FIRST KEYSTONE CORP
Form 10-K
March 14, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

x ANNUAL REPORT UNDER SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended **December 31, 2013**

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: 2-88927

FIRST KEYSTONE CORPORATION

(Exact name of registrant as specified in its Charter)

Pennsylvania	**23-2249083**
(State or other jurisdiction of incorporation)	(I.R.S. Employer Identification Number)
111 West Front Street Berwick, Pennsylvania	**18603**
(Address of principal executive offices)	(Zip Code)

Registrant’s telephone number, including area code: **(570) 752-3671**

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

Securities registered pursuant to Section 12(g) of the Act: **Common Stock, par value $2.00 per share**

Indicate by check mark if the registrant is a well-known seasoned 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 Exchange Act.

Yes ¨ No x

Indicate by check mark whether the Registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 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 whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes x No ¨

Indicate by check mark if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-K contained in this form, and no disclosure will 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, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "small reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ¨ Accelerated filer x Non-accelerated filer ¨ Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes ¨ No x

The aggregate market value of the registrant's outstanding voting common stock held by non-affiliates on June 30, 2013 determined by using a per share closing price on that date of $25.90 as quoted on the Over the Counter Bulletin Board, was $128,656,670.

At March 3, 2014 there were 5,521,325 shares of Common Stock, $2.00 par value, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's 2014 definitive Proxy Statement are incorporated by reference in Part III of this Report.

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FIRST KEYSTONE CORPORATION

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PART I

Forward Looking Statements

In addition to historical information, this Annual Report on Form 10-K contains forward-looking statements, which are included pursuant to the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. Examples of forward-looking statements include, but are not limited to (a) projections or statements regarding future earnings, expenses, net interest income, other income, earnings or loss per share, asset mix and quality, growth prospects, capital structure, and other financial terms, (b) statements of plans and objectives of management or the Board of Directors, and (c) statements of assumptions, such as economic conditions in First Keystone Corporation’s (the “Corporation”) market areas. Such forward-looking statements can be identified by the use of forward-looking terminology such as “believes”, “expects”, “may”, “intends”, “will”, “should”, “anticipates”, or the negative of any of the foreg or other variations thereon or comparable terminology, or by discussion of strategy.

Forward-looking statements are subject to certain risks and uncertainties such as local economic conditions, competitive factors, and regulatory limitations. Actual results may differ materially from those projected in the forward-looking statements. Such risks, uncertainties and other factors that could cause actual results and experience to differ from those projected include, but are not limited to, the following: ineffectiveness of the business strategy due to changes in current or future market conditions; the effects of weak economic conditions on current customers, specifically the effect of the economy on loan customers’ ability to repay loans; possible impacts of the capital and liquidity requirements of Basel III standards and other regulatory pronouncements; effects of short- and long-term federal budget and tax negotiations and their effects on economic and business conditions; changes in accounting principles, policies or guidelines as may be adopted by the regulatory agencies as well as the Public Company Accounting Oversight Board the Financial Accounting Standards Board, and other accounting standards setters; the effects of competition, changes in laws and regulation, including the Dodd Frank Wall Street Reform and Consumer Protection Act of 2010 and the regulations promulgated thereunder; interest rate movements; information technology difficulties, and challenges in establishing and maintaining operations in new markets; volatilities in the securities markets; and weak economic conditions.

We caution readers not to place undue reliance on these forward-looking statements. They only reflect management’s analysis as of this date. The Corporation does not revise or update these forward-looking statements to reflect events or changed circumstances. Please carefully review the risk factors described in this document and in other documents the Corporation files from time to time with the Securities and Exchange Commission, including the Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, and any Current Reports on Form 8-K.

ITEM 1. BUSINESS

General

First Keystone Corporation (the "Corporation") is a Pennsylvania business corporation, and a bank holding company, registered with and supervised by the Board of Governors of the Federal Reserve System. The Corporation was incorporated on July 6, 1983, and commenced operations on July 2, 1984, upon consummation of the acquisition of all of the outstanding stock of First National Bank of Berwick (the predecessor to First Keystone Community Bank). The Corporation has one wholly-owned subsidiary, First Keystone Community Bank (the "Bank"), which has a commercial banking operation and trust department as its major lines of business. Since commencing operations, the Corporation's business has consisted primarily of managing and supervising the Bank, and its principal source of income has been dividends paid by the Bank. Greater than 98% of the Corporation's revenue and profit came from the commercial bank subsidiary for the years ended December 31, 2013, 2012, and 2011, and was the only reportable segment. At December 31, 2013, the Corporation had total consolidated assets, deposits and stockholders' equity of approximately $902 million, $690 million and $96 million, respectively.

First Keystone Community Bank was originally organized in 1864 as a national banking association. On October 1, 2010, the Bank converted from a national banking association to a Pennsylvania chartered commercial bank under the supervision of the Pennsylvania Department of Banking and Securities and the FDIC.

Effective November 1, 2007, the Corporation completed its acquisition of Pocono Community Bank through the merger of Pocono with and into the Bank. On the acquisition date, Pocono Community Bank had approximately $150 million in assets, $105 million in loans and $110 million in deposits. Headquartered in Stroudsburg, Pennsylvania, and organized in 1996, Pocono had 4 banking offices located in Monroe County, Pennsylvania. The acquisition expanded the branch network of the Corporation and provides Pocono customers with a broader array of products and services.

The Bank's deposits are insured by the Federal Deposit Insurance Corporation (the "FDIC") to the maximum extent of the law regulated by the FDIC and the Pennsylvania Department of Banking and Securities. The Bank is subject to regulation by the Federal Reserve Board governing reserves required to be maintained against certain deposits and other matters. The Bank is also a member of the Federal Home Loan Bank of Pittsburgh, which is one of the twelve regional cooperative banks comprising the system of Federal Home Loan Banks that lending institutions use to finance housing and economic development in local communities.

The Bank's legal headquarters are located at 111 West Front Street, Berwick, Pennsylvania, from which it oversees the operations of its eighteen branch locations. These locations consist of five branches within Columbia County, eight branches within Luzerne County, one branch in Montour County, and four branches within Monroe County, Pennsylvania. For further information, please refer to Item 2 – Properties, and Note 14 – Commitments and Contingencies in the notes to the consolidated financial statements.

The Bank is a full service commercial bank providing a wide range of services to individuals and small to medium sized businesses in its Northeastern Pennsylvania market area. The Bank's commercial banking activities include accepting time, demand and savings deposits and making secured and unsecured commercial, real estate and consumer loans. Additionally, the Bank provides personal and corporate trust and agency services to individuals, corporations and others, including trust investment accounts, investment advisory services, mutual funds, estate planning, and management of pension and profit sharing plans. The Bank's business is not seasonal in nature. The Bank has no foreign loans or highly leveraged transaction loans, as defined by the Federal Reserve Board. Substantially all of the loans in the Bank's portfolio have been originated by the Bank. Policies adopted by the Board of Directors are the basis by which the Bank conducts its lending activities.

At December 31, 2013, the Bank had 196 full-time employees and 28 part-time employees. In the opinion of management, the Bank enjoys a satisfactory relationship with its employees. The Bank is not a party to any collective bargaining agreement.

The Corporation's internet website is www.firstkeystonecorporation.com and the Bank's internet website is www.firstkeystonecommunity.com.

When we say "we", "us", "our" or the "Corporation", we mean the Corporation on a consolidated basis with the Bank.

Primary Market Areas

The Bank's primary market area reaches from Monroe and Montour counties along the Interstate 80 corridor through parts of Columbia and Luzerne counties as well as other adjoining counties. The Bank's eastern market area is centered in Stroudsburg, Pennsylvania and serves all of Monroe county, as well as adjoining counties of Pike and Northampton. The area served by the Bank is a mix of rural communities and small to mid-sized towns. The current population of the Bank's primary four-county footprint has grown 0.5% since 2010 to 579,000 and is estimated to increase 0.8% to 584,000 by 2017. As of June 30, 2013, the FDIC deposit market share data ranked the Bank 6th in the deposit market share in the four-county market, with 6.1% of deposits.

The Bank's headquarters, main office, and three of its branch offices are located in Berwick, Pennsylvania. Therefore, the Bank has a very strong presence in the Borough of Berwick, a community with a current population of approximately 10,000. The Bank ranks a commanding first in deposit market share in the Berwick market with 72.9% of deposits as of June 30, 2013, based on data compiled annually by the FDIC.

In the course of attracting and retaining deposits and originating loans, the Bank faces considerable competition. The Bank competes with 25 commercial banks, 3 savings associations, and 38 credit unions for traditional banking products, such as deposits and loans in its primary four-county market area. Additionally, the Bank competes with consumer finance companies for loans, mutual funds and other investment alternatives for deposits. The Bank competes for deposits based on the ability to provide a range of competitively priced products, quality service, competitive rates, and convenient locations and hours. The competition among its peers for loan origination generally relates to interest rates offered, products available, ease of process, quality of service, and loan origination fees charged. The economic base of the Bank's market region is developed around small business, health care, educational facilities (college and public schools), light manufacturing industries, and agriculture.

The Bank continues to assess the market area to determine the best way to meet the financial needs of the communities it serves. Management continues to pursue new market opportunities based on a strategic plan to efficiently grow the Bank, improve earnings performance, and bring the Bank's products and services to new customers. Management strategically addresses growth opportunities versus competitive issues by determining the new products and services to be offered, evaluating expansion opportunities of its existing footprint with new locations, as well as investing in the expertise of skilled staffing. The Bank continues to succeed in serving its customers by living up to its motto, "Yesterday's Traditions. Tomorrow's Vision."

Competition - Bank

The Bank's competition is comprised of national, regional and community banking financial institutions. The Bank's major competitors in Columbia, Luzerne, Montour and Monroe counties are:

- First Columbia Bank & Trust Co. of Bloomsburg
- PNC Bank, N.A.
- M & T Bank
- FNB Bank, N.A.
- Wells Fargo Bank
- National Penn Bank
- Citizens Bank
- ESSA Bank & Trust
- First National Community Bank
- Service 1st FCU
- Jersey Shore State Bank
- Bank of America

The Bank competes with a number of credit unions, especially in Luzerne and Montour counties. The Bank is generally competitive with all competing financial institutions in its service area with respect to interest rates paid on time and savings deposits, service charges on deposit accounts and interest rates charged on loans.

Concentration

The Corporation and the Bank are not dependent on deposits nor exposed by loan concentrations to a single customer or to a small group of customers, such that the loss of any one or more would not have a materially adverse effect on the financial condition of the Corporation or the Bank. The customers' ability to repay their loans is generally dependent on the real estate market and general economic conditions prevailing in Pennsylvania, among other factors.

Supervision and Regulation

The Corporation is subject to the jurisdiction of the Securities and Exchange Commission (the "SEC") and of state securities laws for matters relating to the offering and sale of its securities. The Corporation is currently subject to the SEC's rules and regulations relating to companies whose shares are registered under Section 12 of the Securities Exchange Act of 1934 (the "Exchange Act"), as amended.

The Corporation is also subject to the provisions of the Bank Holding Company Act of 1956, as amended, and to supervision by the Federal Reserve Board. The Bank Holding Company Act requires the Corporation to secure the prior approval of the Federal Reserve Board before it owns or controls, directly or indirectly, more than 5% of the voting shares of substantially all of the assets of any institution, including another bank.

The Bank Holding Company Act also prohibits acquisition of control of a bank holding company, such as the Corporation, without prior notice to the Federal Reserve Board. Control is defined for this purpose as the power, directly or indirectly, to direct the management or policies of a bank holding company or to vote 25% (or 10%, if no other person or persons acting on concert, holds a greater percentage of the common stock) or more of the Corporation's common stock.

The Corporation is required to file an annual report with the Federal Reserve Board and any additional information that the Federal Reserve Board may require pursuant to the Bank Holding Company Act. The Federal Reserve Board may also make examinations of the Corporation and any or all of its subsidiaries.

The Bank is subject to federal and state statutes applicable to banks chartered under the banking laws of Pennsylvania and to banks whose deposits are insured by the FDIC. The Bank is subject to supervision, regulation and examination by the Pennsylvania Department of Banking and Securities, the FDIC and the Consumer Financial Protection Bureau.

Federal and state banking laws and regulations govern, among other things, the scope of a bank's business, the investments a bank may make, the reserves against deposits a bank must maintain, loans a bank makes and collateral it takes, and the activities of a bank with respect to mergers and consolidations and the establishment of branches.

As a subsidiary of a bank holding company, the Bank is subject to certain restrictions imposed by the Federal Reserve Act on any extensions of credit to the bank holding company or its subsidiaries, on investments in the stock or other securities of the bank holding company or its subsidiaries and on taking such stock or securities as collateral for loans. The Federal Reserve Act and Federal Reserve Board regulations also place certain limitations and reporting requirements on extensions of credit by a bank to principal shareholders of its parent holding company, among others, and to related interests of such principal shareholders. In addition, such legislation and regulations may affect the terms upon which any person becoming a principal shareholder of a holding company may obtain credit from banks with which the subsidiary bank maintains a correspondent relationship.

Permitted Non-Banking Activities

The Federal Reserve Board permits bank holding companies to engage in non-banking activities so closely related to banking, managing or controlling banks as to be a proper incident thereto. The Corporation does not at this time engage in any of these non-banking activities, nor does the Corporation have any current plans to engage in any other permissible activities in the foreseeable future.

Legislation and Regulatory Changes

From time to time, various types of federal and state legislation have been proposed that could result in additional regulations of, and restrictions on, the business of the Bank. It cannot be predicted whether any such legislation will be adopted or how such legislation would affect the business of the Bank. As a consequence of the extensive regulation of commercial banking activities in the United States, the Bank's business is particularly susceptible to being affected by federal legislation and regulations that may increase the costs of doing business.

From time to time, legislation is enacted which has the effect of increasing the cost of doing business, limiting or expanding permissible activities or affecting the competitive balance between banks and other financial institutions. No prediction can be made as to the likelihood of any major changes or the impact such changes might have on the Corporation and the Bank. Certain changes of potential significance to the Corporation which have been enacted recently and others which are currently under consideration by Congress or various regulatory agencies are discussed below.

Federal Deposit Insurance Corporation Improvement Act of 1991 ("FDICIA")

The FDICIA established five different levels of capitalization of financial institutions, with "prompt corrective actions" and significant operational restrictions imposed on institutions that are capital deficient under the categories. The five categories are:

- well capitalized
- adequately capitalized
- undercapitalized
- significantly undercapitalized, and
- critically undercapitalized.

To be considered well capitalized, an institution must have a total risk-based capital ratio of at least 10%, a Tier 1 risk-based capital ratio of at least 6%, a leverage capital ratio of at least 5%, and must not be subject to any order or directive requiring the institution to improve its capital level. An institution falls within the adequately capitalized category if it has a total risk-based capital ratio of at least 8%, a Tier 1 risk-based capital ratio of at least 4%, and a leverage capital ratio of at least 4%. Institutions with lower capital levels are deemed to be undercapitalized, significantly undercapitalized or critically undercapitalized, depending on their actual capital levels. In addition, the appropriate federal regulatory agency may downgrade an institution to the next lower capital category upon a determination that the institution is in an unsafe or unsound condition, or is engaged in an unsafe or unsound practice. Institutions are required under the FDICIA to closely monitor their capital levels and to notify their appropriate regulatory agency of any basis for a change in capital category. On December 31, 2013, the Corporation and the Bank exceeded the minimum capital levels of the well capitalized category. See Note 16 — Regulatory Matters.

Regulatory oversight of an institution becomes more stringent with each lower capital category, with certain “prompt corrective actions” imposed depending on the level of capital deficiency.

Other Provisions of the FDICIA

Each depository institution must submit audited financial statements to its primary regulator and the FDIC, whose reports are made publicly available. In addition, the audit committee of each depository institution must consist of outside directors and the audit committee at “large institutions” (as defined by FDIC regulation) must include members with banking or financial management expertise. The audit committee at “large institutions” must also have access to independent outside counsel. In addition, an institution must notify the FDIC and the institution’s primary regulator of any change in the institution’s independent auditor, and annual management letters must be provided to the FDIC and the depository institution’s primary regulator. The regulations define a “large institution” as one with over $500 million in assets, which does include the Bank. Also, under the rule, an institution's independent public accountant must examine the institution's internal controls over financial reporting and perform agreed-upon procedures to test compliance with laws and regulations concerning safety and soundness.

Under the FDICIA, each federal banking agency must prescribe certain safety and soundness standards for depository institutions and their holding companies. Three types of standards must be prescribed:

- asset quality and earnings
- operational and managerial, and
- compensation

Such standards would include a ratio of classified assets to capital, minimum earnings, and, to the extent feasible, a minimum ratio of market value to book value for publicly traded securities of such institutions and holding companies. Operational and managerial standards must relate to:

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

The FDICIA also sets forth Truth in Savings disclosure and advertising requirements applicable to all depository institutions.

Real Estate Lending Standards. Pursuant to the FDICIA, federal banking agencies adopted real estate lending guidelines which would set loan-to-value ("LTV") ratios for different types of real estate loans. The LTV ratio is generally defined as the total loan amount divided by the appraised value of the property at the time the loan is originated. If the institution does not hold a first lien position, the total loan amount would be combined with the amount of all junior liens when calculating the ratio. In addition to establishing the LTV ratios, the guidelines require all real estate loans to be based upon proper loan documentation and a recent appraisal or certificate of inspection of the property.

Regulatory 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 U.S. Treasury securities, to 100% for assets with relatively high credit risk, such as business loans.

The following table presents the Corporation's capital ratios at December 31, 2013.

	(In Thousands)	
Tier I Capital	$ 76,825	
Tier II Capital	6,970	
Total Capital	$ 83,795	
Adjusted Total Average Assets	$ 865,976	
Total Adjusted Risk-Weighted Assets[1]	$ 561,716	
Tier I Risk-Based Capital Ratio[2]	13.68	%
Required Tier I Risk-Based Capital Ratio	4.00	%
Excess Tier I Risk-Based Capital Ratio	9.68	%
Total Risk-Based Capital Ratio[3]	14.92	%
Required Total Risk-Based Capital Ratio	8.00	%
Excess Total Risk-Based Capital Ratio	6.92	%
Tier I Leverage Ratio[4]	8.87	%
Required Tier I Leverage Ratio	4.00	%
Excess Tier I Leverage Ratio	4.87	%

[1]Includes off-balance sheet items at credit-equivalent values less intangible assets.

[2]Tier I Risk-Based Capital Ratio is defined as the ratio of Tier I Capital to Total Adjusted Risk-Weighted Assets.

[3]Total Risk-Based Capital Ratio is defined as the ratio of Tier I and Tier II Capital to Total Adjusted Risk-Weighted Assets.

[4]Tier I Leverage Ratio is defined as the ratio of Tier I Capital to Adjusted Total Average Assets.

The Corporation's ability to maintain the required levels of capital is substantially dependent upon the success of the Corporation's capital and business plans; the impact of future economic events on the Corporation's loan customers; and the Corporation's ability to manage its interest rate risk and investment portfolio and control its growth and other operating expenses. See also, the information under Capital Strength in Management's Discussion and Analysis on page 35 of this report.

Regulatory Capital Changes

In July 2013, the federal banking agencies issued final rules to implement the Basel III regulatory capital reforms and changes required by the Dodd-Frank Act. The phase-in period for community banking organizations begins January 1, 2015, while larger institutions (generally those with assets of $250 billion or more) must begin compliance on January 1, 2014. The final rules call for the following capital requirements:

- A minimum ratio of common tier 1 capital to risk-weighted assets of 4.5%.
- A minimum ratio of tier 1 capital to risk-weighted assets of 6%.
- A minimum ratio of total capital to risk-weighted assets of 8%.
- A minimum leverage ratio of 4%.

In addition, the final rules establish a common equity tier 1 capital conservation buffer of 2.5% of risk-weighted assets applicable to all banking organizations. If a banking organization fails to hold capital above the minimum capital ratios and the capital conservation buffer, it will be subject to certain restrictions on capital distributions and discretionary bonus payments. The phase-in period for the capital conservation and countercyclical capital buffers for all banking organizations will begin on January 1, 2016.

Under the initially proposed rules, accumulated other comprehensive income ("AOCI") would have been included in a banking organization's common equity tier 1 capital. The final rules allow community banks to make a one-time election not to include these additional components of AOCI in regulatory capital and instead use the existing treatment under the general risk-based capital rules that excludes most AOCI components from regulatory capital. The opt-out election must be made in the first call report or FR Y-9 series report that is filed after the financial institution becomes subject to the final rule.

