higher rates added $279,000 to interest income, but the decrease in volume in the taxable portfolio resulted in a decrease in income of $333,000. The average taxable investments as shown in Table 2, were $65,202,000 in 2006 compared to $72,358,000 in 2005.

Interest income on non-taxable investments decreased $39,000 year over year with a $42,000 loss due to lower rates and a slight increase of $3,000 due to volume. The average balances on non-taxable investments were $39,386,000 in 2005 compared to $39,435,000 in 2006. Interest income from federal funds sold increased $56,000 from 2005 to 2006 because of higher interest rates and higher balances as shown in Table 3. Average federal funds sold were $2,093,000 in 2005 compared to $2,467,000 in 2006. Interest income from time deposits with other banks increased $53,000 in 2006 strictly due to growth as there were none held during 2005.

On the overall interest expense side, expenses increased by $2,549,000. Of the total increase, $2,338,000 is attributable to higher rates while $211,000 is attributable to growth. To break this down further, the deposit interest costs increased overall by $2,962,000 with $2,369,000 of the increase due to rate while the costs for other borrowed funds decreased over all by $413,000 with $31,000 of that decrease due to rate and the additional decrease of $382,000 due to loss of volume. In 2006, the average balance of deposits was $260,764,000 compared to the 2005 average balance of $241,151,000. The average balance of borrowed funds was $48,878,000 in 2006. The year to year differences as shown in Table 3 indicate that interest expense increases changed by $1,385,000 with 2005 to 2004 being an increase of $1,164,000 and 2006 to 2005 being an increase of $2,549,000.

The last line in Table 3 shows the net interest spread decrease of $523,000 for 2006 compared to a decrease of $251,000 in the 2005 to 2004. The loss of $523,000 in net interest spread in 2006 is due to the impact of interest rates which caused a decrease of $1,250,000 while growth contributed a positive influence of $727,000.

PROVISION FOR LOAN LOSS

The provision and allowance for loan losses are based on management's ongoing assessment of the Company's credit exposure and consideration of other relevant factors. The allowance for loan losses is a valuation reserve that is available to absorb future loan charge-offs. The provision for loan losses is the amount charged to earnings on an annual basis. The factors considered in management's assessment of the reasonableness of the allowance for loan losses include prevailing and anticipated economic conditions, assigned risk ratings on loan exposures, the results of examinations and appraisals of the loan portfolio conducted by federal regulatory authorities and an independent loan review firm, the diversification and size of the loan portfolio, the level of and inherent risk in non-performing assets, and any other factors deemed relevant by management.

The provision for loan losses was $302,000, $392,000 and $1,050,000 for the years 2006, 2005, and 2004, respectively. Net charge-offs for 2006 were $885,000 compared to $756,000 in 2005. As of December 31, 2006, the allowance for loan loss was .66% of loans and at December 31, 2005, the ratio was .92% of loans. After allocation of reserves to all non-accrual and special-mention loans, as well as applying a percentage to outstanding loans based on the loss history of such loans in each category, the opinion of management was that the allowance for loan loss was proper and sufficient. The ratio of allowance for loan loss to non-performing loans was 248.89% at year-end 2006 compared to 183.74% at year-end 2005 and 116.29% at year-end 2004.

The following table analyzes the increase in total other income by comparing the years-ending 2006, 2005 and 2004.

TABLE 4

NON-INTEREST INCOME

	Year Ended December 31,			**Variance 2006**		**Variance 2005**	
(Dollars in Thousands)	**2006**	**2005**	**2004**	**Amount Of Change**	**Percent Of Change**	**Amount Of Change**	**Percent Of Change**
Customer Service Fees	$ 1,770	$ 1,749	$ 1,489	$ 21	1.20 %	$ 260	17.46 %
Investment Division Commission Income	260	201	426	59	29.35 %	(225)	(52.82)%
Earnings on Investment on Life Insurance	281	263	236	18	6.84 %	27	11.44 %
Other Income	437	382	429	55	14.40 %	(47)	(10.96)%
Gains on Security Sales	42	222	296	(180)	(81.08 %)	(74)	(25.00)%
Impairment of Securities	0	0	(1,144)	0	0 %	1,144	100.00 %
TOTAL Other Income	$ 2,790	$ 2,817	$ 1,732	$ (27)	(0.96%)	$ 1,085	62.64 %

OTHER INCOME

Non-Interest Income

There was an overall decrease in non-interest income of $27,000 in 2006. The decrease of .96% in 2006 is due to fewer available gains through the sale of investment securities. Unlike prior years, when investment sales were initiated in 2006, market yields were often higher than the yield on the security sold, the result being an incurred loss on the security sales.

