

CNB FINANCIAL CORP/PA

Form 10-Q

November 06, 2009

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

**x QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended September 30, 2009**

**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 0-13396**

**CNB FINANCIAL CORPORATION**

**(Exact name of registrant as specified in its charter)**

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**Pennsylvania**  
(State or other jurisdiction of  
incorporation or organization)

**25-1450605**  
**(I.R.S. Employer**  
**Identification No.)**

**1 South Second Street**

**P.O. Box 42**

**Clearfield, Pennsylvania 16830**

(Address of principal executive offices)

**Registrant's telephone number, including area code, (814) 765-9621**

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 periods that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.    ☒ Yes    ☐ No

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

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

| Large accelerated filer | Accelerated filer | x |
|-------------------------|-------------------|---|
|                         |                   |   |

Non-accelerated filer " Smaller reporting company "

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

The number of shares outstanding of the issuer's common stock as of November 2, 2009

COMMON STOCK: \$0 PAR VALUE, 8,737,551 SHARES

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**FINANCIAL INFORMATION**

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**CNB FINANCIAL CORPORATION**  
**CONSOLIDATED BALANCE SHEETS**

Dollars in thousands

|  | (unaudited)<br>September 30,<br>2009 | December 31,<br>2008 |
|--|--------------------------------------|----------------------|
| <b><u>ASSETS</u></b>                               |                                      |                      |
| Cash and due from banks                            | \$ 19,313                            | \$ 28,414            |
| Interest bearing deposits with other banks         | 2,338                                | 2,783                |
| Federal funds sold                                 |                                      | 59                   |
| <br>Total cash and cash equivalents                | <br>21,651                           | <br>31,256           |
| Interest bearing time deposits with other banks    | 6,388                                | 6,515                |
| Securities available for sale                      | 300,002                              | 237,289              |
| Trading securities                                 | 1,025                                | 892                  |
| Loans held for sale                                | 3,818                                | 3,332                |
| Loans  | 696,184                              | 676,152              |
| Less: unearned discount                            | (3,656)                              | (4,596)              |
| Less: allowance for loan losses                    | (9,465)                              | (8,719)              |
| <br>Net loans                                      | <br>683,063                          | <br>662,837          |
| FHLB and other equity interests                    | 7,049                                | 5,815                |
| Premises and equipment, net                        | 22,551                               | 23,578               |
| Bank owned life insurance                          | 16,260                               | 15,720               |
| Mortgage servicing rights                          | 856                                  | 552                  |
| Goodwill   | 10,821                               | 10,821               |
| Other intangible assets                            | 111                                  | 185                  |
| Assets held for sale                               | 699                                  |                      |
| Accrued interest receivable and other assets       | 16,006                               | 17,726               |
| <br>TOTAL  | <br>\$ 1,090,300                     | <br>\$ 1,016,518     |
| <b><u>LIABILITIES AND SHAREHOLDERS' EQUITY</u></b> |                                      |                      |
| Non-interest bearing deposits                      | \$ 110,208                           | \$ 97,999            |
| Interest bearing deposits                          | 778,406                              | 716,597              |
| <br>Total deposits                                 | <br>888,614                          | <br>814,596          |
| Treasury, tax and loan borrowings                  | 912                                  | 719                  |
| FHLB and other borrowings                          | 100,230                              | 107,478              |
| Subordinated debentures                            | 20,620                               | 20,620               |
| Accrued interest payable and other liabilities     | 11,347                               | 10,638               |
| <br>Total liabilities                              | <br>1,021,723                        | <br>954,051          |

Common stock, \$0 par value; authorized 50,000,000 shares; issued 9,233,750 shares

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|  |            |            |
|--|------------|------------|
| Additional paid in capital   | 12,732     | 12,913     |
| Retained earnings  | 68,570     | 65,890     |
| Treasury stock, at cost (506,692 shares at September 30, 2009 and 637,694 shares at December 31, 2008) | (7,500)    | (9,332)    |
| Accumulated other comprehensive loss   | (5,225)    | (7,004)    |
| <br>Total shareholders' equity   | <br>68,577 | <br>62,467 |

|       |              |              |
|-------|--------------|--------------|
| TOTAL | \$ 1,090,300 | \$ 1,016,518 |
|-------|--------------|--------------|

See Notes to Consolidated Financial Statements

**Table of Contents****CNB FINANCIAL CORPORATION****CONSOLIDATED STATEMENTS OF INCOME (unaudited)****Dollars in thousands, except per share data**

|  | <b>Three months ended<br/>September 30,<br/>2008<br/>(restated)</b> |                |
|--|---|----------------|
|  | <b>2009</b>   |                |
| <b>INTEREST AND DIVIDEND INCOME:</b>   |   |                |
| Loans including fees   | \$ 11,516   | \$ 12,105      |
| Deposits with banks  | 46  | 98             |
| Federal funds sold   |   | 100            |
| Securities:  |   |                |
| Taxable  | 1,920   | 1,781          |
| Tax-exempt   | 536   | 351            |
| Dividends  | 8   | 37             |
| <b>Total interest and dividend income</b>  | <b>14,026</b>   | <b>14,472</b>  |
| <b>INTEREST EXPENSE:</b>   |   |                |
| Deposits   | 3,228   | 3,965          |
| Borrowed funds   | 1,110   | 1,139          |
| Subordinated debentures  | 204   | 228            |
| <b>Total interest expense</b>  | <b>4,542</b>  | <b>5,332</b>   |
| <b>NET INTEREST INCOME</b>   | <b>9,484</b>  | <b>9,140</b>   |
| <b>PROVISION FOR LOAN LOSSES</b>   | <b>1,094</b>  | <b>716</b>     |
| <b>Net interest income after provision for loan losses</b>                           | <b>8,390</b>  | <b>8,424</b>   |
| <b>OTHER INCOME (LOSS):</b>  |   |                |
| Trust and asset management fees  | 220   | 329            |
| Service charges on deposit accounts  | 1,153   | 1,172          |
| Other service charges and fees   | 325   | 386            |
| Net realized losses from sales of securities for which fair value was elected        |   | (348)          |
| Net unrealized gains (losses) on securities for which fair value was elected         | 191   | (1,032)        |
| Mortgage banking   | 278   | 144            |
| Bank owned life insurance  | 180   | 156            |
| Wealth management  | 119   | 150            |
| Other  | 238   | 142            |
|  | <b>2,704</b>  | <b>1,099</b>   |
| <b>Total other-than-temporary impairment losses on available-for-sale securities</b> | <b>(435)</b>  | <b>(3,680)</b> |
| <b>Less portion of loss recognized in other comprehensive loss</b>                   | <b>536</b>  |                |

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|  |          |           |
|--|----------|-----------|
| Net impairment losses recognized in earnings   | (971)    | (3,680)   |
| Net realized gains on available-for-sale securities  | 333      |           |
| Net impairment losses recognized in earnings and realized gains on available-for-sale securities | (638)    | (3,680)   |
| Total other income (loss)  | 2,066    | (2,581)   |
| <b>OTHER EXPENSES:</b>   |          |           |
| Salaries and benefits  | 3,705    | 3,686     |
| Net occupancy expense of premises  | 1,019    | 914       |
| FDIC insurance premiums  | 327      | 158       |
| Amortization of intangibles  | 25       | 25        |
| Other  | 2,408    | 2,500     |
| Total other expenses   | 7,484    | 7,283     |
| INCOME (LOSS) BEFORE INCOME TAXES  | 2,972    | (1,440)   |
| INCOME TAX EXPENSE (BENEFIT)   | 723      | (696)     |
| NET INCOME (LOSS)  | \$ 2,249 | \$ (744)  |
| <b>EARNINGS (LOSS) PER SHARE:</b>  |          |           |
| Basic  | \$ 0.26  | \$ (0.09) |
| Diluted  | \$ 0.26  | \$ (0.09) |
| <b>DIVIDENDS PER SHARE,</b>  |          |           |
| Cash dividends per share   | \$ 0.165 | \$ 0.16   |
| See Notes to Consolidated Financial Statements   |          |           |

**Table of Contents****CNB FINANCIAL CORPORATION****CONSOLIDATED STATEMENTS OF INCOME (unaudited)****Dollars in thousands, except per share data**

|  | <b>Nine months ended<br/>September 30,<br/>2008<br/>(restated)</b> |                            |
|--|--|----------------------------|
|  | <b>2009</b>  | <b>2008<br/>(restated)</b> |
| <b>INTEREST AND DIVIDEND INCOME:</b>   |  |                            |
| Loans including fees   | \$ 34,350  | \$ 35,308                  |
| Deposits with banks  | 178  | 258                        |
| Federal funds sold   |  | 332                        |
| <b>Securities:</b>   |  |                            |
| Taxable  | 5,698  | 5,354                      |
| Tax-exempt   | 1,562  | 964                        |
| Dividends  | 26   | 209                        |
| <b>Total interest and dividend income</b>  | <b>41,814</b>  | <b>42,425</b>              |
| <b>INTEREST EXPENSE:</b>   |  |                            |
| Deposits   | 9,679  | 11,117                     |
| Borrowed funds   | 3,428  | 3,366                      |
| Subordinated debentures  | 653  | 761                        |
| <b>Total interest expense</b>  | <b>13,760</b>  | <b>15,244</b>              |
| <b>NET INTEREST INCOME</b>   | <b>28,054</b>  | <b>27,181</b>              |
| <b>PROVISION FOR LOAN LOSSES</b>   | <b>2,964</b>   | <b>1,981</b>               |
| <b>Net interest income after provision for loan losses</b>                           | <b>25,090</b>  | <b>25,200</b>              |
| <b>OTHER INCOME:</b>   |  |                            |
| Trust and asset management fees  | 666  | 934                        |
| Service charges on deposit accounts  | 3,167  | 3,220                      |
| Other service charges and fees   | 1,046  | 1,036                      |
| Net realized losses from sales of securities for which fair value was elected        |  | (602)                      |
| Net unrealized gains (losses) on securities for which fair value was elected         | 133  | (2,057)                    |
| Mortgage banking   | 775  | 339                        |
| Bank owned life insurance  | 540  | 490                        |
| Wealth management  | 452  | 570                        |
| Other  | 643  | 448                        |
|  | 7,422  | 4,378                      |
| <b>Total other-than-temporary impairment losses on available-for-sale securities</b> | <b>(885)</b>   | <b>(3,680)</b>             |
| Less portion of loss recognized in other comprehensive loss                          | 326  |                            |



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|  |          |          |
|--|----------|----------|
| Net impairment losses recognized in earnings   | (1,211)  | (3,680)  |
| Net realized gains on available-for-sale securities  | 608      | 117      |
| Net impairment losses recognized in earnings and realized gains on available-for-sale securities | (603)    | (3,563)  |
| Total other income   | 6,819    | 815      |
| <b>OTHER EXPENSES:</b>   |          |          |
| Salaries and benefits  | 10,768   | 11,338   |
| Net occupancy expense of premises  | 3,092    | 2,750    |
| FDIC insurance premiums  | 1,410    | 341      |
| Amortization of intangibles  | 75       | 75       |
| Other  | 7,308    | 7,238    |
| Total other expenses   | 22,653   | 21,742   |
| INCOME BEFORE INCOME TAXES   | 9,256    | 4,273    |
| INCOME TAX EXPENSE   | 2,293    | 839      |
| NET INCOME   | \$ 6,963 | \$ 3,434 |
| <b>EARNINGS PER SHARE:</b>   |          |          |
| Basic  | \$ 0.81  | \$ 0.40  |
| Diluted  | \$ 0.80  | \$ 0.40  |
| <b>DIVIDENDS PER SHARE,</b>  |          |          |
| Cash dividends per share   | \$ 0.495 | \$ 0.48  |

