

PEOPLES FINANCIAL SERVICES CORP/
Form 10-K
March 16, 2009

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

(X) ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2008,
or
() TRANSITION REPORT PURSUANT TO SECTION 13 or 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission file number 0-23863

PEOPLES FINANCIAL SERVICES CORP.
(Exact name of registrant as specified in its charter)
PENNSYLVANIA 23-2391852
(State of incorporation) (IRS Employer Identification No.)

82 FRANKLIN AVENUE, HALLSTEAD, PA 18822
(Address of principal executive offices) (Zip code)

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

Securities registered pursuant to Section 12(b) of the Act:
Title of each class Name of each exchange on which registered
None None
Securities registered pursuant to Section 12(g) of the Act:
COMMON STOCK (\$2 Par Value)
(Title of Class)

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 Act. Yes ___ No X

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

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

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

Large accelerated filer Accelerated filer Smaller reporting company
___- X Non-accelerated filer ___

(Do not check if smaller reporting company)

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

The aggregate market value of voting stock held by non-affiliates of the registrant is \$ 63,803,363 as of June 30, 2008

The aggregate dollar amount of the voting stock set forth equals the number of shares of the registrant's Common Stock outstanding, reduced by the amount of Common stock held by executive officers, directors, and shareholders owning in excess of 10% of the registrant's Common Stock, multiplied by the last sale price for the registrant's Common Stock at June 30, 2008. The information provided shall in no way be construed as an admission that the officer, director, or 10% shareholder in the registrant may be deemed an affiliate of the registrant or that such person is the beneficial owner of the shares reported as being held by him and any such inference is hereby disclaimed. The information provided herein is included solely for the record keeping purpose of the Securities and Exchange Commission.

COMMON STOCK

Number of shares outstanding as of December 31,	(\$2 Par Value)	3,131,181
2008	(Title of Class)	(Outstanding Shares)

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the 2009 Proxy Statement for the Registrant are incorporated by reference into Part III of this report.

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PART I

ITEM 1 BUSINESS

BRIEF HISTORY

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

The Company is engaged primarily in commercial and retail banking services and in businesses related to banking services through its subsidiaries, Peoples National Bank (“PNB” or the “Bank”), Peoples Advisors, LLC (“Advisors”) and Peoples Financial Capital Corporation. The Bank has two wholly owned subsidiaries, Peoples Financial Leasing, LLC and Peoples Investment Holdings, LLC. PNB was chartered in Hallstead, Pennsylvania in 1905 under the name of The First National Bank of Hallstead. In 1965, the Hop Bottom National Bank (chartered in 1910) merged with The First National Bank of Hallstead to form Peoples National Bank of Susquehanna County. In 2001, the Bank changed its name to Peoples National Bank. Advisors was formed in 2006 as a member-managed limited liability company for the purpose of providing investment advisory services to the general public. Peoples Financial Leasing, LLC, formed in 2007, is a subsidiary of the Bank and provides employee leasing services to the Bank. Peoples Investment Holdings, LLC, formed in 2007, is also a subsidiary of the Bank and its main activities are the maintenance and management of its intangible investments and the collection and distribution of the income from such investments or from tangible investments located outside of Delaware. Finally, Peoples Financial Capital Corporation which was also formed in 2007 is a subsidiary of the Company and its main activities are the maintenance and management of its intangible investments and the collection and distribution of the income from such investments or from tangible investments located outside of Delaware.

OPERATING SEGMENTS

The Company has one reportable operating segment, Community Banking, which consists of commercial and retail banking, and other non-reportable operating segments, as described in Note 1 of the Notes to Consolidated Financial Statements included on page 59 of this Report. The Segment Reporting information in Note 1 is incorporated by reference into this Item 1.

SUPERVISION AND REGULATION

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

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

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

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

Enforcement actions may include:

- the appointment of a conservator or receiver;
- the issuance of a cease and desist order;
- the termination of deposit insurance, the imposition of civil money penalties on the institution, its directors, officers, employees and institution affiliated parties;
- the issuance of directives to increase capital;
- the issuance of formal and informal agreements;
- the removal of or restrictions on directors, officers, employees and institution-affiliated parties; and
- the enforcement of any such mechanisms through restraining orders or any other court actions.

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

Limitations on Dividends and Other Payments

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

Permitted Non-Banking Activities

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

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

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

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

Under FRB policy, a bank holding company is expected to act as a source of financial strength to its subsidiary banks and to make capital injections into a troubled subsidiary bank, and the FRB may charge the bank holding company

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

Pennsylvania Law

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

Interstate Banking Legislation

The Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 were enacted into law on September 29, 1994. The law provides that, among other things, substantially all state law barriers to the acquisition of banks by out-of-state bank holding companies were eliminated effective September 29, 1995. The law also permits interstate branching by banks effective as of June 1, 1997, subject to the ability of states to opt-out completely or to set an earlier effective date.

FIRREA (Financial Institution Reform, Recovery, and Enforcement Act)

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

There are three levels of civil penalties under FIRREA.

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

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

FDICIA (Federal Deposit Insurance Corporation Improvement Act of 1991)

In December 1991, Congress enacted FDICIA which substantially revised the bank regulatory and funding provisions of the Federal Deposit Insurance Act and made significant revisions to several other federal banking statutes. FDICIA provides for, among other things:

- publicly available annual financial condition and management reports for financial institutions, including audits by independent accountants;
- the establishment of uniform accounting standards by federal banking agencies;
- the establishment of a “prompt corrective action” system of regulatory supervision and intervention, based on capitalization levels, with more scrutiny and restrictions placed on depository institutions with lower levels of capital;
- additional grounds for the appointment of a conservator or receiver; and
- restrictions or prohibitions on accepting brokered deposits, except for institutions which significantly exceed minimum capital requirements.

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

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

- "well capitalized";
- "adequately capitalized";
- "under capitalized";
- "significantly undercapitalized"; and
- "critically undercapitalized".

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

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

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

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

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

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

Risk-Based Capital Requirements

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

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

·"Tier 1", or core capital, includes common equity, perpetual preferred stock (excluding auction rate issues) and minority interest in equity accounts of consolidated subsidiaries, less goodwill and other intangibles, subject to certain exceptions.

·"Tier 2", or supplementary capital, includes, among other things, limited life preferred stock, hybrid capital instruments, mandatory convertible securities, qualifying subordinated debt, and the allowance for loan and lease losses, subject to certain limitations and less restricted deductions. The inclusion of elements of Tier 2 capital is subject to certain other requirements and limitations of the federal banking agencies.

Banks and bank holding companies subject to the risk-based capital guidelines are required to maintain a ratio of Tier 1 capital to risk-weighted assets of at least 4% and a ratio of total capital to risk-weighted assets of at least 8%. The appropriate regulatory authority may set higher capital requirements when particular circumstances warrant. As of December 31, 2008, PFSC's ratio of Tier 1 capital to risk-weighted assets stood at 12.26% and its ratio of total capital to risk-weighted assets stood at 13.10%. In addition to risk-based capital, banks and bank holding companies are required to maintain a minimum amount of Tier 1 capital to total assets, referred to as the leverage capital ratio, of at least 4.00%. As of December 31, 2008, the Company's leverage-capital ratio was 9.31%.

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

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

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

Interest Rate Risk

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

FDIC Insurance Assessments

As a FDIC member institution, PNB's deposits are insured to a maximum of \$250,000 per depositor through the Bank Insurance Fund ("BIF") that is administered by the FDIC and each institution is required to pay semi-annual deposit insurance premium assessments to the FDIC. Prior to 1997, only thrift institutions were subject to assessments to raise funds to pay the financing corporate bonds. On September 30, 1996, as part of the Omnibus Budget Act, Congress enacted the Deposit Insurance Funds Act of 1996, which recapitalized the Savings Association Insurance Fund ("SAIF") and provided that BIF deposits would be subject to 1/5 of the assessment to which SAIF deposits are subject for FICO bond payments through 1999. Beginning in 2000, BIF deposits and SAIF deposits were subject to the same assessment for FICO bonds. The FICO assessment for PNB for 2008 was \$.0112 for each \$100 of BIF deposits.

The FDIC adopted a risk-based deposit insurance assessment system that requires all FDIC-insured institutions to pay quarterly premiums beginning in 2007. Annual premiums range from 5 and 7 basis points of deposits for well-capitalized banks with the highest examination ratings to 43 basis points for undercapitalized institutions. Through the second quarter of 2008, the Bank had been able to offset the premium with an assessment credit of \$218,000 for premiums paid prior to 1996. The FDIC assessment for PNB for 2008 was \$.05799 for each \$100 of BIF deposits. FDIC insurance and assessments increased in 2008 by \$76,000 due to the additional risk-based premiums assessed to the Company.

The Company anticipates a significant increase in the cost of federal deposit insurance from current levels of five to seven basis points. The FDIC has recently proposed to increase the assessment rate for the most highly rated institutions to between 12 and 14 basis points for the first quarter of 2009 and to between 10 and 14 basis points thereafter. Assessment rates could be further increased if an institution's FHLB advances exceed 15% of deposits. The FDIC has also established a program under which it fully guarantees all non-interest bearing transaction accounts and senior unsecured debt of a bank or its holding company. The Bank elected to opt out of the debt guarantee program but opted into the deposit guarantee program and will be assessed ten basis points for non-interest bearing transaction account balances in excess of \$250,000. This additional premium is not expected to be significant. The FDIC has further proposed to collect a special assessment of 20 basis points based on insured deposits as of June 30, 2009. This special assessment will be payable on September 30, 2009.

Community Reinvestment Act

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

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

The Bank had its last CRA compliance examination in 2008 and received a “satisfactory” rating.

Concentration

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

Monetary Policy

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

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

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

RECENT LEGISLATION

USA Patriot Act of 2001

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

Financial Services Modernization Legislation

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

The GLB also permits national banks to engage in expanded activities through the formation of financial subsidiaries. A national bank may have a subsidiary engaged in any activity authorized for national banks directly or any financial activity, except for insurance underwriting, insurance investments, real estate investment or development, or merchant

banking, which may only be conducted through a subsidiary of a financial holding company. Financial activities include all activities permitted under new sections of the Bank Holding Company Act or permitted by regulation.

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

Sarbanes-Oxley Act of 2002

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

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

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

Regulation W

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

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

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

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

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

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

Legislation and Regulatory Changes

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

MARKET AREAS

The PNB market areas are in the northeastern part of Pennsylvania with the primary focus being Susquehanna and Wyoming Counties. With the addition of an office in Conklin, Broome County, New York in 2003, and offices in the Village of Deposit and Town of Chenango, both in Broome County, New York, in 2005, Broome County is part of the Bank's market area, particularly the Southern Tier that encompasses the towns of Conklin, Kirkwood, Windsor, and Deposit. The Bank's market area was expanded further in 2008 with the addition of the Glenburn Township office. This gave PNB its first physical presence in Lackawanna County, serving the northern end of the county including the Clarks Summit area. In addition, parts of Wayne and Bradford Counties in Pennsylvania that border Susquehanna and Wyoming Counties are also considered part of the PNB market area.

The PNB market area is situated between:

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

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

The majority of our offices are located in counties that would be considered sparsely populated, as they are made up of many small towns and villages. The latest population figures show Susquehanna County at approximately 42,000 and Wyoming County at approximately 28,000 residents. Neither county is experiencing growth. Broome County has approximately 196,000 residents and continues to experience a population decline. The economy of Broome County has lost many manufacturing jobs in the past twenty to twenty-five years. This trend continues. Fortunately, the new employment centers are in the Town of Conklin and the neighboring Town of Kirkwood. Both towns border Susquehanna County, Pennsylvania. Lackawanna County has approximately 210,000 residents. Interstate 81 runs north and south through the eastern half of Susquehanna County and has brought an influx of people from New Jersey and the Philadelphia area. These people have purchased homes and land to build homes that are used as vacation/recreation retreats and, quite often, become retirement homes.

BUSINESS

Lending Activities

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

The commercial loans offered by PNB include:

- commercial real estate loans;
- working capital;
- equipment and other commercial loans;
- construction loans;

- SBA guaranteed loans; and
- agricultural loans.