For comparison, there was an overall increase in non-interest income of $1,085,000 in 2005. The increase of 62.64% in 2005 was due to an other-than-temporary security impairment incurred in the fourth quarter of 2004. At the time, the Company owned four preferred equity securities issued by FNMA and FHLMC with aggregate market value depreciation of 20% or more from the Company's amortized cost basis of $5,000,000. Management had been closely monitoring the market valuations of those preferred equity securities and determined that due to adverse financial events surrounding those agencies that the best course of action, at the time, would be to record an other-than-temporary impairment on those securities in that reporting period under guidance provided by the Financial Accounting Standards Board (FASB). Thus, an impairment charge of $1,144,000 was recorded in non-interest income in the fourth quarter of 2004. Without that impairment charge in 2004, non-interest income would show an overall decrease of $59,000, or 2.05%, in 2005.

Non-interest income includes items that are not related to interest rates, but rather to services rendered and activities conducted in conjunction with the operation of a commercial bank. Service charges earned on deposit accounts is the largest single item in this category and represents fees related to deposit accounts including overdraft fees, minimum balance fees, and transaction fees. In 2006, service charges and fees increased $21,000, or 1.20% compared to an increase of $260,000 in 2005, when compared to 2004, or 17.46%.

One component of customer service fees which reflects a decrease is income realized on overdrafts which were $1,189,000 in 2006 compared to $1,212,000 in 2005, a decrease of $23,000, or 1.9%. This decrease was due to a processing change in 2006. The actual overdraft fees continued to increase in 2006 while the fees which were refunded increased at a greater rate, thus causing the overall decrease. The decrease in overdraft income realized was compensated for through income recognized from debit cards. Debit card fee income increased to $290,000 in 2006 compared to $218,000 in 2005, an increase of $72,000, or 33.03%. The increase was due to the recognition of transaction fees from customer use of debit cards. Prior to February of 2006, the Company utilized the services of a third party processor to clear debit card transactions. This third party processor was entitled to a portion of the associated transaction fees. As of February 2006, the Company no longer uses this third party processor and now handles these transactions internally, thus retaining 100% of the transaction fees.

In 2005, a component of non-interest income, which reflected a significant increase over the prior year, was income realized on overdrafts which was $1,212,000 in 2005, compared to $974,000 in 2004. The Company entered into an overdraft privilege program in June of 2004 which significantly increased the amount of overdraft fees recognized by the Company.

Commissions earned by the Investment Division were $260,000 in 2006, compared to $201,000 in 2005, an increase of $59,000, or 29.35%. As the Investment Division continues to grow and become more established, so does the commissions earned on the assets managed. It is the goal of the Company to continue to grow and cultivate this area. Also contributing to the increase in commissions in 2006 was the increase experienced in the overall stock market as well as the relative stability of the bond market.

By comparison, commissions earned by the Investment Division in 2005 were $201,000, compared to $426,000 in 2004, a decrease of $225,000, or 52.82%. In 2005, the Bank scaled back the underwriting of annuities by its Licensed Bank Employees the result of which was a sharp decrease in related earnings.

Earnings on investment in life insurance were $281,000 in 2006, compared to $263,000 in 2005, an increase of $18,000, or 6.84%. This was due to the overall increase in the crediting rate applied to the balances held in BOLI. One of the BOLI products owned by the Company increased by 151 basis points during the latter seven months of 2006, one increased by 25 basis points for the final three months of 2006 and the third BOLI product decreased by 40 basis points. Each BOLI instrument owned by the Company has a value of between $2 million and $2.6 million.

Earnings on investment in life insurance were $263,000 in 2005, compared to $236,000 in 2004, an increase of $27,000, or 11.44%. This was due to the purchase of an additional $2,000,000 in Bank Owned Life Insurance (BOLI) in June of 2004 and the associated earnings on the additional BOLI for the full twelve months in 2005, as opposed to seven months of earnings in 2004 on that same BOLI policy.

Other income was $437,000 in 2006, compared to $382,000 in 2005, an increase of $55,000, or 14.40%. This was primarily due to income recognized through the operation of the insurance agency which was $13,000 in 2006, compared to a loss of $16,000 in 2005. This increase accounts for the majority of the overall increase in other income in 2006.

Other income was $382,000 in 2005, compared to $429,000 in 2004, a decrease of $47,000, or 10.96%. This was primarily due to the decrease of funds received as settlement of the net fraud claim involving certificates of deposit invested in through Entrust Group and Bentley Financial Services, Inc. to $27,000 in 2005. Related receipts in 2004 totaled $110,000.

In 2006, The Company had $42,000 in realized gains through sales of available-for-sale securities compared to $222,000 in 2005. This is a decrease of $180,000, or 81.08%. Comparing 2005 to 2004, the Company had $222,000 in realized gains through sales of available-for-sale securities compared to $296,000 in 2004. This is a decrease of $74,000, or 25.00%.