See Notes to Consolidated Financial Statements

**Table of Contents****CNB FINANCIAL CORPORATION****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (unaudited)****Dollars in thousands**

|   | <b>Three months ended<br/>September 30,<br/>2009</b> |                   | <b>Nine months ended<br/>September 30,<br/>2008</b> |                   |
|---|--|-------------------|---|-------------------|
|   | <b>2009</b>  | <b>(restated)</b> | <b>2009</b>   | <b>(restated)</b> |
| <b>NET INCOME (LOSS)</b>  | <b>\$ 2,249</b>                                      | <b>\$ (744)</b>   | <b>\$ 6,963</b>                                     | <b>\$ 3,434</b>   |
| Other comprehensive income (loss), net of tax:  |  |                   |   |                   |
| Change in fair value of interest rate swap agreement designated as a cash flow hedge, net of tax of \$41 and \$54 for the three months ended September 30, 2009 and 2008, and (\$79) and \$54 for the nine months ended September 30, 2009 and 2008 | (76)   | (100)             | 147   | (100)             |
| Net change in unrealized gains (losses) on securities available for sale:   |  |                   |   |                   |
| Unrealized losses on other-than-temporarily impaired securities available for sale:   |  |                   |   |                   |
| Unrealized losses arising during the period, net of tax of \$152 and \$1,288 for the three months ended September 30, 2009 and 2008, and \$310 and \$1,288 for the nine months ended September 30, 2009 and 2008                                    | (283)  | (2,392)           | (575)   | (2,392)           |
| Reclassification adjustment for losses included in net income, net of tax of (\$340) and (\$1,288) for the three months ended September 30, 2009 and 2008, and (\$424) and (\$1,288) for the nine months ended September 30, 2009 and 2008          | 631  | 2,392             | 787   | 2,392             |
|   | 348  |                   | 212   |                   |
| Unrealized gains (losses) on other securities available for sale:   |  |                   |   |                   |
| Unrealized gains (losses) arising during the period, net of tax of (\$1,215) and \$758 for the three months ended September 30, 2009 and 2008, and (\$552) and (\$3,331) for the nine months ended September 30, 2009 and 2008                      | 2,257  | (1,408)           | 1,025   | (6,186)           |
| Reclassification adjustment for accumulated gains included in net income, net of tax of (\$117) for the three months ended September 30, 2009 and (\$213) and (\$41) for the nine months ended September 30, 2009 and 2008                          | 217  |                   | 395   | 76                |
|   | 2,474  | (1,408)           | 1,420   | (6,110)           |
| <b>Other comprehensive income (loss)</b>  | <b>2,746</b>   | <b>(1,508)</b>    | <b>1,779</b>  | <b>(6,210)</b>    |
| <b>COMPREHENSIVE INCOME (LOSS)</b>  | <b>\$ 4,995</b>                                      | <b>\$ (2,252)</b> | <b>\$ 8,742</b>                                     | <b>\$ (2,776)</b> |

See Notes to Consolidated Financial Statements

**Table of Contents****CNB FINANCIAL CORPORATION****CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)****Dollars in thousands**

|   | <b>Nine months ended<br/>September 30,</b> |                            |
|---|--|----------------------------|
|   | <b>2009</b>                                | <b>2008<br/>(restated)</b> |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>  |  |                            |
| Net income  | \$ 6,963                                   | \$ 3,434                   |
| Adjustments to reconcile net income to net cash provided by operations:                   |  |                            |
| Provision for loan losses   | 2,964                                      | 1,981                      |
| Depreciation and amortization   | 1,497                                      | 1,387                      |
| Amortization, accretion and deferred loan fees and costs                                  | 786  | (255)                      |
| Net impairment losses realized in earnings and gains on available-for-sale securities     | 603  | 3,563                      |
| Net realized and unrealized (gains) losses on securities for which fair value was elected | (133)                                      | 2,659                      |
| Gain on sale of loans   | (683)                                      | (252)                      |
| Net gains on dispositions of premises and equipment and foreclosed assets                 |  | (64)                       |
| Proceeds from sale of loans   | 41,103                                     | 8,807                      |
| Origination of loans held for sale  | (43,087)                                   | (9,862)                    |
| Increase in bank owned life insurance   | (540)                                      | (490)                      |
| Stock-based compensation expense  | 87   | 112                        |
| Changes in:   |  |                            |
| Accrued interest receivable and other assets  | 290  | (4,288)                    |
| Accrued interest payable and other liabilities  | 935  | 1,005                      |
| <b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>  | <b>10,785</b>                              | <b>7,737</b>               |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>  |  |                            |
| Net decrease (increase) in interest bearing time deposits with other banks                | 127  | (2,019)                    |
| Proceeds from maturities, prepayments and calls of securities                             | 70,701                                     | 51,862                     |
| Proceeds from sales of securities   | 71,619                                     | 17,423                     |
| Purchase of securities  | (203,849)                                  | (109,074)                  |
| Loan origination and payments, net  | (21,570)                                   | (72,338)                   |
| Redemption (purchase) of FHLB and other equity interests                                  | (1,234)                                    | 357                        |
| Purchase of premises and equipment  | (954)                                      | (4,635)                    |
| Proceeds from the sale of premises and equipment and foreclosed assets                    | 526  | 212                        |
| <b>NET CASH USED IN INVESTING ACTIVITIES</b>  | <b>(84,634)</b>                            | <b>(118,212)</b>           |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>  |  |                            |
| Net change in:  |  |                            |
| Checking, money market and savings accounts   | 104,215                                    | 144,791                    |
| Certificates of deposit   | (30,197)                                   | 3,485                      |
| Treasury stock purchased  |  | (659)                      |
| Proceeds from sale of treasury stock  | 977  | 728                        |
| Proceeds from exercise of stock options   | 587  |                            |
| Cash dividends paid   | (4,283)                                    | (4,110)                    |
| Advances from long-term borrowings  | 625  | 3,500                      |
| Repayment of long-term borrowings   | (4,573)                                    | (4,000)                    |

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|  |           |           |
|--|-----------|-----------|
| Net change in short-term borrowings                  | (3,107)   | 8,707     |
| NET CASH PROVIDED BY FINANCING ACTIVITIES            | 64,244    | 152,442   |
| NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS | (9,605)   | 41,967    |
| CASH AND CASH EQUIVALENTS, Beginning                 | 31,256    | 26,587    |
| CASH AND CASH EQUIVALENTS, Ending                    | \$ 21,651 | \$ 68,554 |

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:

Cash paid during the period for:

|              |           |           |
|--------------|-----------|-----------|
| Interest     | \$ 13,950 | \$ 15,257 |
| Income taxes | \$ 1,857  | \$ 3,659  |

SUPPLEMENTAL NONCASH DISCLOSURES:

|   |          |          |
|---|----------|----------|
| Transfers to other real estate owned  | \$ 52    | \$ 126   |
| Transfers to assets held for sale   | \$ 699   | \$       |
| Loans transferred from held for sale to held for investment   | \$ 1,736 | \$       |
| Grant of restricted stock awards from treasury stock  | \$       | \$ 173   |
| Adoption of FASB Statement No. 159, transfer of securities available for sale to trading securities | \$       | \$ 7,018 |

See Notes to Consolidated Financial Statements

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**CNB FINANCIAL CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(UNAUDITED)**

**BASIS OF PRESENTATION**

The accompanying consolidated financial statements have been prepared pursuant to rules and regulations of the Securities and Exchange Commission (SEC) and in compliance with accounting principles generally accepted in the United States of America. Because this report is based on an interim period, certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted.

In the opinion of management of the registrant, the accompanying consolidated financial statements as of September 30, 2009 and for the quarters and nine months ended September 30, 2009 and 2008 include all adjustments, consisting of only normal recurring adjustments, necessary for a fair presentation of the financial condition and the results of operations for the period. Management has evaluated events occurring subsequent to the balance sheet date through November 6, 2009, the financial statement issuance date, determining no events require adjustment to or additional disclosure in the consolidated financial statements. The financial performance reported for CNB Financial Corporation (the Corporation) for the three and nine month periods ended September 30, 2009 is not necessarily indicative of the results to be expected for the full year. This information should be read in conjunction with the Corporation's Annual Report to shareholders and Form 10-K for the period ended December 31, 2008.

**STOCK COMPENSATION**

The Corporation has a stock incentive plan for key employees and independent directors. The Stock incentive plan, which is administered by a committee of the Board of Directors, provides for up to 500,000 shares of common stock in the form of nonqualified options or restricted stock. For key employees, the plan vesting is one-fourth of the granted options or restricted stock per year beginning one year after the grant date, with 100% vested on the fourth anniversary of the grant. For independent directors, the vesting schedule is one-third of the granted options per year beginning one year after the grant date, with 100% vested on the third anniversary of the grant.

At September 30, 2009 and 2008, there was no unrecognized compensation cost related to nonvested stock options granted under this plan, and no stock options were granted during the three or nine months periods then ended.

Compensation expense for the restricted stock awards is recognized over the requisite service period noted above based on the fair value of the shares at the date of grant. Unearned restricted stock awards are recorded as a reduction of shareholders' equity until earned. Compensation expense resulting from these restricted stock awards was \$31,000 and \$87,000 for the three and nine months ended September 30, 2009 and \$35,000 and \$112,000 for the three and nine months ended September 30, 2008. As of September 30, 2009, there was \$157,000 of total unrecognized compensation cost related to unvested restricted stock awards.

**Table of Contents****CNB FINANCIAL CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(UNAUDITED)**

A summary of changes in unvested restricted stock awards for the three months ended September 30, 2009 and 2008 follows:

|                                  | September 30, 2009 |  | September 30, 2008 |  |
|----------------------------------|--------------------|--|--------------------|--|
|                                  | Shares             | Weighted<br>Average<br>Grant Date Fair Value | Shares             | Weighted<br>Average<br>Grant Date Fair Value |
| Nonvested at beginning of period | 17,238             | \$ 13.93                                     | 27,941             | \$ 14.03                                     |
| Granted                          |                    |  |                    |  |
| Vested                           | (750)              | 13.86  | (750)              | 13.86  |
| Forfeited                        |                    |  |                    |  |
| Nonvested at end of period       | 16,488             | \$ 13.94                                     | 27,191             | \$ 14.03                                     |

A summary of changes in unvested restricted stock awards for the nine months ended September 30, 2009 and 2008 follows:

|                                  | September 30, 2009 |  | September 30, 2008 |  |
|----------------------------------|--------------------|--|--------------------|--|
|                                  | Shares             | Weighted<br>Average<br>Grant Date Fair Value | Shares             | Weighted<br>Average<br>Grant Date Fair Value |
| Nonvested at beginning of period | 27,197             | \$ 14.03                                     | 22,688             | \$ 14.12                                     |
| Granted                          | 400                | 9.70   | 12,433             | 13.91  |
| Vested                           | (9,408)            | 14.02  | (7,930)            | 14.08  |
| Forfeited                        | (1,701)            | 14.05  |                    |  |
| Nonvested at end of period       | 16,488             | \$ 13.94                                     | 27,191             | \$ 14.03                                     |

**FAIR VALUE*****Fair Value Option***

Management elected to adopt the fair value option for its investment in perpetual preferred equity securities issued by the Federal National Mortgage Association and the Federal Home Loan Mortgage Corporation as well as its investment in certain other equity securities. Management elected the fair value option for these securities to provide financial statement users with greater visibility into the Corporation's financial instruments that do not have a defined maturity date.

Fair value changes attributable to unrealized gains (losses) that were included in earnings for the three and nine months ended September 30, 2009 were \$191,000 and \$133,000. Fair value changes included in earnings for the three and nine months ended September 30, 2008 were (\$1,032,000) and (\$2,057,000) for unrealized losses and (348,000) and (\$602,000) for realized losses on sales. There were no sales of securities

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for which the fair value option was elected during the three and nine months ended September 30, 2009.

Dividend income is recorded based on cash dividends and comprises the Dividends line item in the accompanying consolidated statement of income. Dividend income was \$8,000 and \$26,000 for the three and nine months ended September 30, 2009 and \$37,000 and \$209,000 for the three and nine months ended September 30, 2008.

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**CNB FINANCIAL CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(UNAUDITED)**

***Fair Value Measurement***

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. A fair value hierarchy has also been established which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The following three levels of inputs are used to measure fair value:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect a company's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

The fair values of most trading securities and securities available for sale are determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs) or matrix pricing, which is a mathematical technique widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather relying on the securities' relationship to other benchmark quoted securities (Level 2 inputs). The fair values of certain mortgage-backed securities classified as available for sale have been determined by using Level 3 inputs. The Corporation has engaged a valuation expert to price these securities using a proprietary model, which incorporates assumptions that market participants would use in pricing the securities, including bid/ask spreads and liquidity and credit premiums.

Trust preferred securities which are issued by financial institutions and insurance companies are priced using Level 3 inputs. The decline in the level of observable inputs and market activity in this class of investments by the measurement date has been significant and resulted in unreliable external pricing. Broker pricing and bid/ask spreads, when available, vary widely, and the once active market has become comparatively inactive.

The Corporation engaged a third party consultant who has developed an internal model for pricing these securities. Information such as historical and current performance of the underlying collateral, deferral and default rates, collateral coverage ratios, break in yield calculations, cash flow projections, liquidity and credit premiums required by a market participant, and financial trend analysis with respect to the individual issuing financial institutions and insurance companies are utilized in determining individual security valuations. Due to the current market conditions as well as the limited trading activity of these securities, the market value of the securities is highly sensitive to assumption changes and market volatility.

The Corporation's derivative instrument is an interest rate swap that trades in liquid markets. As such, significant fair value inputs can generally be verified and do not typically involve significant management judgments (Level 2 inputs).

The fair value of impaired loans is determined using the fair value of collateral for collateral dependent loans and the estimated present value of future cash flows for non-collateral dependent loans. The Corporation uses appraisals prepared by valuation specialists and other available data such as comparable sales and industry data to estimate the fair value of collateral and present value of future cash flows (Level 3 inputs).





**Table of Contents****CNB FINANCIAL CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(UNAUDITED)***Assets and Liabilities Measured on a Recurring Basis (in thousands)*

| Description                          | Fair Value Measurements at Reporting Date Using |                  |   |   |
|--------------------------------------|---|------------------|---|---|
|                                      | Quoted Prices in                                |                  |   | Significant Unobservable Inputs (Level 3) |
|                                      | Active Markets for                              |                  |   |   |
|                                      | Sept. 30, 2009                                  | Assets (Level 1) | Significant Other Observable Inputs (Level 2) |   |
| Assets:                              |   |                  |   |   |
| Securities Available For Sale:       |   |                  |   |   |
| U.S. Treasury                        | \$ 10,345                                       | \$ 3,219         | \$ 7,126                                      |   |
| U.S. Government sponsored entities   | 50,227  | 9,323            | 40,904  |   |
| States and political subdivisions    | 65,210  | 2,037            | 63,173  |   |
| Mortgage and asset backed            | 152,054   | 20,291           | 130,977                                       | \$ 786                                    |
| Corporate notes and bonds            | 12,567  |                  | 12,567  |   |
| Pooled trust preferred               | 2,010   |                  |   | 2,010                                     |
| Pooled SBA                           | 5,898   |                  | 5,898   |   |
| Other securities                     | 1,691   | 1,691            |   |   |
|                                      |   |                  |   |   |
| Total Securities Available For Sale  | \$ 300,002                                      | \$ 36,561        | \$ 260,645                                    | \$ 2,796                                  |
|                                      |   |                  |   |   |
| Trading securities equity securities | \$ 1,025  | \$ 1,025         |   |   |
|                                      |   |                  |   |   |
| Liabilities,                         |   |                  |   |   |
| Interest rate swap                   | \$ (789)  |                  | \$ (789)                                      |   |

| Description                    | Fair Value Measurements at Reporting Date Using |                            |   |                                 |
|--------------------------------|---|----------------------------|---|---------------------------------|
|                                | Quoted Prices in                                |                            |   | Significant Unobservable Inputs |
|                                | Active Markets for                              |                            |   |                                 |
|                                | December 31, 2008                               | Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) |                                 |
| Assets:                        |   |                            |   |                                 |
| Securities Available For Sale: |   |                            |   |                                 |
| U.S. Treasury                  | \$  | 10,316                     | \$  | 10,316                          |

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|                                    |         |           |        |          |
|------------------------------------|---------|-----------|--------|----------|
| U.S. Government sponsored entities | 41,264  | \$ 13,059 | 28,205 |          |
| States and political subdivisions  | 54,415  | 7,295     | 47,120 |          |
| Mortgage-backed                    | 104,418 | 5,018     | 95,082 | \$ 4,318 |
| Corporate notes and bonds          | 22,162  |           | 22,162 |          |
| Pooled trust preferred             | 3,079   |           |        | 3,079    |
| Other securities                   | 1,635   | 1,635     |        |          |

|                                     |            |           |            |          |
|-------------------------------------|------------|-----------|------------|----------|
| Total Securities Available For Sale | \$ 237,289 | \$ 27,007 | \$ 202,885 | \$ 7,397 |
|-------------------------------------|------------|-----------|------------|----------|

|                                      |        |        |
|--------------------------------------|--------|--------|
| Trading securities equity securities | \$ 892 | \$ 892 |
|--------------------------------------|--------|--------|

|                    |            |            |
|--------------------|------------|------------|
| Liabilities,       |            |            |
| Interest rate swap | \$ (1,015) | \$ (1,015) |

The table below presents a reconciliation and income statement classification of gains and losses for all securities available for sale measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the three months ended September 30, 2009 (in thousands):

|  |          |
|--|----------|
| Beginning balance, July 1, 2009              | \$ 5,591 |
| Total gains or losses (realized/unrealized): |          |
| Included in earnings                         | (943)    |
| Included in other comprehensive loss         | 175      |
| Purchases, issuances, and settlements        | (541)    |
| Transfers in and/or out of Level 3           | (1,486)  |
| Ending balance, September 30, 2009           | \$ 2,796 |

**Table of Contents****CNB FINANCIAL CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(UNAUDITED)**

The table below presents a reconciliation and income statement classification of gains and losses for all securities available for sale measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the nine months ended September 30, 2009 (in thousands):

|  |          |
|--|----------|
| Beginning balance, January 1, 2009           | \$ 7,397 |
| Total gains or losses (realized/unrealized): |          |
| Included in earnings                         | (1,183)  |
| Included in other comprehensive loss         | 178      |
| Purchases, issuances, and settlements        | (2,179)  |
| Transfers in and/or out of Level 3           | (1,417)  |
| Ending balance, September 30, 2009           | \$ 2,796 |

The table below presents a reconciliation and income statement classification of gains and losses for all securities available for sale measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the year ended December 31, 2008 (in thousands):

|  |          |
|--|----------|
| Beginning balance, January 1, 2008           | \$ 1,526 |
| Total gains or losses (realized/unrealized): |          |
| Included in earnings                         | (2,000)  |
| Included in other comprehensive loss         | (2,770)  |
| Purchases, issuances, and settlements        | 3,494    |
| Transfers in and/or out of Level 3           | 7,147    |
| Ending balance, December 31, 2008            | \$ 7,397 |

The unrealized loss reported in earnings for the year ended December 31, 2008 for Level 3 assets that are still held at December 31, 2008 relates to a pooled trust preferred security deemed to be other-than-temporarily impaired.

*Assets and Liabilities Measured on a Non-Recurring Basis (in thousands)*

Assets measured at fair value on a non-recurring basis are summarized below (in thousands):

| Description | Sept. 30,<br>2009 | Fair Value Measurements at Reporting Date Using |  |                             |
|-------------|-------------------|---|--|-----------------------------|
|             |                   | Quoted Prices in<br>Active Markets for          | Significant Other<br>Observable Inputs | Significant<br>Unobservable |

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|                | Identical Assets<br>(Level 1) | (Level 2) | Inputs<br>(Level 3) |
|----------------|-------------------------------|-----------|---------------------|
| Assets,        |                               |           |                     |
| Impaired loans | \$ 8,858                      |           | \$ 8,858            |

| Description    | December 31,<br>2008 | Fair Value Measurements at Reporting Date Using                         |   |  |
|----------------|----------------------|---|---|--|
|                |                      | Quoted Prices in<br>Active Markets for<br>Identical Assets<br>(Level 1) | Significant Other<br>Observable Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
| Assets,        |                      |   |   |  |
| Impaired loans | \$ 3,222             |   |   | \$ 3,222   |

Impaired loans, which are measured for impairment using the fair value of collateral for collateral dependent loans, had a principal balance of \$10,679, with a valuation allowance of \$1,821 as of September 30, 2009, resulting in an additional provision for loan losses of \$466 and \$795 for the three and nine months then ended. Impaired loans had a principal balance of \$4,850, with a valuation allowance of \$1,628 as of December 31, 2008, resulting in an additional provision for loan losses of \$1,292 for the year then ended.

**Table of Contents****CNB FINANCIAL CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(UNAUDITED)****Fair Value of Financial Instruments**

Carrying amount is the estimated fair value for cash and cash equivalents, accrued interest receivable and payable, demand deposits, other borrowings, and variable rate loans, deposits or borrowings that reprice frequently and fully. For fixed rate loans or deposits and for variable rate loans or deposits with infrequent repricing or repricing limits, fair value is based on discounted cash flows using current market rates applied to the estimated life and credit risk. Fair value of loans held for sale is based on market quotes. Fair value of debt is based on current rates for similar financing. It is not practical to determine the fair value of FHLB stock and other equity interests due to restrictions placed on the transferability of these instruments. The fair value of off balance sheet items is based on the current fees or cost that would be charged to enter into or terminate such arrangements. The fair value of off balance sheet items is not material.

While these estimates of fair value are based on management's judgment of the most appropriate factors as of the balance sheet date, there is no assurance that the estimated fair values would have been realized if the assets had been disposed of or the liabilities settled at that date, since market values may differ depending on various circumstances. The estimated fair values would also not apply to subsequent dates.

In addition, other assets and liabilities that are not financial instruments, such as premises and equipment, are not included in the disclosures. Also, non-financial instruments typically not recognized on the balance sheet may have value but are not included in the fair value disclosures. These include, among other items, the estimated earnings power of core deposits, the earnings potential of trust accounts, the trained workforce, customer goodwill, and similar items.

|   | September 30, 2009 |              | December 31, 2008 |              |
|---|--------------------|--------------|-------------------|--------------|
|   | Carrying Amount    | Fair Value   | Carrying Amount   | Fair Value   |
| <b>(Dollars in thousands)</b>                   |                    |              |                   |              |
| <b>ASSETS</b>                                   |                    |              |                   |              |
| Cash and cash equivalents                       | \$ 21,651          | \$ 21,651    | \$ 31,256         | \$ 31,256    |
| Interest bearing time deposits with other banks | 6,388              | 6,470        | 6,515             | 6,658        |
| Securities available for sale                   | 300,002            | 300,002      | 237,289           | 237,289      |
| Trading securities                              | 1,025              | 1,025        | 892               | 892          |
| Loans held for sale                             | 3,818              | 3,839        | 3,332             | 3,339        |
| Net loans                                       | 683,063            | 709,085      | 662,837           | 682,741      |
| FHLB and other equity interests                 | 7,049              | N/A          | 5,815             | N/A          |
| Accrued interest receivable                     | 4,388              | 4,388        | 4,470             | 4,470        |
| <b>LIABILITIES</b>                              |                    |              |                   |              |
| Deposits  | \$ (888,614)       | \$ (877,100) | \$ (814,596)      | \$ (816,456) |
| Borrowings                                      | (121,762)          | (131,651)    | (128,817)         | (135,760)    |
| Interest rate swap                              | (789)              | (789)        | (1,015)           | (1,015)      |
| Accrued interest payable                        | (1,800)            | (1,800)      | (2,107)           | (2,107)      |

**Table of Contents****CNB FINANCIAL CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(UNAUDITED)****SECURITIES**

Securities available for sale at September 30, 2009 and December 31, 2008 were as follows (in thousands):

|                                 | September 30, 2009 |                  |                   | Fair Value | December 31, 2008 |                  |                   | Fair Value |
|---------------------------------|--------------------|------------------|-------------------|------------|-------------------|------------------|-------------------|------------|
|                                 | Amortized Cost     | Unrealized Gains | Unrealized Losses |            | Amortized Cost    | Unrealized Gains | Unrealized Losses |            |
| U.S. Treasury                   | \$ 10,295          | \$ 50            | \$                | \$ 10,345  | \$ 10,059         | \$ 257           | \$                | \$ 10,316  |
| U.S. Gov't sponsored entities   | 50,166             | 115              | (54)              | 50,227     | 40,779            | 486              | (1)               | 41,264     |
| States & political subdivisions | 63,231             | 2,009            | (30)              | 65,210     | 54,467            | 667              | (719)             | 54,415     |
| Mortgage & asset backed         | 151,811            | 1,526            | (1,283)           | 152,054    | 105,623           | 580              | (1,785)           | 104,418    |
| Corporate notes & bonds         | 18,709             |                  | (6,142)           | 12,567     | 27,735            | 31               | (5,604)           | 22,162     |
| Pooled trust preferred          | 5,841              |                  | (3,831)           | 2,010      | 7,080             | 37               | (4,038)           | 3,079      |
| Pooled SBA                      | 5,895              | 67               | (64)              | 5,898      |                   |                  |                   |            |
| Other securities                | 1,670              | 31               | (10)              | 1,691      | 1,670             |                  | (35)              | 1,635      |
|                                 | \$ 307,618         | \$ 3,798         | \$ (11,414)       | \$ 300,002 | \$ 247,413        | \$ 2,058         | \$ (12,182)       | \$ 237,289 |

At September 30, 2009, there were no holdings of securities of any one issuer, other than the U.S. Government and its agencies, in an amount greater than 10% of shareholders' equity.

Securities with unrealized losses at September 30, 2009 and December 31, 2008, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, are as follows (in thousands):

| September 30, 2009              | Less than 12 Months |                 | 12 Months or More |                 | Total      |                 |
|---------------------------------|---------------------|-----------------|-------------------|-----------------|------------|-----------------|
| Description of Securities       | Fair Value          | Unrealized Loss | Fair Value        | Unrealized Loss | Fair Value | Unrealized Loss |
| U.S. Treasury                   | \$                  | \$              | \$                | \$              | \$         | \$              |
| U.S. Gov't sponsored entities   | 9,932               | (54)            |                   |                 | 9,932      | (54)            |
| States & political subdivisions | 2,644               | (20)            | 1,664             | (10)            | 4,308      | (30)            |
| Mortgage & asset backed         | 37,672              | (315)           | 5,647             | (968)           | 43,319     | (1,283)         |
| Corporate notes & bonds         |                     |                 | 12,567            | (6,142)         | 12,567     | (6,142)         |
| Pooled trust preferred          |                     |                 | 2,010             | (3,831)         | 2,010      | (3,831)         |
| Pooled SBA                      | 1,984               | (64)            |                   |                 | 1,984      | (64)            |
| Other securities                | 139                 | (10)            |                   |                 | 139        | (10)            |
|                                 | \$ 52,371           | \$ (463)        | \$ 21,888         | \$ (10,951)     | \$ 74,259  | \$ (11,414)     |

**December 31, 2008**

| U.S. Treasury                   | \$        | \$         | \$        | \$         | \$        | \$          |
|---------------------------------|-----------|------------|-----------|------------|-----------|-------------|
| U.S. Gov t sponsored entities   | 468       | (1)        |           |            | 468       | (1)         |
| States & political subdivisions | 18,217    | (599)      | 3,894     | (120)      | 22,111    | (719)       |
| Mortgage & asset backed         | 35,572    | (312)      | 9,695     | (1,473)    | 45,267    | (1,785)     |
| Corporate notes & bonds         | 2,985     | (71)       | 17,154    | (5,533)    | 20,139    | (5,604)     |
| Pooled trust preferred          | 849       | (2,008)    | 970       | (2,030)    | 1,819     | (4,038)     |
| Other securities                | 1,134     | (35)       |           |            | 1,134     | (35)        |
|                                 | \$ 59,225 | \$ (3,026) | \$ 31,713 | \$ (9,156) | \$ 90,938 | \$ (12,182) |

The Corporation evaluates securities for other-than-temporary impairment on a quarterly basis, or more frequently when economic or market conditions warrant such an evaluation.

At September 30, 2009, management evaluated the structured pooled trust preferred securities for other-than-temporary impairment by estimating the cash flows expected to be received from each security within the collateral pool, taking into account estimated levels of deferrals and defaults by the underlying issuers, and discounting those cash flows at the appropriate accounting yield. Management also assumed that all issuers in deferral will default prior to their next payment date. Trust preferred collateral is deeply subordinated within issuers' capital structures, so large recoveries are unlikely. Accordingly, management assumed 10% recoveries on bank collateral and none on collateral issued by other companies. Due to the current crisis in the U.S. economy, management also added a baseline default rate of 2% annually for the next two years to our default projections for specific issuers. This percentage represents the peak, post-war



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bank default rate that occurred at the height of the savings and loan crisis, which we believe is an accurate proxy for the current environment. Within the next two years, management expects that credit markets will normalize and that banks with the financial strength to survive will default at a .36% average annual rate, which represents Moody's idealized default probability for BBB corporate credits, and is in line with historical bank failure rates.

Using this methodology, one of the Corporation's structured pooled trust preferred securities was deemed to become other-than-temporarily impaired during the quarter ended June 30, 2009, and two additional structured pooled trust preferred securities were deemed to become other-than-temporarily impaired during the quarter ended September 30, 2009. The Corporation separated the other-than-temporary impairment related to these structured pooled trust preferred securities into (a) the amount of the total impairment related to credit loss, which is recognized in the income statement, and (b) the amount of the total impairment related to all other factors, which is recognized in other comprehensive income. The Corporation measured the credit loss component of other-than-temporary impairment based on the difference between the cost basis and the present value of cash flows expected to be collected. The amount of other-than-temporary impairment recognized in income and in other comprehensive income for the three months ended September 30, 2009 was \$943,000 and \$1,813,000, respectively. The amount of other-than-temporary impairment recognized in income and in other comprehensive income for the nine months ended September 30, 2009 was \$1,183,000 and \$2,993,000, respectively.

In addition, Standard & Poors downgraded one of Corporation's private label collateralized mortgage obligations from AAA to CCC during the third quarter and, as a result, the Corporation evaluated this security for other-than-temporary impairment. The amount of other-than-temporary impairment recognized in income and in other comprehensive income related to this security for the three and nine months ended September 30, 2009 was \$28,000 and \$566,000, respectively.

A roll-forward of the other-than-temporary impairment amount related to credit losses for the three months ended September 30, 2009 is as follows (in thousands):

|  |        |
|--|--------|
| Balance of credit losses on debt securities for which a portion of other-than-temporary impairment was recognized in other comprehensive income, beginning of period | \$ 240 |
| Additional credit loss for which other-than-temporary impairment was not previously recognized   | 971    |

|  |          |
|--|----------|
| Balance of credit losses on debt securities for which a portion of other-than-temporary impairment was recognized in other comprehensive income, end of period | \$ 1,211 |
|--|----------|

A roll-forward of the other-than-temporary impairment amount related to credit losses for the six months ended September 30, 2009 is as follows (in thousands):

|   |       |
|---|-------|
| Balance of credit losses on debt securities for which a portion of other-than-temporary impairment was recognized in other comprehensive income, beginning of period (as measured effective April 1, 2009 upon adoption of FSP FAS 115-2 and FAS 124-2) | \$    |
| Additional credit loss for which other-than-temporary impairment was not previously recognized  | 1,211 |

|  |          |
|--|----------|
| Balance of credit losses on debt securities for which a portion of other-than-temporary impairment was recognized in other comprehensive income, end of period | \$ 1,211 |
|--|----------|

At September 30, 2009, approximately 34% of the total unrealized losses relate to structured pooled trust preferred securities, primarily from issuers in the financial services industry, which are not currently trading in an active, open market with readily observable prices. As a result, these securities were classified within Level 3 of the valuation hierarchy. The fair values of these securities have been calculated using a discounted cash flow model and market liquidity premium as permitted by FASB Statement No. 157, as amended. With the current market conditions, the assumptions used to determine the fair value of Level 3 securities has greater subjectivity due to the lack of observable market transactions. The fair values of these securities have declined due to the fact that subsequent offerings of similar securities pay a higher market rate of return. This higher rate of return reflects the increased credit and liquidity risks in the

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**CNB FINANCIAL CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

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marketplace. Except as described above, based on management's evaluation of the structured pooled trust preferred securities, the present value of the projected cash flows is sufficient for full repayment of the amortized cost of the securities and, therefore, it is believed that the decline in fair value is temporary due to current market conditions. However, without recovery of these securities, other-than-temporary impairments may occur in future periods.

For all of the securities that comprise corporate notes and bonds, management monitors publicly available financial information such as filings with the Securities and Exchange Commission in order to evaluate the securities for other-than-temporary impairment. For financial institution issuers, management also monitors information from quarterly call report filings that are used to generate Uniform Bank Performance Reports. When reviewing this information, management considers the financial condition and near term prospects of the issuer and whether downgrades by bond rating agencies have occurred. Management also considers the length of time and extent to which fair value has been less than cost and the intent and ability of the Corporation to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value. As of September 30, 2009 and December 31, 2008, management concluded that the previously mentioned securities were not other-than-temporarily impaired for the following reasons:

There is no indication of any significant deterioration of the creditworthiness of the institutions who issued the securities.

The unrealized losses are predominantly attributable to liquidity disruptions within the credit markets and the generally stressed condition of the financial services industry.

All contractual interest payments on the securities have been received as scheduled, and no information has come to management's attention through the processes previously described which would lead to a conclusion that future contractual payments will not be received timely.

The Corporation does not intend to sell and it is not more likely than not that it will be required to sell the securities in an unrealized loss position before recovery of its amortized cost basis.

Information pertaining to security sales is as follows:

|                                       | <b>Proceeds</b> | <b>Gross Gains</b> | <b>Gross Losses</b> |
|---------------------------------------|-----------------|--------------------|---------------------|
| Three months ended September 30, 2009 | \$ 20,392       | \$ 333             | \$                  |
| Nine months ended September 30, 2009  | 71,619          | 1,454              | (846)               |

The following is a schedule of the contractual maturity of securities available for sale, excluding equity securities, at September 30, 2009 and December 31, 2008:

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|                                    | September 30, 2009 | December 31, 2008 |
|------------------------------------|--------------------|-------------------|
| 1 year or less                     | \$ 22,726          | \$ 17,791         |
| 1 year 5 years                     | 59,411             | 44,062            |
| 5 years 10 years                   | 34,442             | 31,971            |
| After 10 years                     | 23,780             | 37,412            |
|                                    | 140,359            | 131,236           |
| Mortgage & asset backed securities | 157,952            | 104,418           |
| Total debt securities              | \$ 298,311         | \$ 235,654        |

Mortgage and asset backed securities are not due at a single date; periodic payments are received based on the payment patterns of the underlying collateral.

**Table of Contents****CNB FINANCIAL CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(UNAUDITED)****FEDERAL HOME LOAN BANK (FHLB) STOCK**

CNB Bank is a member of the FHLB system. Members are required to own a certain amount of stock based on the level of borrowings and other factors, and may invest in additional amounts. FHLB stock is carried at cost, classified as a restricted security, and periodically evaluated for impairment. Because this stock is viewed as a long term investment, impairment is based on ultimate recovery of par value.

As of September 30, 2009, the Corporation holds \$5,401,000 of stock in FHLB. In December 2008, FHLB announced that due largely to a decline in the fair value of a segment of its mortgage-backed securities portfolio, it had suspended payment of dividends on the stock and made a decision to no longer purchase excess stock from its members. The Corporation's stock is not transferable and can only be redeemed by FHLB. Further deterioration in the financial condition of FHLB may lead management to a conclusion that the cost of the Corporation's stock in FHLB is not recoverable, which would result in a charge to earnings for impairment of the Corporation's holdings of the stock. The amount of such a charge, if any, cannot be estimated at this time.

**ASSETS HELD FOR SALE**

Effective June 30, 2009, the Corporation transferred land and a building with a carrying amount of \$699,000 from premises and equipment to assets held for sale in anticipation of the sale of the property in the fourth quarter of 2009. Since this property includes one of the Corporation's branch locations, it will be leased back from the buyer.

**DEPOSITS**

Total deposits at September 30, 2009 and December 31, 2008 are summarized as follows (in thousands):

|                                | <b>Percentage<br/>Change</b> | <b>September 30, 2009</b> | <b>December 31, 2008</b> |
|--------------------------------|------------------------------|---------------------------|--------------------------|
| Checking, non-interest bearing | 12.5%                        | \$ 110,208                | \$ 97,999                |
| Checking, interest bearing     | (1.5%)                       | 232,034                   | 235,611                  |
| Savings accounts               | 70.0%                        | 232,927                   | 137,344                  |
| Certificates of deposit        | (8.8%)                       | 313,445                   | 343,642                  |
|                                | 9.1%                         | \$ 888,614                | \$ 814,596               |

**EARNINGS PER SHARE**

Basic earnings per share is computed by dividing net income by the weighted average number of shares outstanding during the applicable period, excluding outstanding participating securities. Diluted earnings per share is computed using the weighted average number of shares determined for the basic computation plus the dilutive effect of potential common shares issuable under certain stock compensation plans. For the three and nine periods ended September 30, 2009, 45,000 and 124,875 shares under option were excluded from the diluted earnings per share calculations as they were anti-dilutive. For the three and nine month periods ended September 30, 2008, 110,500 shares under option were

excluded from the diluted earnings per share calculations as they were anti-dilutive.

Unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and are included in the computation of earnings per share pursuant to the two-class method. The Corporation has determined that its outstanding non-vested stock awards are participating securities.

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The computation of basic and diluted EPS is shown below (in thousands except per share data):

|  | Three months ended<br>September 30,<br>20092008 |           | Nine months ended<br>September 30,<br>20092008 |          |
|--|---|-----------|--|----------|
| Basic earnings per common share computation:   |   |           |  |          |
| Distributed earnings allocated to common stock   | \$ 1,432  | \$ 1,366  | \$ 4,273                                       | \$ 4,095 |
| Undistributed earnings (loss) allocated to common stock  | 813   | (2,108)   | 2,677  | (672)    |
| Net earnings (loss) allocated to common stock  | \$ 2,245  | \$ (742)  | \$ 6,950                                       | \$ 3,423 |
| Weighted average common shares outstanding, including shares considered participating securities |   |           |  |          |
|  | 8,681   | 8,566     | 8,643  | 8,566    |
| Less: Average participating securities   | (11)  | (25)      | (14)   | (24)     |
| Weighted average shares  | 8,670   | 8,541     | 8,629  | 8,542    |
| Basic earnings (loss) per common share   | \$ 0.26   | \$ (0.09) | \$ 0.81  | \$ 0.40  |
| Diluted earnings per common share computation:   |   |           |  |          |
| Net earnings (loss) allocated to common stock  | \$ 2,245  | \$ (742)  | \$ 6,950                                       | \$ 3,423 |
| Weighted average common shares outstanding for basic earnings per common share                   |   |           |  |          |
|  | 8,670   | 8,541     | 8,629  | 8,542    |
| Add: Dilutive effects of assumed exercises of stock options                                      | 25  | 24        | 16   | 23       |
| Weighted average shares and dilutive potential common shares                                     | 8,695   | 8,565     | 8,645  | 8,565    |
| Diluted earnings per common share  | \$ 0.26   | \$ (0.09) | \$ 0.80  | \$ 0.40  |

**DERIVATIVE INSTRUMENTS**

The Corporation records all derivatives on the balance sheet at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative and the resulting designation. Derivatives used to hedge the exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. Derivatives used to hedge the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges.

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For derivatives designated as cash flow hedges, the effective portion of the changes in the fair value of the derivative is initially reported in other comprehensive income (outside of earnings) and subsequently reclassified into earnings when the hedged transaction affects earnings, and the ineffective portion of changes in the fair value of the derivative is recognized directly in earnings. The Corporation assesses the effectiveness of each hedging relationship by comparing the changes in cash flows of the derivative hedging instrument with the changes in cash flows of the designated hedged item or transaction.

On August 1, 2008, the Corporation executed an interest rate swap agreement with a 5 year term to hedge \$10 million of a subordinated note that was entered into by the Corporation during 2007 and elected cash flow hedge accounting for the agreement. The Corporation's objective in using this derivative is to add stability to interest expense and to manage its exposure to interest rate risk. The interest rate swap involves the receipt of variable-rate amounts in exchange for fixed-rate payments over the life of the agreement without exchange of the underlying notional amount. At September 30, 2009, the variable rate on the subordinated debt was 1.85% (LIBOR plus 155 basis points) and the Corporation was paying 5.84% (4.29% fixed rate plus 155 basis points).



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As of September 30, 2009, no derivatives were designated as fair value hedges or hedges of net investments in foreign operations. Additionally, the Corporation does not use derivatives for trading or speculative purposes and currently does not have any derivatives that are not designated as hedges.

The following tables provide information about the amounts and locations of activity related to the interest rate swap designated as a cash flow hedge within the Corporation's consolidated balance sheet and statement of income as of September 30, 2009 and for the three and nine month periods then ended (in thousands):

|  |            |                         | <b>Liability Derivative<br/>Balance Sheet<br/>Location</b> | <b>Fair<br/>Value</b> |
|--|------------|-------------------------|--|-----------------------|
| <b>As of September 30, 2009</b>                          |            |                         |  |                       |
| Interest rate contract                                   |            |                         | Accrued interest payable                                   |                       |
|  |            |                         | and other liabilities                                      | \$ 789                |
| <b>For the Three Months<br/>Ended September 30, 2009</b> |            |                         |  |                       |
|  | <b>(a)</b> | <b>(b)</b>              | <b>(c)</b>   | <b>(d)</b>            |
| Interest rate contract                                   |            | Interest expense        |  | <b>(e)</b>            |
|  | \$ (76)    | subordinated debentures | \$ (95)  | Other income          |
|  |            |                         |  | \$                    |
| <b>For the Nine Months<br/>Ended September 30, 2009</b>  |            |                         |  |                       |
| Interest rate contract                                   |            | Interest expense        |  |                       |
|  | \$ 147     | subordinated debentures | \$ (233)   | Other income          |
|  |            |                         |  | \$                    |

(a) Amount of Gain or (Loss) Recognized in Other Comprehensive Loss on Derivative (Effective Portion), net of tax

(b) Location of Gain or (Loss) Reclassified from Accumulated Other Comprehensive Loss into Income (Effective Portion)

(c) Amount of Gain or (Loss) Reclassified from Accumulated Other Comprehensive Loss into Income (Effective Portion)

(d) Location of Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion and Amount Excluded from Effectiveness Testing)

(e) Amount of Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion and Amount Excluded from Effectiveness Testing)

Amounts reported in accumulated other comprehensive loss related to the interest rate swap will be reclassified to interest expense as interest payments are made on the subordinated debentures. Such amounts reclassified from accumulated other comprehensive loss to interest expense in the next 12 months are expected to approximate \$399,000.

**RESTATEMENT**

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Subsequent to the filing of its Form 10-Q for the quarter ended September 30, 2008, the Corporation's management discovered an error in the valuation of one of its structured pooled trust preferred securities. In addition, management determined that certain assumptions associated with one of its other-than-temporary impairment evaluations for another structured pooled trust preferred securities were in error. As a result, an other-than-temporary impairment loss should have been recognized on this security during the quarter ended September 30, 2008. Because an other-than-temporary charge was originally recorded in the

**Table of Contents****CNB FINANCIAL CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(UNAUDITED)**

fourth quarter of 2008 for 100% of the cost basis of this security, the Corporation's net income for the fourth quarter of 2008 was understated. However, the Corporation's net income for the year ended December 31, 2008 was not misstated since the error only involved the timing of the recognition of the other-than-temporary impairment charge between the third and fourth quarters of 2008.

Since these errors were not material to the consolidated financial statements taken as whole, an amended Form 10-Q for the quarter ended September 30, 2008 was not filed. Instead, the errors were corrected in the accompanying consolidated financial statements. The effects of these errors on the consolidated financial statements for the three and nine month periods ended September 30, 2008 are as follows (in thousands):

| <b>Financial statement line item</b>  | <b>Balance as previously reported</b> | <b>Balance as corrected</b> | <b>Dollar change</b> |
|---|---------------------------------------|-----------------------------|----------------------|
| <b><u>Consolidated statement of income:</u></b>                                       |                                       |                             |                      |
| Three months ended September 30, 2008:  |                                       |                             |                      |
| Total other-than-temporary impairment losses on available-for-sale securities         | \$ (1,963)                            | \$ (3,680)                  | \$ (1,717)           |
| Net impairment losses recognized in earnings  | (1,963)                               | (3,680)                     | (1,717)              |
| Net impairment losses realized in earnings and gains on available-for-sale securities | (1,963)                               | (3,680)                     | (1,717)              |
| Total other loss  | (864)                                 | (2,581)                     | (1,717)              |
| Income (loss) before income taxes   | 277                                   | (1,440)                     | (1,717)              |
| Income tax benefit  | (95)                                  | (696)                       | (601)                |
| Net income (loss)   | 372                                   | (744)                       | (1,116)              |
| Earnings (loss) per share:  |                                       |                             |                      |
| Basic   | 0.04                                  | (0.09)                      | (0.13)               |
| Diluted   | 0.04                                  | (0.09)                      | (0.13)               |
| Nine months ended September 30, 2008:   |                                       |                             |                      |
| Total other-than-temporary impairment losses on available-for-sale securities         | (1,963)                               | (3,680)                     | (1,717)              |
| Net impairment losses recognized in earnings  | (1,963)                               | (3,680)                     | (1,717)              |
| Net impairment losses realized in earnings and gains on available-for-sale securities | (1,846)                               | (3,563)                     | (1,717)              |
| Total other income  | 2,532                                 | 815                         | (1,717)              |
| Income before income taxes  | 5,990                                 | 4,273                       | (1,717)              |
| Income tax expense  | 1,440                                 | 839                         | (601)                |
| Net income  | 4,550                                 | 3,434                       | (1,116)              |
| Earnings per share:   |                                       |                             |                      |
| Basic   | 0.53                                  | 0.40                        | (0.13)               |
| Diluted   | 0.53                                  | 0.40                        | (0.13)               |
| <b><u>Consolidated statement of comprehensive income:</u></b>                         |                                       |                             |                      |
| Three months ended September 30, 2008:  |                                       |                             |                      |
| Net income (loss)   | 372                                   | (744)                       | (1,116)              |

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|   |         |         |       |
|---|---------|---------|-------|
| Net unrealized gains/losses arising during period, net of tax | (3,023) | (1,408) | 1,615 |
| Other comprehensive loss                                      | (3,123) | (1,508) | 1,615 |
| Comprehensive loss  | (2,751) | (2,252) | 499   |

Nine months ended September 30, 2008:

|   |         |         |         |
|---|---------|---------|---------|
| Net income  | 4,550   | 3,434   | (1,116) |
| Net unrealized gains/losses arising during period, net of tax | (7,725) | (6,110) | 1,615   |
| Other comprehensive loss                                      | (7,825) | (6,210) | 1,615   |
| Comprehensive loss  | (3,275) | (2,776) | 499     |

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| <b>Financial statement line item</b>  | <b>Balance as previously reported</b> | <b>Balance as corrected</b> | <b>Dollar change</b> |
|---|---------------------------------------|-----------------------------|----------------------|
| <u>Consolidated statement of cash flows:</u>  |                                       |                             |                      |
| Cash flows from operating activities:   |                                       |                             |                      |
| Net income  | \$ 4,550                              | \$ 3,434                    | \$ (1,116)           |
| Net impairment losses realized in earnings and gains on available-for-sale securities | 1,846                                 | 3,563                       | 1,717                |

**RECENT ACCOUNTING PRONOUNCEMENTS**

In April 2009, the FASB issued three standards intended to provide additional application guidance and enhance disclosures regarding fair value measurements and impairments of securities. Accounting Standards Codification (ASC) 820-10, Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly, provides guidelines for making consistent fair value measurements. ASC 825-10, Interim Disclosures about Fair Value of Financial Instruments, enhances consistency in financial reporting by increasing the frequency of fair value disclosures. ASC 320-10-65, Recognition and Presentation of Other-Than-Temporary Impairments, provides additional guidance designed to create greater clarity and consistency in accounting for and presenting impairment losses on securities and requires impairment of debt securities to be separated into (a) the amount of the total impairment related to credit loss, which is recognized in earnings, and (b) the amount of the total impairment related to all other factors, which is recognized in comprehensive income. The total other-than-temporary impairment is presented in the income statement with an offset for the amount of total other-than-temporary impairment recognized in other comprehensive income. These standards are effective for interim and annual periods ending after June 15, 2009, but entities may adopt them for the interim and annual periods ending after March 15, 2009. The Corporation adopted these standards for its quarter ended June 30, 2009. As a result of implementing ASC 320-10-65, the amount of other-than-temporary impairment recognized in income for the three months ended June 30, 2009 was \$240,000. Had the standard not been issued, the amount of other-than-temporary impairment that would have been recognized in income for the period would have been \$1,420,000.

In June 2009, the FASB issued two standard not yet integrated into the ASC titled Accounting for Transfers of Financial Assets and Amendments to FASB Interpretation No. 46(R). The first standard will require more information about transfers of financial assets, including securitization transactions, and where companies have continuing exposure to the risks related to transferred financial assets. The second standard changes how a company determines when an entity that is insufficiently capitalized or is not controlled through voting or similar rights should be consolidated. These standards will be effective at the start of a company's first fiscal year beginning after November 15, 2009, or January 1, 2010 for companies reporting on a calendar-year basis. The adoption of these standards is not expected to have a material effect on the Corporation's results of operations or financial position.

In June 2009, the FASB issued ASC 105-10, The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles - A Replacement of FASB Statement No. 162. This pronouncement establishes the *FASB Accounting Standards Codification* as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with generally accepted accounting principles (GAAP). Rules and interpretive releases of the Securities and Exchange Commission (SEC) under authority of federal securities laws are also sources of GAAP for SEC registrants. This standard is effective for financial statements issued for interim and annual periods ending after September 15, 2009. The adoption of this standard did not have a material effect on the Corporation's results of operations or financial position.

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### **ITEM 2**

#### **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion and analysis of the consolidated financial statements of CNB Financial Corporation (the "Corporation") is presented to provide insight into management's assessment of financial results. The Corporation's subsidiary CNB Bank (the "Bank") provides financial services to individuals and businesses within the Bank's market area which is primarily made up of the west central Pennsylvania counties of Cambria, Clearfield, Centre, Elk, Jefferson and McKean. During 2005, the Bank entered the northwestern Pennsylvania county of Erie and began doing business as ERIEBANK. The Bank is subject to regulation, supervision and examination by the Pennsylvania State Department of Banking as well as the Federal Deposit Insurance Corporation. The financial condition and results of operations are not intended to be indicative of future performance. One of the Corporation's subsidiaries, CNB Securities Corporation, is incorporated in Delaware and currently maintains investments in debt and equity securities. County Reinsurance Company, also a subsidiary, is a Corporation of Arizona, and provides credit life and disability for customers of CNB Bank. CNB Insurance Agency, incorporated in Pennsylvania, provides for the sale of nonproprietary annuities and other insurance products. Finally, Holiday Financial Services Corporation ("Holiday") was formed in 2005 to facilitate the Corporation's entry into the consumer discount loan and finance business. Management's discussion and analysis should be read in conjunction with the consolidated financial statements and related notes.

Risk identification and management are essential elements for the successful management of the Corporation. In the normal course of business, the Corporation is subject to various types of risk, including interest rate, credit, and liquidity risk. These risks are controlled through policies and procedures established throughout the Corporation.

Interest rate risk is the sensitivity of net interest income and the market value of financial instruments to the direction and frequency of changes in interest rates. Interest rate risk results from various repricing frequencies and the maturity structure of the financial instruments owned by the Corporation. The Corporation uses its asset/liability management policy and systems to control, monitor and manage interest rate risk.

Credit risk represents the possibility that a customer may not perform in accordance to contractual terms. Credit risk results from loans with customers and the purchase of securities. The Corporation's primary credit risk is in the loan portfolio. The Corporation manages credit risk by following an established credit policy and through a disciplined evaluation of the adequacy of the allowance for loan losses. Also, the investment policy limits the amount of credit risk that may be taken in the securities portfolio.

Liquidity risk represents the inability to generate or otherwise obtain funds at reasonable rates to satisfy commitments to borrowers and obligations to depositors. The Corporation has established guidelines within its asset liability management policy to manage liquidity risk. These guidelines include contingent funding alternatives.

#### **GENERAL OVERVIEW**

In September 2009, the Corporation expanded its ERIEBANK franchise by opening a temporary location in Meadville, Pennsylvania. Construction of a full service office is underway with opening expected in the second quarter of 2010. Management believes that our ERIEBANK division, along with our traditional CNB Bank market areas, should provide the Bank with sustained loan and deposit growth throughout the remainder of 2009.

The Corporation began 2009 with a total of eight offices within Holiday Financial Services Corporation. Although the consumer discount loan business is relatively new to the Corporation, management has made the necessary investments in experienced personnel and technology which has facilitated the growth of Holiday into a successful and profitable subsidiary of the Corporation.

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While non-interest costs are expected to increase with the growth of the Corporation's banking and consumer discount loan franchises, these new ventures will continue to provide growth in earning assets as well as enhanced non-interest income which we believe will more than offset these costs in 2009 and beyond. In addition, during the latter part of 2008 and continuing into 2009, the Corporation began a cost management study covering all areas of non-interest expense. Cost savings as a result of this study have begun to be recognized in 2009 with benefits continuing into subsequent years.

The interest rate environment will continue to play an important role in the future earnings of the Corporation. Although we have seen some slight compression of our net interest margin in 2009 as a result of the current interest rate environment, management will continue to apply a disciplined approach to managing our balance sheet in these uncertain times. We have taken measures such as instituting rate floors on our commercial lines of credit and home equity lines as a result of the historic lows on various key interest rates such as the Prime Rate and 3-month LIBOR. Due to our continued growth, non-interest income should be enhanced in several areas including service charges and other fees. In addition, mortgage banking income is expected to continue increasing in 2009 due to an expanded volume of refinancing activity resulting from projected historically low borrowing rates. While our business plan continues to focus on commercial lending, we now offer a full service approach to servicing the needs of high net worth individuals through our Private Banking groups in both our CNB Bank and ERIEBANK franchises.

Management concentrates on return on average equity and earnings per share evaluations, plus other methods to measure and direct the performance of the Corporation. While past results are not an indication of future earnings, we feel the Corporation is well positioned to enhance core earnings through the remainder of 2009.

### ***CASH AND CASH EQUIVALENTS***

Cash and cash equivalents totaled \$21.7 million at September 30, 2009 compared to \$31.3 million at December 31, 2008. Cash and cash equivalents will fluctuate based on the timing and amount of liquidity events that occur in the normal course of business. We believe the liquidity needs of the Corporation are satisfied by the current balance of cash and cash equivalents, readily available access to traditional funding sources, and the portion of the investment and loan portfolios that mature within one year. These sources of funds will enable the Corporation to meet cash obligations and off-balance sheet commitments as they come due.

### ***SECURITIES***

Securities available for sale and trading securities have combined to increase \$62.8 million or 26.4% since December 31, 2008. The increase is primarily the result of purchases of structured collateralized mortgage obligations, mortgage-backed securities, and tax-exempt securities from excess deposit growth not reinvested in loans. In addition, as more fully described below, the Corporation also had a higher than normal volume of sales and purchases of securities available for sale during the first nine months of 2009.

The Corporation's structured pooled trust preferred securities currently do not trade in an active, open market with readily observable prices and are therefore classified within Level 3 of the valuation hierarchy. The fair value of these securities has been calculated using a discounted cash flow model and market liquidity premium. With the current market conditions, the assumptions used to determine the fair value of Level 3 securities has greater subjectivity due to the lack of observable market transactions. The fair values of these securities have declined due to the fact that the subsequent offerings of similar securities pay a higher market rate of return. This higher rate of return reflects the increased credit and liquidity risks in the marketplace.

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When the structured pooled trust preferred securities were purchased, they were considered to be investment grade based on ratings assigned by Moody's. As a result of liquidity disruptions within the credit markets and the generally stressed conditions within the financial services industry, Moody's has downgraded the rating of these securities since they were purchased by the Corporation. As of September 30, 2009, the Corporation held three structured pooled trust preferred securities rated Ca by Moody's having an amortized cost of \$3,689,000 and fair value of \$696,000, one structured pooled trust preferred security rated Baa2 by Moody's having an amortized cost and fair value of \$1,166,000, and one structured pooled trust preferred security rated B3 by Moody's having an amortized cost of \$986,000 and fair value of \$148,000.

Based on our evaluation of certain structured pooled trust preferred securities, the present value of the projected cash flows is sufficient for full repayment of the amortized cost of the securities and, therefore, it is believed the decline in fair value is temporary due to current market conditions. However, without recovery of these securities, other-than-temporary impairments may occur in future periods.

During the first quarter of 2009, management identified its corporate debt investments as a potential credit risk to the Corporation based upon the continued downturn in the economy and the resulting effect on the financial services industry. As a result of a thorough evaluation process which included risk profiling of individual issuers and comparisons of corporate debt exposure to peer institutions, management elected to liquidate a portion of its investments in mid-tier financial institution corporate debt. The decision to sell specific securities was based upon news and events that occurred in the first quarter of 2009 which were indicators of deterioration of the issuers' creditworthiness, including earnings releases which were significantly less than expectations, declines in common stock prices, and decreases in the fair value of debt securities from December 31, 2008 through the date of sale.

The total reduction in corporate debt of approximately \$2.0 million during the first quarter brought the Corporation's exposure below the median of its peers based on data obtained from quarterly Uniform Bank Performance Reports. Proceeds from the sale of these corporate securities totaled \$1,694,000 resulting in gross realized losses of \$780,000. To offset this loss, the Corporation sold obligations of U.S. Government sponsored entities, state and political subdivisions, and mortgage-backed securities resulting in total proceeds of \$30,318,000 and gross gains of \$764,000. Management will continue to closely monitor its corporate debt portfolio and reduce identified risks based on changes in the economic environment and the fundamental financial health of individual institutions in which the Corporation is invested.

During the second and third quarters of 2009, management sold additional debt securities in an attempt to re-position a portion of its portfolio into lower risk-weighted assets. Proceeds from the sales were reinvested in other available for sale securities. None of these sales resulted in the realization of a significant loss.

The Corporation generally buys into the market over time and does not attempt to time its transactions. In doing this, the highs and lows of the market are averaged into the portfolio and minimize the overall effect of different rate environments. We monitor the earnings performance and the effectiveness of the liquidity of the securities portfolio on a regular basis through Asset/Liability Committee (ALCO) meetings. The ALCO also reviews and manages interest rate risk for the Corporation. Through active balance sheet management and analysis of the securities portfolio, we maintain a sufficient level of liquidity to satisfy depositor requirements and various credit needs of our customers.

## ***LOANS***

The Corporation experienced a slight increase in loan demand during the first nine months of 2009. Our lending is primarily focused in the west, central and northwest Pennsylvania markets and consists principally of commercial and retail lending, which includes single family residential mortgages and other consumer loans. The Corporation views commercial lending as its competitive advantage and continues to focus on this area by hiring and retaining experienced loan officers and supporting them with quality credit analysis. The Corporation expects moderate loan demand throughout the remainder of 2009 primarily as a result of the continued growth of our ERIEBANK division.



**Table of Contents****ALLOWANCE FOR LOAN LOSSES**

The allowance for loan losses is established by provisions for losses in the loan portfolio as well as overdrafts in deposit accounts. These provisions are charged against current income. Loans and overdrafts deemed not collectible are charged off against the allowance while any subsequent collections are recorded as recoveries and increase the allowance. The table below shows activity within the allowance account (in thousands):

|  | Nine months ending<br>September 30,<br>2009 | Year ending<br>December 31, 2008 | Nine months ending<br>September 30,<br>2008 |
|--|---|----------------------------------|---|
| Balance at beginning of period           | \$ 8,719                                    | \$ 6,773                         | \$ 6,773                                    |
| Charge-offs:                             |   |                                  |   |
| Commercial, industrial, and agricultural | 301   | 33                               | 33  |
| Commercial mortgages                     | 307   | 178                              | 62  |
| Residential mortgages                    | 292   | 330                              | 223   |
| Consumer                                 | 1,313                                       | 1,169                            | 546   |
| Overdraft deposit accounts               | 192   | 334                              | 232   |
|  | 2,405                                       | 2,044                            | 1,096                                       |
| Recoveries:                              |   |                                  |   |
| Commercial, industrial, and agricultural | 1   | 2                                |   |
| Commercial mortgages                     |   |                                  | 2   |
| Residential mortgages                    | 1   | 6                                | 6   |
| Consumer                                 | 66  | 84                               | 63  |
| Overdraft deposit accounts               | 119   | 111                              | 86  |
|  | 187   | 203                              | 157   |
| Net charge-offs                          | (2,218)                                     | (1,841)                          | (939)                                       |
| Provision for loan losses                | 2,964                                       | 3,787                            | 1,981                                       |
| Balance at end of period                 | \$ 9,465                                    | \$ 8,719                         | \$ 7,815                                    |
| Loans, net of unearned                   | \$ 692,528                                  | \$ 671,556                       | \$ 671,234                                  |
| Allowance to net loans                   | 1.37%                                       | 1.30%                            | 1.16%                                       |
| Net charge-offs to average loans         | 0.44%                                       | 0.28%                            | 0.20%                                       |
| Nonperforming assets                     | \$ 14,400                                   | \$ 4,250                         | \$ 4,964                                    |
| Nonperforming % of total assets          | 1.32%                                       | 0.42%                            | 0.49%                                       |

The adequacy of the allowance for loan losses is subject to a formal analysis by the credit administrator of the Corporation. As part of the formal analysis, delinquencies and losses are monitored monthly. The loan portfolio is divided into several categories in order to better analyze the entire pool. First is a selection of classified loans that is given a specific reserve. The remaining loans are pooled, by category, into these segments:

*Reviewed*

Commercial, industrial, and agricultural

Commercial mortgages

*Homogeneous*

Residential real estate

Consumer

Credit cards

Overdrafts

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The reviewed loan pools are further segregated into four categories: special mention, substandard, doubtful, and unclassified. Historical loss factors are calculated for each pool excluding overdrafts based on the previous eight quarters of experience. The homogeneous pools are evaluated by analyzing the historical loss factors from the most previous quarter end and the two most recent year ends. The historical loss factors for both the reviewed and homogeneous pools are adjusted based on these six qualitative factors:

Levels of and trends in delinquencies, non-accrual loans, and classified loans

Trends in volume and terms of loans

Effects of any changes in lending policies and procedures

Experience, ability and depth of management

National and local economic trends and conditions

Concentrations of credit

The methodology described above was created using the experience of our credit administrator, guidance from the regulatory agencies, expertise of our loan review partner, and discussions with our peers. The resulting factors are applied to the pool balances in order to estimate the probable risk of loss within each pool. Prudent business practices dictate that the level of the allowance, as well as corresponding charges to the provision for loan losses, should be commensurate with identified areas of risk within the loan portfolio and the attendant risks inherent therein. The quality of the credit risk management function and the overall administration of this vital segment of the Corporation's assets are critical to the ongoing success of the Corporation.

The previously mentioned analysis considered numerous historical and other factors to analyze the adequacy of the allowance and current period charges against the provision for loan losses. Management paid special attention to a section of the analysis that compared and plotted the actual level of the allowance against the aggregate amount of loans adversely classified in order to compute the estimated potential losses associated with those loans. By noting the spread at the present time, as well as prior periods, management can determine the current adequacy of the allowance as well as evaluate trends that may be developing. The volume and composition of the Corporation's loan portfolio continue to reflect growth in commercial credits including commercial real estate loans.

As mentioned in the Loans section of this analysis, management considers commercial lending a competitive advantage and continues to focus on this area as part of its strategic growth initiatives. However, management must also consider the fact that the inherent risk is more pronounced in these types of credits and is also driven by the economic environment of its market areas.

During the nine month period ended September 30, 2009, the Corporation increased its provision for loan losses and allowance as compared to the nine month period ended September 30, 2008. The increase was a result of increases in net charge-offs, primarily in the consumer discount portfolio, as well as growth in loans outstanding and nonperforming loans from September 30, 2008 to September 30, 2009. Due to the addition of Holiday Financial Services in 2005, the Corporation has grown a portfolio of consumer finance and discount loans with different risk characteristics than its consumer loan portfolio in its banking subsidiary. Holiday originates small balance unsecured loans and secured loans, primarily collateralized by automobiles and equipment, to borrowers with higher credit risk characteristics than are typical in its bank consumer loan portfolio. Although such loans only represent 2.4% of the Corporation's total outstanding loans at September 30, 2009, the characteristics of this higher credit risk portfolio were considered, resulting in increases to our provision and allowance for the nine months ended September 30, 2009.

Nonperforming loans and net charge-offs have increased during the first nine months of 2009, primarily as a result of the effect of rising costs and the overall challenging economic environment on certain borrowers. One large commercial loan, a shared national credit in which the Corporation participates, with a carrying value of \$5.2 million was placed on nonaccrual status during the quarter ended September 30, 2009. Management has reviewed this loan to determine if a specific loss allocation was required and has determined that no significant allocation is

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warranted at this time. In addition, despite the increase in nonperforming loans during the quarter ended September 30, 2009, the total of impaired, criticized, and classified loans remained consistent with the quarter ended June 30, 2009. Management believes that both its current period provision and allowance for loan losses are reasonable and adequate to absorb probable incurred losses in its portfolio at September 30, 2009.

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### ***FUNDING SOURCES***

The Corporation considers deposits, short-term borrowings, and term debt when evaluating funding sources. Traditional deposits continue to be the main source of funds in the Corporation increasing \$74.0 million from \$814.6 million at December 31, 2008 to \$888.6 million at September 30, 2009. The growth in deposits was the result of increases in savings accounts of \$95.6 million, offset by a decrease in certificates of deposit of \$30.2 million. Non-interest bearing checking accounts increased \$12.2 million and interest bearing checking accounts decreased \$3.6 million. The increase in savings accounts occurred as a result of the Corporation's continued offering of competitive rates and growth of its ERIEBANK franchise. During the 3<sup>rd</sup> quarter, the Corporation continued to expand its business and consumer relationships in the ERIEBANK market, including the territory which will be served by its new Meadville, Pennsylvania branch that is scheduled to open in 2010. In addition, a large regional bank that had been located in northeastern Pennsylvania merged with another financial institution, resulting in opportunities to market the Corporation's deposit products to potential new customers.

Periodically, the Corporation utilizes term borrowings from the Federal Home Loan Bank (FHLB) and other lenders to meet funding needs. Management plans to maintain access to short and long-term borrowings as an available funding source when deemed appropriate.

### ***SHAREHOLDERS' EQUITY***

The Corporation's capital continues to provide a base for profitable growth. Total shareholders' equity was \$68.6 million at September 30, 2009 and \$62.5 million at December 31, 2008. In the first nine months of 2009, the Corporation earned \$7.0 million and declared dividends of \$4.3 million, a dividend payout ratio of 61.5% of net income. The Corporation has also complied with the standards of capital adequacy mandated by the banking regulators. Bank regulators have established risk-based capital requirements designed to measure capital adequacy. Risk-based capital ratios reflect the relative risks of various assets banks hold in their portfolios. A weight category of 0% (lowest risk assets), 20%, 50%, or 100% (highest risk assets), is assigned to each asset on the balance sheet. The Bank's total risk-based capital ratio of 11.24% at September 30, 2009 is above the well-capitalized standard of 10%. The Bank's Tier 1 capital ratio of 10.14% at September 30, 2009 is above the well-capitalized minimum of 6%. The Bank's leverage ratio at September 30, 2009 was 7.49%, also above the well-capitalized standard of 5%. The Corporation's total risk-based capital, Tier 1 capital and leverage ratios all exceed well-capitalized standards as well. The ratios provide quantitative data demonstrating the strength and future opportunities for use of the Corporation's capital base. An evaluation of risk-based capital ratios and the capital position of the Corporation is part of its budgeting and strategic planning processes.

### ***LIQUIDITY AND INTEREST RATE SENSITIVITY***

Liquidity measures an organization's ability to meet cash obligations as they come due. The consolidated statement of cash flows presented on page 7 provides analysis of the Corporation's cash and cash equivalents. Additionally, management considers that portion of the loan and investment portfolio that matures within one year as part of the Corporation's liquid assets. The Corporation's liquidity is monitored by the ALCO Committee, which establishes and monitors ranges of acceptable liquidity. Management believes the Corporation's current liquidity and interest rate position is acceptable.

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***OFF BALANCE SHEET ACTIVITIES***

Some financial instruments, such as loan commitments, credit lines, letters of credit and overdraft protection, are issued to meet customer financing needs. The contractual amount of financial instruments with off-balance sheet risk was as follows at September 30, 2009 (in thousands):

|                              |                   |
|------------------------------|-------------------|
| Commitments to extend credit | \$ 194,192        |
| Standby letters of credit    | 16,414            |
|                              | <b>\$ 210,606</b> |

**Table of Contents****CNB FINANCIAL CORPORATION****CONSOLIDATED YIELD COMPARISONS****AVERAGE BALANCES AND NET INTEREST MARGIN**

Dollars in thousands

|  | September 30, 2009 |                |                       | September 30, 2008 |                |                       |
|--|--------------------|----------------|-----------------------|--------------------|----------------|-----------------------|
|  | Average<br>Balance | Annual<br>Rate | Interest<br>Inc./Exp. | Average<br>Balance | Annual<br>Rate | Interest<br>Inc./Exp. |
| <b>ASSETS:</b>   |                    |                |                       |                    |                |                       |
| Interest-bearing deposits with other banks                             | \$ 9,187           | 2.58%          | \$ 178                | \$ 7,010           | 4.91%          | \$ 258                |
| Federal funds sold and securities purchased under agreements to resell | 2                  | 0.00%          |                       | 12,765             | 3.47%          | 332                   |
| Securities:  |                    |                |                       |                    |                |                       |
| Taxable (1)  | 209,142            | 3.46%          | 5,698                 | 150,159            | 4.61%          | 5,354                 |
| Tax-Exempt (1,2)   | 54,423             | 5.67%          | 2,273                 | 28,842             | 6.61%          | 1,397                 |
| Equity Securities (1,2)  | 1,484              | 3.14%          | 35                    | 5,619              | 5.77%          | 275                   |
| <br>Total  | <br>274,238        | <br>3.84%      | <br>8,184             | <br>204,395        | <br>4.86%      | <br>7,616             |
| <br>Loans:   |                    |                |                       |                    |                |                       |
| Commercial (2)   | 240,476            | 5.81%          | 10,486                | 241,429            | 6.63%          | 12,011                |
| Mortgage (2)   | 392,732            | 6.47%          | 19,052                | 350,405            | 7.03%          | 18,476                |
| Consumer   | 46,632             | 15.09%         | 5,278                 | 47,583             | 14.39%         | 5,137                 |
| <br>Total loans (3)  | <br>679,840        | <br>6.83%      | <br>34,816            | <br>639,417        | <br>7.43%      | <br>35,624            |
| <br>Total earning assets   | <br>954,078        | <br>5.95%      | <br>\$ 43,000         | <br>843,812        | <br>6.79%      | <br>\$ 43,240         |
| <br>Non interest-bearing assets:                                       |                    |                |                       |                    |                |                       |
| Cash and due from banks  | 32,736             |                |                       | 29,003             |                |                       |
| Premises and equipment   | 23,160             |                |                       | 22,044             |                |                       |
| Other assets   | 49,733             |                |                       | 39,829             |                |                       |
| Allowance for loan losses  | (9,151)            |                |                       | (7,273)            |                |                       |
| <br>Total non interest-bearing assets                                  | <br>96,478         |                |                       | <br>83,603         |                |                       |
| <br>TOTAL ASSETS   | <br>\$ 1,050,556   |                |                       | <br>\$ 927,415     |                |                       |
| <br>LIABILITIES AND SHAREHOLDERS' EQUITY:                              |                    |                |                       |                    |                |                       |
| Demand - interest-bearing  | \$ 241,070         | 0.81%          | 1,467                 | \$ 199,320         | 1.43%          | 2,132                 |
| Savings  | 181,996            | 1.69%          | 2,306                 | 87,399             | 1.80%          | 1,177                 |
| Time   | 320,139            | 2.46%          | 5,906                 | 349,576            | 2.98%          | 7,808                 |
| <br>Total interest-bearing deposits                                    | <br>743,205        | <br>1.74%      | <br>9,679             | <br>636,295        | <br>2.33%      | <br>11,117            |

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|   |                     |       |           |                   |       |           |
|---|---------------------|-------|-----------|-------------------|-------|-----------|
| Short-term borrowings                             | 2,192               | 0.24% | 4         | 977               | 1.50% | 11        |
| Long-term borrowings                              | 105,472             | 4.33% | 3,424     | 99,656            | 4.49% | 3,355     |
| Subordinated debentures                           | 20,620              | 4.22% | 653       | 20,620            | 4.92% | 761       |
| Total interest-bearing liabilities                | 871,489             | 2.11% | \$ 13,760 | 757,548           | 2.68% | \$ 15,244 |
| Demand - non interest-bearing                     | 102,622             |       |           | 96,545            |       |           |
| Other liabilities                                 | 11,313              |       |           | 5,550             |       |           |
| Total liabilities                                 | 985,424             |       |           | 859,643           |       |           |
| Shareholders' equity                              | 65,132              |       |           | 67,772            |       |           |
| <b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b> | <b>\$ 1,050,556</b> |       |           | <b>\$ 927,415</b> |       |           |
| Interest income/Earning assets                    |                     | 5.95% | \$ 43,000 |                   | 6.79% | \$ 43,240 |
| Interest expense/Interest-bearing liabilities     |                     | 2.11% | 13,760    |                   | 2.68% | 15,244    |
| Net interest spread                               |                     | 3.84% | \$ 29,240 |                   | 4.11% | \$ 27,996 |
| Interest income/Interest-bearing assets           |                     | 5.95% | 43,000    |                   | 6.79% | 43,240    |
| Interest expense/Interest-bearing assets          |                     | 1.92% | 13,760    |                   | 2.41% | 15,244    |
| Net interest margin                               |                     | 4.03% | \$ 29,240 |                   | 4.39% | \$ 27,996 |

- (1) Includes unamortized discounts and premiums. Average balance is computed using the carrying value of securities. The average yield has been computed using the historical amortized cost average balance for available for sale securities.
- (2) Average yields are stated on a fully taxable equivalent basis.
- (3) Average outstanding includes the average balance outstanding of all non-accrual loans. Loans consist of the average of total loans less average unearned income. The amount of loan fees included in the interest income on loans is not material.



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**RESULTS OF OPERATIONS**

**Three Months Ended September 30, 2009 and 2008**

***OVERVIEW OF THE INCOME STATEMENT***

The Corporation had net income of \$2.2 million for the third quarter of 2009 compared to a net loss of \$744 thousand for the same period of 2008. The earnings (loss) per diluted share was \$0.26 in the third quarter of 2009 and (\$0.09) for the third quarter of 2008. The Corporation's third quarter 2008 results of operations were negatively affected by other-than-temporary impairment charges of \$3.7 million related to two debt securities and \$1.4 million in realized and unrealized losses on securities for which fair value was elected.

***INTEREST INCOME AND EXPENSE***

Net interest income totaled \$9.5 million in the third quarter of 2009, an increase of \$344 thousand (or 3.8%) over the third quarter of 2008. Total interest and dividend income decreased by \$446 thousand (or 3.1%) as compared to the third quarter of 2008. Although the Corporation's earning assets continue to grow, these increases have been offset by decreases in the yield on earning assets due to the current interest rate environment. However, our total interest expense decreased \$790 thousand (or 14.8%) as compared to the third quarter of 2008. The Corporation's deposits continue to grow; however, interest expense has been positively impacted by decreases in rates paid on deposit accounts, primarily as a result of decreases in short-term interest rates by the Federal Reserve throughout 2008.

***PROVISION FOR LOAN LOSSES***

The Corporation recorded a provision for loan losses of \$1.1 million in the third quarter of 2009 compared to \$716 thousand in the third quarter of 2008. As noted in the allowance for loan loss table, the Corporation has experienced an increased level of charge-offs over the prior year even though net charge-offs as a percentage of average loans remains at a modest level in comparison to our peer group. However, because of the increase in net charge-offs and the increasing level of nonperforming loans, as well as management's detailed evaluation of problem loans, criticized assets, and the overall effects of the economy in our markets, an increase in the provision was deemed necessary. Management believes the charges to the provision in the third quarter are appropriate and the allowance for loan losses is adequate to absorb probable incurred losses in our portfolio as of September 30, 2009.

***OTHER INCOME (LOSS)***

Other income (loss) improved significantly in the third quarter of 2009 as compared to the same period in 2008. A substantial portion of the change is a result of the Corporation's net realized and unrealized securities losses and other-than-temporary impairment losses incurred during the third quarter of 2008, which resulted in pretax charges totaling \$5.1 million. The Corporation also recognized impairment losses, realized gains on available-for-sale securities, and net unrealized gains on securities for which fair value was elected during the third quarter of 2009 which resulted in a net pre-tax reduction of income in the amount of \$447 thousand.

Excluding the effects of securities transactions, the Corporation's other income increased \$34 thousand (or 1.4%) in the third quarter of 2009 as compared to the same period in 2008.

***NON-INTEREST EXPENSE***

Non-interest expense increased 2.8% to \$7.5 million in the third quarter of 2009 compared to \$7.3 million in the third quarter 2008. The Corporation's insurance premiums due to the Federal Deposit Insurance Corporation ( FDIC ) increased by \$169 thousand as a result of increases in the deposits on which the premium assessment is based and higher assessment rates in 2009.

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### ***INCOME TAX EXPENSE (BENEFIT)***

Income tax expense was \$723 thousand in the third quarter of 2009 as compared to a tax benefit of \$696 thousand in the third quarter of 2008. The federal income tax benefit in the third quarter of 2008 occurred as a result of the pre-tax loss, as well as tax-exempt income of \$507 thousand resulting from investments in state and political subdivision obligations and bank owned life insurance.

### **Nine Months Ended September 30, 2009 and 2008**

### ***OVERVIEW OF THE INCOME STATEMENT***

The Corporation had net income of \$7.0 million for the first nine months of 2009 compared to \$3.4 million for the same period of 2008. The earnings per diluted share increased from \$0.40 in the first nine months of 2008 to \$0.80 for the same period of 2009. The return on assets and the return on equity for the first nine months of 2009 are 0.89% and 14.29% as compared to 0.49% and 6.77% for the first nine months of 2008.

### ***INTEREST INCOME AND EXPENSE***

Net interest income totaled \$28.1 million in the first nine months of 2009, an increase of \$873 thousand (or 3.2%) over the first nine months of 2008. Total interest and dividend income decreased by \$611 thousand (or 1.4%) as compared to the first nine months of 2008. