Huron Community Financial Services, Inc.

Consolidated Financial Report
December 31, 2012

Huron Community Financial Services, Inc.

Contents

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Independent Auditor's Report

To the Board of Directors
Huron Community Financial Services, Inc.

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Huron Community Financial Services, Inc. (the "Corporation"), which comprise the consolidated balance sheet as of December 31, 2012 and 2011 and the related consolidated statements of operations and comprehensive income, stockholders' equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Huron Community Financial Services, Inc. as of December 31, 2012 and 2011 and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Plante & Moran, PLLC

March 28, 2013

Huron Community Financial Services, Inc.

Consolidated Balance Sheet
(000s omitted, except per share data)

	December 31, 2012	December 31, 2011
Assets		
Cash and due from banks	$ 2,884	$ 2,838
Federal funds sold	3,893	3,539
Total cash and cash equivalents	6,777	6,377
Investment securities - Available for sale (Note 2)	38,010	30,906
Other securities	1,282	1,282
Loans - Net of allowance for loan losses of $2,074 and $1,860 in 2012 and 2011, respectively (Note 3)	128,330	130,611
Foreclosed assets	3,103	2,285
Premises and equipment (Note 5)	3,185	2,977
Goodwill	405	405
Accrued interest receivable	458	518
Other assets (Notes 4 and 9)	6,238	6,013
Total assets	**$ 187,788**	**$ 181,374**
Liabilities and Stockholders' Equity		
Liabilities		
Deposits:		
Noninterest-bearing	$ 27,966	$ 25,802
Interest-bearing (Note 6)	122,792	119,291
Total deposits	150,758	145,093
Short-term borrowings (Note 7)	7,300	7,619
Federal Home Loan Bank advances (Note 8)	5,000	5,000
Accrued and other liabilities	443	242
Total liabilities	163,501	157,954
Stockholders' Equity		
Common stock - $1 par value:		
Authorized - 1,000,000 shares		
Issued and outstanding - 583,314 shares and 586,029 shares at December 31, 2012 and 2011, respectively	583	586
Additional paid-in capital	18,994	19,182
Undivided profits	4,178	3,306
Accumulated other comprehensive income	532	346
Total stockholders' equity	24,287	23,420
Total liabilities and stockholders' equity	**$ 187,788**	**$ 181,374**

See Notes to Consolidated Financial Statements.

Huron Community Financial Services, Inc.

Consolidated Statement of Operations and Comprehensive Income
(000s omitted, except per share data)

	Year Ended December 31, 2012	Year Ended December 31, 2011
Interest Income		
Loans - Including fees	$ 7,945	$ 8,233
Investment securities:		
Taxable	359	364
Tax-exempt	203	227
Other	66	55
Total interest income	8,573	8,879
Interest Expense		
Deposits	694	992
Interest on FHLB advances	88	112
Interest on short-term borrowings	8	11
Total interest expense	790	1,115
Net Interest Income	7,783	7,764
Provision for Loan Losses (Note 3)	690	881
Net Interest Income After Provision for Loan Losses	7,093	6,883
Other Operating Income		
Service charges - Deposits	490	576
Gain on sale of securities	2	-
Loan servicing income - Net	402	297
Other	343	355
Total other operating income	1,237	1,228
Other Operating Expenses		
Salaries and employee benefits	3,090	2,864
FDIC assessment	109	277
Occupancy expense	491	496
Service fees	443	389
Depreciation expense	322	296
Other	1,814	1,567
Total other operating expenses	6,269	5,889
Income - Before income taxes	2,061	2,222
Provision for Income Taxes (Note 9)	513	565
Net Income	1,548	1,657
Other Comprehensive Income - Net of tax		
Unrealized gain on investment securities - Available for sale	188	324
Reclassification adjustment for gains realized in earnings	(2)	-
Total	186	324
Comprehensive Income	**$ 1,734**	**$ 1,981**
Earnings per Share		
Basic earnings per common share	$ 2.63	$ 2.81
Diluted earnings per common share	2.61	2.78

See Notes to Consolidated Financial Statements.

Huron Community Financial Services, Inc.

Consolidated Statement of Stockholders' Equity
(000s omitted, except per share data)

	Common Stock	Additional Paid-in Capital	Undivided Profits	Accumulated Other Comprehensive Income	Total Stockholders' Equity
Balance - January 1, 2011	$ 598	$ 19,817	$ 2,284	$ 22	$ 22,721
Net income	-	-	1,657	-	1,657
Other comprehensive income	-	-	-	324	324
Sale of common stock (22,033 shares)	22	893	-	-	915
Purchase of common stock (34,216 shares)	(34)	(1,540)	-	-	(1,574)
Stock-based compensation	-	12	-	-	12
Dividends declared $1.07 per share	-	-	(635)	-	(635)
Balance - December 31, 2011	586	19,182	3,306	346	23,420
Net income	-	-	1,548	-	1,548
Other comprehensive Income	-	-	-	186	186
Sale of common stock (27,888 shares - Net of stock issuance costs)	28	1,203	-	-	1,231
Purchase of common stock (30,603 shares)	(31)	(1,403)	-	-	(1,434)
Stock-based compensation	-	12	-	-	12
Dividends declared $1.15 per common share	-	-	(676)	-	(676)
Balance - December 31, 2012	**$ 583**	**$ 18,994**	**$ 4,178**	**$ 532**	**$ 24,287**

See Notes to Consolidated Financial Statements.

Huron Community Financial Services, Inc.

Consolidated Statement of Cash Flows
(000s omitted, except per share data)

	Year Ended December 31, 2012	Year Ended December 31, 2011
Cash Flows from Operating Activities		
Net income	$ 1,548	$ 1,657
Adjustments to reconcile net income to net cash from operating activities:		
Depreciation and amortization	512	428
Net gain on sale of mortgage loans	(393)	(181)
Proceeds from sale of mortgage loans	23,051	11,672
Origination cost of mortgages held for sale	(22,658)	(11,491)
Gain on sale of securities	(2)	-
Provision for loan losses	690	881
Amortization and accretion on securities	257	206
Deferred tax (benefit) expense	(142)	209
Stock-based compensation	12	12
Net change in:		
Accrued interest receivable	60	54
Other assets	(1,192)	(549)
Accrued expenses and other liabilities	201	(653)
Net cash provided by operating activities	1,944	2,245
Cash Flows from Investing Activities		
Net change in interest-bearing deposits in banks	(2,974)	(1,735)
Activity in available-for-sale securities:		
Sales	1,002	-
Maturities, prepayments, and calls	12,444	11,552
Purchases	(17,549)	(17,834)
Net decrease in loans	1,596	9,234
Decrease in other securities	-	134
Capital expenditures	(530)	(119)
Net cash (used in) provided by investing activities	(6,011)	1,232
Cash Flows from Financing Activities		
Net increase (decrease) in deposits	5,665	(7,476)
Net change in short-term borrowings	(319)	(634)
Payments on FHLB advances	-	(2,000)
Proceeds from sale of common stock	1,231	915
Purchases of common stock	(1,434)	(1,574)
Cash dividends paid on common stock	(676)	(635)
Net cash provided by (used in) financing activities	4,467	(11,404)
Net Increase (Decrease) in Cash and Cash Equivalents	400	(7,927)
Cash and Cash Equivalents - Beginning of year	6,377	14,304
Cash and Cash Equivalents - End of year	**$ 6,777**	**$ 6,377**
Supplemental Cash Flow Information - Cash paid for		
Interest	$ 810	$ 1,153
Income taxes	616	403
Loans transferred to other real estate	1,325	571

Note 1 - Nature of Business and Significant Accounting Policies

Basis of Presentation and Consolidation - The consolidated financial statements include the accounts of Huron Community Financial Services, Inc. (the "Corporation") and its wholly owned subsidiary, Huron Community Bank (the "Bank"). All significant intercompany transactions and balances have been eliminated in consolidation. The 000s have been omitted in tabular columns.