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

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

Consumer loans offered by PNB include:

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

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

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

Residential mortgage products include adjustable-rate as well as conventional fixed-rate loans. Terms vary from 1, 5, and 10-year adjustable rate loans to 5, 10, 15, 20, and 30-year fully amortized fixed rate loans. Bi-weekly payment plans are also available. Personal secured and unsecured revolving lines of credit with variable interest rates and principal amounts ranging from \$1,000 to \$10,000 are offered to credit-worthy customers. The largest segment of PNB's installment loan portfolio is fixed-rate loans. Most are secured either by automobiles, motorcycles, snowmobiles, boats, other personal property, or by liens filed against real estate. These loans are generally available in terms of up to 15 years with automobile loans having maturities of up to 60 months and real estate loans having maturities up to 15 years. Loans secured by other collateral usually require a maturity of less than 60 months. Home equity products include both fixed-rate term products and also an open-end revolving line of credit with a maximum loan-to-value ratio of 80% of current appraisal. A special MGIC program now offered through the Bank, allows for loans of up to 95% of the appreciated value for qualified applicants. Credit checks, credit scoring, and debt-to-income ratios within preset parameters are used to qualify borrowers.

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

Loan growth remained steady in 2008 when compared to 2007 and 2006. Industry standard debt-to-income ratios and credit checks are used to qualify borrowers on all consumer loans. Managers, assistant managers, and customer service officers have retail lending authorities at each of the full-service branch office locations. PNB has centralized loan administration at its operations/administrative offices where mortgage underwriting and loan review and analysis take place.

Loan Approval

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

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

Deposit Activities

PNB offers a full range of deposit and banking services including commercial checking products, cash management services, retirement accounts such as Individual Retirement Accounts ("IRA"), retail deposit services such as certificates of deposit, money market accounts, savings accounts, a variety of ancillary checking account products such as automated teller machines ("ATM's"), point of sale ("POS"), automated clearing house ("ACH") originations, remote deposit capture ("RDC") as well as other miscellaneous services.

These miscellaneous services would include:

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

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

Investment Products

In 1999, PNB entered into an agreement with T.H.E. Financial Services to sell investment products. In September of 2003, T.H.E. Financial Services was acquired by Financial Network Investment Corporation (FNIC) of Torrance, California. PNB signed a contract dated September 29, 2003 with FNIC. PNB discontinued broker-dealer services with FNIC and contracted with Uvest Financial Services, Charlotte, North Carolina, effective September 6, 2005. In 2005, Peoples Financial Services Corp. formed Peoples Advisors, LLC ("Advisors") as a member-managed limited liability company under the laws of the Commonwealth of Pennsylvania, to be a wholly owned subsidiary of the Corporation, for the purpose of providing investment advisory services to the general public.

Investment Portfolio and Activities

PNB's investment portfolio has several objectives.

- A key objective is to provide a balance in PNB's asset mix of loans and investments consistent with its liability structure, and to assist in management of interest rate risk. The investments augment PNB's capital position in the risk-based capital formula, providing the necessary liquidity to meet fluctuations in credit demands of the community and also fluctuations in deposit levels.

- In addition, the portfolio provides collateral for pledging against public funds, and a reasonable allowance for control of tax liabilities.

- Finally, the investment portfolio is designed to provide income for PNB.

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

Competition

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

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

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

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

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

SEASONALITY

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

CRITICAL ACCOUNTING POLICIES

Disclosure of the Company's significant accounting policies is included in Note 1 to the Consolidated Financial Statements. Some of these policies are particularly sensitive requiring significant judgments, estimates and assumptions to be made by management. Additional information is contained in Management's Discussion and Analysis for these issues, including the provision and allowance for loan losses, which are located in Note 3 to the Consolidated Financial Statements; the valuation of real estate acquired in connection with foreclosures or in satisfaction of loans; determination of other-than-temporary impairment losses on securities, which is located in Note 2 to the Consolidated Financial Statements; the valuation of deferred tax assets, which is located in Note 9 to the consolidated financial statements; and the potential impairment of restricted stock, which is located in Note 2 to the consolidated financial statements.

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

value of future cash flows and other relevant factors. In estimating the valuation of real estate acquired in connection with foreclosure or in satisfaction of loans, management considers current economic conditions and appraised values of collateral, if collateral dependent. When determining if there is other-than-temporary impairment losses on securities, management considers (1) the length of time and the extent to which the fair value has been less than costs (2) the financial condition and near-term prospects of the issuer, and (3) the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value.

INTERNET ADDRESS DISCLOSURES

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

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

STATISTICAL DISCLOSURES

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

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

ITEM 1A RISK FACTORS

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

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

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

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

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

Despite our underwriting criteria, we may experience loan delinquencies and losses. In order to absorb losses associated with nonperforming loans, we maintain an allowance for loan losses based on, among other things, historical experience, an evaluation of economic conditions, and regular reviews of delinquencies and loan portfolio quality. Determination of the allowance inherently involves a high degree of subjectivity and requires us to make

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

Competition may decrease our growth or profits.

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

We may be adversely affected by government regulation.

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

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

Environmental liability associated with lending activities could result in losses.

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

Failure to implement new technologies in our operations may adversely affect our growth or profits.

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

An investment in our common stock is not an insured deposit.

Our common stock is not a bank deposit and, therefore, is not insured against loss by the Federal Deposit Insurance Corporation, commonly referred to as the FDIC, or any other deposit insurance fund or by any other public or private

entity. Investment in our common stock is subject to the same market forces that affect the price of common stock in any company.

Our legal lending limits are relatively low and restrict our ability to compete for larger customers.

At December 31, 2008, our lending limit per borrower was approximately \$6,100,000 or approximately 15% of our unimpaired capital. Accordingly, the size of loans that we can offer to potential borrowers (without participation by other lenders) is less than the size of loans that many of our competitors with larger capitalization are able to offer. Our legal lending limit also impacts the efficiency of our lending operation because it tends to lower our average loan size, which means we have to generate a higher number of transactions to achieve the same portfolio volume. We may engage in loan participations with other banks for loans in excess of our legal lending limits. However, there can be no assurance that such participations will be available at all or on terms which are favorable to us and our customers.

Market conditions may adversely affect our fee based investment business.

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

ITEM 1B UNRESOLVED STAFF COMMENTS

NONE.

ITEM 2 PROPERTIES

PNB has four full-service banking offices in Susquehanna County that are located in:

- Borough of Susquehanna Depot;
- Hallstead Plaza, Great Bend Township;
- Borough of Hop Bottom; and
- Montrose, Bridgewater Township.

PNB's presence in Wyoming County, Pennsylvania had been limited to a de novo branch in Nicholson, which opened in 1992, until the purchase of the two Mellon bank offices in 1997. The Wyoming County locations are:

- Borough of Nicholson;
- Meshoppen Township; and
- Tunkhannock Borough.

PNB has entered into Lackawanna in 2008 with a de novo branch in Glenburn. The Lackawanna County location is:

- Glenburn Township.

The administrative/operations office of the Company and PNB is located at 82 Franklin Avenue, Hallstead, Pennsylvania. The following departments are located at that office:

- commercial, mortgage and consumer lending operations;
- executive offices;
- marketing department;
- human resources department;
- deposit account support services;
- data processing services; and
- corporate accounting.

PNB began expanding its branch locations into New York in 2002. The latest updates on these expansions are:

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

All offices are owned in fee title by PNB with the exception of the Hallstead Plaza, Meshoppen and Town of Chenango offices. The Hallstead Plaza and Meshoppen offices are subject to ground leases; and the Front Street office is subject to a building lease. Each lease is either long-term expiring in September 2028 or includes renewal options. Current lease payments range from \$3,296 to \$38,496 annually. The leases provide that the Bank pay property taxes, insurance, and maintenance costs. Eleven of the twelve offices provide drive-up banking services and ten offices have 24-hour ATM services.

ITEM 3 LEGAL PROCEEDINGS

The Company is subject to lawsuits and claims arising out of its business. In the opinion of the Company's management, after review and consultation with counsel, any proceedings that may arise should not result in judgments, which, in the aggregate, would have a material adverse effect on the Company's consolidated financial statements.

ITEM 4 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

NONE.

PART II

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

The Company's Common Stock is not listed on an exchange or quoted on the National Association of Securities Dealers, Inc. Automated Quotation system (NASDAQ). The Company's common stock is traded sporadically in the over-the-counter market and, accordingly, there is no established public trading market at this time. The Company's stock is listed on the OTC Bulletin Board under the symbol PFIS. The cusip number is 711040-10-5. The investment firms of Boenning & Scattergood, Inc. from West Conshohocken, Pennsylvania, and Ryan Beck from Livingston, New Jersey, make a limited market in the Company's common stock. The Company, and previously the Bank, have continuously paid dividends for more than 100 years and it is the intention to pay dividends in the future. However, future dividends must necessarily depend upon earnings, financial condition, appropriate legal restrictions, and other factors at the time that the Board of Directors considers dividend payments. As of December 31, 2008, there were 33,549 outstanding options to purchase the Company's common stock. See Note 8 of the Consolidated Financial Statements for more information. Book value of common stock at December 31, 2008, was \$12.69 and on December 31, 2007, it was \$13.62. As of December 31, 2008, the Company had approximately 1,093 shareholders of record. At such date, 3,131,181 shares of Common Stock were outstanding.

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

COMPANY STOCK

	2008			2007		
	Price Range		Dividends Declared	Price Range		Dividends Declared
	Low	High		Low	High	
First Quarter	\$ 22.00	\$ 26.30	\$.19	\$ 25.50	\$ 28.00	\$.19
Second Quarter	\$ 22.50	\$ 25.05	\$.19	\$ 26.05	\$ 30.50	\$.19
Third Quarter	\$ 22.35	\$ 25.50	\$.19	\$ 27.60	\$ 30.00	\$.19
Fourth Quarter	\$ 18.05	\$ 24.00	\$.19	\$ 26.30	\$ 30.00	\$.19

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

	(a)	(b)	(c)
	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans {excluding securities reflected in column (a) }*
Equity compensation plans approved by stockholders	33,549	\$ 21.78	65,751
Equity compensation plans not approved by stockholders	0	0	0
Total	33,549	\$ 21.78	65,751

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

The following table discloses the purchases made by the Company of shares of its common stock in the fourth quarter of 2008.

MONTH	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Maximum number of shares that may yet be purchased under the plans or programs (1)
October 1, 2008 – October 31, 2008	0	\$ 0	0	65,751
November 1, 2008 – November 30, 2008	0	\$ 0	0	65,751
December 1, 2008 – December 31, 2008	0	\$ 0	0	65,751
Total	0	\$ 0	0	

(1) On July 2, 2001, the Board of Directors authorized the repurchase of 158,931 shares of the Corporation's common stock outstanding from shareholders.

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

ITEM 6 SELECTED FINANCIAL DATA

Consolidated Financial Highlights

(Dollars In Thousands, except Per Share Data)

	At and For the Years Ended December 31,				
	2008	2007	2006	2005	2004
Net Income	\$ 3,039	\$ 4,871	\$ 4,129	\$ 4,476	\$ 4,453
Return of Average Assets	0.68%	1.17%	1.03%	1.16%	1.18%
Return on Average Equity	7.53%	11.85%	10.55%	11.37%	10.84%
Shareholders' Value					
Earnings per Share, Basic	\$ 0.97	\$ 1.55	\$ 1.31	\$ 1.42	\$ 1.41
Earnings per Share, Diluted	0.97	1.55	1.31	1.41	1.40
Regular Cash Dividends	0.76	0.76	0.76	0.76	0.73
Special Cash Dividends	0.00	0.00	0.00	1.00	0.00
Book Value	12.69	13.64	13.16	12.55	13.42
Market Value at End of the Year	18.05	26.30	26.00	31.45	36.00
Market Value/Book Value Ratio	142.24%	192.82%	197.57%	250.60%	268.26%
Price Earnings Multiple	18.61X	16.97X	19.85X	22.14X	25.59X
Dividend Payout Ratio	78.35%	48.92%	57.93%	53.50%	51.91%
Dividend Yield	4.21%	2.89%	2.94%	2.42%	2.03%
Safety and Soundness					
Stockholders' Equity/Asset Ratio	8.41%	9.85%	9.91%	10.13%	11.16%
Allowance for Loan Loss as a Percent of Loans	0.95%	0.84%	0.66%	0.92%	1.12%
Net Charge Offs/Total Loans	0.05%	(0.13%)	0.33%	0.29%	0.17%
Allowance for Loan Loss/Nonaccrual Loans	498.67%	620.51%	402.70%	206.62%	132.77%
Allowance for Loan Loss/Non-performing Loans	58.68%	620.51%	248.89%	183.74%	116.29%
Balance Sheet Highlights					
Total Assets	\$ 472,376	\$ 434,434	\$ 416,268	\$ 391,198	\$ 379,375
Total Investments	110,247	112,746	110,302	108,313	113,598
Net Loans	313,606	288,601	269,383	256,870	242,075
Allowance for Loan Losses	3,002	2,451	1,792	2,375	2,739
Short-term Borrowings	18,432	22,848	12,574	17,842	14,614
Long-term Borrowings	39,691	38,534	36,525	34,770	46,034
Total Deposits	371,268	327,430	323,613	296,962	274,775
Stockholders' Equity	39,720	42,805	41,240	39,616	42,354

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

This consolidated review and analysis of Peoples Financial Services Corp. (the Company) is intended to assist the reader in evaluating the Company's performance for the years ending December 31 2008, 2007, and 2006. The information should be read in conjunction with the consolidated financial statements and the accompanying notes to those statements.