TABLE 5

NON-INTEREST EXPENSE

(Dollars in Thousands)	Year Ended December 31,			Variance 2006		Variance 2005	
	2006	**2005**	**2004**	**Amount Of Change**	**Percent Of Change**	**Amount Of Change**	**Percent Of Change**
Salaries and Benefits	$ 4,498	$ 4,199	$ 3,848	$ 299	7.12%	$ 351	9.12%
Occupancy Expenses	674	564	489	110	19.50%	75	15.34%
Furniture and Equipment Expense	484	427	336	57	13.35%	91	27.08%
FDIC Insurance and Assessments	127	141	140	(14)	(9.93%)	1	.71%
Professional Fees and Outside Services	337	471	297	(134)	(28.45%)	174	58.59%
Prepayment Penalty - FHLB	0	808	0	(808)	(100.00%)	808	100.00%
Computer Services and Supplies	774	778	617	(4)	(0.51%)	161	26.09%
Taxes, Other Than Payroll and Income	370	324	383	46	14.20%	(59)	(15.40%)
Other Operating Expenses	2,224	1,676	1,780	548	32.70%	(104)	(5.84%)
Total Non-Interest Expense	$ 9,488	$ 9,388	$ 7,890	$ 100	1.07%	$ 1,498	18.99%

OTHER EXPENSES

Non-Interest Expense

Total non-interest expense increased $100,000 from $9,388,000 in 2005 to $9,488,000 in 2006. This is an increase of 1.07%.

Non-interest expense includes all other expenses associated with the Company. Salaries and related benefits is the largest expense in this category and it increased $299,000, or 7.12%, over year-end 2005. The full-time equivalent number of employees was 109 as of December 31, 2006, compared to 114 as of December 31, 2005. Normal yearly pay increases and increased health insurance costs contributed to the overall increase in salary and benefit expense.

For comparison, salaries and related benefits increased $351,000, or 9.12%, in 2005 over year-end 2004. The full-time equivalent number of employees was 114 as of December 31, 2005, compared to 104 as of December 31, 2004 due to the addition of staff in 2005 when compared to 2004. A portion of the additional staff was hired in conjunction with 2005 branch expansion. In addition to the increased staff size, normal yearly pay increases and increased health insurance costs contributed to the overall increase in salary and benefit expense.

Occupancy expense increased 19.50%, or $110,000, in 2006. Every category of expense related to building occupancy increased in 2006 when compared to 2005. These categories include utilities, property taxes, repairs and depreciation. Two new offices located in New York State were opened in 2005, one in April and the second in June. Thus, 2006 was the first full year of operation for those offices and a full year of occupancy costs were incurred in 2006 versus a partial year for each of those offices in 2005.

This compares to 2005 when occupancy expense increased 15.34%, or $75,000, as compared to 2004. The increase in 2005 was attributed to various factors which included; increased heating costs associated with the rise in energy prices experienced during the winter months of 2005, increased depreciation expense incurred on buildings and improvements placed in service for the Deposit, New York and Town of Chenango, New York offices opened in 2005 and lastly, additional property tax and lease costs associated with those offices.

Furniture and equipment expense increased in 2006 to $484,000, or 13.35%, compared to 2005 at $427,000. The increase in 2006 is associated with increased depreciation expense incurred. Flooding occurred in the region in June 2006, and significant damages were experienced as a result. Six of the Company's twelve offices were affected and as such, unexpected investment was made in new furniture and equipment. Much of the furniture and equipment replaced was older, and in some cases, fully depreciated. The new furniture and equipment booked in 2006 caused the related depreciation expense to increase significantly. Depreciation expense on furniture and equipment was $392,000 in 2006, compared to $328,000 in 2005, an increase of $64,000, or 19.51%.

For comparison, furniture and equipment expense increased in 2005 to $427,000, or 27.08%, compared to 2004 at $336,000. The increase in 2005 was associated with depreciation expense incurred on additional computer software and equipment, as well as equipment and furnishings for the new Deposit, New York and Town of Chenango, New York offices placed in service in 2005.

Professional fees and outside services were $337,000 in 2006 which compares to $471,000 in 2005, a decrease of $134,000, or 28.45%. The decrease in 2006 is due to fewer costs associated with Sarbanes-Oxley Section 404 compliance in 2006 when compared to 2005. Professional fees were budgeted at $347,000 for 2006.

For comparison, professional fees and outside services were $471,000 in 2005 which compared to $297,000 in 2004. The increase in 2005 was due to increased costs incurred by the Company in relation to testing and compliance with section 404 of the Sarbanes-Oxley Act of 2002 and consulting performed in connection with the new overdraft privilege program which was implemented in June 2004, as well as various consulting and legal services incurred in 2005, which were not incurred in 2004.