Nature of Operations - The Bank operates in Iosco, Arenac, and southern Alcona counties in the state of Michigan. The Bank's revenue results primarily from providing real estate and commercial loans and, to a lesser extent, consumer loans. Its primary deposit products are savings and term certificate accounts.

Use of Estimates - In preparing consolidated financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the consolidated balance sheet and reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, the valuation of investment securities, mortgage servicing rights, and goodwill.

Significant Group Concentrations of Credit Risk - Most of the Corporation's activities are with customers located within the counties of Iosco, Arenac, and Alcona in Michigan. Note 2 discusses the types of securities in which the Corporation invests. Note 3 discusses the types of lending in which the Corporation engages. The Corporation does not have any significant concentrations to any one industry or customer.

Cash and Cash Equivalents - Cash and cash equivalents include cash on hand, amounts due from banks, and federal funds sold. Federal funds sold are generally sold for one-day periods.

Securities - Securities not classified as held to maturity or trading, including equity securities and deposits with other financial institutions with readily determinable fair values, are classified as "available for sale" and are recorded at fair value, with unrealized gains and losses excluded from earnings and reported in other comprehensive income. Restricted investment securities include Federal Reserve and Federal Home Loan Bank stock and are carried at cost.

Note 1 - Nature of Business and Significant Accounting Policies (Continued)

Purchase premiums and discounts are recognized in interest income using the interest method over the terms of the securities. Declines in the fair value of available-for-sale securities below their cost that are deemed to be other than temporary are reflected in earnings as realized losses. In estimating other-than-temporary impairment losses, management considers (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, and (3) the intent and ability of the Corporation to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value. Gains and losses on the sale of securities are recorded on the trade date and are determined using the specific identification method.

Loans - The Corporation grants mortgage, commercial, and consumer loans to customers. A substantial portion of the loan portfolio is represented by mortgage loans throughout Michigan. The ability of the Corporation's debtors to honor their contracts is dependent upon the real estate and general economic conditions in this area.

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or pay-off are reported at their outstanding unpaid principal balances adjusted for charge-offs, the allowance for loan losses, and any deferred fees or costs on originated loans. Interest income is accrued on the unpaid principal balance. Loan origination fees, net of certain direct origination costs, are deferred and recognized as an adjustment of the related loan yield using the interest method.

The accrual of interest on loans is discontinued at the time the loan is 90 days delinquent unless the credit is well-secured and in process of collection. In all cases, loans are placed on nonaccrual or charged off at an earlier date if collection of principal or interest is considered doubtful.

All interest accrued but not collected for loans that are placed on nonaccrual or charged off is reversed against interest income. The interest on these loans is accounted for on the cash basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Allowance for Loan Losses - The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance.

Note 1 - Nature of Business and Significant Accounting Policies (Continued)

The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectibility of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral, and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

The allowance consists of specific, general, and unallocated components. The specific component relates to loans that are classified as either doubtful, substandard, or special mention. For such loans that are also classified as impaired, an allowance is established when the discounted cash flows (or collateral value or observable market price) of the impaired loan are lower than the carrying value of that loan. The general component covers nonclassified loans and is based on historical loss experience adjusted for qualitative factors. An unallocated component is maintained to cover uncertainties that could affect management's estimate of probable losses. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio.

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. Factors considered by management in determining impairment include payment status, collateral value, 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. 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 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. Impairment is measured on a loan-by-loan basis for commercial and construction loans by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral if the loan is collateral dependent.

Note 1 - Nature of Business and Significant Accounting Policies (Continued)

Troubled debt restructuring of loans is undertaken to improve the likelihood that the loan will be repaid in full under the modified terms in accordance with a reasonable repayment schedule. All modified loans are evaluated to determine whether the loans should be reported as a troubled debt restructure (TDR). A loan is a TDR when the Corporation, for economic or legal reasons related to the borrower's financial difficulties, grants a concession to the borrower by modifying or renewing a loan that the Corporation would not otherwise consider. To make this determination, the Corporation must determine whether (a) the borrower is experiencing financial difficulties and (b) the Corporation granted the borrower a concession. This determination requires consideration of all of the facts and circumstances surrounding the modification. An overall general decline in the economy or some deterioration in a borrower's financial condition does not automatically mean the borrower is experiencing financial difficulties.

Large groups of homogeneous loans are collectively evaluated for impairment. Accordingly, the Corporation does not separately identify individual consumer and residential loans for impairment disclosures until a loss is imminent.

Foreclosed Assets - Assets acquired through, or in lieu of, loan foreclosure are held for sale and are initially recorded at fair value at the date of the foreclosure, establishing a new cost basis. Subsequent to foreclosure, valuations are periodically performed by management and the assets are carried at the lower of carrying amount or fair value less cost to sell. Revenue and expenses from operations and changes in the valuation allowance are included in net other operating expenses.

Banking Premises and Equipment - Land is carried at cost. Buildings and equipment are carried at cost, less accumulated depreciation computed on the straight-line method over the estimated useful lives of the assets.

Goodwill - Goodwill results from prior business acquisitions and represents the excess of the purchase price over the fair value of acquired tangible assets and liabilities and identifiable intangible assets. Goodwill is assessed at least annually for impairment, and any such impairment will be recognized in the period identified.

Bank-owned Life Insurance - The Bank has purchased life insurance policies on certain key officers. Bank-owned life insurance is recorded at its cash surrender value, or the amount that can be realized.

Note 1 - Nature of Business and Significant Accounting Policies (Continued)

Short-term Borrowings - Short-term borrowings consist of repurchase agreements. Substantially all repurchase agreement liabilities represent amounts advanced by various customers. Securities are pledged to cover these liabilities, which are not covered by federal deposit insurance.

Off-balance-sheet Instruments - In the ordinary course of business, the Corporation has entered into commitments under commercial letters of credit and standby letters of credit. The Corporation is considered a guarantor when it issues a letter of credit. Accordingly, the Corporation recognizes, at the inception of a guarantee, a liability for the fair value of the obligation undertaken.

Servicing - Servicing assets are recognized as separate assets when rights are acquired through purchase or through sale of financial assets. Capitalized servicing rights are reported in other assets and are amortized into noninterest income in proportion to, and over the period of, the estimated future net servicing income of the underlying financial assets. Servicing assets are evaluated for impairment based on the fair value of the rights as compared to amortized cost. Impairment is determined by stratifying rights by predominant characteristics, such as interest rates and terms. Fair value is determined by using prices for similar assets with similar characteristics, when available, or based on discounted cash flows using market-based assumptions. Impairment is recognized through a valuation allowance for an individual stratum, to the extent that fair value is less than the capitalized amount for the stratum.

Stock Purchases and Sales - The Corporation regularly engages in the purchase and sale of Corporation common stock. Proceeds from the sale of common stock are recorded to additional paid-in capital. Prior to December 31, 2009, purchases of Corporation common stock were recorded to undivided profits. Effective January 1, 2010, all subsequent purchases of Corporation stock have been recorded to additional paid-in capital.

Comprehensive Income - Accounting principles generally require that recognized revenue, expenses, gains, and losses be included in net income. Although certain changes in assets and liabilities, such as unrealized gains and losses on available-for-sale securities, are reported as a separate component of the equity section of the consolidated balance sheet, such items, along with net income, are components of comprehensive income.

Note 1 - Nature of Business and Significant Accounting Policies (Continued)

Earnings per Common Share - Earnings per common share are computed by dividing net income by the average number of common shares outstanding during the period. The number of weighted average common shares outstanding was 588,183 and 590,717 for the years ended December 31, 2012 and 2011, respectively. The Corporation uses the treasury stock method to compute diluted earnings per share, which assumes that proceeds from the assumed exercise of stock options would be used to purchase common stock at the average market price during the period. The dilutive effect of stock options increased average common shares outstanding by 5,936 and 5,661 shares at December 31, 2012 and 2011, respectively. Approximately 9,300 and 9,900 options were not considered for dilution in 2012 and 2011, respectively, because the exercise price was in excess of the current market price.

Subsequent Events - The consolidated financial statements and related disclosures include evaluation of events up through and including March 28, 2013, which is the date the consolidated financial statements were issued.

Reclassification - Certain amounts appearing in the prior year's consolidated financial statements have been reclassified to conform to the current year's consolidated financial statements.

Recent Accounting Pronouncements - During 2012, the Corporation adopted new guidance related to the presentation of comprehensive income in the consolidated financial statements. Among other changes, the new guidance eliminated the option to only present comprehensive income in the consolidated statement of stockholders' equity. The Corporation has elected to report comprehensive income within the consolidated statement of income and comprehensive income. The change in presentation has been applied retrospectively and the 2011 consolidated financial statements have been restated to conform to the new presentation method. Other than the change in presentation of comprehensive income and related disclosures, the new guidance did not have a material effect on the consolidated financial statements.

Note 1 - Nature of Business and Significant Accounting Policies (Continued)

In 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2011-02, *A Creditor's Determination of Whether a Restructuring Is a Troubled Debt Restructuring*. This update applies to all creditors, both public and nonpublic, and was introduced to provide clarification surrounding troubled debt restructurings (TDRs). The primary characteristics that previously caused a restructuring to qualify as a TDR still exist: (1) the restructuring constitutes a concession to the borrower and (2) the borrower is experiencing financial difficulties. The update provides additional details and examples to provide clarity surrounding these items. The update also prohibits the use of the effective interest rate test when determining whether the restructuring constitutes a concession. The update is effective for annual reporting periods ending on or after December 15, 2012 (therefore, December 31, 2012 for the Corporation). Lastly, the disclosure requirements set forth by ASU 2010-20 regarding troubled debt restructurings, and later deferred by ASU 2011-1 until December 31, 2012 for the Corporation, are included in Note 3. Other than the additional disclosures, these updates did not have a significant impact on the consolidated financial statements.

In 2011, the FASB issued ASU 2011-04, *Fair Value Measurement (Topic 820) Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*. This update to *Fair Value Measurement (Topic 820)* results in common fair value measurement and disclosure requirements in U.S. GAAP and IFRS. The amendments in this update explain how to measure fair value. They do not require additional fair value measurements and are not intended to establish valuation standards or affect valuation practices outside of financial reporting. However, this update does require expanded disclosure related to the nature and significance of inputs that are used in estimating and measuring the fair value of financial instruments. The amendments in this update are to be applied prospectively and are effective for annual reporting periods beginning after December 15, 2011 (therefore, December 31, 2012 for the Corporation). This update did not have a significant impact on the consolidated financial statements.

(000s omitted, except per share data)

Note 2 - Securities

The amortized cost and fair value of securities, with gross unrealized gains and losses, are as follows:

	2012			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
U.S. government and federal agency	$ 9,072	$ 54	$ -	$ 9,126
State and municipal	6,858	537	-	7,395
Deposits with financial institutions	6,796	19	(1)	6,814
Mortgage-backed	6,899	121	-	7,020
Collateralized mortgage obligations	7,579	92	(16)	7,655
Total available-for-sale securities	$ 37,204	$ 823	$ (17)	$ 38,010

	2011			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
U.S. government and federal agency	$ 12,581	$ 81	$ (3)	$ 12,659
State and municipal	4,826	367	-	5,193
Corporate	1,004	2	-	1,006
Deposits with financial institutions	3,822	-	(26)	3,796
Mortgage-backed	3,756	48	(3)	3,801
Collateralized mortgage obligations	4,393	66	(8)	4,451
Total available-for-sale securities	$ 30,382	$ 564	$ (40)	$ 30,906

At December 31, 2012 and 2011, securities with a carrying value of $11,486 and $12,581, respectively, were pledged to secure borrowings and public deposits and for other purposes required or permitted by law.

(000s omitted, except per share data)

Note 2 - Securities (Continued)

The amortized cost and fair value of debt securities by contractual maturity at December 31, 2012 are as follows:

	Available for Sale	
	Amortized Cost	Fair Value
Due in 1 year or less	$ 7,637	$ 7,661
Due in 1 through 5 years	12,181	12,313
Due after 5 years through 10 years	1,403	1,493
Due after 10 years	1,505	1,868
Total	22,726	23,335
Mortgage-backed securities	6,899	7,020
Collateralized mortgage obligations	7,579	7,655
Total	$ 37,204	$ 38,010

For the years ended December 31, 2012 and 2011, proceeds from sales of securities available for sale amounted to $1,002 and $0, respectively. Gross realized gains amounted to $2 for the year ended December 31, 2012.

Information pertaining to securities with gross unrealized losses at December 31, 2012 and 2011, aggregated by investment category and length of time that individual securities have been in a continuous loss position, is as follows:

	2012			
	Less Than 12 Months		Over 12 Months	
	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value
Deposits with financial institutions	$ (1)	$ 992	$ -	$ -
Collateralized mortgage obligations	(13)	2,402	(3)	492
Total available-for-sale securities	$ (14)	$ 3,394	$ (3)	$ 492

(000s omitted, except per share data)

Note 2 - Securities (Continued)

	2011			
	Less Than 12 Months		Over 12 Months	
	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value
U.S. government and federal agency	$ (3)	$ 2,037	$ -	$ -
Deposits with financial institutions	(26)	2,454	-	-
Mortgage-backed	(3)	1,007	-	-
Collateralized mortgage obligations	(8)	794	-	-
Total available-for-sale securities	$ (40)	$ 6,292	$ -	$ -

Unrealized losses on securities have not been recognized into income because the issuers' bonds are of high credit quality, the Corporation has the intent and ability to hold the securities for the foreseeable future, and the decline in fair value is due primarily to increased market interest rates. The fair value is expected to recover as the bonds approach the maturity date.