The final rules permanently grandfather non-qualifying capital instruments (such as trust preferred securities and cumulative perpetual preferred stock) issued before May 19, 2010 for inclusion in the tier 1 capital of banking organizations with total consolidated assets less than $15 billion as of December 31, 2009 and banking organizations that were mutual holding companies as of May 19, 2010. The Corporation does not have trust preferred securities or cumulative perpetual preferred stock with no plans to add these to the capital structure.

The proposed rules would have modified the risk-weight framework applicable to residential mortgage exposures to require banking organizations to divide residential mortgage exposures into two categories in order to determine the applicable risk weight. In response to commenter concerns about the burden of calculating the risk weights and the potential negative effect on credit availability, the final rules do not adopt the proposed risk weights but retain the current risk weights for mortgage exposures under the general risk-based capital rules.

Consistent with the Dodd-Frank Act, the new rules replace the ratings-based approach to securitization exposures, which is based on external credit ratings, with the simplified supervisory formula approach in order to determine the appropriate risk weights for these exposures. Alternatively, banking organizations may use the existing gross-up approach to assign securitization exposures to a risk weight category or choose to assign such exposures a 1,250 percent risk weight.

Under the new rules, mortgage servicing assets and certain deferred tax assets are subject to stricter limitations than those applicable under the current general risk-based capital rule. The new rules also increase the risk weights for past-due loans, certain commercial real estate loans, and some equity exposures, and makes selected other changes in risk weights and credit conversion factors.

The Corporation is in the process of assessing the impact of these changes on the regulatory ratios of the Corporation and the Bank on the capital, operations, liquidity and earnings of the Corporation and Bank.

Effect of Government Monetary Policies

The earnings of the Corporation are and will be affected by domestic economic conditions and the monetary and fiscal policies of the United States government and its agencies.

The Federal Reserve Board has had, and will likely continue to have, an important impact on the operating results of commercial banks through its power to implement national monetary policy in order to, among other things, curb inflation or combat a recession. The Federal Reserve Board has a major effect upon the levels of bank loans, investments and deposits through its open market operations in United States government securities and through its regulations of, among other things, the discount rate on borrowings of member banks and the reserve requirements against member bank deposits. It is not possible to predict the nature and impact of future changes in monetary and fiscal policies.

Effects of Inflation

Inflation has some impact on the Bank’s operating costs. Unlike industrial companies, however, substantially all of the Bank’s assets and liabilities are monetary in nature. As a result, interest rates have a more significant impact on the Bank’s performance than the general levels of inflation. Over short periods of time, interest rates may not necessarily move in the same direction or in the same magnitude as prices of goods and services.

Environmental Regulation

There are several federal and state statutes that regulate the obligations and liabilities of financial institutions pertaining to environmental issues. In addition to the potential for attachment of liability resulting from its own actions, a bank may be held liable, under certain circumstances, for the actions of its borrowers, or third parties, when such actions result in environmental problems on properties that collateralize loans held by the bank. Further, the liability has the potential to far exceed the original amount of the loan issued by the Bank. Currently, neither the Corporation nor the Bank is a party to any pending legal proceeding pursuant to any environmental statute, nor are the Corporation and the Bank aware of any circumstances that may give rise to liability under any such statute.

Interest Rate Risk

Federal banking agency regulations specify that the Bank’s capital adequacy include an assessment of the Bank’s interest rate risk exposure. The standards for measuring the adequacy and effectiveness of a banking organization’s Interest Rate Risk (“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. The Bank has internal IRR models that are used to measure and monitor IRR. Additionally, the regulatory agencies have been assessing IRR on an informal basis for several years. For these reasons, the Corporation does not expect the addition of IRR evaluation to the agencies’ capital guidelines to result in significant changes in capital requirements for the Bank.

JOBS Act

In 2012, the Jumpstart Our Business Startups Act (the “JOBS Act”) became law. The JOBS Act is aimed at facilitating capital raising by smaller companies, banks and bank holding companies by implementing the following changes:

- Raising the threshold requiring registration under the Exchange Act for banks and bank holdings companies from 500 to 2,000 holders of record;
- Raising the threshold for triggering deregistration under the Exchange Act for banks and bank holding companies from 300 to 1,200 holders of record;
- Raising the limit for Regulation A offerings from $5 million to $50 million per year and exempting some Regulation A offerings from state blue sky laws;
- Permitting advertising and general solicitation in Rule 506 and Rule 144A offerings;
- Allowing private companies to use "crowdfunding" to raise up to $1 million in any 12-month period, subject to certain conditions; and
-

Creating a new category of issuer, called an "Emerging Growth Company," for companies with less than $1 billion in annual gross revenue, which will benefit from certain changes that reduce the cost and burden of carrying out an equity initial public offering and complying with public company reporting obligations for up to five years.

While the JOBS Act is not expected to have any immediate application to the Corporation, management will continue to monitor the implementation rules for potential effects which might benefit the Corporation.

The Gramm-Leach-Bliley Act of 2000

In 2000, the Gramm-Leach-Bliley Act became law, which is also known as the Financial Services Modernization Act. The act repealed some Depression-era banking laws and will permit banks, insurance companies and securities firms to engage in each others' businesses after complying with certain conditions and regulations. The act grants to community banks the power to enter new financial markets as a matter of right that larger institutions have managed to do on an ad hoc basis. At this time, the Corporation has no plans to pursue these additional possibilities.

The Sarbanes-Oxley Act

In 2002, the Sarbanes-Oxley Act became law. The Act was in response to public concerns regarding corporate accountability in connection with recent high visibility accounting scandals. The stated goals of the Sarbanes-Oxley Act 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 Sarbanes-Oxley Act generally applies to all companies, both U.S. and non-U.S., that file periodic reports with the SEC under 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 chief financial 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 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.

Dodd-Frank Wall Street Reform and Consumer Protection Act

The Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank") became law in July 2010. Dodd-Frank is intended to affect a fundamental restructuring of federal banking regulation. Among other things, Dodd-Frank created a new Financial Stability Oversight Council to identify systemic risks in the financial system and gave federal regulators new authority to take control of and liquidate financial firms. Dodd-Frank additionally created a new independent federal regulator to administer federal consumer protection laws. Dodd-Frank is expected to have a significant impact on our business operations as its provisions take effect. It is difficult to predict at this time what specific impact Dodd-Frank and the yet to be written implementing rules and regulations will have on community banks. However, it is expected that at a minimum they will increase our operating and compliance costs and could increase our interest expense. Among the provisions that are likely to affect us are the following:

Holding Company Capital Requirements. Dodd-Frank requires the Federal Reserve to apply consolidated capital requirements to bank holding companies that are no less stringent than those currently applied to depository institutions. Under these standards, trust preferred securities will be excluded from Tier 1 capital unless such securities were issued prior to May 19, 2010 by a bank holding company with less than $15 billion in assets. Dodd-Frank additionally requires that bank regulators issue countercyclical capital requirements so that the required amount of capital increases in times of economic expansion and decreases in times of economic contraction, consistent with safety and soundness.

Deposit Insurance. Dodd-Frank permanently increases the maximum deposit insurance amount for banks, savings institutions and credit unions to $250,000 per depositor, and extended unlimited deposit insurance to non-interest bearing transaction accounts through December 31, 2012. Dodd-Frank also broadens the base for FDIC insurance assessments. Assessments will now be based on the average consolidated total assets less tangible equity capital of a financial institution. Dodd-Frank requires the FDIC to increase the reserve ratio of the Deposit Insurance Fund from 1.15% to 1.35% of insured deposits by 2020 and eliminates the requirement that the FDIC pay dividends to insured depository institutions when the reserve ratio exceeds certain thresholds. Effective one year from the date of enactment, Dodd-Frank eliminates the federal statutory prohibition against the payment of interest on business checking accounts.

Corporate Governance. Dodd-Frank requires publicly traded companies to give stockholders a non-binding vote on executive compensation at least every three years, a non-binding vote regarding the frequency of the vote on executive compensation at least every six years, and a non-binding vote on “golden parachute” payments in connection with approvals of mergers and acquisitions unless previously voted on by shareholders. The SEC has finalized the rules implementing these requirements which took effect on January 21, 2011. Additionally, Dodd-Frank directs the federal banking regulators to promulgate rules prohibiting excessive compensation paid to executives of depository institutions and their holding companies with assets in excess of $1.0 billion, regardless of whether the company is publicly traded. Dodd-Frank also gives the SEC authority to prohibit broker discretionary voting on elections of directors and executive compensation matters.

Prohibition Against Charter Conversions of Troubled Institutions. Effective one year after enactment, Dodd-Frank prohibits a depository institution from converting from a state to federal charter or vice versa while it is the subject of a cease and desist order or other formal enforcement action or a memorandum of understanding with respect to a significant supervisory matter unless the appropriate federal banking agency gives notice of the conversion to the federal or state authority that issued the enforcement action and that agency does not object within 30 days. The notice must include a plan to address the significant supervisory matter. The converting institution must also file a copy of the conversion application with its current federal regulator which must notify the resulting federal regulator of any ongoing supervisory or investigative proceedings that are likely to result in an enforcement action and provide access to all supervisory and investigative information relating thereto.

Interstate Branching. Dodd-Frank authorizes national and state banks to establish branches in other states to the same extent as a bank chartered by that state would be permitted. Previously, banks could only establish branches in other states if the host state expressly permitted out-of-state banks to establish branches in that state. Accordingly, banks will be able to enter new markets more freely.

Limits on Interstate Acquisitions and Mergers. Dodd-Frank precludes a bank holding company from engaging in an interstate acquisition — the acquisition of a bank outside its home state — unless the bank holding company is both well capitalized and well managed. Furthermore, a bank may not engage in an interstate merger with another bank headquartered in another state unless the surviving institution will be well capitalized and well managed. The previous standard in both cases was adequately capitalized and adequately managed.

Limits on Interchange Fees. Dodd-Frank amends the Electronic Fund Transfer Act to, among other things, give the Federal Reserve the authority to establish rules regarding interchange fees charged for electronic debit transactions by payment card issuers having assets over $10 billion and to enforce a new statutory requirement that such fees be reasonable and proportional to the actual cost of a transaction to the issuer. On June 29, 2011, the Federal Reserve Board set the interchange rate cap at $0.24 per transaction. While the restrictions on interchange fees do not affect banks with assets less than $10 billion, the rule could affect the competitiveness of debit cards issued by smaller banks.

Consumer Financial Protection Bureau. Dodd-Frank creates a new, independent federal agency called the Consumer Financial Protection Bureau (“CFPB”), which is granted broad rulemaking, supervisory and enforcement powers under various federal consumer financial protection laws, including the Equal Credit Opportunity Act, Truth in Lending Act, Real Estate Settlement Procedures Act, Fair Credit Reporting Act, Fair Debt Collection Act, the Consumer Financial Privacy provisions of the Gramm-Leach-Bliley Act and certain other statutes. The CFPB will have examination and primary enforcement authority with respect to depository institutions with $10 billion or more in assets. Smaller institutions will be subject to rules promulgated by the CFPB but will continue to be examined and supervised by federal banking regulators for consumer compliance purposes. The CFPB will have authority to prevent unfair, deceptive or abusive practices in connection with the offering of consumer financial products. Dodd-Frank authorizes the CFPB to establish certain minimum standards for the origination of residential mortgages including a determination of the borrower’s ability to repay. In addition, Dodd-Frank will allow borrowers to raise certain defenses

to foreclosure if they receive any loan other than a "qualified mortgage" as defined by the CFPB. Dodd-Frank permits states to adopt consumer protection laws and standards that are more stringent than those adopted at the federal level and, in certain circumstances, permits state attorneys general to enforce compliance with both the state and federal laws and regulations.

Available Information

The Corporation's common stock is registered under Section 12(g) of the Exchange Act. The Corporation is subject to the informational requirements of the Exchange Act, and, accordingly, files reports, proxy statements and other information with the SEC. The reports, proxy statements and other information filed with the SEC are available for inspection and copying at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The Corporation is an electronic filer with the SEC. The SEC maintains an internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. The SEC's internet site address is www.sec.gov.

A copy of the Corporation's Annual Report on Form 10-K may be obtained without charge at www.fkyscorp.com or via email at info@fkcbank.com. Quarterly reports on Form 10-Q, current event reports on Form 8-K, and amendments to these reports, may be obtained without charge via email at info@fkcbank.com. Information may also be obtained via written request to Investor Relations at First Keystone Corporation, Attention: Cheryl Wynings, 111 West Front Street, P.O. Box 289, Berwick, Pennsylvania 18603, or by telephone at 570-752-3671, extension 1175.

ITEM 1A. RISK FACTORS

Investments in the Corporation's common stock involve risk. The market price of the Corporation's common stock may fluctuate significantly in response to a number of factors, including:

The Corporation is subject to interest rate risk.

The Corporation's earnings and cash flows are largely dependent upon its net interest income. Net interest income is the difference between interest income earned on interest-earning assets such as loans and securities and interest expense paid on interest-bearing liabilities such as deposits and borrowed funds. Interest rates are highly sensitive to many factors that are beyond the Corporation's 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, could influence not only the interest the Corporation receives on loans and securities and the amount of interest it pays on deposits and borrowings, but such changes could also affect (i) the Corporation's ability to originate loans and obtain deposits, (ii) the fair value of the Corporation's financial assets and liabilities, and (iii) the average duration of the Corporation's mortgage-backed securities portfolio. If the interest rates paid on deposits and other borrowings increase at a faster rate than the interest rates received on loans and other investments, the Corporation's net interest income, and therefore earnings, could be adversely affected. Earnings could also be adversely affected if the interest rates received on loans and other investments fall more quickly than the interest rates paid on deposits and other borrowings.

Although management believes it has implemented effective asset and liability management strategies to reduce the potential effects of changes in interest rates on the Corporation's results of operations, any substantial, unexpected, or prolonged change in market interest rates could have a material adverse effect on the Corporation's financial condition and results of operations.

The Corporation is subject to lending risk.

As of December 31, 2013, approximately 64.1% of the Corporation's loan portfolio consisted of Commercial and Industrial, Tax exempt – Real Estate and Other and Commercial Real Estate loans, which includes commercial construction loans. These types of loans are generally viewed as having more risk of default than Residential Real Estate loans or Consumer loans. These types of loans are also typically larger than Residential Real Estate loans and Consumer loans. Because the Corporation's loan portfolio contains a significant number of Commercial and Industrial, Commercial Construction and Commercial Real Estate loans with relatively large balances, the deterioration of one or a few of these loans could cause a significant increase in non-performing loans. An increase in non-performing loans could result in a net loss of earnings from these loans, an increase in the provision for loan losses and an increase in loan charge-offs, all of which could have a material adverse effect on the Corporation's financial condition and results

of operations.

If the Corporation’s Allowance for Loan Losses is not sufficient to cover actual loan losses, its earnings could decrease.

The Corporation’s loan customers may not repay their loans according to the terms of their loans, and the collateral securing the payment of their loans may be insufficient to assure repayment. The Corporation may experience significant credit losses, which could have a material adverse effect on its operating results. In determining the amount of the allowance for loan losses, the Corporation reviews its loans and its loss and delinquency experience, and the Corporation evaluates economic conditions. If its assumptions prove to be incorrect, its allowance for loan losses may not cover inherent losses in its loan portfolio at the date of its financial statements. Material additions to the Corporation’s allowance would materially decrease its net income. At December 31, 2013, its allowance for loan losses totaled $6.5 million, representing 1.49% of its average total loans.

Although the Corporation believes it has underwriting standards to manage normal lending risks, it is difficult to assess the future performance of its loan portfolio due to the relatively recent origination of many of these loans. The Corporation cannot assure that its non-performing loans will not increase or that its non-performing or delinquent loans will not adversely affect its future performance.

In addition, federal regulators periodically review the Corporation’s allowance for loan losses and may require it to increase its allowance for loan losses or recognize further loan charge-offs. Any increase in its allowance for loan losses or loan charge-offs as required by these regulatory agencies could have a material adverse effect on its results of operations and financial condition.

The Corporation's operations of its business, including its interaction with customers, are increasingly done via electronic means, and this has increased its risks related to cyber security.

The Corporation is exposed to the risk of cyber-attacks in the normal course of business. In general, cyber incidents can result from deliberate attacks or unintentional events. The Corporation has observed an increased level of attention in the industry focused on cyber-attacks that include, but are not limited to, gaining unauthorized access to digital systems for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. To combat against these attacks, the Corporation has policies and procedures in place to prevent or limit the effect of the possible security breach of its information systems and it has insurance against some cyber-risks and attacks. While the Corporation has not incurred any material losses related to cyber-attacks, nor is it aware of any specific or threatened cyber-incidents as of the date of this report, it may incur substantial costs and suffer other negative consequences if it falls victim to successful cyber-attacks. Such negative consequences could include remediation costs that may include liability for stolen assets or information and repairing system damage that may have been caused; deploying additional personnel and protection technologies, training employees, and engaging third party experts and consultants; lost revenues resulting from unauthorized use of proprietary information or the failure to retain or attract customers following an attack; litigation; and reputational damage adversely affecting customer or investor confidence.

The Corporation operates in a highly competitive industry.

The Corporation faces substantial competition in all areas of its operations from a variety of different competitors, many of which are larger and may have more financial resources and greater technology. Such competitors primarily include national, regional and community banks within the various markets in which the Corporation operates. The Corporation also faces competition from many other types of financial institutions, including, without limitation, credit unions, finance companies, brokerage firms, insurance companies, factoring companies and other financial intermediaries. Also, technology has lowered barriers to entry and made it possible for non-banks to offer products and services traditionally provided by banks, such as online account opening, automatic transfer and automatic payment systems. Many of the Corporation's competitors have fewer regulatory constraints and may have lower cost structures.

The Corporation's ability to compete successfully depends on a number of factors, including, among other things:

- The ability to develop, maintain and build upon long-term customer relationships based on top quality service, high ethical standards and safe, sound assets;
- The ability to expand the Corporation's market position;
- The scope, relevance and pricing of products and services offered to meet customer needs and demands;
- The rate at which the Corporation introduces new products and services relative to its competitors;
- Customer satisfaction with the Corporation's level of service; and

- Industry and general economic trends.

Failure to perform in any of these areas could significantly weaken the Corporation's competitive position, which could adversely affect the Corporation's growth and profitability, which, in turn, could have a material adverse effect on the Corporation's financial condition and results of operations.

The Basel III capital requirements may require the Corporation to maintain higher levels of capital, which could reduce its profitability.

Basel III targets higher levels of base capital, certain capital buffers and a migration toward common equity as the key source of regulatory capital. Although the new capital requirements are phased in over the next decade and may change substantially before final implementation, Basel III signals a growing effort by domestic and international bank regulatory agencies to require financial institutions, including depository institutions, to maintain higher levels of capital. As Basel III is implemented, regulatory viewpoints could change or require additional capital to support the Corporation's business risk profile prior to final implementation of the Basel III standards. If the Corporation and the Bank are required to maintain higher levels of capital, the Corporation and the Bank may have fewer opportunities to invest capital into interest-earning assets, which could limit the profitable business operations available to the Corporation and the Bank and adversely impact its financial condition and results of operations.

If the Corporation concludes that the decline in value of any of its investment securities is other than temporary, the Corporation will be required to write down the credit-related portion of the impairment of that security through a charge to earnings.

Management reviews its investment securities portfolio at each quarter-end reporting period to determine whether the fair value is below the current carrying value. When the fair value of any of its investment securities has declined below its carrying value, management is required to assess whether the decline is other than temporary. If management concludes that the decline is other than temporary, management will be required to write down the credit-related portion of the impairment of that security through a charge to earnings. Due to the complexity of the calculations and assumptions used in determining whether an asset is impaired, the impairment disclosed may not accurately reflect the actual impairment in the future.

Future credit downgrades of the United States Government due to issues relating to debt and the deficit may adversely affect the Corporation.

As a result of failure of the federal government to reach agreement over federal debt and the ongoing issues connected with the debt ceiling, certain rating agencies placed the United States government's long-term sovereign debt rating on their equivalent of negative watch and announced the possibility of a rating downgrade. The rating agencies, due to constraints related to the rating of the United States, also placed government-sponsored enterprises in which the Corporation invests and receives lines of credit on negative watch and a downgrade of the United States' credit rating would trigger a similar downgrade in the credit rating of these government sponsored enterprises. Furthermore, the credit rating of other entities, such as state and local governments, may also be downgraded should the United States credit rating be downgraded. The impact that a credit rating downgrade may have on the national and local economy could have an adverse effect on the Corporation's financial condition and results of operations.

The Corporation's profitability depends significantly on economic conditions in the Commonwealth of Pennsylvania.