Computer services and supplies is another component of other expenses. This category covers the expense of data processing for the Company. In 2006, the expense was $774,000 compared to $778,000 in 2005 a decrease of $4,000, or .51%. These costs are in line with previous years' expenditures.

For comparison, in 2005, computer services and supplies was $778,000 compared to $617,000 in 2004. The increase was due to costs associated with maintenance agreements for various computer equipment utilized in the operation of the Bank. With the introduction of an on-line teller system and internet banking services in 2005, the associated costs rose between those two periods.

Taxes, other than payroll and income, are another significant component of non-interest expense. In 2006, this expense increased by $46,000, or 14.20%, to $370,000, compared to 2005 at $324,000. Shares tax will grow as a proportion of the overall growth in Company assets. The Company is currently looking into alternative ways to limit this tax burden going forward.

For comparison, taxes, other than payroll and income, decreased in 2005, to $324,000, compared to $383,000 in 2004, a decrease of $59,000, or 15.40%. In 2005, shares tax owed to Pennsylvania was curtailed through credits received in conjunction with educational grants made to the Community Foundation of Susquehanna County in the amount of $90,000 which act as direct credits to the tax owed.

Every other non-interest expense is in the category of other. In 2006, this expense increased $548,000, or 32.70%, and the total for 2006 is $2,224,000. The remaining components in this figure were: the amortization of premiums on the purchase of the Tunkhannock, Meshoppen, and Conklin branch offices at $299,000; directors' and associate directors' fees and company education costs of $326,000; stationary, printing and supplies, $247,000; postage at $152,000; and advertising at $167,000. All were deemed to be in line with budget expectations.

Of the $548,000 increase experienced in other non-interest expense in 2006, $192,000 of this increase was directly attributed to flood expenses incurred as the result of regional flooding in June 2006. As previously stated, six of the Company's twelve offices suffered as a result of the

flooding. Events of this nature are deemed to be non-recurring.

This compares to 2005 when this expense decreased $104,000, or 5.84%, to $1,676,000. In 2005 these costs were: the amortization of premiums on the purchase of the Tunkhannock, Meshoppen, and Conklin branch offices at $262,000; directors' and associate directors' fees and company education costs of $297,000; stationary, printing and supplies, $216,000; postage at $152,000; and advertising at $151,000. Again all were deemed to be in line with budget expectations.

Other non-interest expense was negatively impacted as the result of a prepayment penalty associated with the early retirement of long-term debt at the Federal Home Loan Bank of Pittsburgh. The penalty was incurred in conjunction with the prepayment of $10,000,000 in term borrowings and was in the amount of $808,000. This was a one-time charge in 2005, which was not incurred in 2006 or 2004.

FEDERAL INCOME TAXES

The provision for income taxes was $772,000 in 2006, compared to $985,000 in 2005 and $1,014,000 in 2004. The effective tax rate, which is the ratio of income tax expense to income before taxes, was 16% in 2006, 18% in 2005, and 19% in 2004. The tax rate for all periods was substantially less than the federal statutory rate of 34% primarily due to tax-exempt securities and tax-exempt loan income. The effective tax rate declined in 2006 and 2005 from 2004 due to lower pre-tax income and higher tax exempt income. Please refer to Note 9 of the Notes to Consolidated Financial Statements included as part of this report for further analysis of federal income tax expense for 2006.

QUARTERLY RESULTS

Table 6 shows the quarterly results of operations for the Company for 2006. Interest income increased steadily throughout 2006. This was due to the Federal Reserve Bank's rate increases which were implemented in 25 basis point increments to Fed Funds as well as a corresponding 25 basis point increase to the Prime Rate at each of the four meetings of the Federal Reserve's Open Market Committee (FOMC) which led up to the halfway point of 2006. By June 30, 2006, the overnight funds rate had increased for the fourth and final time in this most recent tightening cycle to 5.25% from 4.25% at the end of 2005 and the Prime Rate had increased to 8.25% from 7.25% at the end of 2005. Many of the Bank's loans are tied directly to Prime and this, along with an overall 4.90% increase in loan balances, accounts for the increase in interest income.

Interest expense has also increased in the first three quarters of 2006 due to the reasons outlined in the previous paragraph. Many deposit accounts are tied to indexes which reflect closely the short-end of the yield curve (Fed Funds) and therefore, as rates go up in 25 basis point increments, so does the resulting interest expense. As with loans, the 8.97% increase in interest-bearing deposits played a key role in the increased interest expense in 2005. This was especially true in regard to the Company's certificate of savings account which increased 87.37% to $78,549,000 as of December 31, 2006, an increase of $36,627,000, from the December 31, 2005 balance of $41,922,000. The rate paid on the certificate of savings also increased in 2006, ending the year at 4.88% as compared to 3.91% as of December 31, 2005. This was in direct correlation to the 100 basis point Fed Fund increase implemented by the FOMC.