Other securities, totaling $1,282 at December 31, 2012 and 2011, consist of restricted Federal Home Loan Bank stock and Federal Reserve Bank stock. These stocks are carried at cost, which approximates market value.

Note 3 - Loans

A summary of the balances of loans follows:

	2012	2011
Mortgage loans on real estate - Residential 1-4 family	$ 47,354	$ 47,260
Commercial loans	73,499	74,324
Consumer installment loans	9,551	10,887
Total loans	130,404	132,471
Less allowances for loan losses	2,074	1,860
Net loans	$ 128,330	$ 130,611
Allowance for loan losses as a percentage of loans	1.6%	1.4%

(000s omitted, except per share data)

Note 3 - Loans (Continued)

In the ordinary course of business, the Bank has granted loans to principal officers and directors and their affiliates amounting to $4,407 at December 31, 2012 and $4,414 at December 31, 2011.

Activity in the allowance for loan losses for 2012 and 2011 is summarized as follow:

	Year Ended December 31, 2012				
	Real Estate - Residential	Real Estate - Commercial	Commercial and Industrial	Consumer	Total
Beginning balance	$ 523	$ 1,066	$ 129	$ 142	$ 1,860
Charge-offs	(109)	(342)	-	(51)	(502)
Recoveries	-	4	-	22	26
Provision	51	659	(38)	18	690
Ending balance	$ 465	$ 1,387	$ 91	$ 131	$ 2,074
Ending allowance balance attributable to loans:					
Individually evaluated for impairment	$ 85	$ 492	$ 8	$ 32	$ 617
Collectively evaluated for impairment	380	895	83	99	1,457
Ending allowance balance	$ 465	$ 1,387	$ 91	$ 131	$ 2,074
Loans and leases:					
Individually evaluated for impairment	$ 845	$ 4,856	$ 137	$ 44	$ 5,882
Collectively evaluated for impairment	46,509	48,668	19,838	9,507	124,522
Total loans and leases	$ 47,354	$ 53,524	$ 19,975	$ 9,551	$ 130,404

(000s omitted, except per share data)

Note 3 - Loans (Continued)

	Year Ended December 31, 2011				
	Real Estate - Residential	Real Estate - Commercial	Commercial and Industrial	Consumer	Total
Beginning balance	$ 610	$ 1,270	$ 284	$ 129	$ 2,293
Charge-offs	(142)	(1,112)	(24)	(54)	(1,332)
Recoveries	-	10	1	7	18
Provision	55	898	(132)	60	881
Ending balance	$ 523	$ 1,066	$ 129	$ 142	$ 1,860
Ending allowance balance attributable to loans:					
Individually evaluated for impairment	$ 146	$ 96	$ 10	$ 36	$ 288
Collectively evaluated for impairment	377	970	119	106	1,572
Ending allowance balance	$ 523	$ 1,066	$ 129	$ 142	$ 1,860
Loans and leases:					
Individually evaluated for impairment	$ 1,219	$ 1,558	$ 20	$ 36	$ 2,833
Collectively evaluated for impairment	46,041	55,828	16,918	10,851	129,638
Total loans and leases	$ 47,260	$ 57,386	$ 16,938	$ 10,887	$ 132,471

Credit Risk Grading

As part of the management of the loan portfolio at the time of origination and through the continuing loan review process, the Corporation categorizes each loan into credit risk categories based on several factors including current financial information, overall debt service coverage, comparison against industry averages, collateral coverage, historical payment experience, and current economic trends. The credit risk rating structure used is shown below:

Note 3 - Loans (Continued)

Monitor - A monitor asset is not considered "rated" or "classified" for regulatory purposes, but is considered an asset which bears watching due to some modest deterioration in financial performance or external threats, such as a lawsuit, environmental issue, or potential loss of a significant customer. Some of the following characteristics may exist: financial condition has taken a negative turn and may be temporarily strained; borrower may have experienced recent losses from operations; cash flow may be insufficient to service debt, based on most recent six-month period; financial covenant defaults are occurring with some regularity, and they would be deemed more than inconsequential; need for guarantor is critical, but guarantor's condition adds little substance to credit quality; loss of principal is not at question, unless current trends were to continue; however, there are aspects of this underwriting which may not now conform to bank lending policy; borrowing base deficiencies may exist and are becoming a concern.

Special Mention - A special mention asset has potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan, or in the institution's credit position at some future date. Special mention assets are not adversely classified and do not expose an institution to sufficient risk to warrant adverse classification. Some of the following characteristics may exist: loans are currently protected, but are potentially weak due to negative trends in balance sheet or income statement; cash flow may be insufficient to meet debt service, with the prospect that this condition may not be temporary; lack of effective control over the collateral or existence of documentation deficiencies; there is a potential risk of payment default; management's ability to cope with current financial conditions is questioned; collateral coverage has weakened; moderate operating losses may have occurred; financial information may be inadequate to depict condition of borrower adequately; consistent borrowing deficiencies.

Substandard - A substandard asset has well defined weaknesses whereby collection is possible, but jeopardized. However, jeopardized payment does not imply ultimate loss. Assets so classified are inadequately protected by current net worth and repayment capacity, and there is a high probability that collateral will have to be liquidated to repay the debt. If deficiencies are not corrected quickly, there is a real possibility of loss, and of the company's ability to operate as a going concern. Loan may be in default, borrower may be in bankruptcy, loan restructure at less than market terms, or has been partially charged off. Nonaccrual loans would be classified, at least, "substandard."

(000s omitted, except per share data)

Note 3 - Loans (Continued)

Doubtful - A doubtful asset has characteristics of "substandard," but information available suggests it is highly improbable that liquidation of collateral will retire the loan in its entirety. It may be impossible to calculate exactly what the loss may be, but the probability of some loss is high. Loans are to be placed on nonaccrual status when a significant percentage is classified "doubtful" and collateral liquidation is probable. (Not all nonaccrual loans necessarily have to be classified "doubtful" if collateral appears adequate to retire remaining outstandings).

Pass - Credits not covered by the above definitions are pass credits, which are not considered to be adversely rated.

For residential real estate and consumer loan segments, the Corporation monitors credit quality using a combination of the delinquency status of the loan and other known borrower circumstances and classifies loans as performing and nonperforming:

Performing - Loan pays as agreed and is current.

Nonperforming - Loans which are contractually past due 90 days or more as to interest or principal payments, on nonaccrual status, in process of foreclosure or other forms of liquidation and/or collection or loans where the terms of which have been renegotiated to provide a reduction or deferral on interest or principal.