Peoples Financial Services Corp. (the Company) is the one-bank holding company of Peoples National Bank (the Bank), which is wholly owned by the Company. The Company and the Bank derive their primary income from the operation of a commercial bank, including earning interest on loans and investment securities. The Bank incurs interest expense in relation to deposits and other borrowings. The Bank operates eleven full-service branches in the Hallstead Shopping Plaza, Hop Bottom, Montrose, Susquehanna, Nicholson, Tunkhannock, Meshoppen, and Glenburn Pennsylvania and Conklin, Village of Deposit and Town of Chenango, Broome County, New York. The Bank has on-site automated teller machines at all offices except Hop Bottom and Meshoppen. The administrative offices and operations offices are located in Hallstead, Pennsylvania. Principal market areas are Susquehanna, Wyoming Counties and northern Lackawanna County in Pennsylvania and the Southern Tier of Broome County, New York and the bordering areas of those counties. As of December 31, 2008, the Bank employed 113 full-time employees and 26 part-time employees.

Forward Looking Statements

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

Critical Accounting Policies

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

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

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

The Company considers current economic conditions and the appraised value of any underlying collateral when determining the estimated value of foreclosed properties. In determining the necessity of recording an other-than-temporary impairment on securities owned by the Company, three main characteristics are considered; the length of time and extent to which a security has been "under water", the financial condition and current outlook of the issuer and finally, the intent and ability of the Company to hold the security until such a time in which there is a full recovery in fair value.

In estimating other-than-temporary impairment losses on securities, the Company considers 1) the length of time and extent to which the fair value has been less than cost 2) the financial condition of the issuer and 3) the intent and ability of the Company to hold the security to allow for a recovery to fair value. The Company believes that the unrealized losses, at December 31, 2008 and 2007 represent temporary impairment of the securities.

The deferred income taxes reflect temporary differences in the recognition of the revenue and expenses for tax reporting and financial statement purposes, principally because certain items are recognized in different periods for financial reporting and tax return purposes. Although realization is not assured, the Company believes it is more likely than not that all deferred tax assets will be realized.

Restricted stock which represents required investment in the common stock of correspondent banks is carried at cost and as of December 31, 2008 and 2007, consists of the common stock of Federal Home Loan Bank of Pittsburgh. In December 2008, the FHLB of Pittsburgh notified member banks that it was suspending dividend payments and the repurchase of capital stock.

Management evaluates the restricted stock for impairment in accordance with Statement of Position (SOP)01-6, Accounting by Certain Entities (Including Entities With Trade Receivables) That Lend to or Finance the Activities of Others. Management's determination of whether these investments are impaired is based on their assessment of the ultimate recoverability of their cost rather than by recognizing temporary decline in value. The determination of whether a decline affects the ultimate recoverability of their cost is influenced by criteria such as (1) the significance of the decline in net assets of the FHLB as compared to the capital stock amount for the FHLB and length of time this situation has persisted, (2) 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, and (3) the impact of legislative and regulatory changes on institutions and, accordingly, on the customer base of the FHLB. Management believes no impairment charge is necessary related to the restricted stock as of December 31, 2008.

Prior to January 1, 2006 and as previously permitted by SFAS No. 123, the Company accounted for stock-based compensation in accordance with Accounting Principles Board Opinion (APB) No. 25. Under APB No. 25, no compensation expense was recognized in the income statement related to any option granted under the Company stock option plans. In December 2004, the Financial Accounting Standards Board (FASB) issued Statement No. 123(R), "Share-Based Payment." Statement No. 123(R) replaced Statement No. 123, "Accounting for Stock-Based Compensation," and superseded APB Opinion No. 25, "Accounting for Stock Issued to Employees." Statement No. 123(R) requires compensation costs related to share-based payment transactions to be recognized in the financial statements over the period that an employee provides service in exchange for the award. Public companies were required to adopt the new standard using a modified prospective method and were given the option of restating prior periods using the modified retrospective method. The Bank did not elect to use the modified retrospective method. Under the modified prospective method, companies are required to record compensation cost for new and modified awards over the related vesting period of such awards prospectively and record compensation cost prospectively for the unvested portion, at the date of adoption, of previously issued and outstanding awards over the remaining vesting period of such awards. No change to prior periods presented is permitted under the modified prospective method. Statement No. 123(R) became effective for annual reporting periods beginning after December 15, 2005. Adopting Statement No. 123(R) on January 1, 2006 using the modified prospective method, the Company incurred total stock-based compensation expense, net of related tax effects, in the amount of \$1,000, \$3,000, and \$3,000 for the years ended December 31, 2008, 2007, and 2006 respectively.

RESULTS OF OPERATIONS

Net Interest Income

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

The following table shows the net interest income on a fully-tax-equivalent basis for each of the three years ended December 2008, 2007, and 2006.

TABLE 1

Net Interest Income (In Thousands)

	Year-Ended December 31,		
	2008	2007	2006
Total Interest Income	\$ 25,479	\$ 24,611	\$ 22,698
Tax Exempt Loans	518	486	439
Non-Taxable Securities	892	885	764
Total Tax Equivalent Adjustment	1,410	1,371	1,203
Total Tax Equivalent Interest Income	26,889	25,982	23,901
Total Interest Expense	9,154	11,105	10,797
Net Interest Income (Fully Tax Equivalent Basis)	\$ 17,735	\$ 14,877	\$ 13,104

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

in rate or changes in volume.

TABLE 2

Distribution of Assets, Liabilities and Stockholders' Equity
Interest Rates and Interest Differential
(Dollars In Thousands)

	Year Ended December 31, 2008			Year Ended December 31, 2007			Year Ended December 31, 2006		
ASSETS	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate
Loans									
Real Estate	\$ 117,635	\$ 7,602	6.46%	\$ 115,490	\$ 7,615	6.59%	\$ 110,972	\$ 7,136	6.43%
Installment	16,815	1,303	7.75%	17,143	1,442	8.41%	17,210	1,417	8.23%
Commercial	140,903	9,917	7.04%	123,854	9,424	7.61%	118,904	8,532	7.18%
Tax Exempt	22,913	1,005	6.65%	21,165	943	6.75%	20,051	853	6.45%
Other Loans	469	44	9.38%	467	57	12.21%	473	58	12.26%
Total Loans	298,735	19,871	6.83%	278,119	19,481	7.18%	267,610	17,996	6.89%
Investment Securities (AFS)									
Taxable	67,897	3,771	5.55%	65,438	3,351	5.12%	65,202	3,032	4.65%
Non-Taxable	42,859	1,731	6.12%	44,192	1,717	5.89%	39,435	1,484	5.70%
Total Securities	110,756	5,502	5.77%	109,630	5,068	5.43%	104,637	4,516	5.05%
Time Deposits With									
Other Banks	1,186	26	2.19%	315	18	5.71%	932	53	5.69%
Fed Funds Sold	6,817	80	1.17%	723	44	6.09%	2,467	133	5.39%
Total Earning Assets	417,494	25,479	6.44%	388,787	24,611	6.68%	375,646	22,698	6.36%
Less: Allowance for Loan Losses	(2,599)			(2,025)			(2,344)		
Cash and Due from Banks	6,851			6,639			6,768		
Premises and Equipment, Net	6,227			5,712			7,816		
Other Assets	19,741			17,690			12,899		
Total Assets	\$ 447,714			\$ 416,803			\$ 400,785		
LIABILITIES AND STOCKHOLDERS' EQUITY									
Deposits									
Interest Bearing									
Demand	\$ 28,871	284	0.98%	\$ 25,341	290	1.14%	\$ 25,462	262	1.03%
Regular Savings	94,019	1,219	1.30%	106,969	3,311	3.10%	95,360	3,135	3.29%
Money Market Savings	33,858	600	1.77%	35,355	1,089	3.08%	37,747	1,446	3.83%
Time	132,313	4,923	3.72%	102,643	4,329	4.22%	102,195	3,905	3.82%
Total Interest Bearing Deposits	289,061	7,026	2.43%	270,308	9,019	3.34%	260,764	8,748	3.35%
Other Borrowings	58,368	2,128	3.65%	50,183	2,086	4.16%	48,878	2,049	4.19%

Total Interest									
Bearing Liabilities	347,429	9,154	2.63%	320,491	11,105	3.46%	309,642	10,797	3.49%
Net Interest Spread		\$ 16,325	3.81%		\$ 13,506	3.22%		\$ 11,901	2.88%
Non-Interest									
Bearing									
Demand Deposits	56,778			52,613			49,888		
Accrued Expenses									
and									
Other Liabilities	3,173			2,604			2,135		
Stockholders'									
Equity	40,334			41,095			39,120		
Total Liabilities and									
Stockholders'									
Equity	\$ 447,714			\$ 416,803			\$ 400,785		
Interest									
Income/Earning									
Assets			6.44 %			6.68%			6.36%
Interest									
Expense/Earning									
Assets			2.19 %			2.86%			2.87%
Net Interest Margin			4.25 %			3.82%			3.49%

TABLE 3

Rate/Volume Analysis of Changes in Net Interest Income
(In Thousands)

	2008 to 2007			2007 to 2006		
	Increase (Decrease)	Change Due to Rate	Volume	Increase (Decrease)	Change Due to Rate	Volume
Interest Income						
Real Estate Loans	\$ (13)	\$ (152)	\$ 139	\$ 479	\$ 181	\$ 298
Installment Loans	(139)	(114)	(25)	25	31	(6)
Commercial Loans	493	(707)	1,200	892	515	377
Tax Exempt Loans	62	(15)	77	90	15	75
Other Loans	(13)	(13)	0	(1)	0	(1)
Total Loans	390	(1,001)	1,391	1,485	742	743
Investment Securities (AFS)						
Taxable	420	283	137	319	307	12
Non-Taxable	14	68	(54)	233	(47)	280
Total Securities (AFS)	434	351	83	552	260	292
Time Deposits with Other Banks	8	(11)	19	(35)	0	(35)
Fed Funds Sold	36	(36)	72	(89)	20	(109)
Total Interest Income	868	(697)	1,565	1,913	1,022	891
Interest Expense						
Interest Bearing Demand Deposits	(6)	(41)	35	28	29	(1)
Regular Savings Deposits	(2,092)	(1,924)	(168)	176	(183)	359
Money Market Savings Deposits	(489)	(462)	(27)	(357)	(283)	(74)
Time Deposits	594	(510)	1,104	424	405	19
Total Interest Bearing Deposits	(1,993)	(2,937)	944	271	(32)	303
Other Borrowings	42	(256)	298	37	(17)	54
Total Interest Expense	(1,951)	(3,193)	1,242	308	(49)	357
Net Interest Spread	\$ 2,819	\$ 2,496	\$ 323	\$ 1,605	\$ 1,071	\$ 534

Interest income on total loans increased in 2008. This increase of \$390,000 is shown in Table 3. The table shows that there was an increase of \$1,391,000 due to volume and the drop in interest rates attributed a decrease in income of \$1,001,000 in 2008. This compares to an increase of \$743,000 due to volume and \$742,000 due to increases in rate in 2007. Lower interest rates in 2008 had a severe impact on the Bank's interest income mitigated by loan growth. To view the loan portfolio growth numbers and interest yields see Table 2 which shows the average balance in loans increased from \$278,119,000 in 2007 to \$298,735,000 in 2008 and the yield in loans dropped from 7.18% in 2007 to 6.83% in 2008.

In 2008, interest income on securities increased \$434,000 year over year from 2007. Table 3 shows that higher rates added \$351,000 to that interest income, and the increase in the average balance added another \$83,000 to income. The average investments as shown in Table 2 were \$110,756,000 in 2008 compared to \$109,630,000 in 2007. In comparison, in 2007 interest income on securities increased \$552,000 year over year with a \$260,000 gain due to higher rates and an increase of \$292,000 due to volume.

Interest income from federal funds sold increased \$36,000 from 2007 to 2008 because of higher balances maintained in 2008. The change in interest income from fed funds sold in the previous year, from 2007 to 2006, was largely due to decreases in balances rather than rate. Average federal funds sold balance was \$6,817,000 in 2008 compared to \$723,000 in 2007. Average federal funds sold were \$2,467,000 in 2006. Interest income from time deposits with other banks also increased \$8,000 in 2008 primarily due to higher balances.