Table 6 also shows that fewer gains were taken in sales of available-for-sale securities in 2006 when compared to 2005. This was due in part to increasing yields in the bond markets which increased with Federal Reserve rate increases. When this occurs, yields within the Bank's portfolio become less attractive and the marketability or market value of bonds in the investment portfolio decrease. The result is that the Bank had fewer securities sold at a gain. These gains were further offset by other securities which were sold at a loss.

Other income remained steady throughout 2006 as did other expenses. As a result, earnings per common share remained stable throughout 2006 with a slight increase in the fourth quarter. Earnings per common share remained stable throughout 2006.

TABLE 6

Quarterly Results of Operations
(In Thousands, Except for Per Share Data)

	Quarter Ended 2006			
	31-Mar	**30-Jun**	**30-Sep**	**31-Dec**
Interest Income	$ 5,395	$ 5,661	$ 5,866	$ 5,776
Interest Expense	(2,383)	(2,594)	(2,822)	(2,998)
Net Interest Income	3,012	3,067	3,044	2,778
Provision for Loan Loss	(60)	(60)	(60)	(122)
Securities Gains/Losses	(17)	8	15	36
Other Income	672	645	675	756
Other Expense	(2,334)	(2,493)	(2,510)	(2,151)
Income Before taxes	1,273	1,167	1,164	1,297
Income Taxes	(228)	(175)	(179)	(190)
Net Income	$ 1,045	$ 992	$ 985	$ 1,107
Basic Earnings per share	$ 0.33	$ 0.32	$ 0.31	$ 0.35
Diluted Earnings per share	$ 0.33	$ 0.31	$ 0.31	$ 0.35

	Quarter Ended 2005			
	31-Mar	**30-Jun**	**30-Sep**	**31-Dec**
Interest Income	$ 5,007	$ 5,151	$ 5,284	$ 5,230
Interest Expense	(1,875)	(1,997)	(2,178)	(2,198)
Net Interest Income	3,132	3,154	3,106	3,032
Provision for Loan Loss	0	0	0	(392)
Securities Gains/Losses	25	109	53	35
Other Income	612	624	658	701
Other Expense	(2,168)	(2,384)	(3,045)	(1,791)
Income Before taxes	1,601	1,503	772	1,585
Income Taxes	(327)	(315)	(52)	(291)
Net Income	$ 1,274	$ 1,188	$ 720	$ 1,294
Basic Earnings per share	$ 0.40	$ 0.38	$ 0.23	$ 0.41
Diluted Earnings per share	$ 0.40	$ 0.38	$ 0.22	$ 0.41

RETURN ON AVERAGE ASSETS AND AVERAGE EQUITY
Return on average assets (ROA) measures the Company's net income in relation to its total average assets. The Company's ROA for 2006 was 1.03%, compared to 1.16% in 2005.

Return on average equity (ROE) indicates how effectively the Company can generate net income on the capital invested by its stockholders. ROE is calculated by dividing net income by average stockholders' equity. For purposes of calculating ROE as of December 31, 2006, average stockholders' equity does not include the effect of unrealized gains (losses), net of income taxes, on securities available for sale, reflected as accumulated other comprehensive income. Reference should be made to Note 2 in the Notes to Consolidated Financial Statements for an analysis of securities available for sale. The Company's ROE for 2006 was 10.32%, compared to 11.37% for 2005.

FINANCIAL CONDITION
The Company's financial condition can be evaluated in terms of trends in its sources and uses of funds. The following table illustrates how the Company has managed its sources and uses of funds that are directly affected by outside economic factors, such as interest rate fluctuations:

TABLE 7

Sources, Uses of Funds
(In Thousands)

Funding Uses	2006 Average Balance	2006 Increase (Decrease) Amount	2006 Increase (Decrease) Percent	2005 Average Balance	2005 Increase (Decrease) Amount	2005 Increase (Decrease) Percent	2004 Average Balance
Real Estate Loans	$ 110,972	$ 2,085	1.91 %	$ 108,887	$ 931	0.86 %	$ 107,956
Consumer Loans	17,210	(377)	(2.14)%	17,587	26	0.15 %	17,561
Commercial Loans	118,904	14,587	13.98 %	104,317	4,382	4.38 %	99,935
Tax Exempt Loans	20,051	915	4.78 %	19,136	4,199	28.11 %	14,937
Other Loans	473	(159)	(25.16)%	632	(16)	(2.47)%	648
Total Loans	267,610			250,559			241,037
Less Allowance for Loan Loss	(2,344)			(2,601)			(2,398)
Total Loans with Loan Loss	265,266	17,308	6.98	247,958	9,319	3.91 %	238,639
Taxable Securities (Include CDS)	66,134	(6,224)	(8.60)%	72,358	(458)	(0.63)%	72,816
Non-Taxable Securities	39,435	49	0.12 %	39,386	(1,871)	(4.53)%	41,257
Total Securities	105,569	(6,175)	(5.53)%	111,744	(2,329)	(2.04)%	114,073
Fed Funds Sold	2,467	374	17.87 %	2,093	(1,703)	(44.86)%	3,796
Total Uses	$ 373,302	$ 11,507	3.18 %	$ 361,795	$ 5,287	1.48 %	$ 356,508