	December 31, 2012						
	Pass	Monitor	Special Mention	Substandard	Performing	Non-performing	Total
Real estate - Commercial:							
Commercial real estate and other	$ 35,226	$ 3,259	$ 330	$ 4,395	$ -	$ -	$ 43,210
Hotels and motels	3,962	1,074	1,304	-	-	-	6,340
Golf courses	2,246	-	1,728	-	-	-	3,974
Commercial and industrial	15,994	2,001	1,831	149	-	-	19,975
Real estate - Residential:							
1-4 family residential	-	-	-	-	39,377	997	40,374
Construction and land loans	-	-	-	-	6,920	60	6,980
Consumer:							
Home equity lines of credit	-	-	-	-	6,247	44	6,291
Other	-	-	-	-	3,260	-	3,260
Total	$ 57,428	$ 6,334	$ 5,193	$ 4,544	$ 55,804	$ 1,101	$ 130,404

(000s omitted, except per share data)

Note 3 - Loans (Continued)

	December 31, 2011							
	Pass	Monitor	Special Mention	Substandard	Doubtful	Performing	Non-performing	Total
Real estate - Commercial:								
Commercial real estate and other	$ 35,866	$ 4,785	$ 3,906	$ 2,339	$ 20	$ -	$ -	$ 46,916
Hotels and motels	3,985	1,113	-	1,367	-	-	-	6,465
Golf courses	400	1,352	2,253	-	-	-	-	4,005
Commercial and industrial	15,422	1,082	125	309	-	-	-	16,938
Real estate - Residential:								
1-4 family residential	-	-	-	-	-	38,537	970	39,507
Construction and land loans	-	-	-	-	-	7,505	248	7,753
Consumer:								
Home equity lines of credit	-	-	-	-	-	7,528	36	7,564
Other	-	-	-	-	-	3,323	-	3,323
Total	$ 55,673	$ 8,332	$ 6,284	$ 4,015	$ 20	$ 56,893	$ 1,254	$ 132,471

Age Analysis of Past Due Loans

The following tables detail the age analysis of past due loans at December 31, 2012 and 2011:

	2012						
	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Financing Receivables	Recorded Investment > 90 Days and Accruing
Real estate - Commercial:							
Commercial real estate and other	$ 707	$ 645	$ -	$ 1,352	$ 41,858	$ 43,210	$ -
Hotels and motels	-	-	-	-	6,340	6,340	-
Golf courses	-	-	-	-	3,974	3,974	-
Commercial and industrial	84	955	-	1,039	18,936	19,975	-
Real estate - Residential:							
1-4 family residential	2,582	917	195	3,694	36,680	40,374	-
Construction and land loans	64	56	20	140	6,840	6,980	-
Consumer:							
Home equity lines of credit	41	104	-	145	6,146	6,291	-
Other	54	27	-	81	3,179	3,260	-
Total	$ 3,532	$ 2,704	$ 215	$ 6,451	$ 123,953	$ 130,404	$ -

(000s omitted, except per share data)

Note 3 - Loans (Continued)

	2011						
	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Financing Receivables	Recorded Investment > 90 Days and Accruing
Real estate - Commercial:							
Commercial real estate and other	$ 586	$ 813	$ 1,470	$ 2,869	$ 44,047	$ 46,916	$ -
Hotels and motels	-	1,367	-	1,367	5,098	6,465	-
Golf courses	-	-	-	-	4,005	4,005	-
Commercial and industrial	-	-	108	108	16,830	16,938	-
Real estate - Residential:							
1-4 family residential	813	707	830	2,350	37,157	39,507	-
Construction and land loans	127	72	160	359	7,394	7,753	47
Consumer:							
Home equity lines of credit	196	-	36	232	7,332	7,564	-
Other	151	34	-	185	3,138	3,323	-
Total	$ 1,873	$ 2,993	$ 2,604	$ 7,470	$ 125,001	$ 132,471	$ 47

Impaired Loans

The accrual of interest on loans is discontinued when, in management's opinion, the borrower may be unable to meet payment obligations as they become due, as well as when required by regulatory provisions. When interest accrual is discontinued, all unpaid accrued interest is reversed. Interest income is subsequently recognized only to the extent cash payments are received in excess of principal due. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Loans are considered impaired when, based on current information and events, it is probable the Corporation will be unable to collect all amounts due in accordance with the original contractual terms of the loan agreement, including scheduled principal and interest payments. Impairment is evaluated on an individual loan basis for all loans. If a loan is impaired, a specific valuation allowance is allocated, if necessary, 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 the collateral. Interest payments on impaired loans are typically applied to principal unless collectibility of the principal amount is reasonably assured, in which case interest is recognized on a cash basis. Impaired loans, or portions thereof, are charged off when deemed uncollectible.

(000s omitted, except per share data)

Note 3 - Loans (Continued)

The following are schedules of impaired loans as of December 31, 2012 and 2011:

	As of and for the Year Ended December 31, 2012				
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment for the Year	Interest Income Recognized for the Year
With no related allowance recorded:					
Real estate - Commercial -					
Commercial real estate and other	$ 224	$ 553	$ -	$ 530	$ -
Commercial and industrial	120	235	-	98	-
Real estate - Residential:					
1-4 family residential	330	356	-	91	-
Construction and land loans	13	13	-	13	-
Consumer					
Total	$ 687	$ 1,157	$ -	$ 732	$ -
With an allowance recorded:					
Real estate - Commercial:					
Commercial real estate and other	$ 3,585	$ 3,585	$ 384	$ 2,075	$ 65
Golf courses	1,047	1,047	108	87	3
Commercial and industrial	17	17	8	19	-
Real estate - Residential -					
1-4 family residential	502	502	85	471	-
Consumer - Home equity lines of credit	44	44	32	22	-
Total	$ 5,195	$ 5,195	$ 617	$ 2,674	$ 68

	As of and for the Year Ended December 31, 2011				
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment for the Year	Interest Income Recognized for the Year
With no related allowance recorded:					
Real estate - Commercial:					
Commercial real estate and other	$ 1,222	$ 1,889	$ -	$ 1,297	$ 12
Hotels and motels	88	201	-	98	-
Real estate - Residential:					
1-4 family residential	346	367	-	392	11
Construction and land loans	13	25	-	49	-
Consumer - Home equity lines of credit	-	-	-	13	-
Total	$ 1,669	$ 2,482	$ -	$ 1,849	$ 23
With an allowance recorded:					
Real estate - Commercial -					
Commercial real estate and other	$ 248	$ 262	$ 96	$ 807	$ 3
Commercial and industrial	20	23	10	23	-
Real estate - Residential:					
1-4 family residential	760	785	90	530	22
Construction and land loans	100	114	56	60	1
Consumer - Home equity lines of credit	36	36	36	38	1
Total	$ 1,164	$ 1,220	$ 288	$ 1,458	$ 27

(000s omitted, except per share data)

Note 3 - Loans (Continued)

Nonaccrual Loans

Nonaccrual loan balances at December 31, 2012 and 2011 are as follows:

	2012	2011
Real estate - Residential:		
Commercial real estate and other	$ 1,157	$ 1,471
Hotels and motels	-	-
Golf courses	-	-
Commercial and industrial	137	108
Real estate - Residential:		
1-4 family residential	802	970
Construction and land loans	40	248
Consumer:		
Home equity lines of credit	44	36
Other	-	-
Total	$ 2,180	$ 2,833