The Corporation's success depends primarily on the general economic conditions of the Commonwealth of Pennsylvania and the specific local markets in which the Corporation operates. Unlike larger national or other regional banks that are more geographically diversified, the Corporation provides banking and financial services to customers primarily in Columbia, Luzerne, Montour and Monroe counties. The local economic conditions in these areas have a significant impact on the demand for the Corporation's products and services as well as the ability of the Corporation's customers to repay loans, the value of the collateral securing loans and the stability of the Corporation's deposit funding sources. Also, a significant decline in general economic conditions could impact the local economic conditions and, in turn, have a material adverse effect on the Corporation's financial condition and results of operations.

The Corporation is subject to extensive government regulation and supervision.

The Corporation, primarily through the Bank, is subject to extensive federal and state regulation and supervision. Banking regulations are primarily intended to protect depositors' funds, federal deposit insurance funds and the banking system as a whole, not shareholders. These regulations affect the Corporation's lending practices, capital structure, investment practices, dividend policy and growth, among other things. Congress and federal regulatory agencies continually review banking laws, regulations and policies for possible changes. Changes to statutes, regulations or regulatory policies could affect the Corporation in substantial and unpredictable ways. Such changes could subject the Corporation to additional costs, limit the types of financial services and products the Corporation may offer and/or increase the ability of non-banks to offer competing financial services and products, among other things. Failure to comply with laws, regulations or policies could result in sanctions by regulatory agencies, civil money penalties and/or reputation damage, which could have a material adverse effect on the Corporation's business, financial condition and results of operations.

The Corporation is subject to claims and litigation pertaining to fiduciary responsibility.

From time to time, customers make claims and take legal action pertaining to the Corporation's performance of its fiduciary responsibilities. Whether customer claims and legal action related to the Corporation's performance of its fiduciary responsibilities are founded or unfounded, and if such claims and legal actions are not resolved in a manner favorable to the Corporation, they may result in significant financial liability and/or adversely affect the market perception of the Corporation and its products and services as well as impact customer demand for those products and services. Any financial liability or reputation damage could have a material adverse effect on the Corporation's financial condition and results of operations.

The trading volume in the Corporation's common stock is less than that of other larger financial services companies.

The Corporation's common stock is not currently listed on a national stock exchange, but traded on the Over the Counter Bulletin Board. As a result, trading volume is less than that of other larger financial services companies. A public trading market having the desired characteristics of depth, liquidity and orderliness depends on the presence in the marketplace of willing buyers and sellers of the Corporation's common stock at any given time. This presence depends on the individual decisions of investors and general economic and market conditions over which the Corporation has no control. Given the lower trading volume of the Corporation's common stock, significant sales of the Corporation's common stock, or the expectation of these sales, could cause the Corporation's stock price to fall.

The Corporation's controls and procedures may fail or be circumvented.

Management regularly reviews and updates the Corporation's internal controls, disclosure controls and procedures, and corporate governance policies and procedures. Any system of controls, however well designed and operated, is based in part on certain assumptions and can provide only reasonable, not absolute, assurances that the objectives of the system are met. Any failure or circumvention of the Corporation's controls and procedures or failure to comply with regulations related to controls and procedures could have a material adverse effect on the Corporation's business, results of operations and financial condition.

The Corporation may need or be compelled to raise additional capital in the future, but that capital may not be available when it is needed and on terms favorable to current shareholders.

Federal banking regulators require the Corporation and Bank to maintain adequate levels of capital to support their operations. These capital levels are determined and dictated by law, regulation and banking regulatory agencies. In addition, capital levels are also determined by the Corporation's management and board of directors, based on capital levels that they believe are necessary to support the Corporation's business operations. The Corporation is evaluating its present and future capital requirements and needs, is developing a comprehensive capital plan and is analyzing capital raising alternatives, methods and options. Even if the Corporation succeeds in meeting the current regulatory capital requirements, the Corporation may need to raise additional capital in the near future to support possible loan losses during future periods or to meet future regulatory capital requirements.

Further, the Corporation's regulators may require it to increase its capital levels. If the Corporation raises capital through the issuance of additional shares of its common stock or other securities, it would likely dilute the ownership interests of current investors and would likely dilute the per-share book value and earnings per share of its common stock. Furthermore, it may have an adverse impact on the Corporation's stock price. New investors may also have rights, preferences and privileges senior to the Corporation's current shareholders, which may adversely impact its

current shareholders. The Corporation’s ability to raise additional capital will depend on conditions in the capital markets at that time, which are outside its control, and on its financial performance. Accordingly, the Corporation cannot assure the shareholders of its ability to raise additional capital on terms and time frames acceptable to it or to raise additional capital at all. If the Corporation cannot raise additional capital in sufficient amounts when needed, its ability to comply with regulatory capital requirements could be materially impaired. Additionally, the inability to raise capital in sufficient amounts may adversely affect the Corporation’s operations, financial condition and results of operations.

The Corporation is subject to environmental liability risk associated with lending activities.

A significant portion of the Corporation’s loan portfolio is secured by real property. During the ordinary course of business, the Corporation may foreclose on and take title to properties securing certain loans. In doing so, there is a risk that hazardous or toxic substances could be found on these properties. If hazardous or toxic substances are found, the Corporation may be liable for remediation costs, as well as for personal injury and property damage. Environmental laws may require the Corporation to incur substantial expenses and may materially reduce the affected property’s value or limit the Corporation’s ability to use or sell the affected property. In addition, future laws, or more stringent interpretations or enforcement policies with respect to existing laws, may increase the Corporation’s exposure to environmental liability. Although the Corporation has policies and procedures to perform an environmental review before initiating any foreclosure action on real property, these reviews may not be sufficient to detect all potential environmental hazards. The remediation costs and any other financial liabilities associated with an environmental hazard could have a material adverse effect on the Corporation’s financial condition and results of operations.

The Corporation’s ability to pay dividends is subject to limitations.

The Corporation is a bank holding company and its operations are conducted by the Bank, which is a separate and distinct legal entity. Substantially all of the Corporation’s assets are held by the Bank.

The Corporation’s ability to pay dividends depends on its receipt of dividends from the Bank, its primary source of dividends. Dividend payments from the Bank are subject to legal and regulatory limitations, generally based on net profits and retained earnings, imposed by the various banking regulatory agencies. The ability of banking subsidiaries to pay dividends is also subject to their profitability, financial condition, capital expenditures and other cash flow requirements. There is no assurance that the Bank will be able to pay dividends in the future or that the Corporation will generate adequate cash flow to pay dividends in the future. The Corporation’s failure to pay dividends on its common stock could have a material adverse effect on the market price of its common stock.

Pennsylvania Business Corporation Law and various anti-takeover provisions under its Articles of Incorporation and Bylaws could impede the takeover of the Corporation.

Various Pennsylvania laws affecting business corporations may have the effect of discouraging offers to acquire the Corporation, even if the acquisition would be advantageous to shareholders. In addition, the Corporation has various anti-takeover measures in place under its Articles of Incorporation and Bylaws, including a staggered board of directors and the absence of cumulative voting. Any one or more of these measures may impede the takeover of the Corporation without the approval of its Board of Directors and may prevent its shareholders from taking part in a transaction in which they could realize a premium over the current market price of its common stock.

The Corporation’s banking subsidiary may be required to pay higher FDIC insurance premiums or special assessments which may adversely affect its earnings.

Poor economic conditions and the resulting bank failures have increased the costs of the FDIC and depleted its deposit insurance fund. Additional bank failures may prompt the FDIC to increase its premiums above the recently increased levels or to issue special assessments. The Corporation is generally unable to control the amount of premiums or special assessments that its subsidiary is required to pay for FDIC insurance. Any future changes in the calculation or assessment of FDIC insurance premiums may have a material adverse effect on the Corporation’s results of operations, financial condition, and its ability to continue to pay dividends on its common stock at the current rate or at all.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

The Corporation and its subsidiary occupy eighteen branch properties in Columbia, Luzerne, Montour and Monroe counties in Pennsylvania, which are used principally as banking offices.

Properties owned are:

- Main Office located at 111-119 West Front Street, Berwick, Pennsylvania 18603;
- Salem Office located at 400 Fowler Avenue, Berwick, Pennsylvania 18603;
- Freas Avenue Office located at 701 Freas Avenue, Berwick, Pennsylvania 18603;
- Scott Township Office located at 2301 Columbia Boulevard, Bloomsburg, Pennsylvania 17815;
- Mifflinville Office located at Third and Race Streets, Mifflinville, Pennsylvania 18631;
- Hanover Township Office located at 1540 Sans Souci Highway, Wilkes-Barre, Pennsylvania 18706;
- Danville Office located at 1519 Bloom Road, Danville, Pennsylvania 17821;
- Mountainhome Office located at 154 Route 390, Mountainhome, Pennsylvania 18342;
- Brodheadsville Office located at Route 209, Brodheadsville, Pennsylvania 18322;
- Swiftwater Office located at 2070 Route 611, Swiftwater, Pennsylvania 18370;
- Plymouth Office located at 463 West Main Street, Plymouth, Pennsylvania 18651;
- Kingston Office located at 299 Wyoming Avenue, Kingston, Pennsylvania 18704;
- Dallas Office located at 2325 Memorial Highway, Dallas, Pennsylvania 18612;
- Shickshinny Office located at 107 South Main Street, Shickshinny, Pennsylvania 18655;
- Properties located at Second and Market Streets, and Third and Bowman Streets, Berwick, Pennsylvania 18603; and
- 20 ATMs located in Columbia, Luzerne, Montour and Monroe counties.

Properties leased are:

- Briar Creek Office located inside the Giant Market at 50 Briar Creek Plaza, Berwick, Pennsylvania 18603;
- Nescopeck Office located at 437 West Third Street, Nescopeck, Pennsylvania 18635;
- Stroudsburg Office located at 559 Main Street, Stroudsburg, Pennsylvania 18360; and
- Mountain Top Office located at 18 North Mountain Boulevard, Mountain Top, Pennsylvania 18707 (land parcel is leased and the bank building is owned).

ITEM 3. LEGAL PROCEEDINGS

The Corporation and/or the Bank are defendants in various legal proceedings arising in the ordinary course of their business. However, in the opinion of management of the Corporation and the Bank, there are no proceedings pending to which the Corporation and the Bank is a party or to which their property is subject, which, if determined adversely to the Corporation and the Bank, would be material in relation to the Corporation's and Bank's individual profits or

financial condition, nor are there any proceedings pending other than ordinary routine litigation incident to the business of the Corporation and the Bank. In addition, no material proceedings are pending or are known to be threatened or contemplated against the Corporation and the Bank by government authorities or others.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

The Corporation's common stock is traded in the over-the-counter market on the OTC Bulletin Board under the symbol "FKYS.OB". The following table sets forth:

- The quarterly high and low prices for a share of the Corporation's common stock during the periods indicated as reported to the management of the Corporation;
- Quarterly dividends on a share of the common stock paid with respect to each quarter since January 1, 2012; and
- The quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not represent actual transactions.

	MARKET VALUE OF COMMON STOCK		
	High	Low	Per Share Dividend Paid
2013:			
First quarter	$26.75	$23.71	$ .26
Second quarter	$26.70	$25.24	$ .26
Third quarter	$27.00	$25.05	$ .26
Fourth quarter	$27.00	$24.50	$ .26
2012:			
First quarter	$23.00	$19.75	$ .25
Second quarter	$26.00	$22.30	$ .25
Third quarter	$25.49	$24.00	$ .25
Fourth quarter	$25.20	$23.71	$ .26

As of December 31, 2013, the Corporation had approximately 914 shareholders of record.

The Corporation has paid dividends since commencement of business in 1984. It is the present intention of the Corporation's Board of Directors to continue the dividend payment policy. Stock value, cost and availability of external capital, and the Corporation's present and anticipated capital needs are weighed in the process of making a

responsible decision. Further dividends must necessarily depend upon earnings, financial condition, appropriate legal restrictions and other factors relevant at the time the Board of Directors of the Corporation considers its dividend policy. Cash available for dividend distributions to shareholders of the Corporation must initially come from dividends paid by the Bank to the Corporation. Therefore, the restrictions on the Bank’s dividend payments are directly applicable to the Corporation.

Transfer Agent:

Registrar and Transfer Company (800) 368-5948
10 Commerce Drive
Cranford, NJ 07016-3752

The following brokerage firms make a market in First Keystone Corporation common stock:

RBC Dain Rauscher	(800) 223-4207
Janney Montgomery Scott LLC	(800) 526-6397
Stifel Nicolaus & Co. Inc.	(800) 223-6807
Boenning & Scattergood, Inc.	(800) 883-1212

Dividend Restrictions on the Bank

Generally, as a Pennsylvania state chartered bank, under Pennsylvania banking law, the Bank may only pay dividends out of accumulated net earnings.

Dividend Restrictions on the Corporation

Under the Pennsylvania Business Corporation Law of 1988, as amended, the Corporation may not pay a dividend if, after giving effect thereto, either:

- The Corporation would be unable to pay its debts as they become due in the usual course of business; or
- The Corporation’s total assets would be less than its total liabilities.

The determination of total assets and liabilities may be based upon:

- Financial statements prepared on the basis of generally accepted accounting principles;
- Financial statements that are prepared on the basis of other accounting practices and principles that are reasonable under the circumstances; or
- A fair valuation or other method that is reasonable under the circumstances.

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PERFORMANCE GRAPH

The following graph and table compare the cumulative total shareholder return on the Corporation's common stock during the period December 31, 2008, through and including December 31, 2013, with

- The cumulative total return on the SNL Securities Corporate Performance Index[1] for banks $500 million to $1 billion in total assets in the Middle Atlantic area[2], and
- The cumulative total return for all United States stocks traded on the NASDAQ Stock Market.

The comparison assumes $100 was invested on December 31, 2008, in the Corporation's common stock and in each of the indices below and assumes further the reinvestment of dividends into the applicable securities. The shareholder return shown on the graph and table below is not necessarily indicative of future performance.

FIRST KEYSTONE CORPORATION

Total Return Performance

	Period Ending					
	12/31/08	12/31/09	12/31/10	12/31/11	12/31/12	12/31/13
First Keystone Corporation	100.00	124.21	135.23	166.76	206.32	220.98
NASDAQ Composite	100.00	145.36	171.74	170.38	200.63	281.22
SNL Bank $500M- $1B	100.00	95.24	103.96	91.46	117.25	152.05

[1] SNL Securities is a research and publishing firm specializing in the collection and dissemination of data on the banking, thrift and financial services industries.

[2] The Middle Atlantic area comprises the states of Delaware, Pennsylvania, Maryland, New Jersey, New York, the District of Columbia and Puerto Rico.

ITEM 6. SELECTED FINANCIAL DATA

(Amounts in thousands, except per share)

	Year Ended December 31,				
	2013	2012	2011	2010	2009
SELECTED FINANCIAL DATA:					
Total assets	$901,565	$819,966	$818,546	$796,601	$758,330
Total investment securities	359,531	303,756	336,618	316,531	282,798
Net loans	439,999	427,124	410,066	403,950	401,375
Total deposits	690,075	608,834	624,349	626,895	580,569
Total long-term borrowings	40,429	44,520	64,339	66,400	82,976
Total stockholders' equity	96,351	103,330	93,092	79,060	74,167
SELECTED OPERATING DATA:					
Interest income	$30,961	$34,936	$37,028	$38,154	$37,726
Interest expense	4,954	6,514	9,405	12,742	15,565
Net interest income	26,007	28,422	27,623	25,412	22,161
Provision for loan losses	1,372	1,600	1,900	2,575	800
Net interest income after provision for loan losses	24,635	26,822	25,723	22,837	21,361
Non-interest income	7,875	5,933	4,431	5,758	4,299
Non-interest expense	19,846	20,398	17,695	17,272	16,444
Income before income tax expense	12,664	12,357	12,459	11,323	9,216
Income tax expense	2,391	2,187	2,552	2,362	1,279
Net income	$10,273	$10,170	$9,907	$8,961	$7,937
PER SHARE DATA:					
Net income	$1.87	$1.86	$1.82	$1.65	$1.46
Cash dividends	1.04	1.01	.97	.93	.92
PERFORMANCE RATIOS:					
Return on average assets	1.23 %	1.25 %	1.21 %	1.09 %	1.06 %
Return on average equity	10.12 %	10.19 %	11.57 %	10.98 %	10.88 %
Dividend payout	55.64 %	54.18 %	53.31 %	56.47 %	63.06 %
Average equity to average assets	12.10 %	12.28 %	10.43 %	9.95 %	9.73 %

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

The purpose of Management’s Discussion and Analysis of First Keystone Corporation, a bank holding company (the “Corporation”), and its wholly owned subsidiary, First Keystone Community Bank (the “Bank”), is to assist the reader in reviewing the financial information presented and should be read in conjunction with the consolidated financial statements and other financial data contained herein. Refer to Forward Looking Statements on page 1 for detailed information.

RESULTS OF OPERATIONS

Year Ended December 31, 2013 Versus Year Ended December 31, 2012

Net income increased to $10,273,000 for the year ended December 31, 2013, as compared to $10,170,000 for the prior year, an increase of 1.0%. Earnings per share, both basic and diluted, for 2013 was $1.87 as compared to $1.86 in 2012, an increase of 0.5%. Cash dividends per share increased to $1.04 in 2013 from $1.01 in 2012, an increase of 3.0%. The Corporation’s return on average assets was 1.23% in 2013 as compared to 1.25% in 2012. Return on average equity decreased to 10.12% in 2013 from 10.19% in 2012. Falling yields resulted in an overall decrease of interest income to $30,961,000, down $3,975,000 or 11.4% from 2012. There was the accompanying decrease in interest on deposits and borrowings as interest rates declined, which resulted in interest expense of $4,954,000 in 2013, a decrease of $1,560,000 or 24.0% from 2012.

Net interest income, as indicated below in Table 1, decreased by $2,415,000 or 8.5% to $26,007,000 for the year ended December 31, 2013. The Corporation’s net interest income on a fully taxable equivalent basis decreased by $2,685,000, or 8.6% to $28,397,000 in 2013 as compared to an increase of $1,185,000, or 4.0% to $31,082,000 in 2012.

Year Ended December 31, 2012 Versus Year Ended December 31, 2011

Net income increased to $10,170,000 for the year ended December 31, 2012, as compared to $9,907,000 for the prior year, an increase of 2.7%. Earnings per share, both basic and diluted, for 2012 were $1.86 as compared to $1.82 in 2011, an increase of 2.2%. Cash dividends per share increased to $1.01 in 2012 from $.97 in 2011, an increase of 4.1%. The Corporation’s return on average assets was 1.25% in 2012 as compared to 1.21% in 2011. Return on average equity decreased to 10.19% in 2012 from 11.57% in 2011. Falling yields and a slight decrease in earning asset levels resulted in an overall decrease of interest income to $34,936,000, down $2,092,000 or 5.7% from 2011. There was the accompanying decrease in interest on deposits and borrowings as interest rates declined, which resulted in interest expense of $6,514,000 in 2012, a decrease of $2,891,000 or 30.7% from 2011.

In July 2012, the Corporation completed transactions designed to improve net interest income. Investment securities with a market value of $15,941,000 and having a yield of 2.95% were sold for a gain of $946,000. In addition, term borrowings with the Federal Home Loan Bank of Pittsburgh in the amount of $13,750,000 with a weighted average cost of 4.29% were prepaid, resulting in a prepayment penalty of $811,000. The impact of these transactions was an annualized increase in net interest income of $150,000. The deleveraging of the balance sheet also improved Tier 1 leverage and improved sensitivity to rising interest rates.

Net interest income, as indicated below in Table 1, increased by $799,000 or 2.9% to $28,422,000 for the year ended December 31, 2012. The Corporation's net interest income on a fully taxable equivalent basis increased by $1,185,000, or 4.0% to $31,082,000 in 2012 as compared to an increase of $2,663,000, or 9.8% to $29,897,000 in 2011.