Funding Sources	2006 Average Balance	2006 Increase/(Decrease) Amount	2006 Increase/(Decrease) Percent	2005 Average Balance	2005 Increase/(Decrease) Amount	2005 Increase/(Decrease) Percent	2004 Average Balance
Interest Bearing Demand Deposits	$ 25,462	$ 1,255	5.18 %	$ 24,207	$ (2,075)	(7.90)%	$ 26,282
Regular Savings Deposits	95,360	22,763	31.36 %	72,597	9,183	14.48 %	63,414
Money Market Savings Deposits	37,747	515	1.38 %	37,232	(2,546)	(6.40)%	39,778
Time Deposits	102,195	(4,920)	(4.59)%	107,115	(4,316)	(3.87)%	111,431
Total Interest Bearing Deposits	260,764	19,613	8.13 %	241,151	246	0.10 %	240,905
Other Borrowings							
Short-Term Funds Borrowed	12,603	556	4.62 %	12,047	2,238	22.82 %	9,809
Long-Term Funds Borrowed	36,275	(9,665)	(21.04)%	45,940	1,792	4.06 %	44,148
Total Funds Borrowed	48,878	(9,109)	(15.71)%	57,987	4,030	7.47 %	53,957
Total Deposits and Funds Borrowed	309,642	10,504	3.51 %	299,138	4,276	1.45 %	294,862
Other Sources, net	63,660	1,003	1.60 %	62,657	1,011	1.64 %	61,646
Total Sources	$ 373,302	$ 11,507	3.18 %	$ 361,795	$ 5,287	1.48 %	$ 356,508

Total assets increased 6.41% to $416,268,000 in the year-ending December 31, 2006. The increase in total assets is attributable to increases in the loan portfolio which increased 4.87% to $269,383,000 as of December 31, 2006. Of this loan growth, the most significant increase was in commercial loans which grew by $8,877,000 or 6.72% and real estate loans which increased $3,849,000 or 3.53%. The loan growth was fueled by the overall growth in deposits which increased by $26,651,000, or 8.97%. The growth in deposits was somewhat offset on the liability side by the decrease in short-term borrowings of $5,268,000, or 29.53%. In 2005, total assets increased 3.12% to $391,198,000.

Investments at year-end 2006 totaled $110,302,000 compared to $108,313,000 on December 31, 2005, an increase of $1,989,000, or 1.84%.

Long-term borrowings increased to $36,525,000 at year-end 2006 compared to $34,770,000 the previous year.

Loan Portfolio Types

In 2006, loans to commercial borrowers helped fuel the growth in net loans. Residential mortgage loans increased only slightly with lower interest rates and mortgage finance companies making growth in this part of our loan portfolio tougher.

TABLE 8

Loan Portfolio

(In Thousands)

	Dec 2006	Dec 2005	Dec 2004	Dec 2003	Dec 2002
Commercial	$ 140,931	$ 132,054	$ 119,641	$ 112,617	$ 95,113
Residential Real Estate Mortgage	112,883	109,034	106,454	105,949	107,756
Consumer	16,947	17,780	18,375	17,525	18,385
Total Loans	270,761	258,868	244,470	236,091	221,254
Deferred Loan Fees	414	377	344	276	118
Total Loans, net of Deferred	271,175	259,245	244,814	236,367	221,372
Allowance for Loan Loss	(1,792)	(2,375)	(2,739)	(2,093)	(1,935)
Net Loans	$ 269,383	$ 256,870	$ 242,075	$ 234,274	$ 219,437

Loans continued to increase in 2006, ending the year with $269,383,000 in net loans compared to $256,870,000 at year-end 2005, an increase of 4.87%. Commercial loans grew 6.72% to close the year at $140,931,000, compared to $132,054,000 at year-end 2005.

Mortgages were up 3.53% to $112,883,000, compared to $109,034,000 on December 31, 2005, an increase of $3,849,000. Although our mortgage portfolio grew modestly in 2006, there was an additional $3,090,000 sold to the FHLB of Pittsburgh. The Bank will continue to sell mortgages on the secondary market in order to attract and retain mortgage loans by offering more competitive rates and terms.