Nonaccrual - Commercial loans include business installment loans and real estate construction loans. Loans on which interest and/or principal is 90 days or more past due are placed on nonaccrual status and any previously accrued but uncollected interest is reversed against income (current year) or charged to the allowance for loan and lease losses (prior year). Such loans will remain on a cash basis for the recognition of income until such time as the loan has remained current for a period of not less than six (6) months and it is determined an adequate propensity for timely payment to occur in the future. Past due is measured from the date through which interest is due or on which principal payment is due irrespective of the date on which the billing may have been rendered. Unless otherwise specified in the note or loan agreement, demand notes shall, for purposes of measuring past due status, have an interest due date no less frequently than once each calendar quarter. Other loans on which there is serious doubt as to collectibility are placed on nonaccrual because of past due status. Any loan whereby some or all of the balance has been charged off is placed on nonaccrual, unless it is part of an A B loan restructure. If the loan was on nonaccrual at the time of the restructure, it will remain in nonaccrual until such time as the above stated criteria is met. If the loan was not in nonaccrual at the time of the A B note restructuring and there is concrete evidence the payment structure will be met, the loan will not have to be placed in nonaccrual, provided the B portion has been charged off. Mortgages are placed on nonaccrual status when the account is three months (typically four payments) past due. All previously accrued but uncollected interest is reversed when the loan is placed on nonaccrual.

(000s omitted, except per share data)

Note 3 - Loans (Continued)

Troubled Debt Restructurings

A modification of a loan constitutes a troubled debt restructuring (TDR) when a borrower is experiencing financial difficulty and the modification constitutes a concession. The Company offers various types of concessions when modifying a loan; however, forgiveness of principal is rarely granted.

The following table presents information related to loans modified in a TDR during the year ended December 31, 2012:

	Number of Contracts Modified Within Last 12 Months	Pre-modification Outstanding Recorded Investment	Post-modification Outstanding Recorded Investment
Real estate - Commercial:			
Other	1	$ 1,590	$ 1,302
Golf courses	1	1,047	939
Total	2	$ 2,637	$ 2,241

There were no troubled debt restructurings modified within the last 12 months that subsequently defaulted as of December 31, 2012.

Note 4 - Loan Servicing

Loans serviced for others are not included in the accompanying consolidated balance sheet. The unpaid principal balances of mortgages and other loans serviced for others were $70,341 and $69,420 at December 31, 2012 and 2011, respectively.

The balance of capitalized servicing rights, net of valuation allowance, included in other assets at December 31, 2012 and 2011 was $432 and $395, respectively. The fair value of the capitalized servicing rights approximates the carrying value. The key economic assumptions used in determining the fair value of the mortgage servicing rights include an annual constant prepayment speed (CPR) of 17.6 and 16.2 percent for December 31, 2012 and 2011, respectively, and a discount rate of 8.1 percent for December 31, 2012 and 2011.

(000s omitted, except per share data)

Note 4 - Loan Servicing (Continued)

The following summarizes mortgage servicing rights capitalized and amortized, along with the aggregate activity in related valuation allowances:

	2012	2011
Mortgage-servicing rights capitalized	$ 227	$ 124
Mortgage-servicing rights amortized and closed	190	133
Valuation allowances - Balance at beginning of year	-	-

Note 5 - Bank Premises and Equipment

A summary of the cost and accumulated depreciation of premises and equipment is as follows:

	2012	2011
Buildings and improvements	$ 4,527	$ 4,263
Furniture and fixtures	2,883	2,860
Vault and equipment	300	300
Automobiles	122	77
Land	711	711
Total premises and equipment	8,543	8,211
Accumulated depreciation	(5,358)	(5,234)
Net premises and equipment	$ 3,185	$ 2,977

Depreciation expense for the years ended December 31, 2012 and 2011 amounted to $322 and $295, respectively.

Note 6 - Deposits

The following is a summary of the distribution of interest-bearing deposits at December 31:

	2012	2011
NOW accounts	$ 59,914	$ 54,429
Savings	17,870	15,881
Money market demand	1,154	1,037
Time:		
Under $100,000	30,930	35,429
$100,000 and over	12,924	12,515
Total interest-bearing deposits	$ 122,792	$ 119,291

(000s omitted, except per share data)

Note 6 - Deposits (Continued)

At December 31, 2012, the scheduled maturities of time deposits are as follows:

2013	$ 25,086
2014	9,686
2015	5,756
2016	1,467
2017	1,859
Total	$ 43,854

Note 7 - Short-term Borrowings

Short-term borrowings include securities sold under agreements to repurchase, which are classified as secured borrowings and generally mature within one or two years. Securities sold under agreements to repurchase are reflected at the amount of cash received in connection with the transaction. These agreements are collateralized by securities with a fair value of $10,497 as of December 31, 2012.

Discount Window Borrowings - The Bank has a discount window loan agreement with the Federal Reserve Bank that allows for advances. The advances are secured by investment securities with a fair value of approximately $1,031 and are generally due within 28 days from the date of the advance. The interest rate on the advances is based on the quoted federal reserve discount window rate (effective rate of 0.75 percent as of December 31, 2012). There were no outstanding advances at December 31, 2012 and 2011.

Note 8 - FHLB Advances

The Bank has advances from the Federal Home Loan Bank (FHLB). Interest rates range from 0.69 percent to 4.05 percent. The weighted average interest rate on fixed-rate borrowings was 1.64 percent. Interest is payable monthly. These advances contain varying maturity dates through April 20, 2015, with a weighted average maturity of approximately 1.3 years. The advances are collateralized by approximately $33,085 and $21,993 of mortgage loans as of December 31, 2012 and 2011, respectively, under a blanket collateral agreement. The outstanding balance of advances was $5,000 as of December 31, 2012 and 2011.

(000s omitted, except per share data)

Note 8 - FHLB Advances (Continued)

The advances are subject to prepayment penalties and the provisions and conditions of the credit policy of the Federal Home Loan Bank. Future obligations of the advances are as follows at December 31, 2012:

2013	$	2,000
2014		-
2015		3,000
Total	$	5,000

Note 9 - Income Taxes

The components of the net deferred tax asset, included in other liabilities, are as follows:

	2012	2011
Deferred tax assets:		
Allowance for loan losses	$ 515	$ 452
Capital loss carryforward	111	111
Accrued employee benefits	253	241
Nonaccrual loans	77	50
Depreciation	85	58
Other real estate	222	124
Other	34	29
Total deferred tax assets	1,297	1,065
Deferred tax liabilities:		
Prepaid assets	48	40
Net unrealized gain on securities available for sale	274	178
Servicing rights	147	134
Other	173	104
Total deferred tax liabilities	642	456
Net deferred tax asset	$ 655	$ 609

Allocation of income taxes between current and deferred portions is as follows:

	2012	2011
Current	$ 655	$ 356
Deferred	(142)	209
Total income tax expense	$ 513	$ 565

(000s omitted, except per share data)

Note 9 - Income Taxes (Continued)

The reasons for the differences between the income tax expense at the federal statutory income tax rate and the recorded income tax expense are summarized as follows:

	2012	2011
Income before income taxes	$ 2,061	$ 2,222
Income tax expense at federal statutory rate of 34 percent	$ 700	$ 755
Increases resulting from nondeductible expenses	1	20
Decreases resulting from nontaxable income	(188)	(210)
Net income tax expense	$ 513	$ 565

Note 10 - Benefit Plan

The Corporation has a 401(k) plan whereby a certain percentage of employees' contributions can be matched with discretionary contributions by the Corporation. Contributions to the plan for the years ended December 31, 2012 and 2011 were $51.