Table 1 — Net Interest Income

(Amounts in thousands)

		2013/2012 Increase/(Decrease)			2012/2011 Increase/(Decrease)		
	2013	Amount	%	2012	Amount	%	2011
Interest Income	$30,961	$(3,975)	(11.4)	$34,936	$(2,092)	(5.7)	$37,028
Interest Expense	4,954	(1,560)	(24.0)	6,514	(2,891)	(30.7)	9,405
Net Interest Income	26,007	(2,415)	(8.5)	28,422	799	2.9	27,623
Tax Equivalent Adjustment	2,390	(270)	(10.2)	2,660	386	17.0	2,274
Net Interest Income (fully tax equivalent)	$28,397	$(2,685)	(8.6)	$31,082	$1,185	4.0	$29,897

Table 2 — Distribution of Assets, Liabilities and Stockholders' Equity

(Dollar amounts in thousands)

	2013 Average Balance	Revenue/ Expense	Yield/ Rate	2012 Average Balance	Revenue/ Expense	Yield/ Rate	2011 Average Balance	Revenue/ Expense	Yield/ Rate
Interest Earning Assets:									
Loans:									
Commercial, net[1,2]	$57,928	$2,733	4.72 %	$47,386	$2,398	5.06 %	$40,883	$2,214	5.42 %
Real Estate[1]	372,225	17,339	4.66 %	369,674	19,538	5.29 %	364,099	20,427	5.61 %
Consumer, net[1,2]	5,887	426	7.24 %	6,520	517	7.93 %	7,561	643	8.50 %
Fees on Loans	0	583	0 %	0	650	0 %	0	454	0 %
Total Loans (Including Fees)[3]	$436,040	$21,081	4.83 %	$423,580	$23,103	5.45 %	$412,543	$23,738	5.75 %
Investment Securities:									
Taxable	$230,553	$6,938	3.01 %	$215,849	$8,028	3.72 %	$234,410	$9,790	4.18 %
Tax Exempt[1]	91,074	5,314	5.83 %	105,359	6,464	6.14 %	87,427	5,769	6.60 %
Total Investment Securities	321,627	12,252	3.81 %	321,208	14,492	4.51 %	321,837	15,559	4.83 %
Interest Bearing Deposits in Banks	8,029	18	0.22 %	2,791	1	0.04 %	13,840	4	0.03 %
Federal Funds Sold	0	0	0 %	0	0	0 %	565	1	0.18 %
Total Other Interest Earning Assets	8,029	18	0.22 %	2,791	1	0.04 %	14,405	5	0.03 %
Total Interest Earning Assets	$765,696	$33,351	4.36 %	$747,579	$37,596	5.03 %	$748,785	$39,302	5.25 %
Non-Interest Earning Assets:									
Cash and Due From Banks	$6,917			$6,881			$6,050		
Allowance for Loan Losses	(5,971)			(5,994)			(5,711)		
Premises and Equipment	20,547			15,978			12,072		
Foreclosed Assets Held for Sale	359			876			1,208		
Other Assets	51,012			47,660			58,744		
Total Non-Interest Earning Assets	72,864			65,401			72,363		
Total Assets	$838,560			$812,980			$821,148		
Interest Bearing Liabilities:									
	$317,477	$691	0.22 %	$289,399	$762	0.26 %	$308,778	$1,721	0.56 %

Savings, NOW Accounts, and Money Markets									
Time Deposits	251,758	2,932	1.16 %	249,150	3,794	1.52 %	249,543	4,997	2.00 %
Short-Term Borrowings	11,050	27	0.24 %	11,030	28	0.26 %	2,316	7	0.30 %
Long-Term Borrowings	45,493	1,226	2.69 %	56,351	1,840	3.27 %	68,356	2,523	3.69 %
Securities Sold U/A to Repurchase	18,753	78	0.42 %	19,458	90	0.46 %	21,593	157	0.73 %
Total Interest Bearing Liabilities	$644,531	$4,954	0.77 %	$625,388	$6,514	1.04 %	$650,586	$9,405	1.45 %
Non-Interest Bearing Liabilities:									
Demand Deposits	$80,833			$80,087			$71,661		
Other Liabilities	11,692			7,671			13,292		
Stockholders' Equity	101,504			99,834			85,609		
Total Liabilities/Stockholders' Equity	$838,560			$812,980			$821,148		
Net Interest Income Tax Equivalent		$28,397			$31,082			$29,897	
Net Interest Spread			3.59 %			3.99 %			3.80 %
Net Interest Margin			3.71 %			4.16 %			3.99 %

[1]Tax-exempt income has been adjusted to a tax equivalent basis using an incremental rate of 34%, and statutory interest expense disallowance.

[2]Installment loans are stated net of unearned interest.

[3]Average loan balances include non-accrual loans. Interest income on non-accrual loans is not included.

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NET INTEREST INCOME

The major source of operating income for the Corporation is net interest income. Net interest income is the difference between interest income on earning assets, such as loans and securities, and the interest expense on liabilities used to fund those assets, including deposits and other borrowings. The amount of interest income is dependent upon both the volume of earning assets and the level of interest rates. In addition, the volume of non-performing loans affects interest income. The amount of interest expense varies with the amount of funds needed to support earning assets, interest rates paid on deposits and borrowed funds, and finally, the level of interest free deposits.

Table 2 on the preceding page provides a summary of average outstanding balances of earning assets and interest bearing liabilities with the associated interest income and interest expense as well as average tax equivalent rates earned and paid as of year-end 2013, 2012 and 2011.

The yield on earning assets was 4.36% in 2013, 5.03% in 2012, and 5.25% in 2011. The rate paid on interest bearing liabilities was 0.77% in 2013, 1.04% in 2012, and 1.45% in 2011. This resulted in a decrease in our net interest spread to 3.59% in 2013, as compared to 3.99% in 2012 and 3.80% in 2011.

As Table 2 illustrates, the net interest margin, which is interest income less interest expense divided by average earning assets, was 3.71% in 2013 as compared to 4.16% in 2012 and 3.99% in 2011. The net interest margins are presented on a tax-equivalent basis. In 2013, yield on earning assets fell by 0.67%, from 5.03% to 4.36% while the rate paid on interest bearing liabilities dropped 0.27%. As loans were repaid and refinanced, and as investments were sold, matured or called, the principal balances were reinvested at lower, current rates. This was the primary cause of the lower yields on both loans and investments. Savings, NOW and money market interest expense decreased slightly as rates were reduced in the beginning of 2013. Interest paid on certificates of deposit declined as they matured and were reinvested at lower rates. Average long-term borrowings declined by $10,858,000 while the average rate paid on these borrowings declined by 0.58% from 3.27% to 2.69%. Therefore, the net interest spread and margin in 2013 as compared to 2012 was negatively impacted. Interest income exempt from federal tax was $4,743,000 in 2013, $5,317,000 in 2012, and $4,617,000 in 2011. Tax-exempt income has been adjusted to a tax-equivalent basis using an incremental rate of 34%.

The decline in our net interest margin came from significantly lower earning asset yields and slightly lower funding costs in 2013 and 2012. Fully tax equivalent net interest income fell from 2012 to 2013 by $2,685,000 or 8.6% to $28,397,000. This occurred while the level of average earning assets increased by 2.4%. Our net interest margin was under pressure when interest rates started to rise since the Corporation continues to be liability sensitive. There will be more liabilities, including deposits, repricing than earning assets (loans and investments). To negate the potential impact of a lesser net interest margin, the Corporation will continue to focus on attracting lower cost checking, savings and money market accounts and reduce somewhat its dependence on higher priced certificates of deposit.

Table 3 sets forth changes in interest income and interest expense for the periods indicated for each category of interest earning assets and interest bearing liabilities. Information is provided on changes attributable to (i) changes in volume (changes in average volume multiplied by prior rate); (ii) changes in rate (changes in average rate multiplied by prior average volume); and, (iii) changes in rate and volume (changes in average volume multiplied by change in average rate).

In 2013, the decrease in net interest income on a fully tax equivalent basis of $2,685,000 resulted from an increase in volume of $596,000 and a decrease of $3,281,000 due to changes in rate. In 2012, the increase in net interest income of $1,185,000 resulted from an increase in volume of $1,589,000 and a decrease of $404,000 due to changes in rate.

Table 3 — Changes in Income and Expense, 2013 and 2012

(Amounts in thousands)	2013 COMPARED TO 2012			2012 COMPARED TO 2011		
	VOLUME	RATE	NET	VOLUME	RATE	NET
Interest Income:						
Loans, Net	$679	$(2,702)	$(2,023)	$635	$(1,271)	$(636)
Taxable Investment Securities	547	(1,637)	(1,090)	(775)	(987)	(1,762)
Tax-Exempt Investment Securities	(876)	(273)	(1,149)	1,183	(488)	695
Other Short-Term Investments	2	15	17	(3)	0	(3)
Total Interest Income	$352	$(4,597)	$(4,245)	$1,040	$(2,746)	$(1,706)
Interest Expense:						
Savings, NOW and Money Markets	$74	$(145)	$(71)	$(108)	$(851)	$(959)
Time Deposits	40	(902)	(862)	(8)	(1,194)	(1,202)
Short-Term Borrowings	0	(1)	(1)	26	(5)	21
Long-Term Borrowings	(355)	(259)	(614)	(443)	(240)	(683)
Securities Sold U/A to Repurchase	(3)	(9)	(12)	(16)	(52)	(68)
Total Interest Expense	(244)	(1,316)	(1,560)	(549)	(2,342)	(2,891)
Net Interest Income	$596	$(3,281)	$(2,685)	$1,589	$(404)	$1,185

The change in interest due to both volume and yield/rate has been allocated to change due to volume and change due to yield/rate in proportion to the absolute value of the change in each. Balances on non-accrual loans are included for computational purposes. Interest income on non-accrual loans is not included.

PROVISION FOR LOAN LOSSES

For the year ended December 31, 2013, the provision for loan losses was $1,372,000 as compared to $1,600,000 as of

December 31, 2012 and $1,900,000 as of December 31, 2011. The provision in 2013 decreased due to the Corporation’s analysis of the current loan portfolio, including historic losses, past-due trends, current economic conditions and other relevant factors. Net charge-offs by the Corporation for the fiscal years ended December 31, 2013, 2012 and 2011, were $625,000, $1,757,000, and $1,672,000, respectively. See Allowance for Loan Losses on Page 30 for further discussion.

Charge-offs declined in 2013 as compared to the previous year as a result of fewer borrowers defaulting on credit obligations, the Corporation's diligent collection efforts, and the improving economy. The Corporation did not change the methodology in which it determines charge-offs, rather the challenges associated with the economy (higher unemployment and increased delinquencies) were largely responsible for the increase in net charge-offs from 2011 to 2012. While the Corporation cannot accurately predict future charge-offs, it is anticipated that the current level of charge-offs may continue into 2014 as economic conditions remain uncertain.

The allowance for loan losses as a percentage of average loans outstanding was 1.49% as of December 31, 2013, 1.36% as of December 31, 2012 and 1.44% as of December 31, 2011.

On a quarterly basis, management performs, and the Corporation's Audit Committee and the Board of Directors reviews, a detailed analysis of the adequacy of the allowance for loan losses. This analysis includes an evaluation of credit risk concentration, delinquency trends, past loss experience, current economic conditions, composition of the loan portfolio, classified loans and other relevant factors.

The Corporation will continue to monitor its allowance for loan losses and make future adjustments to the allowance through the provision for loan losses as conditions warrant. Although the Corporation believes that the allowance for loan losses is adequate to provide for losses inherent in the loan portfolio, there can be no assurance that future losses will not exceed the estimated amounts or that additional provisions will not be required in the future.

The Bank is subject to periodic regulatory examination by the Pennsylvania Department of Banking and Securities and the FDIC. As part of the examination, the regulators will assess the adequacy of the Bank's allowance for loan losses and may include factors not considered by the Bank. In the event that a regulatory examination results in a conclusion that the Bank's allowance for loan losses is not adequate, the Bank may be required to increase its provision for loan losses.

NON-INTEREST INCOME

Non-interest income is derived primarily from trust department revenue, service charges and fees, income on bank owned life insurance, other miscellaneous revenue and gains on sales of mortgage loans. In addition, net investment securities gains and losses also impact total non-interest income. Table 4 provides the yearly non-interest income by category, along with the amount, dollar changes, and percentage of change.

Non-interest income through December 31, 2013 was $7,875,000, an increase of 32.7%, or $1,942,000, from 2012. Table 4 provides the major categories of non-interest income and each respective change comparing the last three years. The majority of the 2013 increase was due to net investment securities gains (losses), which increased from $813,000 in 2012 to $2,900,000 in 2013. Two other major contributors to the increase in 2013 were 1) service charges and fees and 2) an increase in trust department revenue.

During 2013, the Corporation recorded a net gain of $2,900,000 from the sales of securities in its investment portfolio, an increase of $2,087,000 from 2012. The Bank has taken gains and losses in the portfolio, primarily in municipal securities, to reduce market risk and protect from further changes in value in the face of increases in long-term interest rates. In 2012, gains totaled $813,000, while in 2011 they were $111,000. These gains resulted from the normal readjustment process within the portfolio.

The Corporation performs a quarterly impairment analysis. The analysis includes a review of investment securities owned by its subsidiary, First Keystone Community Bank, and a review of bank equity securities owned by the Corporation. With regards to the investment securities of the Bank, all individual investment securities held at the end of each quarter are evaluated. The evaluation determines if unrealized holding losses represent credit losses which could require an other-than-temporary impairment charge through earnings. Generally, unrealized losses related to general market conditions and/or resultant lack of liquidity in the market do not require impairment charges. Similarly, all bank equity securities held at each quarter end are evaluated for other-than-temporary impairment charges, primarily if the market value has declined significantly compared to the book value on an individual basis. Also, trends relating to overall credit quality of bank equity securities owned is considered in making an impairment charge decision.

Gains on sales of mortgage loans provided $618,000 in 2013 as compared to $1,016,000 in 2012 and $368,000 in 2011. The decrease in gains on sales of mortgage loans in 2013 was due to rising secondary market rates resulting in a decline in refinance mortgages. In 2013, the Bank originated $46,773,190 in residential mortgage loans and sold $25,653,000. This compared unfavorably to 2012 when the Bank originated $50,140,000 in residential mortgage loans and sold $30,732,000. The increase in volume in 2012 was due to the favorable interest rate environment for refinancing. In 2011, the volume of new residential mortgages sold on the secondary market reduced and led to a $457,000 decline in gains on sales of mortgage loans from the prior year. The Corporation continues to service the majority of mortgages which are sold. This servicing income provides an additional source of non-interest income on

an ongoing basis.

Service charges and fees consisted primarily of service charges on deposit accounts and ATM fees and debit card income. Service charges and fees were higher by $220,000 in 2013 as compared to 2012, or 10.1% due to prepayment fees relating to certain commercial loans that were paid in advance of their maturity. In addition, ATM and debit card interchange income was higher as well as an increase in fees related to mortgage servicing rights. Service charges and fees decreased $41,000 in 2012 as compared to 2011, primarily due to lower fees collected on checking accounts and lower overdraft fees.

Other income, consisting primarily of safe deposit box rentals, income from the sale of non-deposit investment products, and miscellaneous fees, decreased $25,000 or 5.5% in 2013 and increased $65,000 or 16.8% in 2012. Other non-interest income declined in 2013, which was caused in large measure by a decrease in commissions earned on sales of retail non-deposit investment products.

Table 4 — Non-Interest Income

		2013/2012 Increase/(Decrease)			2012/2011 Increase/(Decrease)		
	2013	Amount	%	2012	Amount	%	2011
Trust department	$841	$95	12.7	$746	$161	27.5	$585
Service charges and fees	2,402	220	10.1	2,182	(41)	(1.8)	2,223
Bank owned life insurance income	687	(37)	(5.1)	724	(33)	(4.4)	757
Gains on sales of mortgage loans	618	(398)	(39.2)	1,016	648	176.1	368
Other	427	(25)	(5.5)	452	65	16.8	387
Subtotal	4,975	(145)	(2.8)	5,120	800	18.5	4,320
Investment securities gains (losses) - net	2,900	2,087	256.7	813	702	632.4	111
Total	$7,875	$1,942	32.7	$5,933	$1,502	33.9	$4,431

NON-INTEREST EXPENSE

Non-interest expense consists of salaries and employee benefits, occupancy, furniture and equipment, and other miscellaneous expenses. Table 5 provides the yearly non-interest expense by category, along with the amount, dollar changes, and percentage of change.

Total non-interest expense amounted to $19,846,000, a decrease of $552,000, or 2.7% in 2013 compared to an increase of $2,703,000, or 15.3% in 2012. Expenses associated with employees (salaries and employee benefits) continue to be the largest non-interest expenditure. Salaries and employee benefits amounted to 55.1% of total non-interest expense in 2013 and 51.1% in 2012. Salaries and employee benefits increased $516,000, or 5.0% in 2013 and $933,000, or 9.8% in 2012. The majority of the increase was related to the opening of new branches in Dallas and Shickshinny, Pennsylvania. The balance of the increase was due to normal annual increases in salaries. In addition, the Corporation experienced a 7.3% increase in medical insurance for its employees, from $1,251,000 to $1,342,000. Salaries increased in 2012 due to the hiring of several new employees, including a Residential Mortgage Consultant, a Training Director and a Business Deposit Specialist, among others, and normal annual increases. The number of full time equivalent employees was 207 as of December 31, 2013, and 193 as of December 31, 2012.

Net occupancy expense increased $118,000, or 8.4% in 2013 as compared to an increase of $41,000, or 3.0% in 2012. Furniture and equipment and computer expense increased $54,000, or 3.3% in 2013 compared to an increase of $213,000, or 14.8% in 2012. The increases in 2013 were caused by higher service maintenance on software, higher depreciation, and losses on disposals of furniture and fixtures due to the renovation and expansion of the Bank’s main headquarters and the replacement of several ATMs. The increases in occupancy and furniture expenses in 2012 were caused by higher service maintenance on equipment, including ATMs, higher depreciation, and a loss on disposal of leasehold improvements due to the relocation of our Kingston Office to a bank-owned facility. FDIC insurance expense decreased $64,000, or 13.2% in 2013 as compared to a decrease of $148,000, or 23.3% in 2012. FHLB

prepayment penalties of $345,000 were one-time expenses related to the early prepayment of a borrowing with the Federal Home Loan Bank (“FHLB”). Other non-interest expense, including state shares tax, ATM and debit card fees and professional services, decreased by 12.6% or $710,000 in 2013 after increasing by $853,000 or 17.8% in 2012. This decrease in 2013 is primarily related to legal, collections and expenses associated with foreclosed assets held for resale and a decrease in donations expenses.

The overall level of non-interest expense remains low, relative to the Bank’s peers (community banks from $500 million to $1 billion in assets). In fact, the Bank’s total non-interest expense was 2.37% and 2.51% of average assets in 2013 and 2012, respectively. The Bank’s non-interest expense as a percentage of average assets places the Bank among the leaders in its peer financial institution categories in controlling non-interest expense.

Table 5 — Non-Interest Expense

		2013/2012 Increase/(Decrease)			2012/2011 Increase/(Decrease)		
	2013	Amount	%	2012	Amount	%	2011
Salaries and employee benefits	$10,929	$ 516	5.0	$10,413	$933	9.8	$9,480
Occupancy, net	1,523	118	8.4	1,405	41	3.0	1,364
Furniture and equipment and computer expense	1,703	54	3.3	1,649	213	14.8	1,436
FDIC Insurance	422	(64)	(13.2)	486	(148)	(23.3)	634
FHLB prepayment penalties	345	(466)	(57.5)	811	811	N/A	0
Other	4,924	(710)	(12.6)	5,634	853	17.8	4,781
Total	$19,846	$ (552)	(2.7)	$20,398	$2,703	15.3	$17,695

INCOME TAX EXPENSE

Income tax expense for the year ended December 31, 2013, was $2,391,000 as compared to $2,187,000 and $2,552,000 for the years ended December 31, 2012 and 2011, respectively. The effective income tax rate was 18.9% in 2013, 17.7% in 2012, and 20.5% in 2011. The increase in the effective tax rate for 2013 was the result of a reduction in tax-free municipal securities held in the Corporation's investment portfolio. The decrease in the effective tax rate for 2012 was due to additional tax exempt income received and an additional low-income housing tax credit recognized during the period. The Corporation looks to maximize its tax-exempt income derived from both tax-free loans and tax-free municipal securities without triggering the alternative minimum tax. The Corporation does not expect a material change in its tax rate for 2014.

FINANCIAL CONDITION

GENERAL

Total assets increased to $901,565,000 at year-end 2013, an increase of 10.0% from year-end 2012. As of December 31, 2013, total deposits amounted to $690,075,000, an increase of 13.3% from 2012. Total assets as of December 31, 2012 were $819,966,000, an increase of 0.2% over 2011, while total deposits as of year-end 2012 amounted to $608,834,000, a decrease of 2.5% from 2011.

Net loans increased in 2013 from $427,124,000 to $439,999,000, a 3.0% increase. Loan demand continues to be weak as borrowers, both consumer and business, are reducing their leverage positions. Net loans in 2012 increased from

2011 by $17,058,000 or 4.2%.

The decrease in long-term borrowings was attributable to a program in which investments were sold to pay-off one long-term borrowing to further improve net interest margin. In April 2013, the Corporation completed transactions designed to unwind unprofitable leverage. Investment securities with a market value of $7,282,000 and having a yield of 3.35% were sold for a net gain of $365,000. In addition, a term borrowing with the Federal Home Loan Bank of Pittsburgh in the amount of $7,000,000 with a cost of 3.29% was prepaid, resulting in a prepayment penalty of $345,000. The impact of these transactions on net income was marginally positive. The deleveraging of the balance sheet also improved Tier 1 leverage and improved sensitivity to rising interest rates.