On the interest expense side, overall interest expenses decreased by \$1,951,000. Of this total, \$3,193,000 was directly attributable to reductions in interest rates. In 2008, the bank had significant deposit growth at a cost of \$944,000 in additional interest expense for those deposits. In 2007, interest expense increased \$308,000 from the previous year. Of this increase \$303,000 was due to growth in deposit accounts and \$32,000 was due to reduction in interest rates. The average balance in interest earning deposits was \$270,308,000 in 2007 as compared to \$289,061,000 in 2008. Other borrowed funds costs also increased in 2008. The total increase was \$42,000 of which \$298,000 was due to volume and \$256,000 was saved on rate. In 2007, Other Borrowings expense increased \$37,000. Of this increase \$54,000 was due to the growth in borrowed funds and \$17,000 was saved due to lower rates. The average balance of borrowed funds was \$50,183,000 in 2007 compared to \$58,368,000 in 2008.

The last line in Table 3 shows that the net interest spread increased \$2,819,000 in 2008 compared to an increase of \$1,605,000 in 2007. Table 3 shows the positive impact that rate changes had on net interest income in both years contributing \$1,071,000 in 2007 and \$2,496,000 in 2008. Net growth also remained positive in both years contributing an additional \$534,000 in 2007 and \$323,000 in 2008 to income.

PROVISION FOR LOAN LOSSES

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

The provision for loan losses was \$713,000, \$280,000 and \$302,000 for the years 2008, 2007, and 2006, respectively. Net charge-offs for 2008 were \$162,000 compared to net recoveries of (\$379,000) in 2007. As of December 31, 2008, the allowance for loan loss was .95% of loans and at December 31, 2007, the ratio was .84% of loans. After allocation of reserves to all non-accrual and special-mention loans, as well as applying a percentage to outstanding loans based on the loss history of such loans in each category, the opinion of management was that the allowance for loan losses was proper and sufficient. The allowance for loan losses is maintained at a level considered adequate to provide for losses that can be reasonably anticipated. Management's periodic evaluation of the adequacy of the allowance is based on the Bank's past loan loss experience, known or inherent risks in the portfolio, adverse situations that may affect the borrower's ability to repay, the estimated value of any underlying collateral, composition of the loan portfolio, current economic conditions and other relevant factors. Management believed that certain risks, primarily current economic conditions, warranted an increase in the allowance for loan losses for the year ended December 31, 2008. The ratio of allowance for loan loss to non-performing loans was 58.68% at year end 2008 compared to 620.51% at year end 2007 and 248.89% at year end 2006.

The following table analyzes the increase in total other income by comparing the years 2008, 2007 and 2006.

TABLE 4

Non-Interest Income
(Dollars In Thousands)

	Year Ended December 31,			Variance 2008		Variance 2007	
	2008	2007	2006	Amount Of Change	Percent Of Change	Amount Of Change	Percent Of Change
Customer Service Fees	\$ 2,006	\$ 1,947	\$ 1,770	\$ 59	3.03%	\$ 177	10.00%
Investment Division Commission Income	411	340	260	71	20.88%	80	30.77%
Earnings on Investment on Life Insurance	296	297	281	(1)	(0.34%)	16	5.69%
Other Income	606	626	437	(20)	(3.19%)	189	43.25%
Gains on Sale of Interest in Insurance Agency	0	220	0	(220)	(100.00%)	220	100.00%
Gains (Losses) on Security Sales	128	(122)	42	250	(204.92%)	(164)	(390.48%)
Other than Temporary Impairment	(5,256)	0	0	(5,256)	(100.00%)	0	0%
TOTAL Other Income (Loss)	\$ (1,809)	\$ 3,308	\$ 2,790	\$ (5,117)	(154.69%)	\$ 518	18.57%

OTHER INCOME

Non-Interest Income

There was an overall decrease in non-interest income(loss) to \$(1,809,000) in 2008. This represents a decrease of 154.69% in 2008 when compared to \$3,308,000 in 2007. For comparison, there was an overall increase in non-interest income of \$518,000, or 18.57% in 2007 when compared to \$2,790,000 in 2006.

The non-interest income items that result in these variations are discussed as follows:

Non-interest income includes items that are not related to interest rates on loans and investments, but rather to services rendered and activities conducted in conjunction with the operation of a commercial bank. Service charges earned on deposit accounts is the largest single item in this category and represents fees related to deposit accounts including overdraft fees, minimum balance fees, and transaction fees. In 2008, service charges and fees increased \$59,000, or 3.03% compared to an increase of \$177,000 in 2007, when compared to 2006, or 10.00%.

Commissions earned by the Investment Division were \$411,000 in 2008, compared to \$340,000 in 2007, an increase of \$71,000, or 20.88%. A strategy was implemented in 2006 in which the investment division eliminated up front, one time transaction fees in favor of asset management fees which are earned over the life of an account. The continued payoff has been a steady income stream from an increasing customer base. It is the goal of the Company to continue to grow and cultivate this area.

By comparison, commissions earned by the Investment Division were \$340,000 in 2007, compared to \$260,000 in 2006, an increase of \$80,000, or 30.77%. As the Investment Division grew and became more established, so did the commissions earned on the assets managed. Additionally, the fee structure implemented in 2006 was responsible for this increase as the Company began to see positive results from the strategy.

Earnings on investment in life insurance were \$296,000 in 2008, compared to \$297,000 in 2007, a decrease of \$1,000, or 0.34% as there were no additional investments in BOLI and the crediting rates applied to the insurance balances remained steady.

Earnings on investment in life insurance amounted to \$297,000 in 2007, compared to \$281,000 in 2006, an increase of \$16,000, or 5.69%. This was due to the overall increase in the crediting rate applied to the balances held in BOLI. During the latter half of 2007 there was an increase to the crediting rate on one policy of 151 basis points, another policy increased by 25 basis points and the third BOLI product decreased by 40 basis points. Each BOLI instrument owned by the Company had a value of between \$2 million and \$2.6 million at that time and the net increase to the crediting rate was evident in the income derived from those products.

Other income was \$606,000 in 2008, compared to \$626,000 in 2007, a decrease of \$20,000, or 3.19%. This was due to the loss of income recognized through the operation of the insurance agency which was \$70,000 in 2007. Various sundry accounts contribute to the balance in other income for 2008 when compared to 2007. Allowing for the loss of income from insurance operations, all other income accounts would reflect an increase of \$50,000, or 8.99%.

Other income was \$626,000 in 2007, compared to \$437,000 in 2006, an increase of \$189,000, or 4.32%. This was primarily due to income recognized through the operation of the insurance agency which was \$70,000 in 2007, compared to \$16,000 in 2006. This increase accounted for the most significant portion of the overall increase in other income in 2007.

Gain on sale of interest in insurance agency was \$0 for 2008 compared to \$220,000 for 2007. The Company realized a gain through the sale of its 20% interest in Community Bankers Insurance Agency (CBIA) in May of 2007. There was no comparable gain in 2008. The Company does not expect the sale of the insurance agency to have a significant impact on future earnings.

In 2008, The Company had \$128,000 in realized gains through sales of available-for-sale securities compared to a loss of \$122,000 in 2007. This is an increase of \$250,000, or 204.92%. Comparing 2007 to 2006, the Company had \$122,000 in realized losses through sales of available-for-sale securities compared to a gain of \$42,000 in 2006. This was a decrease of \$164,000 or 390.48%. The decrease experienced in 2007 was due to fewer available gains through the sale of investment securities. Unlike prior years, when investment sales were initiated in 2007, market yields were often higher than the yield on the security sold, the result being an incurred loss on the security sales.

As previously mentioned in the discussion of securities, management evaluates securities for other than temporary impairment at least on a quarterly basis, and more frequently when economic or market concerns warrant such evaluation. Consideration is given to (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 Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value. As such, a determination was made in 2008 to record other than temporary impairment charges in relation to five equity positions held by the Company in the amount of \$387,000, 2 preferred equity positions held in the FHLMC ("Freddie Mac's) in the amount of \$2,289,000 and 2 corporate bonds in the amount of \$2,580,000. The amount of impairment charged against income for the year ended December 31, 2008 was \$5,256,000. The charges are not comparable to the same period in 2007. These, as well as all securities will be monitored in future quarters for any further deterioration.

As a result of the Emergency Economic Stabilization Act of 2008 (EESA) the resulting deferred tax asset created by the other-than-temporary impairment of the Company's preferred equity holdings in the FHLMC does not require a valuation allowance to be recognized. The loss is determined to be ordinary for tax purposes under the EESA and any future gains realized from selling those FHLMC holdings would also be treated as ordinary for income tax purposes. See Note 9 for further discussion of the realization of deferred tax assets, including that portion related to capital losses on equity securities.

TABLE 5

Non-Interest Expense
(Dollars In Thousands)

(Dollars In Thousands)	Year Ended December 31,			Variance 2008		Variance 2007	
	2008	2007	2006	Amount Of Change	Percent Of Change	Amount Of Change	Percent Of Change
Salaries and Benefits	\$ 4,831	\$ 4,767	\$ 4,498	\$ 64	1.34%	\$ 269	5.98%
Occupancy Expenses	733	788	674	(55)	(6.98%)	114	16.91%
Furniture and Equipment Expense	493	508	484	(15)	(2.95%)	24	4.96%
FDIC Insurance and Assessments	227	151	127	76	50.33%	24	18.90%
Professional Fees and Outside Services	520	371	337	149	40.16%	34	10.09%
Computer Services and Supplies	970	785	774	185	23.57%	11	1.42%
Taxes, Other Than Payroll and Income Impairment	400	386	370	14	3.63%	16	4.32%
Charge-Other Real Estate	0	575	0	(575)	(100.00%)	575	100.00%
Amortization Expense-Deposit	258	255	299	3	1.18%	(44)	(14.72%)
Premiums	360	339	247	21	6.19%	92	37.25%
Stationary and Printing Supplies	1,885	1,641	1,678	244	14.87%	(37)	(2.21%)
Other Operating Expenses							
Total Non-Interest Expense	\$ 10,677	\$ 10,566	\$ 9,488	\$ 111	1.05%	\$ 1,078	11.36%

OTHER EXPENSES

Non-Interest Expense

Non-interest expense includes all other expenses associated with the Company. Total non-interest expense increased from \$10,566,000 in 2007 to \$10,677,000 in 2008. This is an increase of 1.05%. Increases were felt across the board in the non-interest expense categories with the exception of impairment charges to other real estate owned, occupancy type expenses and furniture and equipment costs. Details of the components of non-interest expense are listed below:

Salaries and related benefits is the largest expense in this category and it increased \$64,000, or 1.34%, over the year-end 2007. The full-time equivalent number of employees was 120 as of December 31, 2008, compared to 111 as of December 31, 2007. The jump in full-time equivalent employees is the result of the new office opened in Glenburn Township late in 2008. Aside from the increase to full-time equivalents, normal yearly pay increases and increased health insurance costs contributed to the overall increase in salary and benefit expense.

For comparison, salaries and related benefits increased \$269,000, or 5.98%, in 2007 over year-end 2006. The full-time equivalent number of employees was 111 as of December 31, 2007, compared to 109 as of December 31, 2006. As with the 2008 results, normal yearly pay increases and increased health insurance costs contributed to the overall increase in salary and benefit expense for 2007.

Occupancy expense decreased 6.98%, or \$55,000, in 2008 when compared to fiscal year 2007. Unlike 2007, the majority of expenses that comprise occupancy decreased in 2008. The largest decrease was to repairs and maintenance of buildings. As discussed in the following paragraph, 2007 included various building maintenance projects aimed at improving the condition of Company facilities. Those projects were not duplicated in 2008, thus a savings of approximately \$55,000.

This compares to 2007 when occupancy expense increased 16.91%, or \$114,000, when compared to 2006. Every category of expense related to building occupancy increased in 2007 when compared to 2006. These categories include utilities, property taxes, repairs and depreciation. The category which increased most substantially however was repairs and maintenance to buildings. The Company hired a new facilities manager in 2007 and one of the areas of focus was various projects aimed at improving the overall condition of Company facilities. This category alone increased by \$90,000 which accounted for the majority of year over year increases between 2007 and 2006.

Furniture and equipment expense also decreased in 2008 to \$493,000, or 2.95%, compared to 2007 at \$508,000. The decrease in 2008 is in large part due to the age of teller equipment which was put in service in 2003. That equipment came at a substantial cost was fully depreciated midway through 2008 and as a result, related depreciation expense on computer equipment decreased in 2008. Depreciation expense on furniture and equipment was \$386,000 in 2008, compared to \$414,000 in 2007, a decrease of \$28,000, or 6.76%.