The continued growth in commercial lending was due, in part, to a concerted effort on our part to continue to increase our exposure to this business segment.

Loan Maturities

Table 9 shows the breakdown in maturity and type of our loan portfolio, net of non-accrual loans.

The Bank has 9.66% of its loans maturing within the next year. Of those maturing within one year, the majority are commercial loans with the remainder split between mortgages and consumer loans. In the one-to-five year maturity

range, the Bank has 21.79% of its loan portfolio maturing. The over-five-year maturity group makes up 68.55% of the portfolio.

For comparison, at December 31, 2005, the Bank had 15.93% of its loans maturing within one year. Of those maturing within one year, the majority again were commercial loans with the remainder split between mortgages and consumer loans. In the one-to-five year maturity range, the Bank had 22.63% of its portfolio. The over-five-year maturity group made up 61.44% of the portfolio.

TABLE 9
(In Thousands)

	One Year Or Less	Over One Year Within Five Years	Over Five Years	Total Loans
Commercial	$ 16,079	$ 33,271	$ 91,136	$ 140,486
Real-Estate Construction	0	0	0	0
Real-Estate Mortgage	5,160	18,267	89,456	112,883
Installment	4,956	7,339	4,652	16,947
Total	$ 26,195	$ 58,877	$ 185,244	$ 270,316
Total Loans with Predetermined Rates	17,262	30,081	32,029	79,372
Total Loans with Variable Rates	8,933	28,796	153,215	190,944
Total	$ 26,195	$ 58,877	$ 185,244	$ 270,316

Table 10 reflects the Company's non-performing loans, which include non-accrual and past due loans 90 days or more and still accruing, for each of the past five years. A commercial loan is generally placed on non-accrual when the contractual payment of principal or interest has become 90 days past due or when management has serious doubts about further collectibility of principal or interest even though the loan is currently performing. Consumer loans, including mortgages, are generally placed on non-accrual at 120 days. A loan may remain on accrual status if it is in the process of collection and is either guaranteed or well secured. Foreclosed assets increased significantly in 2006 due to the foreclosure on a large commercial real estate loan.

TABLE 10

Non-performing Loans

(Dollars in Thousands)			December 31,		
	2006	2005	2004	2003	2002
Non-accrual and Restructured	$ 445	$ 1,105	$ 2,063	$ 984	$ 341
Loans Past Due 90 or More Days, Accruing Interest	275	0	130	105	185
Total Nonperforming Loans	720	1,105	2,193	1,089	526
Foreclosed Assets	5,062	117	257	115	154
Total Nonperforming Assets	$ 5,782	$ 1,222	$ 2,450	$ 1,204	$ 680
Nonperforming Loans to Total Loans at Period-end	0.27%	0.43%	0.91%	0.47%	0.24%
Nonperforming Assets to Period-end Loans and Foreclosed Assets	2.15%	0.47%	1.01%	0.52%	0.31%
Interest Income That Would Have Been Recorded Under Original Terms	$ 84	$ 59	$ 94	$ 62	$ 66
Interest Income Recorded During the Period	$ 7	$ 9	$ 29	$ 3	$ 17
Commitments To Lend Additional funds	$ 0	$ 0	$ 0	$ 0	$ 0

Allowance for Loan Losses
The balance in the allowance for loan losses is based on management's assessment of the risk in the loan portfolio. Allocations to specific commercial loans are made in adherence to SFAS 114, Accounting by Creditors for Impairments of a Loan. These allocations are based upon the present value of expected future cash flows or the fair value of the underlying collateral. In addition, management reviews the other components of the loan portfolio through the loan review function and assigns internal grades to loans based upon the perceived risks inherent in each loan. In that determination, management reviews a number of factors including historical analysis of similar credits, delinquency reports, ratio analysis as compared to peers, concentration of credit risks, local economic conditions, and regulatory evaluation of the allowance for loan losses. This evaluation is reviewed monthly by management and by the Board of Directors. Management believes that on December 31, 2006, the allowance for loan losses was adequate to absorb potential losses in the loan portfolio. However, this judgment is subjective and a significant degradation in loan quality could require a change in the estimates and therefore, a change in net income.

In 2006, asset quality remained high and past dues continued to remain level. Although trends continued to be positive, the Bank allotted $302,000 for provision for loan losses in 2006. The provision was due in part to the Bank down grading a large commercial loan to non-accrual and impaired status.

The following is a summary of loans charged off, recoveries and provisions to the allowance for loan losses for the periods presented.