The Corporation continues to maintain and manage its asset growth. The Corporation's strong equity capital position provides an opportunity to further leverage its asset growth. Borrowings increased in 2013 by $9,073,000 and increased in 2012 by $4,368,000. Core deposits, which include demand deposits and interest bearing demand deposits (NOWs), money market accounts, savings accounts, and time deposits of individuals, continue to be the Corporation's most significant source of funds.

SEGMENT REPORTING

Currently, management measures the performance and allocates the resources of the Corporation as a single segment.

EARNING ASSETS

Earning assets are defined as those assets that produce interest income. By maintaining a healthy asset utilization rate, i.e., the volume of earning assets as a percentage of total assets, the Corporation maximizes income. The earning asset ratio (average interest earning assets divided by average total assets) equaled 91.3% for 2013, compared to 92.0% for 2012 and 91.2% for 2011. This indicates that the management of earning assets is a priority and non-earning assets, primarily cash and due from banks, fixed assets and other assets, are maintained at minimal levels. The primary earning assets are loans and investment securities.

LOANS

Total loans, net of unearned income, increased to $446,518,000 as of December 31, 2013, as compared to a balance of $432,896,000 as of December 31, 2012. Table 6 provides data relating to the composition of the Corporation's loan portfolio on the dates indicated. Total loans, net of unearned income, increased $13,622,000, or 3.1% in 2013 compared to an increase of $16,901,000, or 4.1% in 2012.

The lackluster economy and resultant decline in loan demand accounted for nominal growth in the loan portfolio in 2013. The Commercial and Industrial portfolio increased $4,688,000 to $33,402,000 as of December 31, 2013, as compared to $28,714,000 as of December 31, 2012. The increase was mainly the result of $8,454,000 in new loan originations, offset by loan payoffs of $3,347,000 combined with typical portfolio run-off. The Tax-exempt portfolio increased $2,052,000 to $31,244,000 at December 31, 2013 from $29,192,000 at December 31, 2012. This increase was mainly due to four large loan originations totaling $10,500,000, offset by two large loan payoffs totaling $8,041,000. The Commercial Real Estate loan portfolio increased $140,000 to $221,478,000 as of December 31, 2013 as compared to $221,338,000 as of December 31, 2012. The nominal increase was mainly the result of unscheduled loan payoffs combined with payment amortization exceeding new originations. Residential Real Estate loans increased $7,392,000 to $154,403,000 as of December 31, 2013, as compared to $147,011,000 as of December 31, 2012. The increase was the result of new originations and, to a lesser extent, refinances held in the Bank's portfolio. The Corporation continued to originate and sell certain long-term fixed rate residential mortgage loans which conform to secondary market requirements. The Corporation derives ongoing income from the servicing of mortgages sold in the secondary market. The Corporation continues its efforts to lend to creditworthy borrowers despite the continued slow economic conditions.

Management believes that the loan portfolio is well diversified. The total commercial portfolio was $286,124,000 of which $225,424,000 or 50.5% of gross loans was secured by commercial real estate.

The largest relationship is a manufacturing/fabrication company and its related entities. The company has a long history of successful operations dating back to 1980. The relationship had outstanding loan balances and unused commitments of $8,629,000 at December 31, 2013. The debt consists of approximately $6,134,000 in term debt secured primarily by various real estate holdings, and approximately $2,495,000 in operating lines of credit secured by business assets and guaranties.

The second largest relationship consists of $8,387,000 in a tax free loan relationship and an unused commitment to a municipality founded in 1816 consisting of 35 square miles. According to township officials, the population has been increasing steadily since 2001 and is currently in excess of 11,000 people. In 2012, the township completed its $74,000,000 sewer expansion project. The Bank’s loan is secured by project receivables and the full faith, credit, and taxing power of the township.

The third largest relationship is a real estate development company and its related entities, specializing in the design, construction, and management of multi-tenant residential housing. The company was established in the late 1980s. The relationship had outstanding loan balances and unused commitments of $8,365,000 at December 31, 2013. The debt consists of approximately $5,403,000 in term debt secured by various real estate holdings and approximately $2,962,000 in lines of credit secured by various real estate holdings. The loans are secured primarily by income producing multi-tenant real estate.

The fourth largest relationship consists of net outstanding loan balances and unused commitments of $7,978,000 after participation shares sold of $2,565,000. This relationship is comprised of several first lien mortgages relating to office and professional rental properties and a $5,000,000 line of credit to a planned residential community. The principal and related companies have been involved in real estate development since 1974, and have successfully developed residential communities, medical office facilities, and professional office facilities. The entire relationship is secured by a combination of first lien mortgages and marketable securities.

The fifth largest relationship is comprised of various real estate entities, which are owned by an individual who began real estate investment and development activities in 1989. The relationship had outstanding loan balances and unused commitments of $7,821,000 at December 31, 2013. The individual owns a diverse mix of real estate entities which specialize in construction/ development projects, leasing of commercial office space, and rental of multi-tenant residential units. This relationship is comprised of $6,821,000 in term debt (which includes a $2,160,000 construction mortgage) and a $1,000,000 line of credit. The relationship is well secured by first lien mortgages on income producing commercial and residential real estate, plus a collateral pledge of cash accounts and marketable securities.

Each of the aforementioned relationships is located within the Corporation's market area.

Each of the aforementioned loans are paying as agreed and none of the loans are considered criticized or classified. The property securing each of the loans was appraised at the time the loan was originated. Appraisals are ordered independently of the loan approval process from appraisers on an approved list. All appraisals are reviewed internally for conformity with accepted standards of the Bank.

All loan relationships in excess of $1,500,000 are reviewed internally and through an external loan review process on an annual basis. Such review is based upon analysis of current financial statements of the borrower, co-borrowers/guarantors, payment history, and economic conditions.

Overall, the portfolio risk profile as measured by loan grade is considered low risk, as $439,443,000 or 98.5% of gross loans are graded Pass; $1,964,000 or 0.4% are graded Special Mention; $4,734,000 or 1.1% are graded Substandard; and $0 are graded Doubtful. The rating is intended to represent the best assessment of risk available at a given point in time, based upon a review of the borrower's financial statements, credit analysis, payment history with the Bank, credit history and lender knowledge of the borrower. See Note 4 — Loans for risk grading tables.

Commercial and Industrial non-pass grades decreased to $86,000 as of December 31, 2013, compared to $916,000 as of December 31, 2012. The $830,000 decrease was mainly the result of $528,000 in loans upgraded, $51,000 in loans paid off, and a $227,000 decrease in impaired loans from 2012 to 2013. Commercial Real Estate non-pass grades decreased to $5,499,000 as of December 31, 2013, compared to $6,241,000 as of December 31, 2012. The $742,000 decrease in Commercial Real Estate was mainly the result of net loan grade migration of $295,000, $182,000 in loan pay-offs, and a decrease of $126,000 in impaired substandard loans. The Residential Real Estate and Consumer non-pass grades decreased to $1,113,000 as of December 31, 2013, compared to $1,327,000 as of December 31, 2012. The $214,000 decrease was mainly due to net loan grade migration in the Residential Real Estate category of $326,000 and a $127,000 increase in impaired loans from 2012 to 2013.

The Corporation continues to internally underwrite each of its loans to comply with prescribed policies and approval levels established by its Board of Directors.

Table 6 — Loans Outstanding, Net of Unearned Income

(Amounts in thousands)	December 31,				
	2013	2012	2011	2010	2009
Commercial and Industrial	$33,402	$28,714	$21,448	$29,693	$42,815
Tax exempt – Real Estate and Other	31,244	29,192	19,779	12,450	12,525
Commercial Real Estate	221,478	221,338	236,645	227,147	203,413
Residential Real Estate	154,403	147,011	130,718	131,981	138,092
Consumer	5,614	6,473	7,429	8,781	10,802
Gross Loans	446,141	432,728	416,019	410,052	407,647
Add (deduct): Unearned discount and	(87)	(170)	(331)	(675)	(1,273)
Net deferred loan fees and costs	464	338	307	274	323
Total Loans, net of unearned income	$446,518	$432,896	$415,995	$409,651	$406,697

INVESTMENT SECURITIES

The Corporation uses investment securities to not only generate interest and dividend revenue, but also to help manage interest rate risk and to provide liquidity to meet operating cash needs.

The investment portfolio has been allocated between securities available-for-sale, including restricted equity securities, and securities held-to-maturity. No investment securities were established in a trading account. Available-for-sale securities increased $57,264,000 or 19.0% to $358,459,000 in 2013 as nearly all classes of securities increased. Available-for-sale securities decreased $32,818,000, or 9.8% to $301,195,000 in 2012. At December 31, 2013, the net unrealized loss, net of the tax effect, on these securities was $(54,000) and was included in stockholders' equity as accumulated other comprehensive income (loss). At December 31, 2012, accumulated other comprehensive income, net of tax effect, amounted to $12,528,000. The primary reason for the decline in accumulated other comprehensive income (loss) from 2012 to 2013 was twofold. The Bank realized gains on the sales of securities, primarily municipal bonds, in the net amount of $2,900,000. Additionally, the rise in interest rates during the second half of 2013 reduced the market value of bonds remaining in the portfolio. In 2013, held-to-maturity securities decreased $1,489,000, or 58.1% to $1,072,000 after decreasing $44,000, or 1.7% in 2012. Table 7 provides data on the carrying value of the Corporation's investment portfolio on the dates indicated. The vast majority of investment security purchases are allocated as available-for-sale. This provides the Corporation with increased flexibility should there be a need or desire to liquidate an investment security.

The investment portfolio includes U.S. Government corporations and agencies, corporate obligations, mortgage-backed securities, and obligations of state and political subdivisions, both tax-exempt and taxable. In addition, the investment portfolio includes restricted equity securities consisting primarily of common stock investments in the Federal Home Loan Bank of Pittsburgh as of December 31, 2013. Marketable equity securities consists of common stock investments in other commercial banks and bank holding companies. A quarterly impairment analysis is conducted as outlined under non-interest income on page 25 of Management's Discussion and Analysis.

Securities available for sale may be sold as part of the overall asset and liability management process. Realized gains and losses are reflected in the results of operations on the Corporation's consolidated statements of income. As of December 31, 2013, the investment portfolio does not contain any off-balance sheet derivatives or trust preferred investments.

During 2013, interest-bearing deposits in other banks increased to $22,366,000 from $10,882,000 in 2013. In 2013, the increase in interest-bearing deposits in other banks was the result of an excess cash position on December 31, 2013. In 2012, the increase in interest-bearing deposits in other banks, from $1,776,000 in 2011 to $10,882,000, was also the result of an excess cash position on December 31, 2012.

Table 7 — Carrying Value of Investment Securities

(Amounts in thousands)

December 31,

	2013		2012		2011	
	Available for Sale	Held to Maturity	Available for Sale	Held to Maturity	Available for Sale	Held to Maturity
U. S. Government corporations and agencies	$153,509	$ 1,072	$72,875	$ 2,094	$81,056	$ 2,138
Obligations of state and political subdivisions	148,389	0	176,953	467	186,785	467
Corporate securities	49,265	0	44,507	0	59,242	0
Marketable equity securities	2,535	0	1,977	0	1,741	0
Restricted equity securities	4,761	0	4,883	0	5,189	0
Total	$358,459	$ 1,072	$301,195	$ 2,561	$334,013	$ 2,605

ALLOWANCE FOR LOAN LOSSES

The allowance for loan losses constitutes the amount available to absorb losses within the loan portfolio. As of December 31, 2013, the allowance for loan losses was $6,519,000 as compared to $5,772,000 as of December 31, 2012. The allowance for loan losses is established through a provision for loan losses charged to expenses. Loans are charged against the allowance for possible loan losses when management believes that the collectability of the principal is unlikely. The risk characteristics of the loan portfolio are managed through the various control processes, including credit evaluations of individual borrowers, periodic reviews, and diversification by industry. Risk is further mitigated through the application of lending procedures such as the holding of adequate collateral and the establishment of contractual guarantees.

Management performs a quarterly analysis to determine the adequacy of the allowance for loan losses. The methodology in determining adequacy incorporates specific and general allocations together with a risk/loss analysis on various segments of the portfolio according to an internal loan review process. This assessment results in an allocated allowance. Management maintains its loan review and loan classification standards consistent with those of its regulatory supervisory authority.

Management considers, based upon its methodology, that the allowance for loan losses is adequate to cover foreseeable future losses. However, there can be no assurance that the allowance for loan losses will be adequate to cover significant losses, if any, that might be incurred in the future.

Table 8 contains an analysis of the allowance for loan losses indicating charge-offs and recoveries by the year. In 2013, net charge-offs as a percentage of average loans were 0.1%. In 2012, net charge-offs as a percentage of average loans were 0.4%, compared to 0.4% in 2011. Net charge-offs amounted to $625,000 in 2013, $1,757,000 in 2012, and $1,672,000 in 2011. During the year ended December 31, 2013, charge-offs decreased primarily in the Commercial and Industrial and Real Estate – Commercial and Residential portfolios due to fewer borrowers defaulting on credit obligations, the Corporation's diligent collection efforts, and the improving economy. Charge-offs in the Commercial and Industrial category were $17,000 in 2013 compared to $264,000 and $485,000 in 2012 and 2011, respectively. Charge-offs in the Real Estate – Commercial and Residential category were $638,000 in 2013 compared to $1,481,000 and $1,186,000 in 2012 and 2011, respectively. The increase in net charge-offs in 2012 compared to 2011 related primarily to increased losses on commercial loans secured by real estate due to lower market value of real estate held as collateral.

For the year ended December 31, 2013, the provision for loan losses was $1,372,000 as compared to $1,600,000 for 2012 and $1,900,000 for 2011. The provision, net of charge-offs and recoveries, increased the year-end Allowance for Loan Losses to $6,519,000 of which 11.9% was attributed to the Commercial and Industrial component; 50.9% attributed to Commercial Real Estate component; 0.8% attributed to the Consumer component; 24.0% attributed to the Real Estate (primarily residential mortgage loans) component and 12.4% being the unallocated component (refer to the activity in the allowance for loan losses table in Note 4 — Loans on page 59). The Corporation determined that the provision for loan losses made during 2013 was sufficient to maintain the allowance for loan losses at a level necessary for the probable losses inherent in the loan portfolio as of December 31, 2013.

Table 8 — Analysis of Allowance for Loan Losses

(Amounts in thousands)	Years Ended December 31,				
	2013	2012	2011	2010	2009
Balance at beginning of period	$5,772	$5,929	$5,701	$5,322	$5,195

Charge-offs:					
Commercial and Industrial	17	264	485	389	211
Real Estate – Commercial and Residential	638	1,481	1,186	1,778	354
Consumer	39	87	98	95	169
	694	1,832	1,769	2,262	734
Recoveries:					
Commercial and Industrial	24	23	28	39	13
Real Estate – Commercial and Residential	36	23	53	13	25
Consumer	9	29	16	14	23
	69	75	97	66	61
Net charge-offs	625	1,757	1,672	2,196	673
Additions charged to operations	1,372	1,600	1,900	2,575	800
Balance at end of period	$6,519	$5,772	$5,929	$5,701	$5,322
Ratio of net charge-offs during the period to average loans outstanding during the period	0.1 %	0.4 %	0.4 %	0.5 %	0.2 %
Allowance for loan losses to average loans outstanding during the period	1.49 %	1.36 %	1.44 %	1.39 %	1.30 %

It is the policy of management and the Corporation’s Board of Directors to make a provision for both identified and unidentified losses inherent in its loan portfolio. A provision for loan losses is charged to operations based upon an evaluation of the potential losses in the loan portfolio. This evaluation takes into account such factors as portfolio concentrations, delinquency trends, trends of non-accrual and classified loans, economic conditions, and other relevant factors.

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The loan review process, which is conducted quarterly, is an integral part of the Bank's evaluation of the loan portfolio. A detailed quarterly analysis to determine the adequacy of the Corporation's allowance for loan losses is reviewed by the Board of Directors.

With the Bank's manageable level of net charge-offs and the additions to the reserve from the provision out of operations, the allowance for loan losses as a percentage of average loans amounted to 1.49% in 2013, 1.36% in 2012 and 1.44% in 2011.

Table 9 sets forth the allocation of the Bank's allowance for loan losses by loan category and the percentage of loans in each category to total loans receivable at the dates indicated. The portion of the allowance for loan losses allocated to each loan category does not represent the total available for future losses that may occur within the loan category, since the total loan loss allowance is a valuation reserve applicable to the entire loan portfolio.

Table 9 — Allocation of Allowance for Loan Losses

(Amounts in thousands)	December 31,									
	2013	**%***	2012	%*	2011	%*	2010	%*	2009	%*
Commercial and Industrial	$776	13.6	$573	11.4	$489	9.1	$565	11.4	$970	19.3
Real Estate – Commercial and Residential	4,885	85.5	4,361	87.0	4,735	88.3	4,270	86.1	3,948	78.7
Consumer	53	0.9	80	1.6	137	2.6	123	2.5	99	2.0
Unallocated	805	**N/A**	758	N/A	568	N/A	743	N/A	305	N/A
	$6,519	100.0	$5,772	100.0	$5,929	100.0	$5,701	100.0	$5,322	100.0

*Percentage of allocation in each category to total allocations in the Allowance for Loan Loss Analysis, excluding unallocated.

NON-PERFORMING ASSETS

Table 10 details the Corporation's non-performing assets as of the dates indicated. Generally, a loan is classified as non-accrual and the accrual of interest on such a loan is discontinued when the contractual payment of principal or interest has become 90 days past due or management has serious doubts about further collectability of principal or interest, even though the loan currently is performing. A loan may remain on accrual status if it is in the process of collection and is either guaranteed or well secured. When a loan is placed on non-accrual status, unpaid interest credited to income in the current year is reversed and unpaid interest accrued in prior years is charged against current

period income. A modification of a loan constitutes a troubled debt restructuring ("TDR") when a borrower is experiencing financial difficulty and the modification constitutes a concession that the Corporation would not otherwise consider. Modifications to loans classified as TDRs generally include reductions in contractual interest rates, principal deferment and extensions of maturity dates at a stated interest rate lower than the current market for a new loan with similar risk characteristics. While unusual, there may be instances of loan principal forgiveness. Foreclosed assets held for resale represent property acquired through foreclosure, or considered to be an in-substance foreclosure.

Total non-performing assets amounted to $4,349,000 in 2013 as compared to $3,783,000 and $4,968,000 in 2012 and 2011, respectively. The economy, in particular, high unemployment, weak job markets, unsettled fuel prices, rising energy costs, and the continued slowness in the housing industry had a direct effect on the Corporation's non-performing assets. The Corporation is closely monitoring its Commercial Real Estate portfolio because of the current economic environment. In particular, vacancy rates are rising and rents and property values in some markets have fallen. Impaired loans totaled $3,551,000 in 2013, compared to $2,363,000 in 2012 and $4,188,000 in 2011. Foreclosed assets held for resale increased to $480,000 in 2013 from $468,000 in 2012 and $780,000 in 2011. Loans past-due 90 days or more and still accruing interest amounted to $318,000 in 2013, $952,000 in 2012, and $0 in 2011. These loans are deemed to be well secured and in the process of collection. They consist of one commercial loan, one commercial real estate loan, and three residential mortgage loans, all well secured by various forms of collateral. Non-performing assets to Total Loans, net of unearned income, was 1.0% in 2013, 0.9% in 2012 and 1.2% in 2011. Non-performing assets to total assets was 0.5% in 2013, 0.5% in 2012 and 0.6% in 2011. The allowance for loan losses to total non-performing assets was 149.9% in 2013, 152.6% in 2012 and 119.3% in 2011. Additional detail can be found on Page 34, Table 10 – Non-Performing Assets and Page 66 in the Financing Receivables on Non-Accrual Status table. Asset quality is a priority and the Corporation retains a full-time loan review officer to closely track and monitor overall loan quality, along with a full-time workout specialist to manage collection and liquidation efforts.

Impaired loans were $3,551,000 at December 31, 2013. The largest impaired loan is a purchased participation loan which is secured by commercial real estate. The Corporation's participation share of the loan balance is $1,413,000. The year-end collateral evaluation carried a net realizable value of $6,525,000, after considering an estimated cost to sell of 32% and considering the total participation outstanding note balance, resulting in the Corporation's specific allocation of $0. The second largest relationship is represented by two loans carrying a balance of $318,000 secured by commercial real estate. The year-end valuation carried a net realizable value of $340,000, after an estimated cost to sell of 23%, resulting in a specific allocation of $0. The third largest relationship is represented by one loan carrying a balance of $226,000 secured by residential real estate. The year-end valuation carried a net realizable value of $226,000, after an estimated cost to sell of 24%, resulting in a specific allocation of $0. The estimated cost to sell percentage is determined based upon the market area in which the real estate securing the loan is located and therefore can differ from one loan to another. Of the $3,551,000 impaired loans, none are located outside our primary market area.