For comparison, furniture and equipment expense increased in 2007 to \$508,000, or 4.96%, compared to 2006 at \$484,000. The increase in 2007 was associated with increased depreciation expense incurred. Flooding occurred in the region in June 2006, and significant damages were experienced as a result. Six of the Company's twelve offices were affected and as such, unexpected investment was made in new furniture and equipment. Much of the furniture and equipment replaced was older, and in some cases, fully depreciated. The new furniture and equipment booked in 2006 caused the related depreciation expense to increase significantly. Depreciation expense on furniture and equipment was \$414,000 in 2007, compared to \$392,000 in 2006, an increase of \$22,000, or 5.61%.

FDIC insurance and assessments were \$227,000 in 2008 which compares to \$151,000 in 2007, an increase of \$76,000, or 50.33%. The increase is due to the new risk-based deposit assessment system adopted by the FDIC beginning in 2007. Under this system, all FDIC insured institutions are required to pay deposit premiums. The additional premiums due were offset by credits issued for premiums paid by the Company prior to 1996. Those credits for were fully depleted in the first quarter of 2008.

For comparison, FDIC insurance and assessments were \$151,000 in 2007 which compared to \$127,000 in 2006, an increase of \$24,000, or 18.90%. The increase in 2007 was also due to the new risk-based deposit assessment system adopted by the FDIC beginning in 2007.

Professional fees and outside services were \$520,000 in 2008 which compares to \$371,000 in 2007, an increase of \$149,000, or 40.16%. This increase is not deemed to be indicative of any trends as expenses were incurred in 2008 in the amount of \$70,000 which were not included in the budget. These costs were associated to various consulting and review engagements as well as costs associated with the Delaware companies. Professional fees and outside services were budgeted at \$377,000 for 2008.

For comparison, professional fees and outside services were \$371,000 in 2007 which compared to \$337,000 in 2006, an increase of \$34,000, or 10.09%. The increase is not considered material or the result of a trend. Loan review fees paid in January 2007 in the amount of \$12,000 which were not incurred in the same period in 2006 were the reason for a substantial portion of the increase between periods. Professional fees were budgeted at \$330,000 for 2007.

Computer services and supplies is another component of other expenses. This category covers the expense of data processing for the Company. In 2008, the expense was \$970,000 compared to \$785,000 in 2007, an increase of \$185,000, or 23.57%. This increase is considered to be line with budget expectations for 2008 as the Company works to implement new technologies to its information technologies department.

For comparison, in 2007, computer services and supplies were \$785,000 compared to \$774,000 in 2006, an increase of \$11,000, or 1.42%. These costs were in line with previous years' expenditures.

Taxes, other than payroll and income are a significant component of non-interest expense. In 2008, this expense increased by \$14,000, or 3.63%, to \$400,000, compared to 2007 which totaled \$386,000. This increase is not considered to be significant and it should be noted that shares tax owed to Pennsylvania will grow as a proportion of the overall growth in Company assets. The Company implemented a strategy in 2007 which will limit this tax burden for future periods. The result of this strategy is evident based on the limited increase in expense relative to the overall increase in assets in 2008.

For comparison, taxes, other than payroll and income, increased in 2007, to \$386,000, compared to \$370,000 in 2006, an increase of \$16,000, or 4.32%. In 2007, shares tax owed to Pennsylvania grew in proportion to the overall growth in Company assets and this variance was in line with expectations.

Impairment charges to other real estate owned were \$575,000 in 2007. There is no comparable charge in 2008.

Amortization expense-deposit acquisition premiums increased by \$3,000, or 1.18%, to \$258,000, compared to 2007 at \$255,000. This increase is not deemed to be material.

For comparison, amortization expense-deposit acquisition premiums, decreased in 2007, to \$255,000, compared to \$299,000 in 2006, a decrease of \$44,000, or 14.72%. This decrease was due to the write-off of \$38,000 of deposit premiums in December of 2006. The subsequent elimination of monthly amortization of those premiums accounts for the decrease in 2007.

Stationary and printing supplies increased by \$21,000, or 6.19%, to \$360,000, compared to 2007 at \$339,000. This increase was within budget expectations for 2008.

For comparison, stationary and printing supplies increased in 2007, to \$339,000, compared to \$247,000 in 2006, an increase of \$92,000, or 37.25%. This increase was due in part to a classification change in which certain computer printing supplies were charged to stationary and printing supplies in 2007. In previous years these expenses were charged to computer supplies. Additionally, the Company has purchased equipment in relation to a remote deposit capture system instituted in 2007. These charges are reflected in this increase.

Every other non-interest expense is in the category of other. In 2008, this expense increased \$244,000, or 14.87%, to \$1,885,000. In 2008, the Company contracted with an outside advertising firm to implement a more aggressive marketing and promotional plan than in prior years. The program exceeded budget expectations by \$100,000 and the prior year marketing and promotional expenditures by \$157,000. Expectations for these expenses have been adjusted going forward.

This compares to 2007 when this expense decreased \$37,000, or 2.21%, to \$1,641,000. This decrease was deemed to be in line with budget expectations.

FEDERAL INCOME TAXES

The provision for income taxes in 2008 was \$87,000, compared to \$1,097,000 in 2007 and \$772,000 in 2006. The effective tax rate, which is the ratio of income tax expense to income before taxes, was 3% in 2008, 18% in 2007, and 16% in 2006. The tax rate for all periods was substantially less than the federal statutory rate of 34% primarily due to tax-exempt securities and tax-exempt loan income although 2008 does not compare to the previous two annual periods due to the other-than-temporary security impairments recognized. As such, the effective tax rate decreased in 2008 after increasing slightly in 2007 relative to 2006. Please refer to Note 9 of the Notes to Consolidated Financial Statements included as part of this report for further analysis of federal income tax expense for 2008.

QUARTERLY RESULTS

Table 6 shows the quarterly results of operations for the Company for 2008 and 2007. Interest income remained steady throughout 2008. This was due primarily to loan balances which increased 8.45% in 2008. This helped to offset market rates and rate moves by the Federal Reserve Bank which cut the federal funds rate 425 basis points in 2008.

Interest expense also remained steady throughout 2008 as increases to interest-bearing deposit balances offset the series of rate cuts implemented by the Federal Reserve Bank throughout 2008. Many deposit accounts are tied to indexes which reflect closely the short-end of the yield curve (Fed Funds) and therefore, as rates go down, so does the resulting interest rate.

Increases were made to the provision for loan losses in 2008 due to deterioration in real estate markets and the resulting drop in real estate values.

Table 6 shows that fluctuations were experienced in other-than-temporary security impairments as well as gains and losses through sales of available-for-sale securities in 2008 when compared to 2007. This was due to activity in the financial markets in which many investments saw their values plummet to historic lows.

As a result of the security impairments discussed above, the Company saw its earnings per common share decrease somewhat significantly in the third quarter of 2008.

TABLE 6

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

	Quarter Ended 2008			
	31-Mar	30-Jun	30-Sep	31-Dec
Interest Income	\$ 6,411	\$ 6,308	\$ 6,323	\$ 6,437
Interest Expense	2,434	2,148	2,156	2,416
Net Interest Income	3,977	4,160	4,167	4,021
Provision for Loan Losses	(120)	(135)	(165)	(293)
Securities Gains/Losses Other Than Temporary	26	(10)	7	105
Impairment	(182)	(83)	(4,869)	(122)
Other Income	754	802	866	897
Other Expense	(2,661)	(2,514)	(2,731)	(2,771)
Income (Loss) Before taxes	1,794	2,220	(2,725)	1,837
Income Taxes (Benefit)	(379)	(516)	1,159	(351)
Net (Loss) Income	\$ 1,415	\$ 1,704	\$ (1,566)	\$ 1,486
Basic Earnings (Loss) per share	0.45	0.55	(0.50)	0.47
Diluted Earnings (Loss) per share	0.45	0.55	(0.50)	0.47
	Quarter Ended 2007			
	31-Mar	30-Jun	30-Sep	31-Dec
Interest Income	\$ 6,006	\$ 6,036	\$ 6,193	\$ 6,376
Interest Expense	2,857	2,807	2,805	2,636
Net Interest Income	3,149	3,229	3,388	3,740
Provision for Loan Losses	(120)	(120)	(40)	0
Securities Gains/Losses Other Than Temporary	29	(165)	44	(30)
Impairment	0	0	0	0
Other Income	772	1,013	783	862
Other Expense	(2,440)	(2,471)	(3,095)	(2,560)
Income Before taxes	1,390	1,486	1,080	2,012
Income Taxes	(267)	(197)	(196)	(437)
Net Income	\$ 1,123	\$ 1,289	\$ 884	\$ 1,575
Basic Earnings per share	\$ 0.36	\$ 0.41	\$ 0.28	\$ 0.50
Diluted Earnings per share	\$ 0.36	\$ 0.41	\$ 0.28	\$ 0.50

RETURN ON AVERAGE ASSETS AND AVERAGE EQUITY

Return on average assets (ROA) measures the Company's net income in relation to its total average assets. The Company's ROA for 2008 was 0.68%, compared to 1.17% in 2007.

Return on average equity (ROE) indicates how effectively the Company can generate net income on the capital invested by its stockholders. ROE is calculated by dividing net income by average stockholders' equity. The Company's ROE for 2008 was 7.53%, compared to 11.85% for 2007.

FINANCIAL CONDITION

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

TABLE 7

Sources, Uses of Funds
(Dollars In Thousands)

Funding Uses	2008			2007			2006	
	Average Balance	Increase/(Decrease) Amount	Percent	Average Balance	Increase/(Decrease) Amount	Percent	Average Balance	
Real Estate								
Loans	\$ 117,635	\$ 2,145	1.86 %	\$ 115,490	\$ 4,518	4.07 %	\$ 110,972	
Consumer Loans	16,815	(328)	(1.91)%	17,143	(67)	(0.39)%	17,210	
Commercial								
Loans	140,903	17,049	13.77 %	123,854	4,950	4.16 %	118,904	
Tax Exempt								
Loans	22,913	1,748	8.26 %	21,165	1,114	5.56 %	20,051	
Other Loans	469	2	0.43 %	467	(6)	(1.27)%	473	
Total Loans	298,735	20,616	7.41 %	278,119	10,509	3.93 %	267,610	
Less Allowance								
for Loan Loss	(2,599)	(574)	28.35 %	(2,025)	319		(2,344)	
Total Loans with								
Loan Loss	296,136	20,042	7.26 %	276,094	10,828	4.08 %	265,266	
Taxable								
Securities	67,897	2,459	3.76 %	65,438	236	0.36 %	65,202	
Non-Taxable								
Securities	42,859	(1,333)	(3.02)%	44,192	4,757	12.06 %	39,435	
Total Securities	110,756	1,126	1.03 %	109,630	4,993	4.77 %	104,637	
Time Deposit								
with Other Banks	1,186	871	276.51 %	315	(617)	(66.20 %	932	
Fed Funds Sold	6,817	6,094	842.88 %	723	(1,744)	(70.69)%	2,467	
Total Uses	\$ 414,895	\$ 28,133	7.27 %	\$ 386,762	\$ 13,460	3.61 %	\$ 373,302	

Funding Sources	2008			2007			2006	
	Average Balance	Increase/(Decrease) Amount	Percent	Average Balance	Increase/(Decrease) Amount	Percent	Average Balance	
Interest Bearing								
Demand								
Deposits	\$ 28,871	\$ 3,530	13.93 %	\$ 25,341	\$ (121)	(0.48)%	\$ 25,462	
Regular Savings								
Deposits	94,019	(12,950)	(12.11)%	106,969	11,609	12.17 %	95,360	
Money Market								
Savings Deposits	33,858	(1,497)	(4.23)%	35,355	(2,392)	(6.34)%	37,747	
Time Deposits	132,313	29,670	28.91 %	102,643	448	0.44 %	102,195	
Total Interest								
Bearing Deposits	289,061	18,753	6.94 %	270,308	9,544	3.66 %	260,764	
Other								
Borrowings								

Short-Term Funds Borrowed	16,876	4,747	39.14 %	12,129	(474)	(3.76)%	12,603
Long-Term Funds Borrowed	41,492	3,438	9.03 %	38,054	1,779	4.90 %	36,275
Total Funds Borrowed	58,368	8,185	16.31 %	50,183	1,305	2.67 %	48,878
T Total Deposits and Funds Borrowed	347,429	26,938	8.41 %	320,491	10,849	3.50 %	309,642
Other Sources, net	67,466	1,195	1.80 %	66,271	2,611	4.10 %	63,660
Total Sources	\$ 414,895	\$ 28,133	7.27 %	\$ 386,762	\$ 13,460	3.61 %	\$ 373,302

Total Sources of funds were up \$28,133,000 in average balances for 2008 which is a 7.27% increase. The primary source of the increase was in time deposits with an increase of \$29,670,000 or 28.91%. Savings Deposits ended the 2008 year with an average balance of \$94,019,000 compared to \$106,969,000 in 2007, a decrease of \$12,950,000 or 12.11%. Borrowed Funds were up \$8,185,000 or 16.31% ending the year with an average balance of \$58,368,000 compared to an average balance of \$50,183,000 for 2007 and an average balance of \$48,878,000 for 2006. In 2008, the Company experienced significant deposit growth from its customer base in relation to natural gas lease contracts. At the same time, short term funding rates were falling significantly based on actions of the Federal Reserve. The Company managed to retain and grow deposits by offering higher rate, short-term time deposits that satisfied customer needs without undue strain to its net interest margin.