TABLE 11

Summary of Loan Loss Experience
(Dollars in Thousands)

			Year ended,		
	Dec 2006	Dec 2005	Dec 2004	Dec 2003	Dec 2002
Average Total Loans	$ 267,610	$ 250,559	$ 241,037	$ 229,293	$ 210,919
Balance at Beginning of Period	$ 2,375	$ 2,739	$ 2,093	$ 1,935	$ 1,816
Charge Offs					
Commercial	797	633	335	94	19
Residential Real Estate	21	31	0	10	5
Installment	98	129	108	81	92
Total Charge Offs	916	793	443	185	116
Recoveries					
Commercial	5	0	12	21	24
Residential Real Estate	5	0	0	5	1
Installment	21	37	27	28	30
Total Recoveries	31	37	39	54	55
Net Charge-Offs	885	756	404	131	61
Provision for Loan Losses	302	392	1050	289	180
Balance at End of Period	$ 1,792	$ 2,375	$ 2,739	$ 2,093	$ 1,935
Allowance for Credit Losses to Period-end Total Loans	0.66%	0.92%	1.12%	0.89%	0.87%
Allowance for Credit Losses to Non-accrual Loans	402.70%	206.62%	132.77%	212.70%	567.45%
Net Charge-Offs to Average Loans	0.33%	0.29%	0.17%	0.06%	0.03%

TABLE 12

The following table details the allocation of the allowance for loan losses to various categories:

Allocation of Allowance

(Dollars in Thousands)	Dec 2006	% of Loan Type to Total Loans	Dec 2005	% of Loan Type to Total Loans	Dec 2004	% of Loan Type to Total Loans
Commercial	$ 1,429	52.05%	$ 2,035	58.56%	$ 2,366	48.94%
Real Estate Mortgage	274	41.69%	286	38.11%	272	43.54%
Consumer	89	6.26%	54	3.33%	101	7.52%
Unallocated	0	N/A	0	N/A	0	N/A
Total Allowance for Loan Losses	$ 1,792	100.00%	$ 2,375	100.00%	$ 2,739	100.00%

(Dollars In Thousands)	Dec 2003	% of Loan Type to Total loans	Dec 2002	% of Loan Type to Total Loans
Commercial	$ 1,677	47.70%	$ 1,447	42.54%
Real Estate Mortgage	283	44.88%	296	48.77%
Consumer	133	7.42%	192	8.69%
Unallocated	0	N/A	0	N/A
Total Allowance for Loan Losses	$ 2,093	100.00%	$ 1,935	100.00%

Management believes the allowance is adequate to cover the inherent risks associated with the loan portfolio. While allocations have been established for particular loan categories, management considers the entire allowance to be available to absorb losses in any category.

SECURITIES

The Company's securities portfolio is classified, in its entirety, as "available-for-sale" as shown in Table 13. Management believes that a portfolio classification of all available-for-sale allows complete flexibility in the investment portfolio. Using this classification, the Company intends to hold these securities for an indefinite amount of time but not necessarily to maturity. Such securities are carried at fair value with the unrealized holding gains or losses, net of taxes, reported as a component of the Company's stockholders' equity on the balance sheet. The portfolio is structured to provide maximum return on investments while providing a consistent source of liquidity and meeting strict risk standards.

Securities available-for-sale increased by $1,989,000 in 2006. The securities available-for-sale portfolio is comprised of U.S. Government Agency securities, mortgage-backed securities, high-grade municipal securities, corporate-debt securities, and equity securities. At December 31, 2006, the unrealized loss on securities available-for-sale included in stockholders' equity totaled $395,000, net of tax, compared to unrealized losses of $961,000, net of tax, at December 31, 2005. The weighted-average maturity of the securities available-for-sale portfolio was nine years at December 31, 2006, with a weighted-average yield of 4.70%.

Table 13 shows the amortized cost and average yield of securities by maturity or call date at December 31, 2006.

TABLE 13

Securities by Maturities
(Amortized Cost)

(Dollars In Thousands)	1 Year or Less Book Value	1 Year or Less Average Yield	1-5 Years Book Value	1-5 Years Average Yield	5-10 Years Book Value	5-10 Years Average Yield	Over 10 Years Book Value	Over 10 Years Average Yield	Total Book Value	Total Average Yield
Available-for-Sale										
US Government Agency	$ 6,027	5.36%	$ 5,083	5.39%	$ 0	0.00%	$ 0	0.00%	$ 11,110	5.37%
State/County/Municipal Obligations	0	0.00%	14,423	3.57%	8,761	3.84%	7,246	4.14%	30,430	3.78%
Mortgage-Backed Securities	6,104	5.10%	20,517	4.99%	18,477	5.06%	13,440	5.58%	58,538	5.16%
Corporate/Other Securities	0	0.00%	2,404	3.50%	1,000	3.44%	0	0.00%	3,404	3.48%
Preferred Equity Securities	0	0.00%	0	0.00%	0	0.00%	2,366	5.12%	2,366	5.12%
Common Equity Securities	0	0.00%								