Loans categorized as TDRs carried an unpaid balance of $3,961,000 as of December 31, 2013 as compared to $0 as of December 31, 2012. The increase was attributable to deterioration in the respective borrowers' financial position, and in some cases a declining collateral value, along with the Bank's proactive monitoring of the loan portfolio. All of the restructured loans are classified in the Commercial Real Estate portfolio. Eight loans are performing under the terms of the debt restructurings, two loans are non-performing under the terms of the debt restructurings, and three loans were paid off during 2013. The troubled debt restructuring modifications consisted of two term modifications beyond the original stated term, four interest rate modifications, and seven payment modifications. TDRs are separately identified for impairment disclosures, and if necessary, a specific allocation is established. As of December 31, 2013, no specific allocations were attributable to the TDRs. For TDRs that default, the Bank determines a reserve amount in accordance with the Bank's policy for allowance for loan losses.

The Corporation's impaired loan valuation procedure for any loans greater than $250,000 requires an appraisal to be obtained and reviewed annually at year end. A quarterly collateral evaluation is performed which may include a site visit, property pictures and discussions with realtors and other similar business professionals to ascertain current values.

For impaired loans less than $250,000 upon classification and annually at year end, the Corporation completes a Certificate of Inspection, which includes the results of an onsite inspection, insured values, tax assessed values, recent sales comparisons and a review of the previous evaluations.

Improving loan quality is a priority. The Corporation actively works with borrowers to resolve credit problems and will continue its close monitoring efforts in 2014. Excluding the assets disclosed in the Non-Performing Assets Table in Table 10 and the Troubled Debt Restructurings section in Note 4 — Loans, management is not aware of any information about borrowers' possible credit problems which cause serious doubt as to their ability to comply with present loan repayment terms.

Should the economic climate no longer continue to be stable or deteriorate further, borrowers may experience difficulty, and the level of non-performing loans and assets, charge-offs and delinquencies could rise and possibly require additional increases in the Corporation's allowance for loan losses.

In addition, regulatory authorities, as an integral part of their examinations, periodically review the allowance for possible loan losses. They may require additions to allowances based upon their judgments about information available to them at the time of examination.

Interest income received on non-performing loans at December 31, 2013, 2012 and 2011 was $24,000, $34,000 and $54,000, respectively. Interest income, which would have been recorded on these loans under the original terms in 2013, 2012 and 2011 was $398,000, $279,000 and $342,000, respectively. At December 31, 2013 and 2012, the Corporation had no outstanding commitments to advance additional funds with respect to these non-performing loans.

A concentration of credit exists when the total amount of loans to borrowers, who are engaged in similar activities that are similarly impacted by economic or other conditions, exceed 10% of total loans. As of December 31, 2013 and 2012, management is of the opinion that there were no loan concentrations exceeding 10% of total loans.

Table 10 — Non-Performing Assets

(Amounts in thousands)

	December 31,		
	2013	2012	2011
Non-performing assets			
Impaired loans	$3,551	$2,363	$4,188
Foreclosed assets held for resale	480	468	780
Loans past-due 90 days or more and still accruing interest	318	952	0
Total non-performing assets	$4,349	$3,783	$4,968
Impaired loans			
Non-performing loans	$3,551	$2,363	$4,188
Allocated allowance for loan losses	(140)	(223)	(947)
Net investment in impaired loans	$3,411	$2,140	$3,241
Impaired loans with a valuation allowance	$275	$463	$2,556
Impaired loans without a valuation allowance	3,276	1,900	1,632
Total impaired loans	$3,551	$2,363	$4,188
Valuation allowance related to impaired loans	$140	$223	$947
Allocated valuation allowance as a percent of impaired loans	3.9 %	9.4 %	22.6 %
Impaired loans to total loans, net of unearned discount	0.8 %	0.6 %	1.0 %
Non-performing assets to total loans, net of unearned income	1.0 %	0.9 %	1.2 %
Non-performing assets to total assets	0.5 %	0.5 %	0.6 %
Allowance for loan losses to impaired loans	183.6%	244.3%	141.6%
Allowance for loan losses to total non-performing assets	149.9%	152.6%	119.3%

Real estate mortgages comprise 85.1% of the loan portfolio as of December 31, 2013, as compared to 86.0% as of December 31, 2012. Real estate mortgages consist of both residential and commercial real estate loans. The real estate loan portfolio is well diversified in terms of borrowers, collateral, interest rates, and maturities. Also, the residential real estate loan portfolio is largely fixed rate mortgages. The real estate loans are concentrated primarily in our market area and are subject to risks associated with the local economy. The commercial real estate loans typically reprice approximately every three to five years and are also concentrated in our market area. The Corporation’s loss exposure on its non-performing loans continues to be mitigated by collateral positions on these loans. The allocated allowance for loan losses associated with impaired loans is generally computed based upon the related collateral value of the loans. The collateral values are determined by recent appraisals, but are generally discounted by management based on historical dispositions, changes in market conditions since the last valuation and management’s expertise and knowledge of the borrower and the borrower’s business.

DEPOSITS AND OTHER BORROWED FUNDS

Consumer and commercial retail deposits are attracted primarily by the Bank’s eighteen full service office locations. The Bank offers a broad selection of deposit products and continually evaluates its interest rates and fees on deposit products. The Bank regularly reviews competing financial institutions interest rates, especially when establishing interest rates on certificates of deposit.

Deposits increased by $81,241,000, or 13.3% for the year ending December 31, 2013. This increase compares favorably to a deposit decrease of $15,515,000, or 2.5% in 2012. In 2013, the Bank experienced an $8,738,000 or 11.4% increase in non-interest bearing deposits and a $72,503,000 increase in interest bearing deposits. The overall increase in deposits in 2013 of $81,241,000 was due in large part to the attraction of several municipal accounts in 2013. The overall drop in deposits in 2012 of $15,515,000 was due in large part to the loss of one significant depositor.

Total borrowings were $108,662,000 as of December 31, 2013, compared to $99,589,000 on December 31, 2012. During 2013, long-term borrowings decreased from $44,520,000 to $40,429,000. The decrease in long-term borrowings resulted from the maturity of one individual term note with FHLB and the early prepayment of an additional borrowing at FHLB. The prepayment of one note was part of a program in which investments were sold at a gain and long-term debt was repaid with a penalty. The purpose of the program was to increase net interest income, improve leverage ratios and decrease sensitivity to rising interest rates. Long-term borrowings are typically FHLB term borrowings with a maturity of one year or more. In connection with FHLB borrowings, Federal Discount Window, and securities sold under agreements to repurchase, the Corporation maintains certain eligible assets as collateral.

Short-term borrowings were used to offset repayments of maturing long-term debt. Short-term debt increased from $55,069,000 in 2012 to $68,233,000 and was used to support the higher levels of loans and investments at year-end. Short-term borrowings are comprised of federal funds purchased, securities sold under agreements to repurchase, Federal Discount Window and short-term borrowings from FHLB. Short-term borrowings from FHLB are commonly used to offset seasonal fluctuations in deposits.

CAPITAL STRENGTH

Normal increases in capital are generated by net income, less cash dividends paid out. Also, the net unrealized gains or losses on investment securities available-for-sale, net of taxes, referred to as accumulated other comprehensive income (loss), may increase or decrease total equity capital. The total net decrease in capital was $6,979,000 in 2013 after an increase of $10,238,000 in 2012. The decrease in equity capital in 2013 was related to a significant decrease in accumulated other comprehensive income (loss) due to market fluctuations. Approximately 46.6% of the increase in equity capital in 2012 related to an increase in accumulated other comprehensive income (loss) due to market fluctuations. The accumulated other comprehensive income (loss) amounted to $(54,000) in 2013 and $12,528,000 in 2012.

The Corporation had 235,149 shares of common stock as of December 31, 2013, and 237,183 shares of common stock as of December 31, 2012, at a cost of $5,823,000 and $5,890,000, respectively, as treasury stock. Beginning in June 2012, the Corporation began issuing treasury stock for new shares purchased by participants in the Corporation’s Dividend Reinvestment Program (“DRIP”). Prior to that, shares needed to fill purchase orders through the DRIP were acquired on the open market. This change was made to reduce the volatility in stock price, which occurred because of large quarterly purchases and to augment capital formation.

Return on average equity (“ROE”) is computed by dividing net income by average stockholders’ equity. This ratio was 10.12% for 2013, 10.19% for 2012, and 11.57% for 2011. Refer to Performance Ratios on page 20 — Selected Financial Data for a more expanded listing of the ROE.

Adequate capitalization of banks and bank holding companies is required and monitored by regulatory authorities. Table 11 reflects risk-based capital ratios and the leverage ratio for the Corporation and Bank. The Corporation's leverage ratio was 8.87% at December 31, 2013 and 8.97% at December 31, 2012.

The Corporation has consistently maintained regulatory capital ratios at or above the "well capitalized" standards. For additional information on capital ratios, see Note 16 — Regulatory Matters on page 74. As Table 11 indicates, the risk-based capital ratios for the Corporation increased over the prior year, while the Bank's ratios decreased over the prior year. The risk-based capital calculation assigns various levels of risk to different categories of bank assets, requiring higher levels of capital for assets with more risk. Also measured in the risk-based capital ratio is credit risk exposure associated with off-balance sheet contracts and commitments.

Table 11 — Capital Ratios

	December 31, 2013		December 31, 2012	
	Corporation	Bank	Corporation	Bank
Risk-Based Capital:				
Tier I risk-based capital ratio	13.68 %	13.19 %	13.33 %	13.71 %
Total risk-based capital ratio (Tier 1 and Tier 2)	14.92 %	14.36 %	14.46 %	14.78 %
Leverage Ratio:				
Tier I capital to average assets	8.87 %	8.56 %	8.97 %	9.25 %

LIQUIDITY MANAGEMENT

Effective liquidity management ensures that the cash flow requirements of depositors and borrowers, as well as the operating cash needs of the Corporation, are met.

Liquidity is needed to provide the funding requirements of depositor's withdrawals, loan growth, and other operational needs. Asset liquidity is provided by investment securities maturing in one year or less, other short-term investments, federal funds sold, and cash and due from banks. At year-end 2013, cash and due from banks decreased to $8,257,000 from $10,038,000. The liquidity is augmented by repayment of loans and cash flows from the mortgage backed securities.

Liability liquidity is accomplished by maintaining a core deposit base, acquired by attracting new deposits and retaining maturing deposits. Also, short-term borrowings provide funds to meet liquidity needs.

Management believes its current liquidity position is satisfactory given the fact that the Corporation has a very stable core deposit base which has increased annually. Secondly, the Corporation's loan payments and principal paydowns on its mortgage-backed securities provide a steady source of funds. Also, short-term investments and maturing investments represent additional sources of liquidity.

Finally, the Corporation's subsidiary bank does have access to funds on a short-term basis from the Federal Discount Window. Also, Fed Funds can be purchased by means of a borrowing line at the Atlantic Central Bankers Bank. The Corporation has indirect access to the capital markets through its membership in the Federal Home Loan Bank. Advances on borrowings, both short-term and long-term, are available to help address any liquidity needs.

Table 12 represents scheduled maturities of the Corporation's contractual obligations by time remaining until maturity as of December 31, 2013 and 2012.

Table 12 — Contractual Obligations

(Amounts in thousands)

	Less than	1 - 3	3 -5	Over

December 31, 2013	1 Year	Years	Years	5 Years	Total
Time deposits	$148,849	$49,788	$28,698	$4,563	$231,898
Interest expense on time deposits	2,200	1,673	539	153	4,565
Securities sold under agreement to repurchase	16,261	0	0	0	16,261
FHLB borrowings	56,972	5,000	18,000	12,000	91,972
Interest expense on FHLB borrowings	1,004	1,747	1,306	1,184	5,241
Commitments to grant loans[1]	12,398	0	0	0	12,398
Commitments to fund loans for secondary market mortgages[1]	325	0	0	0	325
Unfunded commitments on lines of credit[1]	46,658	4,683	0	0	51,341
Financial standby letters of credit[1]	418	0	0	0	418
Performance standby letters of credit[1]	4,449	0	0	0	4,449
Commitments to purchase investment securities	2,946	0	0	0	2,946
Operating lease obligations	104	135	118	2,707	3,064
Capital lease obligations	132	264	108	0	504
	$292,716	$63,290	$48,769	$20,607	$425,382

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[1]The Corporation does not expect all of the commitments and letters of credit to be fully funded. The total commitments amount related to these contractual obligations does not necessarily represent future cash requirements.

(Amounts in thousands)

December 31, 2012	Less than 1 Year	1 - 3 Years	3 -5 Years	Over 5 Years	Total
Time deposits	$144,283	$73,785	$29,695	$0	$247,763
Interest expense on time deposits	2,809	2,050	454	0	5,313
Securities sold under agreement to repurchase	17,059	0	0	0	17,059
FHLB borrowings	45,010	12,000	5,000	20,000	82,010
Interest expense on FHLB borrowings	1,378	1,773	1,285	1,618	6,054
Commitments to grant loans[1]	11,242	0	0	0	11,242
Commitments to fund loans for secondary market mortgages[1]	2,828	0	0	0	2,828
Unfunded commitments on lines of credit[1]	46,110	3,473	0	0	49,583
Financial standby letters of credit[1]	720	0	0	0	720
Performance standby letters of credit[1]	3,714	0	0	0	3,714
Purchase and building commitments	840	0	0	0	840
Operating lease obligations	142	186	112	2,766	3,206
Capital lease obligations	132	264	240	0	636
	$276,267	$93,531	$36,786	$24,384	$430,968

[1]The Corporation does not expect all of the commitments and letters of credit to be fully funded. The total commitments amount related to these contractual obligations does not necessarily represent future cash requirements.

MARKET RISK

Market risk is the risk of loss arising from adverse changes in the fair value of financial instruments due to changes in interest rates, exchange rates and equity prices. The Corporation's market risk is composed primarily of interest rate risk. The Corporation's interest rate risk results from timing differences in the repricing of assets, liabilities, off-balance sheet instruments, and changes in relationships between rate indices and the potential exercise of explicit or embedded options.

Increases in the level of interest rates also may adversely affect the fair value of the Corporation's securities and other earning assets. Generally, the fair value of fixed-rate instruments fluctuates inversely with changes in interest rates. As a result, increases in interest rates could result in decreases in the fair value of the Corporation's interest-earning assets, which could adversely affect the Corporation's results of operations if sold, or, in the case of interest earning assets classified as available-for-sale, the Corporation's stockholders' equity, if retained. Under FASB ASC 320-10, *Investment Debt and Equity Securities*, changes in the unrealized gains and losses, net of taxes, on securities classified as available-for-sale are reflected in the Corporation's stockholders' equity. The Corporation does not own any trading assets.

Asset/Liability Management

The principal objective of asset/liability management is to manage the sensitivity of the net interest margin to potential movements in interest rates and to enhance profitability through returns from managed levels of interest rate risk. The Corporation actively manages the interest rate sensitivity of its assets and liabilities. Table 13 presents an interest sensitivity analysis of assets and liabilities as of December 31, 2013. Several techniques are used for measuring interest rate sensitivity. Interest rate risk arises from the mismatches in the repricing of assets and liabilities within a given time period, referred to as a rate sensitivity gap. If more assets than liabilities mature or reprice within the time frame, the Corporation is asset sensitive. This position would contribute positively to net interest income in a rising rate environment. Conversely, if more liabilities mature or reprice, the Corporation is liability sensitive. This position would contribute positively to net interest income in a falling rate environment.

Limitations of interest rate sensitivity gap analysis as illustrated in Table 13 include: a) assets and liabilities which contractually reprice within the same period may not, in fact, reprice at the same time or to the same extent; b) changes in market interest rates do not affect all assets and liabilities to the same extent or at the same time, and c) interest rate sensitivity gaps reflect the Corporation’s position on a single day (December 31, 2013 in the case of the following schedule) while the Corporation continually adjusts its interest sensitivity throughout the year. The Corporation’s cumulative gap at one year indicates the Corporation is liability sensitive.

Table 13 — Interest Rate Sensitivity Analysis

(Amounts in thousands)

	December 31, 2013				
	One Year	1 - 5 Years	Beyond 5 Years	Not Rate Sensitive	Total
Assets	$157,940	$371,295	$262,985	$109,345	$901,565
Liabilities/Stockholders' Equity	259,805	398,172	143,167	100,421	901,565
Interest Rate Sensitivity Gap	$(101,865)	$(26,877)	$119,818	$8,924	
Cumulative Gap	$(101,865)	$(128,742)	$(8,924)		

Earnings at Risk

The Bank's Asset/Liability Committee ("ALCO") is responsible for reviewing the interest rate sensitivity position and establishing policies to monitor and limit exposure to interest rate risk. The guidelines established by ALCO are reviewed by the Corporation's Board of Directors. The Corporation recognizes that more sophisticated tools exist for measuring the interest rate risk in the balance sheet beyond interest rate sensitivity gap. Although the Corporation continues to measure its interest rate sensitivity gap, the Corporation utilizes additional modeling for interest rate risk in the overall balance sheet. Earnings at risk and economic values at risk are analyzed.

Earnings simulation modeling addresses earnings at risk and net present value estimation addresses economic value at risk. While each of these interest rate risk measurements has limitations, taken together they represent a reasonably comprehensive view of the magnitude of interest rate risk to the Corporation.

Earnings Simulation Modeling

The Corporation's net income is affected by changes in the level of interest rates. Net income is also subject to changes in the shape of the yield curve. For example, a flattening of the yield curve would result in a decline in earnings due to the compression of earning asset yields and increased liability rates, while a steepening would result in increased earnings as earning asset yields widen.

Earnings simulation modeling is the primary mechanism used in assessing the impact of changes in interest rates on net interest income. The model reflects management's assumptions related to asset yields and rates paid on liabilities, deposit sensitivity, size and composition of the balance sheet. The assumptions are based on what management believes at that time to be the most likely interest rate environment. Earnings at risk is the change in net interest income from a base case scenario under various scenarios of rate shock increases and decreases in the interest rate earnings simulation model.

Table 14 presents an analysis of the changes in net interest income and net present value of the balance sheet resulting from various increases or decreases in the level of interest rates, such as two percentage points (200 basis points) in the level of interest rates. The calculated estimates of change in net interest income and net present value of the balance sheet are compared to current limits approved by ALCO and the Board of Directors. The earnings simulation model projects net interest income would decrease 6.0%, 12.5% and 19.5% in the 100, 200 and 300 basis point increasing rate scenarios presented. In addition, the earnings simulation model projects net interest income would decrease 2.5% and 7.7% in the 100 and 200 basis point decreasing rate scenarios presented. All of these forecasts are within the Corporation's one year policy guidelines.

The analysis and model used to quantify the sensitivity of net interest income becomes less reliable in a decreasing rate scenario given the current unprecedented low interest rate environment with federal funds trading in the 0 – 25 basis point range. Results of the decreasing basis point declining scenarios are affected by the fact that many of the Corporation's interest-bearing liabilities are at rates below 1% and therefore cannot decline 100 or more basis points. However, the Corporation's interest-sensitive assets are able to decline by these amounts. For the years 2013 and 2012, the cost of interest-bearing liabilities averaged 0.77% and 1.04%, respectively, and the yield on average interest-earning assets, on a fully taxable equivalent basis, averaged 4.36% and 5.03%, respectively.

Net Present Value Estimation

The net present value measures economic value at risk and is used for helping to determine levels of risk at a point in time present in the balance sheet that might not be taken into account in the earnings simulation model. The net present value of the balance sheet is defined as the discounted present value of asset cash flows minus the discounted present value of liability cash flows. At year-end 2013, the 100 and 200 basis point immediate decreases in rates are estimated to affect net present value with zero effect and a decrease of 4.0%, respectively. Additionally, net present value is projected to decrease 10.0%, 25.0%, and 43.5% in the 100, 200 and 300 basis point immediate increase scenarios, respectively. All scenarios presented are below the Corporation's policy limits, with an exception in the 300 basis point immediate increase scenario which exceeds the policy of 40.0% by 3.5%.

The computation of the effects of hypothetical interest rate changes are based on many assumptions. They should not be relied upon solely as being indicative of actual results, since the computations do not contemplate actions management could undertake in response to changes in interest rates.

Table 14 — Effect of Change in Interest Rates

	Projected Change	
Effect on Net Interest Income		
1-Year Net Income Simulation Projection		
+300 bp Shock vs. Stable Rate	(19.5	)%
+200 bp Shock vs. Stable Rate	(12.5	)%
+100 bp Shock vs. Stable Rate	(6.0	)%
Flat rate	0.0	%
100 bp Shock vs. Stable Rate	(2.5	)%
200 bp Shock vs. Stable Rate	(7.7	)%
Effect on Net Present Value of Balance Sheet		
Static Net Present Value Change		
+300 bp Shock vs. Stable Rate	(43.5	)%
+200 bp Shock vs. Stable Rate	(25.0	)%
+100 bp Shock vs. Stable Rate	(10.0	)%
Flat rate	0.0	%
100 bp Shock vs. Stable Rate	0.0	%
200 bp Shock vs. Stable Rate	(4.0	)%

Table 15 — Quarterly Results of Operations (Unaudited)

(Amounts in thousands, except per share)

	Three Months Ended			
2013	March 31	June 30	September 30	December 31
Interest income	$7,844	$7,824	$ 7,668	$ 7,625
Interest expense	1,246	1,229	1,247	1,232
Net interest income	6,598	6,595	6,421	6,393
Provision for loan losses	400	200	133	639
Non-interest income	1,522	3,765	1,397	1,191
Non-interest expense	4,727	5,277	4,919	4,923
Income before income tax expense	2,993	4,883	2,766	2,022
Income tax expense	467	1,011	611	302
Net income	$2,526	$3,872	$ 2,155	$ 1,720
Per share	$.47	$.70	$ .39	$ .31

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2012	Three Months Ended March 31	June 30	September 30	December 31
Interest income	$ 8,927	$ 8,841	$ 8,522	$ 8,646
Interest expense	1,907	1,715	1,476	1,416
Net interest income	7,020	7,126	7,046	7,230
Provision for loan losses	400	400	400	400
Non-interest income	1,204	2,193	1,886	650
Non-interest expense	4,585	5,807	5,176	4,830
Income before income tax expense	3,239	3,112	3,356	2,650
Income tax expense	583	534	592	478
Net income	$ 2,656	$ 2,578	$ 2,764	$ 2,172
Per share	$ .49	$ .47	$ .51	$ .39

Critical Accounting Estimates

The Corporation has chosen accounting policies that it believes are appropriate to accurately and fairly report its operating results and financial position, and the Corporation applies those accounting policies in a consistent manner.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America require that the Corporation make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. These estimates and assumptions are based on historical and other factors believed to be reasonable under the circumstances. The Corporation evaluates these estimates and assumptions on an ongoing basis and may retain outside consultants, lawyers and actuaries to assist in its evaluation. These estimates, assumptions and judgments are based on information available as of the date of the consolidated financial statements; accordingly, as this information changes, the consolidated financial statements could reflect different estimates, assumptions and judgments.

The Corporation believes the following accounting policies are the most critical because they involve the most significant judgments and estimates used in preparation of its consolidated financial statements. Please refer to the discussion of the allowance for loan losses calculation under “Non-Performing Assets” and the “Allowance for Loan Losses” in the “Financial Condition” section of Management’s Discussion and Analysis. Please refer to Note 1 to the consolidated financial statements for “Income Taxes” and “Goodwill, Intangible Assets and Premium Discounts”. Please refer to Note 3 to the consolidated financial statements for the discussion on estimating other-than-temporary impairment losses on securities. Please refer to Note 14 to the consolidated financial statements for “Commitments and Contingencies”. Please refer to Note 20 to the consolidated financial statements for “Fair Value Measurements”.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

Information with respect to quantitative and qualitative disclosures about market risk is included in the information under Management’s Discussion and Analysis in Item 7 hereof.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

BOARD OF DIRECTORS AND STOCKHOLDERS OF FIRST KEYSTONE CORPORATION:

We have audited the accompanying consolidated balance sheets of First Keystone Corporation and Subsidiary as of December 31, 2013 and 2012 and the related consolidated statements of income, changes in stockholders' equity, comprehensive income, and cash flows for each of the years in the three-year period ended December 31, 2013. First Keystone Corporation's management is responsible for these consolidated financial statements. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of First Keystone Corporation and Subsidiary as of December 31, 2013 and 2012, and the consolidated results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2013, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), First Keystone Corporation and Subsidiary's internal control over financial reporting as of December 31, 2013, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated March 14, 2014, expressed an unqualified opinion.

/s/ J. H. Williams & Co., LLP
J. H. Williams & Co., LLP

Kingston, Pennsylvania

March 14, 2014

FIRST KEYSTONE CORPORATION AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS

(Amounts in thousands)	December 31, 2013	2012
ASSETS		
Cash and due from banks	$8,257	$10,038
Interest-bearing deposits in other banks	22,366	10,882
Total cash and cash equivalents	30,623	20,920
Investment securities available-for-sale	353,698	296,312
Investment securities held-to-maturity (estimated fair value 2013 - $1,083; 2012 - $2,599)	1,072	2,561
Restricted securities at cost - available-for-sale	4,761	4,883
Loans, net of unearned income	446,518	432,896
Allowance for loan losses	(6,519)	(5,772)
Net loans	439,999	427,124
Premises and equipment, net	21,516	19,363
Accrued interest receivable	3,616	4,060
Cash surrender value of bank owned life insurance	20,556	19,869
Investments in real estate ventures	1,289	1,480
Goodwill	19,133	19,133
Core deposit intangible, net	395	668
Prepaid FDIC insurance	0	1,002
Foreclosed assets held for resale	480	468
Deferred income taxes	2,131	5
Other assets	2,296	2,118
TOTAL ASSETS	$901,565	$819,966
LIABILITIES		
Deposits:		
Non-interest bearing	$85,156	$76,418
Interest bearing	604,919	532,416
Total deposits	690,075	608,834
Short-term borrowings	68,233	55,069
Long-term borrowings	40,429	44,520
Accrued interest and other expenses	3,012	2,902
Deferred income taxes	51	4,612
Other liabilities	3,414	699
TOTAL LIABILITIES	$805,214	$716,636
STOCKHOLDERS' EQUITY		
Preferred stock, par value $2.00 per share; authorized 1,000,000 shares in 2013 and 2012; issued 0 in 2013 and 2012	$0	$0
Common stock, par value $2.00 per share; authorized 20,000,000 shares in 2013 and 2012; issued 5,756,474 in 2013 and 5,717,400 in 2012	11,513	11,435
Surplus	31,626	30,725

Retained earnings	59,089	54,532
Accumulated other comprehensive income (loss)	(54)	12,528
Treasury stock, at cost, 235,149 shares in 2013 and 237,183 shares in 2012	(5,823)	(5,890)
TOTAL STOCKHOLDERS' EQUITY	96,351	103,330
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$901,565	$819,966

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

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FIRST KEYSTONE CORPORATION AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF INCOME

(Amounts in thousands, except per share data)	Year Ended December 31,		
	2013	2012	2011
INTEREST INCOME			
Interest and fees on loans	$20,471	$22,599	$23,369
Interest and dividend income on investment securities:			
Taxable	6,843	7,956	9,729
Tax-exempt	3,533	4,308	3,865
Dividends	96	72	60
Interest on deposits in banks	18	1	4
Interest on federal funds sold	0	0	1
Total interest income	$30,961	$34,936	$37,028
INTEREST EXPENSE			
Interest on deposits	$3,623	$4,556	$6,718
Interest on short-term borrowings	105	118	164
Interest on long-term borrowings	1,226	1,840	2,523
Total interest expense	4,954	6,514	9,405
Net interest income	26,007	28,422	27,623
Provision for loan losses	1,372	1,600	1,900
Net interest income after provision for loan losses	$24,635	$26,822	$25,723
NON-INTEREST INCOME			
Trust department	$841	$746	$585
Service charges and fees	1,402	1,205	1,305
Bank owned life insurance income	687	724	757
ATM fees and debit card income	1,000	977	918
Gains on sales of mortgage loans	618	1,016	368
Investment securities gains (losses) - net	2,900	813	111
Other	427	452	387
Total non-interest income	$7,875	$5,933	$4,431
NON-INTEREST EXPENSE			
Salaries and employee benefits	$10,929	$10,413	$9,480
Occupancy, net	1,523	1,405	1,364
Furniture and equipment	641	586	439
Computer expense	1,062	1,063	997
Professional services	534	607	617
State shares tax	782	762	731
FDIC insurance	422	486	634
ATM and debit card fees	529	469	377
FHLB prepayment penalties	345	811	0

Other	3,079	3,796	3,056
Total non-interest expense	$19,846	$20,398	$17,695
Income before income tax expense	$12,664	$12,357	$12,459
Income tax expense	2,391	2,187	2,552
NET INCOME	$10,273	$10,170	$9,907
PER SHARE DATA			
Net income per share:			
Basic	$1.87	$1.86	$1.82
Diluted	1.87	1.86	1.82
Cash dividends per share	1.04	1.01	.97

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

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FIRST KEYSTONE CORPORATION AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Amounts in thousands)

	Year Ended December 31,		
	2013	2012	2011
Net Income	$10,273	$10,170	$9,907
Other comprehensive income (losses):			
Unrealized net holding gains (losses) on available-for-sale investment securities arising during the period, net of income taxes of $(5,439), $2,762 and $4,882, respectively	(10,668)	5,308	9,463
Less reclassification adjustment for net gains (losses) included in net income, net of income taxes of $986, $276 and $38, respectively (a) (b)	1,914	537	73
Total Other Comprehensive Income	(12,582)	4,771	9,390
Total Comprehensive Income (Loss)	$(2,309)	$14,941	$19,297

(a) Amounts are included in Investment securities gains (losses) – net on the Consolidated Statements of Income in non-interest income.

(b) Income tax amounts are included in income tax expense on the Consolidated Statements of Income.

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

FIRST KEYSTONE CORPORATION AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

(Amounts in thousands, except shares)

	Common Stock			Compre-hensive	Retained	Accumulated Other Comprehensive	Treasury	Total Stockholders'
	Shares	Amount	Surplus	Income	Earnings	Income (Loss)	Stock	Equity
Balance at December 31, 2010	5,687,767	$11,375	$30,175		$45,246	$ (1,633)	$(6,103)	$ 79,060
Comprehensive Income:								
Net Income				$9,907	9,907			9,907
Change in net unrealized gains on investment securities available-for- sale, net of reclassification adjustment and tax effects				9,390		9,390		9,390
Total comprehensive income				$19,297				
Issuance of 1,023 shares of treasury stock upon exercise of employee stock options			(18)				34	16
Cash dividends - $.97 per share					(5,281)			(5,281)
Balance at December 31, 2011	5,687,767	$11,375	$30,157		$49,872	$ 7,757	$(6,069)	$ 93,092
Comprehensive Income:								
Net Income				$10,170	10,170			10,170
Change in net unrealized gains on investment securities available-for- sale, net of reclassification adjustment and tax effects				4,771		4,771		4,771
Total comprehensive income				$14,941				

Issuance of common stock under dividend reinvestment and stock purchase plans	29,633	60	662		(424)			298
Issuance of 5,334 shares of treasury stock upon exercise of employee stock options			(94)				179	85
Cash dividends - $1.01 per share					(5,086)			(5,086)
Balance at December 31, 2012	5,717,400	$11,435	$30,725		$54,532	$ 12,528	$(5,890)	$ 103,330
Comprehensive Income:								
Net Income				$10,273	10,273			10,273
Change in net unrealized (losses) on investment securities available-for- sale, net of reclassification adjustment and tax effects				(12,582)		(12,582)		(12,582)
Total comprehensive income (loss)				$(2,309)				
Issuance of common stock under dividend reinvestment and stock purchase plans	39,074	78	925		(884)			119
Issuance of 2,034 shares of treasury stock upon exercise of employee stock options			(24)				67	43
Cash dividends - $1.04 per share					(4,832)			(4,832)
Balance at December 31, 2013	5,756,474	$11,513	$31,626		$59,089	$ (54)	$(5,823)	$ 96,351

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

FIRST KEYSTONE CORPORATION AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS

(Amounts in thousands)	Year Ended December 31,		
	2013	2012	2011
OPERATING ACTIVITIES			
Net income	$10,273	$10,170	$9,907
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Provision for loan losses	1,372	1,600	1,900
Depreciation and amortization	1,257	942	978
Premium amortization on investment securities	2,149	1,296	1,077
Discount accretion on investment securities	(337)	(845)	(1,127)
Core deposit discount amortization net of accretion	273	283	290
Deferred (benefit) income tax provision	(262)	(198)	218
(Gains) losses on sales of mortgage loans originated for resale	(618)	(1,016)	(368)
Proceeds from sales of mortgage loans originated for resale	26,271	31,748	20,115
Originations of mortgage loans originated for resale	(25,721)	(34,783)	(16,153)
(Gains) losses on sales of investment securities	(2,900)	(813)	(111)
(Gains) losses on sales of foreclosed real estate held for resale	(70)	189	69
Decrease (increase) in accrued interest receivable	444	315	214
(Increase) decrease in cash surrender value of bank owned life insurance	(687)	(724)	(757)
Losses (gains) on disposals of premises and equipment	147	0	0
(Increase) decrease in other assets - net	(156)	(456)	(105)
Decrease (increase) in prepaid FDIC insurance	1,002	425	578
(Decrease) increase in accrued interest and other expenses	(2,836)	45	(119)
Increase (decrease) in other liabilities - net	2,620	(225)	384
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	$12,221	$7,953	$16,990
INVESTING ACTIVITIES			
Proceeds from sales of investment securities available-for-sale	$79,981	$49,235	$64,638
Proceeds from maturities and redemptions of investment securities available-for-sale	43,944	34,686	30,562
Purchases of investment securities available-for-sale	(196,281)	(43,781)	(105,752)
Proceeds from maturities and redemptions of investment securities held-to-maturity	1,486	34	3,683
Proceeds from redemptions of restricted securities	4,589	1,542	1,174
Purchases of restricted securities	(4,467)	(1,236)	0
Net (increase) decrease in loans	(14,528)	(15,335)	(11,658)
Purchases of premises and equipment	(3,356)	(7,414)	(1,830)
Proceeds from sales of foreclosed assets held for resale	492	936	433
NET CASH (USED IN) PROVIDED BY INVESTING ACTIVITIES	$(88,140)	$18,667	$(18,750)
FINANCING ACTIVITIES			
Net increase (decrease) in deposits	$81,241	$(15,515)	$(2,545)

Net increase (decrease) in short-term borrowings	13,164	24,187	9,905
Proceeds from long-term borrowings	10,000	10,000	5,000
Repayment of long-term borrowings	(14,091)	(29,819)	(7,061)
Proceeds from issuance of common stock	97	269	0
Proceeds from issuance of treasury stock	43	85	16
Cash dividends paid	(4,832)	(5,086)	(5,281)
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	$85,622	$(15,879)	$34
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	$9,703	$10,741	$(1,726)
CASH AND CASH EQUIVALENTS, BEGINNING	20,920	10,179	11,905
CASH AND CASH EQUIVALENTS, ENDING	$30,623	$20,920	$10,179

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

FIRST KEYSTONE CORPORATION AND SUBSIDIARY
Notes to Consolidated Financial Statements for the Years Ended December 31, 2013, 2012 and 2011

NOTE 1 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies of First Keystone Corporation and Subsidiary (the “Corporation”) are in accordance with accounting principles generally accepted in the United States of America and conform to common practices within the banking industry. The more significant accounting policies follow:

Principles of Consolidation

The consolidated financial statements include the accounts of First Keystone Corporation and its wholly-owned subsidiary, First Keystone Community Bank (the “Bank”). All significant inter-company balances and transactions have been eliminated in consolidation.

Nature of Operations

The Corporation, headquartered in Berwick, Pennsylvania, provides a full range of banking, trust and related services through its wholly-owned Bank subsidiary and is subject to competition from other financial institutions in connection with these services. The Bank serves a customer base which includes individuals, businesses, governments, and public and institutional customers primarily located in the Northeast Region of Pennsylvania. The Bank has 18 full service offices and 20 Automated Teller Machines (“ATM”) located in Columbia, Luzerne, Montour and Monroe counties. The Corporation and its subsidiary must also adhere to certain federal and state banking laws and regulations and are subject to periodic examinations made by various state and federal agencies.

Segment Reporting

The Corporation’s subsidiary acts as an independent community financial services provider, and offers traditional banking and related financial services to individual, business, government, and public and institutional customers. Through its branch and ATM network, the Bank offers a full array of commercial and retail financial services, including the taking of time, savings and demand deposits; the making of commercial, consumer and mortgage loans; and the providing of other financial services. The Bank also performs personal, corporate, pension and fiduciary services through its Trust Department.

Management does not separately allocate expenses, including the cost of funding loan demand, between the commercial, retail, trust and mortgage banking operations of the Corporation. Currently, management measures the performance and allocates the resources of the Corporation as a single segment.

Use of Estimates

The preparation of these consolidated financial statements, in conformity with accounting principles generally accepted in the United States of America, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of these consolidated financial statements and the reported amounts of income and expenses during the reporting periods. Actual results could significantly differ from those estimates.

Material estimates that are particularly susceptible to significant changes include the assessment for impairment of certain investment securities, the allowance for loan losses, deferred tax assets and liabilities, impairment of goodwill and other intangible assets and foreclosed assets held for resale. Assumptions and factors used in the estimates are evaluated on an annual basis or whenever events or changes in circumstance indicate that the previous assumptions and factors have changed. The result of the analysis could result in adjustments to the estimates.

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Investment Securities

The Corporation classifies its investment securities as either “Held-to-Maturity” or “Available-for-Sale” at the time of purchase. Investment securities are accounted for on a trade date basis. Debt securities are classified as Held-to-Maturity when the Corporation has the ability and positive intent to hold the securities to maturity. Investment securities classified as Held-to-Maturity are carried at cost adjusted for amortization of premium and accretion of discount to maturity.

Debt securities not classified as Held-to-Maturity and equity securities are included in the Available-for-Sale category and are carried at fair value. The amount of any unrealized gain or loss, net of the effect of deferred income taxes, is reported as accumulated other comprehensive income (loss) in the Consolidated Statements of Changes in Stockholders’ Equity and in the Consolidated Statements of Comprehensive Income. Management’s decision to sell Available-for-Sale securities is based on changes in economic conditions controlling the sources and applications of funds, terms, availability of and yield of alternative investments, interest rate risk and the need for liquidity.

The cost of debt securities classified as Held-to-Maturity or Available-for-Sale is adjusted for amortization of premiums and accretion of discounts to expected maturity. Such amortization and accretion, as well as interest and dividends, are included in interest and dividend income from investment securities. Realized gains and losses are included in net investment securities gains and losses. The cost of investment securities sold, redeemed or matured is based on the specific identification method.

Restricted Securities

Restricted equity securities consist of stock in Federal Home Loan Bank of Pittsburgh (“FHLB-Pittsburgh”) and Atlantic Central Bankers Bank (“ACBB”). These securities do not have a readily determinable fair value because their ownership is restricted and they can be sold back only to the FHLB-Pittsburgh, ACBB or to another member institution. Therefore, these securities are classified as restricted equity investment securities, carried at cost, and evaluated for impairment. At December 31, 2013, the Corporation held $4,726,000 in stock of FHLB-Pittsburgh and $35,000 in stock of ACBB. At December 31, 2012, the Corporation held $4,848,000 in stock of FHLB-Pittsburgh and $35,000 in stock of ACBB.

The Corporation evaluated its holding of restricted stock for impairment and deemed the stock to not be impaired due to the expected recoverability of cost, which equals the value reflected within the Corporation's consolidated financial statements. The decision was based on several items ranging from the estimated true economic losses embedded within FHLB's mortgage portfolio to the FHLB's liquidity position and credit rating. The Corporation utilizes the impairment framework outlined in GAAP to evaluate stock for impairment. The following factors were evaluated to determine the ultimate recoverability of the cost of the Corporation's restricted stock holdings; (i) the significance of the decline in net assets of the FHLB as compared to the capital stock amount for the FHLB and the length of time this situation has persisted; (ii) commitments by the FHLB to make payments required by law or regulation and the level of such payments in relation to the operating performance of the FHLB; (iii) the impact of legislative and regulatory changes on the institutions and, accordingly, on the customer base of the FHLB; (iv) the liquidity position of the FHLB; and (v) whether a decline is temporary or whether it affects the ultimate recoverability of the FHLB stock based on (a) the materiality of the carrying amount to the member institution and (b) whether an assessment of the institution's operational needs for the foreseeable future allow management to dispose of the stock. Based on the analysis of these factors, the Corporation determined that its holdings of restricted stock were not impaired at December 31, 2013 and December 31, 2012.

Loans

Loans are stated at their outstanding unpaid principal balances, net of deferred fees or costs, unearned income and the allowance for loan losses. Interest on loans is recognized as income over the term of each loan, generally, by the accrual method. Loan origination fees and certain direct loan origination costs have been deferred with the net amount amortized using the straight line method or the interest method over the contractual life of the related loans as an interest yield adjustment.

Residential mortgage loans held for resale are carried at the lower of cost or market on an aggregate basis determined by independent pricing from appropriate federal or state agency investors. These loans are sold without recourse.

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Past-Due Loans — Generally, a loan is considered to be past-due when scheduled loan payments are in arrears 15 days or more. Delinquent notices are generated automatically when a loan is 15 days past-due. Collection efforts continue on past-due loans that have not been brought current, when it is believed that some chance exists for improvement in the status of the loan. Past-due loans are continually evaluated with the determination for charge-off being made when no reasonable chance remains that the status of the loan can be improved.

Charge-Offs — Commercial real estate loans are charged off in whole or in part when they become sufficiently delinquent based upon the terms of the underlying loan contract and when a collateral deficiency exists. Because all or part of the contractual cash flows are not expected to be collected, the loan is considered to be impaired, and the Bank estimates the impairment based on its analysis of the cash flows and collateral estimated at fair value less cost to sell.

Consumer loans are charged off when they become non-performing assets, or when the value of the underlying collateral is not sufficient to support the loan balance and a loss is expected. At that time, the amount of estimated collateral deficiency, if any, is charged off for loans secured by collateral, and all other loans are charged off in full. Loans in which the borrower is in bankruptcy are considered on a case by case basis and are either charged off by the Bank or reaffirmed by the borrower. Loans with collateral are charged down to the estimated fair value of the collateral less cost to sell.

Non-Accrual Loans — Generally, a loan is classified as non-accrual and the accrual of interest on such a loan is discontinued when the contractual payment of principal or interest has become 90 days past due or management has serious doubts about further collectability of principal or interest, even though the loan currently is performing. A loan may remain on accrual status if it is in the process of collection and is either guaranteed or well secured. When a loan is placed on non-accrual status, unpaid interest credited to income in the current year is reversed and unpaid interest accrued in prior years is charged against interest income. Certain non-accrual loans may continue to perform, that is, payments are still being received. Generally, the payments are applied to principal. These loans remain under constant scrutiny and if performance continues, interest income may be recorded on a cash basis based on management's judgment as to collectability of principal.

Impaired Loans — A loan is considered impaired when, based on current information and events, it is probable that the Corporation will be unable to collect all amounts due according to the contractual terms of the loan agreement. Under current accounting standards, the allowance for loan losses related to impaired loans is based on discounted cash flows using the loan’s effective interest rate or the fair value of the collateral for certain collateral dependent loans. The recognition of interest income on impaired loans is the same as for non-accrual loans discussed above.

Troubled Debt Restructurings ("TDRs") — The restructuring of a loan is considered a "troubled debt restructuring" if both the following conditions are met: (i) the borrower is experiencing financial difficulties, and (ii) the Bank has granted a concession. The most common concessions granted include one or more modifications to the terms of the debt, such as (a) a reduction in the interest rate for the remaining life of the debt, (b) an extension of the maturity date at an interest rate lower than the current market rate for new debt with similar risk, (c) a temporary period of interest-only payments, and (d) a reduction in the contractual payment amount for either a short period or remaining term of the loan. A less common concession is the forgiveness of a portion of the principal.

The determination of whether a borrower is experiencing financial difficulties takes into account not only the current financial condition of the borrower, but also the potential financial condition of the borrower were a concession not granted. Similarly, the determination of whether a concession has been granted is very subjective in nature. For example, simply extending the term of a loan at its original interest rate or even at a higher interest rate could be interpreted as a concession unless the borrower could readily obtain similar credit terms from a different lender.

Loans modified in a troubled debt restructuring may or may not be placed on non-accrual status until the Bank determines the future collection of principal and interest is reasonably assured, which generally requires that the borrower demonstrates a period of performance according to the restructured terms of six months.

Allowance for Loan Losses — The allowance for loan losses is established through provisions for loan losses charged against income. Loans deemed to be uncollectible are charged against the allowance for loan losses and subsequent recoveries, if any, are credited to the allowance.

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The allowance for loan losses is maintained at a level estimated by management to be adequate to absorb potential loan losses. Management's periodic evaluation of the adequacy of the allowance for loan losses is based on the Corporation's past loan loss experience, known and inherent risks in the portfolio, adverse situations that may affect the borrower's ability to repay (including the timing of future payments), the estimated value of any underlying collateral, composition of the loan portfolio, current economic conditions, and other relevant factors. This evaluation is inherently subjective as it requires material estimates including the amounts and timing of future cash flows expected to be received on impaired loans that may be susceptible to significant change.

In addition, the Corporation is subject to periodic examination by its federal and state examiners, and may be required by such regulators to recognize additions to the allowance for loan losses based on their assessment of credit information available to them at the time of their examinations.

In addition, an allowance is provided for possible credit losses on off-balance sheet credit exposures. This allowance is estimated by management and if deemed necessary, the allowance would be classified in other liabilities on the consolidated balance sheets. As of December 31, 2013 and December 31, 2012, an allowance for possible credit losses on off-balance sheet credit exposures was not recorded.

The allowance consists of specific and general components. The specific component relates to loans that are individually classified as impaired. Select loans are not aggregated for collective impairment evaluation, as such; all loans are subject to individual impairment evaluation should the facts and circumstances pertinent to a particular loan suggest that such evaluation is necessary. Factors considered by management in determining impairment include payment status and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. A loan is considered impaired when, based on current information and events, it is probable that the Corporation will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed. If a loan is impaired, a portion of the allowance is allocated so that the loan is reported, net, at the present value of estimated future cash flows using the loan's existing rate or at the fair value of collateral if repayment is expected solely from collateral. Troubled debt restructurings are separately identified for impairment disclosures and are measured at the present value of estimated future cash flows using the loan's effective rate at inception. If a troubled debt restructuring is considered to be a collateral dependent loan, the loan is reported, net, at the fair value of the collateral. For troubled debt restructurings that subsequently default, the Corporation determines the amount of reserve in accordance with the accounting policy for the allowance for loan losses.

The general component covers all other loans not identified as impaired and is based on historical losses adjusted for current factors. The historical loss component of the allowance is determined by losses recognized by portfolio segment over the preceding two years. In calculating the historical component of our allowance, we aggregate loans into one of four portfolio segments: Commercial and Industrial, Commercial real estate, Residential real estate and Consumer. Risk factors impacting loans in each of the portfolio segments include broad deterioration of property values, reduced consumer and business spending as a result of continued high unemployment and reduced credit availability and lack of confidence in a sustainable recovery. Actual loss experience is supplemented with other economic factors based on the risks present for each portfolio segment. These economic factors include consideration of the following: the concentration of special mention, substandard and doubtful loans as a percentage of total loans, levels of loan concentration within the portfolio segment or division of a portfolio segment, broad economic conditions, delinquency trends, volume trends and terms, and policy and management changes.

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Premises and Equipment

Premises, improvements, and equipment are stated at cost less accumulated depreciation computed principally utilizing the straight-line method over the estimated useful lives of the assets. Long-lived assets are reviewed for impairment whenever events or changes in business circumstances indicate that the carrying value may not be recovered. Maintenance and minor repairs are charged to operations as incurred. The cost and accumulated depreciation of the premises and equipment retired or sold are eliminated from the property accounts at the time of retirement or sale, and the resulting gain or loss is reflected in current operations.

Mortgage Servicing Rights

The Corporation originates and sells real estate loans to investors in the secondary mortgage market. After the sale, the Corporation may retain the right to service these loans. When originated mortgage loans are sold and servicing is retained, a servicing asset is capitalized based on relative fair value at the date of sale. Servicing assets are amortized as an offset to other fees in proportion to, and over the period of, estimated net servicing income. The unamortized cost is included in other assets in the consolidated balance sheets. The servicing rights are periodically evaluated for impairment based on their relative fair value.

Foreclosed Assets Held for Resale

Real estate properties acquired through, or in lieu of, loan foreclosure are held for sale and are initially recorded at fair value on the date of foreclosure establishing a new cost basis. After foreclosure, valuations are periodically performed and if fair value declines subsequent to foreclosure, a valuation allowance is recorded through expense. The real estate is carried at the lower of carrying amount or fair value less cost to sell and is included in other assets on the consolidated balance sheets. Revenues derived from and costs to maintain the assets and subsequent gains and losses on sales are included in non-interest income and expense on the consolidated statements of income. The total of foreclosed real estate properties amounted to $480,000 at December 31, 2013 and $468,000 at December 31, 2012.

Bank Owned Life Insurance

The Corporation invests in Bank Owned Life Insurance ("BOLI") with split dollar life provisions. Purchase of BOLI provides life insurance coverage on certain employees with the Corporation being owner and beneficiary of the policies.

Investments in Real Estate Ventures

The Bank is a limited partner in real estate ventures that own and operate affordable residential low-income housing apartment buildings for elderly and mentally challenged adult residents. The investments are accounted for under the effective yield method. Under the effective yield method, the Bank recognizes tax credits as they are allocated and amortizes the initial cost of the investment to provide a constant effective yield over the period that the tax credits are allocated to the Bank. Under this method, the tax credits allocated, net of any amortization of the investment in the limited partnerships, are recognized in the consolidated statements of income as a component of income tax expense. The amount of tax credits allocated to the Bank were $267,000 in 2013, $277,000 in 2012, and $160,000 in 2011, and the amortization of the investments in the limited partnerships were $191,000, $183,000 and $116,000 in 2013, 2012 and 2011, respectively.

Income Taxes

The provision for income taxes is based on the results of operations, adjusted primarily for tax-exempt income. Certain items of income and expense are reported in different periods for financial reporting and tax return purposes. Deferred tax assets and liabilities are determined based on the differences between the consolidated financial statement and income tax bases of assets and liabilities measured by using the enacted tax rates and laws expected to be in effect when the timing differences are expected to reverse. Deferred tax expense or benefit is based on the difference between deferred tax asset or liability from period to period.

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In assessing the ultimate realization of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, the projected future taxable income and tax planning strategies in making this assessment. A valuation allowance, if needed, reduces deferred tax assets to the amount expected to be realized.

A tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded.

The Corporation and the Bank are subject to U.S. federal income tax and Commonwealth of Pennsylvania tax. The Corporation is no longer subject to examination by Federal or State taxing authorities for the years before 2010. At December 31, 2013 and December 31, 2012, the Corporation did not have any unrecognized tax benefits. The Corporation does not expect the amount of any unrecognized tax benefits to significantly increase in the next twelve months. The Corporation recognizes interest related to income tax matters as interest expense and penalties related to income tax matters as non-interest expense. At December 31, 2013 and December 31, 2012, the Corporation does not have any amounts accrued for interest and/or penalties.

Goodwill, Other Intangible Assets, and Premium Discount

Goodwill resulted from the acquisition of the Pocono Community Bank in November 2007 and of certain fixed and operating assets acquired and deposit liabilities assumed of the branch of another financial institution in Danville, Pennsylvania, in January 2004. Such goodwill represents the excess cost of the acquired assets relative to the assets fair value at the dates of acquisition. During the first quarter of 2008, $152,000 of liabilities related to the Pocono acquisition were recorded as a purchase accounting adjustment resulting in an increase in the excess purchase price. The amount was comprised of the finalization of severance agreements and contract terminations related to the acquisition. In accordance with current accounting standards, goodwill is not amortized. Management performs an annual evaluation for impairment. Any impairment of goodwill results in a charge to income. The Corporation periodically assesses whether events or changes in circumstances indicate that the carrying amounts of goodwill and other intangible assets may be impaired. Goodwill is evaluated for impairment at the reporting unit level and an impairment loss is recorded to the extent that the carrying amount of goodwill exceeds its implied fair value. The Corporation has evaluated the goodwill included in its consolidated balance sheet at December 31, 2013, and has determined there was no impairment as of that date. No assurance can be given that future impairment tests will not result in a charge to earnings.

Intangible assets are comprised of core deposit intangibles and premium discount (negative premium) on certificates of deposit acquired. The core deposit intangible is being amortized over the average life of the deposits acquired as determined by an independent third party. Premium discount (negative premium) on acquired certificates of deposit resulted from the valuation of certificate of deposit accounts by an independent third party. The book value of certificates of deposit acquired was greater than their fair value at the date of acquisition which resulted in a negative premium due to higher cost of the certificates of deposit compared to the cost of similar term financing. The Corporation has evaluated the core deposit intangible included in its consolidated balance sheet at December 31, 2013 and has determined there was no impairment as of that date. No assurance can be given that future impairment tests will not result in a charge to earnings.

Stock Based Compensation

The Corporation adopted a stock option incentive plan in 1998. Compensation cost is recognized for stock options to employees based on the fair value of these awards at the date of grant. A Black-Scholes Option Pricing Model is utilized to estimate the fair value of stock options. Compensation expense is recognized over the requisite service period. The Plan expired in 2008, and therefore, no stock options are available for issuance. After adjustments for the effects of stock dividends, options exercised and options forfeited, there remains 4,823 exercisable options issued and outstanding as of December 31, 2013.

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Per Share Data

FASB ASC 260-10, *Earnings Per Share,* requires dual presentation of basic and fully diluted earnings per share. Basic earnings per share is calculated by dividing net income by the weighted average number of shares of common stock outstanding at the end of each period. Diluted earnings per share is calculated by increasing the denominator for the assumed conversion of all potentially dilutive securities. The Corporation's dilutive securities are limited to stock options. The most recent options issued were in December 2007.

Per share data has been adjusted retroactively for stock splits and stock dividends. The reconciliation of the numerators and denominators of the basic and diluted earnings per share follows:

	Year Ended December 31, 2013		
	Net Income Numerators	Weighted Average Number of Shares Denominators	Per Share Amount
Net income	$ 10,273		
Basic earnings per share:			
Income available to common stockholders	$ 10,273	5,481	$ 1.87
Effect of dilutive securities:			
Stock options		5	
Diluted earnings per share:			
Income available to common stockholders	$ 10,273	5,486	$ 1.87

	Year Ended December 31, 2012		
	Net Income Numerators	Weighted Average Number of Shares Denominators	Per Share Amount

Net income	$ 10,170		
Basic earnings per share:			
Income available to common stockholders	$ 10,170	5,455	$ 1.86
Effect of dilutive securities:			
Stock options		12	
Diluted earnings per share:			
Income available to common stockholders	$ 10,170	5,467	$ 1.86

	Year Ended December 31, 2011		
		Weighted Average	
	Net Income Numerators	Number of Shares Denominators	Per Share Amount
Net income	$ 9,907		
Basic earnings per share:			
Income available to common stockholders	$ 9,907	5,445	$ 1.82
Effect of dilutive securities:			
Stock options		11	
Diluted earnings per share:			
Income available to common stockholders	$ 9,907	5,456	$ 1.82

FIRST KEYSTONE CORPORATION AND SUBSIDIARY

Notes to Consolidated Financial Statements for the Years Ended December 31, 2013, 2012 and 2011

Cash Flow Information

For purposes of reporting consolidated cash flows, cash and cash equivalents include cash on hand and due from banks, interest-bearing deposits in other banks, and federal funds sold. The Corporation considers cash classified as interest-bearing deposits with other banks as a cash equivalent since they are represented by cash accounts essentially on a demand basis. Federal funds are also included as a cash equivalent because they are generally purchased and sold for one-day periods.

Treasury Stock

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

Trust Assets and Income

Property held by the Corporation in a fiduciary or agency capacity for its customers is not included in the accompanying consolidated financial statements since such items are not assets of the Corporation. Trust Department income is generally recognized on a cash basis and is not materially different than if it were reported on an accrual basis.

Accumulated Other Comprehensive Income (Loss)

The Corporation is required to present accumulated other comprehensive income (loss) in a full set of general-purpose financial statements for all periods presented. Accumulated other comprehensive income (loss) is comprised of net unrealized holding gains (losses) on the available-for-sale investment securities portfolio. The Corporation has elected to report these effects on the Consolidated Statements of Comprehensive Income.

Accounting Policies Recently Adopted and Pending Accounting Pronouncements

In February 2013, the FASB issued an update (ASU No. 2013-02, *Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*) impacting FASB ASC 220, *Comprehensive Income*. This update requires an entity to provide information about the amounts reclassified out of accumulated other comprehensive income (loss). An entity is required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income (loss) by the respective line items of net income but only if the amount reclassified is required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period. For other amounts not required under U.S. GAAP to be reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures required under U.S. GAAP that provide additional detail about these amounts. This update became effective for the Corporation for interim and annual periods beginning after December 15, 2012 and did not have a material impact on the Corporation's consolidated financial statements.

Advertising Costs

It is the Corporation's policy to expense advertising costs in the period in which they are incurred. Advertising expense for the years ended December 31, 2013, 2012 and 2011, was $441,000, $336,000 and $299,000, respectively.

Reclassifications

Certain amounts in the consolidated financial statements of prior periods have been reclassified to conform with presentations used in the 2013 consolidated financial statements. Such reclassifications have no effect on the Corporation's consolidated financial condition or net income.

FIRST KEYSTONE CORPORATION AND SUBSIDIARY

Notes to Consolidated Financial Statements for the Years Ended December 31, 2013, 2012 and 2011

NOTE 2 — RESTRICTED CASH BALANCES

The Bank is required to maintain certain average reserve balances as established by the Federal Reserve Bank. The amount of those reserve balances for the reserve computation period which included December 31, 2013, was $1,296,000, which was satisfied through the restriction of vault cash. In addition, the Bank maintains a clearing balance at the Federal Reserve Bank to offset daily cash management activities and specific charges for services. At December 31, 2013, the amount of this balance was $22,358,000.

NOTE 3 — INVESTMENT SECURITIES

The amortized cost, related estimated fair value, and unrealized gains and losses for investment securities classified as "Available-For-Sale" or "Held-to-Maturity" were as follows at December 31, 2013 and 2012:

(Amounts in thousands)	Available-for-Sale Securities			
December 31, 2013:	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Obligations of U.S. Government Corporations and Agencies:				
Mortgage-backed	$121,209	$ 598	$ (2,031)	$119,776
Other	33,559	238	(64)	33,733
Obligations of state and political subdivisions	147,112	4,136	(2,859)	148,389
Corporate securities	50,266	416	(1,417)	49,265
Marketable equity securities	1,533	1,004	(2)	2,535
Restricted equity securities	4,761	0	0	4,761
Total	$358,440	$ 6,392	$ (6,373)	$358,459

(Amounts in thousands)	Held-to-Maturity Securities			
December 31, 2013:	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Obligations of U.S. Government Corporations and Agencies:				
Mortgage-backed	$72	$ 3	$ 0	$ 75
Other	1,000	8	0	1,008

Obligations of state and political subdivisions	0	0	0	0
Total	$ 1,072	$ 11	$ 0	$ 1,083

(Amounts in thousands)	Available-for-Sale Securities			
December 31, 2012:	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Obligations of U.S. Government Corporations and Agencies:				
Mortgage-backed	$41,946	$ 2,090	$ (193)	$43,843
Other	29,076	159	(203)	29,032
Obligations of state and political subdivisions	160,829	16,163	(39)	176,953
Corporate securities	43,902	673	(68)	44,507
Marketable equity securities	1,533	454	(10)	1,977
Restricted equity securities	4,883	0	0	4,883
Total	$282,169	$ 19,539	$ (513)	$301,195

FIRST KEYSTONE CORPORATION AND SUBSIDIARY

Notes to Consolidated Financial Statements for the Years Ended December 31, 2013, 2012 and 2011

(Amounts in thousands)	Held-to-Maturity Securities			
December 31, 2012:	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Obligations of U.S. Government Corporations and Agencies:				
Mortgage-backed	$ 88	$ 4	$ 0	$ 92
Other	2,006	24	0	2,030
Obligations of state and political subdivisions	467	10	0	477
Total	$ 2,561	$ 38	$ 0	$ 2,599

Securities Available-for-Sale with an aggregate fair value of $242,839,000 at December 31, 2013 and $165,810,000 at December 31, 2012, and securities Held-to-Maturity with an aggregate book value of $1,072,000 at December 31, 2013 and $1,094,000 at December 31, 2012, were pledged to secure public funds, trust funds, securities sold under agreements to repurchase, FHLB advances and other balances of $178,814,000 at December 31, 2013 and $94,101,000 at December 31, 2012 as required by law.

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

(Amounts in thousands)	December 31, 2013				
	U.S. Government Corporations & Agencies **Obligations[1]**	Obligations of State & Political **Subdivisions[2]**	Marketable Equity **Securities[3]**	Restricted Equity **Securities[3]**	Corporate Securities
Available-For-Sale:					
Within 1 Year:					
Amortized cost	$ 4,516	$ 246	$ 0	$ 0	$ 10,574
Es					