On the Asset side, the increase in funding was used to fill loan demand. The average balance in loans less the loan loss allowance for 2008 was \$296,136,000 compared to an average balance of \$276,094,000 in 2007 and \$265,266,000 in 2006. Real estate loans were \$2,145,000 or 1.86% higher in average balance in 2008 averaging \$117,635,000 compared to an average balance of \$115,490,000 in 2007. Commercial loans were up significantly in 2008 ending the year with an average balance of \$140,903,000 which is an increase of \$17,049,000 or 13.77% over the 2007 average balance of \$123,854,000. Securities ended the 2008 year with an average balance of \$110,756,000 compared to \$109,630,000 million in 2007, an increase of \$1,126,000 or 1.03%.

Loan Portfolio Types

In 2008, loans to commercial borrowers helped fuel the growth in net loans. Residential mortgage loans increased only slightly with lower interest rates and mortgage finance companies making growth in this part of our loan portfolio tougher.

TABLE 8

Loan Portfolio (In Thousands)

	December 31,				
	2008	2007	2006	2005	2004
Commercial	\$ 178,342	\$ 155,796	\$ 140,931	\$ 132,054	\$ 119,641
Residential Real Estate					
Mortgage	120,813	116,922	112,883	109,034	106,454
Consumer	16,988	17,889	16,947	17,780	18,375
Total Loans	316,143	290,607	270,761	258,868	244,470
Deferred Loan Fees and Costs	465	445	414	377	344
Total Loans, net of Deferred	316,608	\$ 291,052	\$ 271,175	\$ 259,245	244,814
Allowance for Loan Loss	(3,002)	(2,451)	(1,792)	(2,375)	(2,739)
Net Loans	\$ 313,606	\$ 288,601	\$ 269,383	\$ 256,870	\$ 242,075

Loans continued to increase in 2008, ending the year with \$313,606,000 in net loans compared to \$288,601,000 at year-end 2007, an increase of 8.66%. Commercial loans grew 14.47% to close the year at \$178,342,000, compared to \$155,796,000 at year-end 2007.

Residential mortgages were up 3.33% to \$120,813,000, compared to \$116,922,000 on December 31, 2007 an increase of \$3,891,000. Although our mortgage portfolio grew modestly in 2008, there was an additional \$6,391,000 mortgage loans sold to Fannie Mae and FHLB. The Bank will continue to sell mortgages on the secondary market in order to

attract and retain mortgage loans by offering more competitive rates and terms.

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

Loan Maturities

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

The Bank has 9.09% of its loans maturing within the next year. Of those maturing within one year, the majority are commercial loans with the remainder split between mortgages and consumer loans. In the one-to-five year maturity range, the Bank has 22.61% of its loan portfolio maturing. The over-five-year maturity group makes up 68.30% of the portfolio.

For comparison, at December 31, 2007, the Bank had 9.31% of its loans maturing within one year. Of those maturing within one year, the majority again were commercial loans with the remainder split between mortgages and consumer loans. In the one-to-five year maturity range, the Bank had 21.07% of its portfolio. The over-five-year maturity group made up 69.62% of the portfolio.

TABLE 9

Loan Maturities
(In Thousands)

	One Year Or Less	Over One Year Within Five Years	Over Five Years	Total Loans
Commercial	\$ 18,888	\$ 42,014	\$ 117,440	\$ 178,342
Real-Estate Construction	0	0	0	0
Real-Estate Mortgage	5,398	21,865	93,550	120,813
Installment	4,436	7,607	4,945	16,988
Total	\$ 28,722	\$ 71,486	\$ 215,935	\$ 316,143
Total Loans with Predetermined Rates	\$ 18,590	\$ 32,805	\$ 31,482	\$ 82,877
Total Loans with Variable Rates	10,132	38,681	184,453	233,266
Total	\$ 28,722	\$ 71,486	\$ 215,935	\$ 316,143

TABLE 10

Non-performing Assets
(Dollars In Thousands)

	December 31,				
	2008	2007	2006	2005	2004
Non-accrual and Restructured Loans Past Due 90 or More Days,	\$ 4,871	\$ 395	\$ 445	\$ 1,105	\$ 2,063
Accruing Interest	245	91	275	0	130
Total Nonperforming Loans	5,116	486	720	1,105	2,193
Foreclosed Assets	5,171	4,675	5,062	117	257
Total Nonperforming Assets	\$ 10,287	\$ 5,161	\$ 5,782	\$ 1,222	\$ 2,450
Nonperforming Loans to Total Loans at Period-end	1.62%	0.17%	0.27%	0.43%	0.91%

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Nonperforming Assets to Period-end Loans and Foreclosed Assets	3.20%	1.75%	2.10%	0.47%	1.01%
Interest Income That Would Have Been Recorded on Non-Accrual Loans Under Original Terms	\$ 26	\$ 32	\$ 84	\$ 59	\$ 94
Interest Income Recorded on Non-Accrual Loans During the Period	\$ 27	\$ 15	\$ 7	\$ 9	\$ 29
Commitments To Lend Additional Funds on Non-Accrual and Restructured Loans	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0

Allowance for Loan Losses

The balance in the allowance for loan losses is based on management's assessment of the risk in the loan portfolio. Allocations to specific commercial loans are made in adherence to SFAS 114, Accounting by Creditors for Impairments of a Loan. These allocations are based upon the present value of expected future cash flows or the fair value of the underlying collateral. In addition, management reviews the other components of the loan portfolio through the loan review function and assigns internal grades to loans based upon the perceived risks inherent in each loan. In that determination, management reviews a number of factors including historical analysis of similar credits, delinquency reports, ratio analysis as compared to peers, concentration of credit risks, local economic conditions, and regulatory evaluation of the allowance for loan losses. The allowance for loan losses is maintained at a level considered adequate to provide for losses that can be reasonably anticipated. Management's periodic evaluation of the adequacy of the allowance is based on the Bank's past loan loss experience, known or inherent risks in the portfolio, adverse situations that may affect the borrower's ability to repay, the estimated value of any underlying collateral, composition of the loan portfolio, current economic conditions and other relevant factors. Management believed that certain risks, primarily current economic conditions, warranted an increase in the allowance for loan losses for the year ended December 31, 2008 and as such, the Company allotted \$713,000 for provision for loan losses in 2008. This evaluation is reviewed monthly by management and by the Board of Directors. Management believes that on December 31, 2008, the allowance for loan losses was adequate to absorb potential losses in the loan portfolio. However, this judgment is subjective and a significant degradation in loan quality could require a change in the estimates and therefore, a change in net income.

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

TABLE 11

Summary of Loan Loss Experience (Dollars In Thousands)

	Year Ended, December 31				
	2008	2007	2006	2005	2004
Average Total Loans	\$ 298,735	\$ 278,119	\$ 267,610	\$ 250,559	\$ 241,037
Balance at Beginning of Period	\$ 2,451	\$ 1,792	\$ 2,375	\$ 2,739	\$ 2,093
Charge Offs					
Commercial	142	0	797	633	335
Residential Real Estate	4	0	21	31	0
Installment	100	73	98	129	108
Total Charge Offs	246	73	916	793	443
Recoveries					
Commercial	44	422	5	0	12
Residential Real Estate	2	3	5	0	0
Installment	38	27	21	37	27
Total Recoveries	84	452	31	37	39
Net Charge-Offs (Recoveries)	162	(379)	885	756	404
Provision for Loan Losses	713	280	302	392	1050
Balance at End of Period	\$ 3,002	\$ 2,451	\$ 1,792	\$ 2,375	\$ 2,739
	0.95%	0.84%	0.66%	0.92%	1.12%

Allowance for Loan Losses to Period-end Total Loans					
Allowance for Loan Losses to Non-accrual Loans	498.67%	620.51%	402.70%	206.62%	132.77%
Net Charge-Offs (Recoveries) to Average Loans	.05%	(0.14%)	0.33%	0.29%	0.17%

TABLE 12

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

Allocation of Allowance
(Dollars In Thousands)

	Dec 2008	% of Loan Type to Total Loans	Dec 2007	% of Loan Type to Total Loans	Dec 2006	% of Loan Type to Total Loans
Commercial	\$ 1,598	56.33%	\$ 1,428	53.70%	\$ 1,429	52.05%
Real Estate Mortgage	627	38.29%	738	40.15%	274	41.69%
Consumer	153	5.38%	285	6.15%	89	6.26%
Non Performing	624	N/A	0	N/A	0	N/A
Total Allowance for Loan Losses	\$ 3,002	100.00%	\$ 2,451	100.00%	\$ 1,792	100.00%

	Dec 2005	% of Loan Type to Total loans	Dec 2004	% of Loan Type to Total Loans
Commercial	\$ 2,035	58.56%	\$ 2,366	48.94%
Real Estate Mortgage	286	38.11%	272	43.54%
Consumer	54	3.33%	101	7.52%
Non Performing	0	N/A	0	N/A
Total Allowance for Loan Losses	\$ 2,375	100.00%	\$ 2,739	100.00%

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

SECURITIES

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

Securities available-for-sale decreased by \$2,499,000 in 2008. The securities available-for-sale portfolio is comprised of U.S. Government Agency securities, mortgage-backed securities, high-grade municipal securities, corporate-debt securities, and equity securities. At December 31, 2008, the unrealized loss on securities available-for-sale included in stockholders' equity totaled \$4,755,000, net of tax, compared to unrealized losses of \$1,390,000, net of tax, at December 31, 2007. The weighted-average maturity of the securities available-for-sale portfolio was ten years at December 31, 2008, with a weighted-average yield of 4.65%.

At December 31, 2008, the Company had 74 obligations of state and political subdivisions, 10 mortgage-backed securities, 13 corporate debt securities, 2 preferred equity securities, and 14 common equity securities in an unrealized loss position.

At December 31, 2008, 14 common equity securities had totaled unrealized losses of \$327,000. These securities have traditionally been high-performing stocks. As a result of recent market volatility in financial stocks from news of sub-prime lending problems, as well as concerns surrounding the financial markets, liquidity and credit availability, the fair value of most of the stocks held are “under water” as of December 31, 2008, and as such, are considered to be impaired. The Company does not invest in bank stocks with the intent to turn them over for a profit in the near-term. We invest in those stocks that we believe to have potential to appreciate in value over the long-term, while providing for a reasonable dividend yield. We buy and hold those stocks that we believe have potential to be an acquirer or to be acquired, providing additional value. Stocks can be cyclical in nature and will experience some down periods. Historically, bank stocks have sustained cyclical losses, followed by periods of substantial gains, therefore we believe that both unrealized losses and gains are likely to be temporary, when observing performance in the banking sector.

In management’s opinion, the unrealized losses on all other securities reflect changes in interest rates subsequent to the acquisition of specific securities. The Company has the intent and the ability to hold such securities until maturity or market price recovery. Management believes that the unrealized losses represent temporary impairment of the securities.

Reference should be made to Note 14 of the consolidated financial statements for further discussion of fair value. The fair value of the Company’s securities portfolio is classified as Level 1, Level 2 or Level 3. Level 1 inputs are derived from quoted prices within active markets for such securities. The Company currently holds securities at Level 1 fair values of \$1,010,000. Level 2 inputs are derived from quoted prices in inactive markets or from other observable inputs. The Company holds securities at Level 2 fair values of \$108,146,000. Finally, Level 3 inputs are unobservable and based on little or no market activity. Level 3 securities with a fair value of \$1,091,000 are currently held by the Company. Level 3 assets include impaired loans valued at \$2,168,000 in addition to Level 3 securities held by the Company. Fair value is defined as the exit price, or how much the Company would receive in an orderly transaction (sale) of the asset.