Note 11 - Fair Value of Financial Instruments

The fair value of a financial instrument is the current amount that would be exchanged between willing parties, other than in a forced liquidation. Fair value is best determined based upon quoted market prices. However, in many instances, there are no quoted market prices for the Corporation's various financial instruments. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the instrument. Certain financial instruments and all nonfinancial instruments are excluded from disclosure requirements. Accordingly, the aggregate fair value amounts presented may not necessarily represent the underlying fair value of the Corporation. See Note 16 for the disclosure related to fair value measurements.

The following methods and assumptions were used by the Corporation in estimating fair value disclosures for financial instruments:

Cash and Cash Equivalents - The carrying amounts of cash and cash equivalents approximate fair values.

Note 11 - Fair Value of Financial Instruments (Continued)

Deposits in Other Financial Institutions - The carrying amounts of interest-bearing deposits maturing within 90 days approximate their fair values. Fair values of other interest-bearing deposits are estimated using discounted cash flow analyses based on current rates for similar types of deposits.

Securities - Fair values of securities are based on quoted market prices. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities. The carrying value of Federal Home Loan Bank and Federal Reserve Bank stock approximates fair value based on the redemption provisions of the issuers.

Loans Receivable - For variable-rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values. Fair values for other loans are estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. Fair values of nonperforming loans are estimated using discounted cash flow analyses or underlying collateral values, where applicable.

Deposit Liabilities - The fair values disclosed for demand deposits are, by definition, equal to the amount payable on demand at the reporting date (i.e., their carrying amounts). The carrying amounts of variable-rate, fixed-term money market accounts and certificates of deposit approximate their fair values at the reporting date. Fair values for fixed-rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits.

Short-term Borrowings - The carrying amounts of borrowings under repurchase agreements maturing within 90 days approximate their fair values. Fair values of other short-term borrowings are estimated using discounted cash flow analyses based on the Corporation's current incremental borrowing rates for similar types of borrowing arrangements.

Borrowings - The fair values of the Corporation's other borrowings are estimated using discounted cash flow analyses based on the Corporation's current incremental borrowing rates for similar types of borrowing arrangements.

Accrued Interest - The carrying amounts of accrued interest approximate fair value.

Other Financial Instruments - The fair value of other financial instruments, including loan commitments and unfunded letters of credit, based on discounted cash flow analyses, is not material.

(000s omitted, except per share data)

Note 11 - Fair Value of Financial Instruments (Continued)

The estimated fair values and related carrying or notional amounts of the Corporation's financial instruments are as follows:

	2012		2011	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Financial assets:				
Cash and equivalents	$ 6,777	$ 6,777	$ 6,377	$ 6,377
Securities	39,292	39,292	32,188	32,188
Loans	128,330	131,762	130,611	133,330
Accrued interest receivable	458	458	518	518
Financial liabilities:				
Demand deposits	27,966	27,966	25,802	25,802
Interest-bearing deposits	122,792	121,073	119,291	119,509
FHLB advances	5,000	4,999	5,000	5,060
Short-term borrowings	7,300	7,250	7,619	7,485
Accrued interest payable	55	55	75	75

Note 12 - Off-balance-sheet Activities

Credit-related Financial Instruments - The Corporation is a party to credit-related financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit, standby letters of credit, and commercial letters of credit. Such commitments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the consolidated balance sheet.

The Corporation's exposure to credit loss is represented by the contractual amount of these commitments. The Corporation follows the same credit policies in making commitments as it does for on-balance-sheet instruments.

At December 31, 2012 and 2011, the following financial instruments were outstanding whose contract amounts represent credit risk:

	Contract Amount	
	2012	2011
Commitments to grant loans	$ 16,539	$ 16,126

Note 12 - Off-balance-sheet Activities (Continued)

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. The commitments for equity lines of credit may expire without being drawn upon. Therefore, the total commitment amounts do not necessarily represent future cash requirements. The amount of collateral obtained, if it is deemed necessary by the Corporation, is based on management's credit evaluation of the customer.

Unfunded commitments under commercial lines of credit, revolving credit lines, and overdraft protection agreements are commitments for possible future extensions of credit to existing customers. These lines of credit are collateralized and usually do not contain a specified maturity date and may not be drawn upon to the total extent to which the Corporation is committed.

Commercial and standby letters of credit are conditional commitments issued by the Corporation to guarantee the performance of a customer to a third party. Those letters of credit are used primarily to support public and private borrowing arrangements. Essentially all letters of credit issued have expiration dates within one year. The credit risk involved is extending loan facilities to customers. The Corporation generally holds collateral supporting those commitments if deemed necessary.

Collateral Requirements - To reduce credit risk related to the use of credit-related financial instruments, the Corporation might deem it necessary to obtain collateral. The amount and nature of the collateral obtained are based on the Corporation's credit evaluation of the customer. Collateral held varies but may include cash, securities, accounts receivable, inventory, property, plant, equipment, and real estate.

If the counterparty does not have the right and ability to redeem the collateral or the Corporation is permitted to sell or repledge the collateral on short notice, the Corporation records the collateral in its consolidated balance sheet at fair value with a corresponding obligation to return it.

Legal Contingencies - Various legal claims also arise from time to time in the normal course of business which, in the opinion of management, will have no material effect on the Corporation's consolidated financial statements.

Note 13 - Stock Option Plan

As of December 31, 2012, the Corporation has two share-based compensation plans which are described below. Options available for grant under the 1996 Nonemployee Director Stock Option Plan, the 1996 Employee Stock Option Plan, and the 1997 Nonemployee Director Discretionary Stock Option Plan have been issued. Some of the options issued under the 1996 and 1997 plans are exercisable by the participants until the end of the contractual terms.

(000s omitted, except per share data)

Note 13 - Stock Option Plan (Continued)

The Corporation's 2005 Nonemployee Director Stock Option Plan and 2005 Employee Stock Option Plan (the "Plans"), which are stockholder approved, permit the grant of stock options for up to 15,000 shares and 35,000 shares of common stock, respectively. The Corporation believes that such awards better align the interests of its employees with those of its stockholders. Option awards are generally granted with an exercise price equal to the market price of the entity's stock at the date of grant; those option awards generally vest immediately for nonemployees and over three years for employees and have 10-year contractual terms. Certain option awards provide for accelerated vesting if there is a change in control (as defined in the Plans). The compensation cost that has been charged against income for the Plans was approximately $12,000 for both 2012 and 2011. As of December 31, 2012, there were 4,350 shares available for grant in the 2005 Nonemployee Director Stock Option Plan and 12,900 shares available for grant in the 2005 Employee Stock Option Plan.