Level 1 securities held by the Company consist of the 14 aforementioned equity positions. The fair value of these equity positions is based on quoted prices received from the broker which are indicative of the most recent prices received by sellers of those same positions in an active market.

Level 2 securities held by the Company are debt holdings from various market sectors. The largest sector represented is the municipal markets. The value of this sector has been adversely affected from the downgrades placed on the municipal insurers by the rating agencies. The second largest sector represented is mortgage backed securities. This sector has seen the affects of the overall downturn in real estate in much of the nation. While the Company has not participated in the sub-prime mortgage arena, the overall value of this type of security has deteriorated due to market perceptions of liquidity and credit availability. The Company receives pricing for its debt holdings from a third party bond accounting service. The service evaluates pricing using a combination of data from vendors, internal pricing models as well as assistance from their own fixed income analysts and traders. From these multiple sources, the most accurate price is determined and utilized in fair value reporting.

Level 3 securities held by the Company represent an equity holding in a closely held company and impaired loans held by the Company for which there is not an active market. The equity holding is inactive from a market stand point. For this equity position, the Company relies on a specific broker quote. The fair value of this equity position has not traditionally experienced wide swings. The impaired loan value is based on an independent outside appraisal performed on the underlying real estate collateral.

Table 13 shows the amortized cost and average yield of securities by maturity or call date at December 31, 2008. Since the below table is by maturity or call date, it will not match the maturity schedule in the 2008 consolidated financial statements Note 2, which is done by contractual maturity.

TABLE 13

Securities by Maturities
(Amortized Cost)
(Dollars In Thousands)

	1 Year or Less		1-5 Years		5-10 Years		Over 10 Years		Total	
	Average		Average		Average		Average		Average	
	Balance	Yield	Balance	Yield	Balance	Yield	Balance	Yield	Balance	Yield
US Government Agency	\$ 0	0.00%	\$ 6,497	4.07%	\$ 0	0.00%	\$ 1,394	5.85%	\$ 7,891	4.38%
State/County/Municipal										
Obligations	1,857	3.50%	5,999	3.58%	11,255	4.08%	28,803	4.18%	47,914	4.06%
Taxable Municipals	0	0.00%	753	5.50%	1,921	5.86%	492	5.79%	3,166	5.76%
Mortgage-Backed										
Securities	2,899	5.24%	11,331	5.01%	6,124	5.63%	12,133	5.83%	32,487	5.45%
Corporate/Other										
Securities	1,329	3.50%	4,927	5.76%	13,043	5.57%	1,529	1.47%	20,828	5.18%
Preferred Equity										
Securities	0	0.00%	0	0.00%	0	0.00%	78	0.00%	78	0.00%
Common Equity										
Securities	0	0.00%	0	0.00%	0	0.00%	5,086	2.73%	5,086	2.73%
Total Available-for-Sale	\$ 6,085	4.33%	\$ 29,507	4.51%	\$ 32,343	4.73%	\$ 49,515	4.35%	\$ 117,450	4.65%

Table 14 shows the balance of securities for the past three years on December 31. More details on securities can be found in Note 2 of the Consolidated Financial Statements.

TABLE 14

Securities (Fair Value)
(In Thousands)

	December 31,		
	2008	2007	2006
U. S. Government/Agency			
Obligations	\$ 7,958	\$ 2,002	\$ 11,118
State/Municipal Obligations	44,715	44,505	30,338
Taxable Municipal	3,060	1,994	0
Mortgage-backed Securities	32,765	45,168	57,847
Corporate Debt			
Securities	16,970	11,265	3,257
Preferred Equity Securities	20	1,841	2,533
Common Equity Securities	4,759	5,971	5,209
Total Securities Available-for-Sale	\$ 110,247	\$ 112,746	\$ 110,302

DEPOSITS

Table 15 shows average deposits and other borrowings balances and rates for 2008, 2007 and 2006. The Company experienced growth of \$18,753,000 in average interest bearing deposits and \$4,165,000 in average non-interest bearing deposits during 2008 compared to an increase of \$9,544,000 in average interest bearing deposits and \$2,725,000 in average non-interest bearing deposits in 2007. Average savings accounts decreased \$12,950,000 in 2008 compared to an increase of \$11,609,000 during 2007. Management attributes the change in the growth in this area to the increased popularity of certificates of deposit as savings rates declined in 2008. Average time deposits increased \$29,670,000 in 2008 compared to an increase of \$448,000 in 2007 when compared to 2006. In 2008, average other borrowings increased \$8,185,000, averaging \$58,368,000 compared to the average balance of \$50,183,000 in 2007.

TABLE 15

Average Deposits and Other Borrowings
(Dollars In Thousands)

	Amount	2008 Rate	Diff \$	Amount	2007 Rate	Diff \$	2006 Amount	Rate
Interest Bearing								
Demand Deposits	\$ 28,871	.98%	\$ 3,530	\$ 25,341	1.14%	\$ (121)	\$ 25,462	1.03%
Savings Deposits	94,019	1.30%	(12,950)	106,969	3.10%	11,609	95,360	3.29%
Money Market								
Savings	33,858	1.77%	(1,497)	35,355	3.08%	(2,392)	37,747	3.83%
Time Deposits	132,313	3.72%	29,670	102,643	4.22%	448	102,195	3.82%
Total Interest								
Bearing Deposits	289,061	2.43%	18,753	270,308	3.34%	9,544	260,764	3.35%
Other Borrowings	58,368	3.65%	8,185	50,183	4.16%	1,305	48,878	4.19%
Total Interest								
Bearing Liabilities	347,429	2.63%	26,938	320,491	3.46%	10,849	309,642	3.49%
Non-Interest								
Bearing Demand								
Deposits	56,778		4,165	52,613		2,725	49,888	
Total	\$ 404,207	2.26%	\$ 31,103	\$ 373,104	2.98%	\$ 13,574	\$ 359,530	3.01%

MATURITIES OF TIME DEPOSITS

The maturities on the time deposits of \$100,000 and over are heavily distributed in the three month or less category showing a concentration that could pose a liquidity risk to the Bank. The concentration of short term certificates of deposit are the result of lower savings interest rates and short term special rates on certificates of deposit that came at a time in which the Bank was experiencing a large influx of deposits from customers that had entered into natural gas lease contracts. Management controls this risk through the monthly monitoring procedures of the ALCO committee. Table 16 shows the dollar amount of large time deposits in each time category as well as the overall percentage of each category.

TABLE 16

Maturities
(Dollars In Thousands)

December 31, 2008

	Amount	Percent
Three Months or Less	\$ 28,913	60.72%
Over Three Months through Six Months	9,654	20.27%
Over Six Months through Twelve Months	2,554	5.36%
Over Twelve Months	6,501	13.65%
Total	\$ 47,622	100.00%

SHORT AND LONG-TERM BORROWINGS

Short-term borrowings, which are overnight or less than 30-day borrowings, consist of securities sold under agreements to repurchase, Federal Home Loan Bank advances, and U.S. Treasury tax and loan notes. Long-term borrowings consist of notes from the Federal Home Loan Bank. These notes are secured under terms of a blanket collateral agreement by a pledge of qualifying investment and mortgage-backed securities, certain mortgage loans and a lien on FHLB stock. For more details on short and long-term borrowings see Notes 6 and 7 of the Notes to Consolidated Financial Statements.

TABLE 17

Borrowed Funds
(In Thousands)

	December 31,	
	2008	2007
Short-Term Borrowings	\$ 18,432	\$ 22,848
FHLB Long-Term Borrowings	39,691	38,534
Total	\$ 58,123	\$ 61,382

CAPITAL ACCOUNTS

Total stockholders' equity decreased 7.21%, or \$3,085,000, from year-end 2007 to finish at \$39,720,000. A common ratio used to determine the effective use of capital is the return on average equity. For the year ended December 31, 2008, this ratio was 7.53%, compared to 11.38% at December 31, 2007. The Bank's goal is to maintain a strong capital position as well as to make the best use of capital in the overall growth of the organization. At year-end 2008, the equity-to-assets ratio was 8.41%, compared to 9.85% at year-end 2007. It is the goal of management to implement ways to better leverage our capital with a capital-to-assets ratio closer to 8%.

Compare 2008 results to those experienced in 2007 when total stockholders' equity increased 3.79% or \$1,565,000 over year-end 2006. The return on average equity for the year ended December 31, 2007 ratio was 11.38%, compared to 10.32% for the year ended December 31, 2006. At year-end 2007, the equity-to-assets ratio was 9.85% compared to 9.91% at year-end 2006.

Net income increased capital by \$3,039,000 in 2008 and dividends decreased that number by \$2,417,000. The adoption of the "Accounting for Deferred Compensation and Postretirement Benefit Aspects of Endorsement Split Dollar Life Insurance Arrangements" on January 1, 2008, decreased capital by \$71,000. The securities portfolio decreased in value by \$3,365,000, net of tax in 2008. Since all of our securities are available-for-sale, changes in market values adjusted for taxes are reflected in the equity portion of the balance sheet. A total of \$272,000 in net treasury stock issued reduced the capital account to equal the total net change. From time to time, the Company has purchased PFSC stock in the open market or from individuals to leverage the capital account and to provide stock for our dividend reinvestment plan and stock compensation plan. During the year 2008, 20,000 shares were purchased in this manner. There were 12,688 shares issued from the treasury stock account by individuals exercising options. The investment banking firms of Boenning & Scattergood Inc. and Ryan Beck & Co. have been known to make markets in PFSC common stock.

Net income increased capital by \$4,871,000 in 2007 and dividends reduced that number by \$2,383,000. The securities portfolio decreased in value by \$995,000 in 2007. Again, since all of our securities were available-for-sale, changes in market values adjusted for taxes are reflected in the equity portion of the balance sheet. A total of \$69,000 in net

treasury stock purchases increased the capital account to equal the total net change.

The following table represents the Company's capital position as it compares to the regulatory guidelines at December 31, 2008.

TABLE 18

Capital Ratios

	December 31 2008	December 31 2007	Regulatory Requirement
Tier 1 capital to risk-weighted assets	12.26%	13.64%	4.00%
Total capital to risk-weighted assets	13.10%	14.42%	8.00%
Tier 1 capital to average assets-leverage ratio	9.31%	10.14%	4.00%

INTEREST RATE SENSITIVITY

The operations of the Company do not subject it to foreign currency risk or commodity price risk. The Company does not utilize interest rate swaps, caps, or hedging transactions. In addition, the Company has no market risk sensitive instruments entered into for trading purposes. However, the Company is subject to interest rate risk and employs several different methods to manage and monitor the risk.

Interest rate sensitivity refers to the relationship between market interest rates and the earnings volatility of the Company due to the repricing characteristics of assets and liabilities. The responsibility for monitoring interest rate sensitivity and policy decisions has been given to the Asset/Liability Committee (ALCO) of the Bank. The tools used to monitor sensitivity are the Statement of Interest Sensitivity Gap and the Interest Rate Shock Analysis. The Bank uses a software model to measure and analyze interest rate risk. In addition, an outside source completes a quarterly analysis to make sure our internal analysis is current and correct. The Statement of Interest Sensitivity Gap is a good assessment of current position and is a very useful tool for the ALCO in performing its job. This report is monitored in an effort to "match" maturities or repricing opportunities of assets and liabilities in order to attain the maximum interest within risk tolerance policy guidelines. The statement does, although, have inherent limitations in that certain assets and liabilities may react to changes in interest rates in different ways with some categories reacting in advance of changes and some lagging behind the changes. In addition, there are estimates used in determining the actual propensity to change of certain items such as deposits without maturities.

The following sets forth the Company's interest sensitivity analysis as of December 31, 2008:

TABLE 19

Statement of Interest Sensitivity Gap
(Dollars In Thousands)

	Maturity or Repricing In:				
	3 Months	3-6 Months	6-12 Months	1-5 Years	Over 5 Years
RATE SENSITIVE ASSETS					
Interest Bearing Deposits					
With Other Banks	\$ 1,782	\$ 0	\$ 0	\$ 0	\$ 0
Loans	30,289	21,100	42,408	160,831	58,978
Securities	9,790	7,046	8,300	30,031	55,080
Federal Funds Sold	10,577	0	0	0	0
Total Rate Sensitive Assets	52,438	28,146	50,708	190,862	114,058
Cumulative Rate Sensitive Assets	52,438	80,584	131,292	322,154	436,212
RATE SENSITIVE LIABILITIES					
Interest Bearing Checking	30,276	0	0	0	0
Money Market Deposits	34,257	0	0	0	0
Regular Savings	87,106	0	0	0	0
CDs and IRAs	84,031	34,149	11,933	30,852	3,340
Short-term Borrowings	18,432	0	0	0	0
Long-term Borrowings	284	216	441	26,456	12,294
Total Rate Sensitive Liabilities	254,386	34,365	12,374	57,308	15,634
Cumulative Rate Sensitive Liabilities	\$ 254,386	\$ 288,751	\$ 301,125	\$ 358,433	\$ 374,067
Period Gap	\$ (201,948)	\$ (6,219)	\$ 38,334	\$ 133,554	\$ 98,424
Cumulative Gap	(201,948)	(208,167)	(169,833)	(36,279)	62,145
Cumulative RSA to RSL	20.61 %	27.91 %	43.60 %	89.88 %	116.61 %
Cumulative Gap to Total Assets	(42.77)%	(44.09)%	(35.97)%	(7.68)%	13.16%

The Federal Reserve's Open Market Committee (FOMC), dropped rates aggressively by a total of 425 basis points in 2008. This was done in hopes of stemming the tide of negative economic events which began in 2007 with the sub-prime mortgage crisis and continued through 2008 as foreclosure rates skyrocketed and home values plummeted. For the year ended December 31, 2008, the overnight Fed Funds Rate was decreased a total of 425 basis points ending the year at a target rate of 0 to .25%. The effect of the easing has been a steep yield curve that has persisted throughout 2008. The overall level of market rates dropped dramatically in 2008, both on the short end and the long end of the curve. The result of this is that the net interest margin in 2008 increased to 4.25% when compared to the net interest margin of 3.82% for the year ended December 31, 2007. The increase to the net interest margin is the result of liability rates resetting at historically low levels and reacting more swiftly to moves by the FOMC. The asset side of the Company's balance sheet has remained less reactive to rate movements. While this has presented a positive

opportunity to the Company in the near-term, it also presents some challenges. As customers seek more competitive rates on their deposits, the Company has remained diligent in offering deposit alternatives for customers. This has helped to mitigate the loss of deposits to competitors.

Compare these results to 2007 when the Fed Funds rate was increased 100 basis points. The result was a net interest margin that rose to 3.82% for the year ended December 31, 2007 compared to 3.49% for the year ended December 31, 2006.

LIQUIDITY

The liquidity of the Company is reflected in its capacity to have sufficient amounts of cash available to fund the needs of customer withdrawal requests, accommodate loan demand, and maintain regulatory reserve requirements; that is to conduct banking business. Additional liquidity is obtained by either increasing liabilities or by decreasing assets. The primary source for increasing liabilities is the generation of additional deposit accounts, which are managed through our system of branches. In addition, loan payments on existing loans or investments available-for-sale can generate additional liquidity. Other sources include income from operations, decreases in federal funds sold or interest-bearing deposits in other banks, securities sold under agreements to repurchase, and borrowings from the Federal Home Loan Bank (FHLB). On December 31, 2008, the Bank had a borrowing capacity from the Federal Home Loan Bank of approximately \$163,245,000. During 2008, significant increases in deposits has limited the Company's dependence on overnight borrowings at the Federal Home Loan Bank and provided the majority of additional cash with operating activities also contributing to liquidity. The additional deposits were used primarily to grant loans to customers.

As evidenced by the sources (uses) of funds (table 7), maturity of large time deposits (table 16), the interest rate sensitivity analysis (table 19) and the list of contractual obligations (table 20 which follows this section), the Company has increased its short term funding needs dramatically in 2008. This was part of a strategic initiative based on a high demand for competitive rates by deposit holders in a free-falling rate environment. This course of action was made necessary in light of the large sums of money flowing into the region due to natural gas drilling and exploration. Many of the Company's customers were the primary beneficiaries of those funds and the Company felt this was an opportunity to expand current customer relationships as well as attract new customers. As with all low rate environments however, customers were generally unwilling to invest long term. Short term attractive rates were offered by the Company and the result was a concentration in short term obligations. The Company feels that it offers a variety of attractive deposit products at competitive rates that will mitigate significant runoff in deposits from occurring. One such product is the certificate of savings product which acts as a hybrid between a core savings product and a short term certificate of deposit. This deposit product offers an interest rate that far outweighs any comparable savings product on the market and a quarterly limit placed on customer withdrawals which provide stability in funding to the Company. This account has proven to be a deposit leader in the past and the Company will rely on it to provide a source of funds. Beyond its own product line up, the Company also has available to it open lines of credit at the FHLB with current availability of approximately \$123,000,000, Atlantic Central Bankers Bank (ACBB) in the amount of \$7,000,000 and the Federal Reserve Bank of Philadelphia (FRB) that amount to \$1,500,000. While the FHLB has been an inexpensive source of funds in the past, current liquidity concerns surrounding the FHLB have prompted the Company to explore additional funding options at the FRB. Collateral standards of the FRB make it feasible to increase available lines and open the Company up to yet another source of funding liquidity. This will be investigated further and, if deemed prudent, implemented in 2009.

The following table represents the aggregate on-and-off balance sheet contractual obligations to make future payments.

TABLE 20

Contractual Obligations
(In Thousands)

December 31, 2008

	Less than 1 year	1-3 Years	4-5 Years	Over 5 Years	Total
Time Deposits \$	130,113	\$ 14,605	\$ 16,247	\$ 3,340	\$ 164,305

Long-term Debt	941	9,823	16,633	12,294	39,691
Operating Leases	90	175	82	564	911
Standby Letters of Credit	5,177	82	0	0	5,259
	\$ 136,321	\$ 24,685	\$ 32,962	\$ 16,198	\$ 210,166

The Company is not aware of any known trends or any known demands, commitments, events or uncertainties, which would result in any material increase or decrease in liquidity beyond those already discussed.

OFF-BALANCE-SHEET ARRANGEMENTS

The financial statements do not reflect various off-balance sheet arrangements that are made in the normal course of business, which may involve some liquidity risk. These commitments consist mainly of unfunded loans and letters of credit made under the same standards as on-balance-sheet instruments. Unused commitments, at December 31, 2008, totaled \$44,838,000. Because these instruments have fixed maturity dates, and because many of them will expire without being drawn upon, they do not generally present any significant liquidity risk. Management believes that any amounts actually drawn upon can be funded in the normal course of operations.

The Company has no investment in or financial relationship with any unconsolidated entities that are even remotely likely to have a material effect on liquidity or the availability of capital resources.

SUBSEQUENT EVENTS

NONE

EFFECTS OF INFLATION

The majority of assets and liabilities of a financial institution are monetary in nature and, therefore, differ greatly from commercial and industrial companies that have significant investments in fixed assets or inventories. The precise impact of inflation upon the Company is difficult to measure. Inflation may affect the borrowing needs of consumers, thereby impacting the growth rate of the Company's assets. Inflation may also affect the general level of interest rates, which can have a direct bearing on the Company.

Management believes that the most significant impact on financial results is the Company's ability to react to changes in interest rates. As discussed previously, management is attempting to maintain a position that is within conservative parameters for interest sensitive assets and liabilities in order to be protected against wide interest rate fluctuations.

ITEM 7A QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As previously stated in this document, the Federal Reserve Bank decreased the Fed Funds Rate a total of 425 basis points in 2008. While short-term rates decreased, longer rates have remained somewhat stationary. This has caused a steeper yield curve which can have an effect of increasing the Bank's earnings growth. This is due to the payment of lower, short-term deposit interest while at the same time experiencing little or no deterioration to interest income from longer maturity loans. With this being said, the Bank monitors this interest sensitivity on a monthly basis. The results of the latest simulation follow. The simulation shows a possible decrease in net interest income of 7.80%, or \$1,356,000, in a +200 basis point rate shock scenario over a one-year period. A decrease of 0.01% or \$1,000 is shown in the model at a -200 basis point rate shock. The Bank will continue to monitor this rate sensitivity going forward. See previous discussions on Interest Rate Sensitivity.

Equity value at risk is monitored regularly and is within established policy limits.

The Company is not a party to any forward contract, interest rate swap, option interest, or similar derivations instruments. The Company does not deal in foreign currency.

ITEM 8 FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders
Peoples Financial Services Corp.
Hallstead, Pennsylvania

We have audited the accompanying consolidated balance sheets of Peoples Financial Services Corp. and subsidiaries as of December 31, 2008 and 2007, and the related consolidated statements of income, stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2008. Peoples Financial Service Corp.'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 audits 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 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 financial position of Peoples Financial Services Corp. and subsidiaries as of December 31, 2008 and 2007, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2008 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), Peoples Financial Services Corp.'s internal control over financial reporting as of December 31, 2008, 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, 2009 expressed an unqualified opinion.

/s/ Beard Miller Company LLP

Beard Miller Company LLP
Allentown, Pennsylvania
March 14, 2009

PEOPLES FINANCIAL SERVICES CORP. AND SUBSIDIARIES

Consolidated Balance Sheets

	December 31,	
	2008	2007
	(In Thousands, Except Share Data)	
ASSETS		
Cash and due from banks	\$ 6,174	\$ 8,051
Interest bearing deposits in other banks	1,782	555
Federal funds sold	10,577	0
Cash and Cash Equivalents	18,533	8,606
Securities available for sale	110,247	112,746
Loans receivable, net of allowance for loan losses 2008 \$3,002; and 2007 \$2,451	313,606	288,601
Premises and equipment, net	7,542	5,872
Accrued interest receivable	2,526	2,237
Intangible assets	818	1,076
Other real estate owned	5,171	5,237
Bank owned life insurance	7,911	7,614
Other assets	6,022	2,445
Total Assets	\$ 472,376	\$ 434,434
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES		
Deposits:		
Non-interest bearing	\$ 55,324	\$ 53,731
Interest-bearing	315,944	273,699
Total Deposits	371,268	327,430
Short-term borrowings	18,432	22,848
Long-term borrowings	39,691	38,534
Accrued interest payable	1,649	925
Other liabilities	1,616	1,892
Total Liabilities	432,656	391,629
STOCKHOLDERS' EQUITY		
Common stock, par value \$2 per share; authorized 12,500,000 shares; issued 3,341,251 shares; outstanding 3,131,181 shares and 3,138,493 shares December 31, 2008 and 2007, respectively	6,683	6,683
Surplus	3,100	3,083
Retained earnings	39,375	38,824
Accumulated other comprehensive loss	(4,755)	(1,390)
Treasury stock, at cost, 210,070 and 202,758 shares at December 31, 2008 and 2007, respectively	(4,683)	(4,395)

Total Stockholders' Equity	39,720	42,805
Total Liabilities and Stockholders' Equity	\$ 472,376	\$ 434,434

See notes to consolidated financial statements

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PEOPLES FINANCIAL SERVICES CORP. AND SUBSIDIARIES

Consolidated Statements of Income

	Years Ended December 31,		
	2008	2007	2006
	(In Thousands, Except Per Share Data)		
INTEREST INCOME			
Loans receivable, including fees	\$ 19,871	\$ 19,481	\$ 17,996
Securities:			
Taxable	3,771	3,351	3,032
Tax-exempt	1,731	1,717	1,484
Other	106	62	186
Total Interest Income	25,479	24,611	22,698
INTEREST EXPENSE			
Deposits	7,026	9,019	8,748
Short-term borrowings	390	640	524
Long-term borrowings	1,738	1,446	1,525
Total Interest Expense	9,154	11,105	10,797
Net Interest Income	16,325	13,506	11,901
PROVISION FOR LOAN LOSSES	713	280	302
Net Interest Income after Provision for Loan Losses	15,612	13,226	11,599
OTHER INCOME (LOSS)			
Customer service fees	2,006	1,947	1,770
Investment division commission income	411	340	260
Earnings on investment in life insurance	296	297	281
Other income	606	626	437
Realized gain on sale of interest in insurance agency	0	220	0
Net realized gains (losses) on sales of securities available for sale	128	(122)	42
Other than temporary security impairments	(5,256)	0	0
Total Other Income (Loss)	(1,809)	3,308	2,790
OTHER EXPENSES			
Salaries and employee benefits	4,831	4,767	4,498
Occupancy	733	788	674
Equipment	493	508	484
FDIC insurance and assessments	227	151	127
Professional fees and outside services	520	371	337
Computer service and supplies	970	785	774
Taxes, other than payroll and income	400	386	370
Impairment charge-other real estate owned	0	575	0
Amortization expense – deposit acquisition	258	255	299

premiums				
Stationary and printing supplies	360	339	247	
Other	1,885	1,641	1,678	
Total Other Expenses	10,677	10,566	9,488	
Income before Income Taxes	3,126	5,968	4,901	
FEDERAL INCOME TAXES	87	1,097	772	
Net Income	\$ 3,039	\$ 4,871	\$ 4,129	