The Corporation uses a Black-Scholes formula to estimate the calculated value of its share-based payments. The volatility assumption used in the Black-Scholes formula is based on the volatility of the Corporation's stock price and dividend payments throughout the year. The Corporation calculated the historical volatility using the monthly closing total stock price for the one year immediately prior.

The weighted average assumptions used in the Black-Scholes model are noted in the following table. The Corporation uses historical data to estimate option exercise and employee termination within the valuation model. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

	2012	2011
Calculated volatility	10.00 %	12.00 %
Weighted average dividends	2.45 %	2.90 %
Expected term (in years)	7	8
Risk-free rate	1.37 %	2.59 %

(000s omitted, except per share data)

Note 13 - Stock Option Plan (Continued)

A summary of option activity under the Plans for the years ended December 31, 2012 and 2011 is presented below:

	2012		2011	
	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price
Options outstanding at beginning of year	53,946	$ 42.21	55,690	$ 40.08
Options granted	6,207	46.85	5,726	46.00
Options exercised	(3,293)	33.51	(7,470)	32.00
Options forfeited	(591)	53.75	-	-
Options outstanding at end of year	56,269	43.11	53,946	42.21
Exercisable at year end	54,469	43.00	51,872	42.06

The weighted average grant date calculated value of options granted during the years 2012 and 2011 was $2.95 and $4.50, respectively. The aggregate intrinsic value of options outstanding represents the total pretax intrinsic value that would have been received by the option holder had all option holders exercised their options on the balance sheet date. The aggregate intrinsic value on outstanding options as of December 31, 2012 was $277.

As of December 31, 2012, there was approximately $4 of total unrecognized compensation cost related to nonvested share-based compensation arrangements granted under the Plans. That cost is expected to be recognized over a weighted average period of 1.25 years.

Note 14 - Restrictions on Dividends, Loans, and Advances

Banking regulations place certain restrictions on dividends paid and loans or advances made by the Bank to the Corporation.

Prior approval of the Bank's federal regulator is required if the total dividends declared by the Bank in a calendar year exceed the sum of the net profits of the Bank for the preceding three years, less any required transfers to surplus. In addition, dividends paid by the Bank would be prohibited if the effect thereof would cause the Bank's capital to be reduced below applicable minimum standards.

Loans or advances made by the Bank to the Corporation are generally limited to 10 percent of the Bank's capital stock and surplus.

(000s omitted, except per share data)

Note 15 - Minimum Regulatory Capital Requirements

The Bank is subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of its assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios (set forth in the following table) of total and Tier 1 capital (as defined in the regulations) to risk-weighted assets (as defined) and of Tier 1 capital (as defined) to average assets (as defined). Management believes, as of December 31, 2012 and 2011, that the Bank met all capital adequacy requirements to which it is subject.

As of December 31, 2012, the most recent notification from the Bank's primary regulator categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, an institution must maintain minimum total risk-based, Tier 1 risked-based, and Tier 1 leverage ratios as set forth in the following tables. There are no conditions or events since the notification that management believes have changed the Bank's category. The Bank's actual capital amounts and ratios as of December 31, 2012 and 2011 are also presented in the table.

	Actual		For Capital Adequacy Purposes		To be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
As of December 31, 2012						
Total capital to risk-weighted assets - Bank	$ 24,571	18.5%	$ 10,626	8.0%	$ 13,282	10.0%
Tier 1 capital to risk-weighted assets - Bank	22,906	17.3	5,313	4.0	7,969	6.0
Tier I capital to average assets - Bank	22,906	11.9	7,714	4.0	9,643	5.0
As of December 31, 2011						
Total capital to risk-weighted assets - Bank	23,167	18.0	10,289	8.0	12,862	10.0
Tier 1 capital to risk-weighted assets - Bank	21,556	16.8	5,145	4.0	7,717	6.0
Tier I capital to average assets - Bank	21,556	11.6	7,440	4.0	9,300	5.0

Note 16 - Fair Value Measurements

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

The following tables present information about the Corporation's assets measured at fair value on a recurring basis at December 31, 2012 and 2011 and the valuation techniques used by the Corporation to determine those fair values.

In general, fair values determined by Level 1 inputs use quoted prices in active markets for identical assets that the Corporation has the ability to access.

Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets in active markets and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset. These Level 3 fair value measurements are based primarily on management's own estimates using pricing models, discounted cash flow methodologies, or similar techniques taking into account the characteristics of the asset.

In instances whereby inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Corporation's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

(000s omitted, except per share data)

Note 16 - Fair Value Measurements (Continued)

Assets Measured at Fair Value on a Recurring Basis at December 31, 2012

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance at December 31, 2012
Available-for-sale securities:				
U.S. government and federal agency	$ -	$ 9,126	$ -	$ 9,126
State and municipal	-	7,395	-	7,395
Deposits with other financial institutions	-	6,814	-	6,814
Mortgage-backed securities	-	7,020	-	7,020
Collateralized mortgage obligations	-	7,655	-	7,655
Total available-for-sale securities	$ -	$ 38,010	$ -	$ 38,010

Assets Measured at Fair Value on a Recurring Basis at December 31, 2011

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance at December 31, 2011
Available-for-sale securities:				
U.S. government and federal agency	$ 1,004	$ 11,655	$ -	$ 12,659
State and municipal	-	5,193	-	5,193
Corporate	-	1,006	-	1,006
Deposits with other financial institutions	-	3,796	-	3,796
Mortgage-backed securities	-	3,801	-	3,801
Collateralized mortgage obligations	-	4,451	-	4,451
Total available-for-sale securities	$ 1,004	$ 29,902	$ -	$ 30,906

(000s omitted, except per share data)

Note 16 - Fair Value Measurements (Continued)

The fair value of available-for-sale securities at December 31, 2012 was determined primarily based on Level 2 inputs. The Corporation estimates the fair value of these investment inputs include quoted prices for similar assets in active markets and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

The Corporation also has assets that under certain conditions are subject to measurement at fair value on a nonrecurring basis. These assets include impaired loans (see Note 3) and other real estate owned.

The change in fair value of impaired loans is recorded through the allowance for loan losses. The Corporation estimates the fair value of impaired loans based on Level 3 inputs which include the present value of expected future cash flows using management's best estimate of key assumptions. These assumptions include future payment ability, timing of payment streams, and estimated realizable values of available collateral (typically based on outside appraisals).

Other real estate owned assets are reported in the following table at initial recognition of impairment and on an ongoing basis until recovery or charge-off. At the time of foreclosure or repossession, real estate owned and repossessed assets are adjusted to fair value less estimated costs to sell, establishing a new cost basis. At that time, they are reported in the Corporation's fair value disclosures in the following nonrecurring tables:

Assets Measured at Fair Value on a Nonrecurring Basis at December 31, 2012

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance at December 31, 2012
Impaired loans	$ -	$ -	$ 5,882	$ 5,882
Foreclosed assets	-	-	3,103	3,103

Assets Measured at Fair Value on a Nonrecurring Basis at December 31, 2011

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance at December 31, 2011
Impaired loans	$ -	$ -	$ 2,833	$ 2,833
Foreclosed assets	-	-	2,285	2,285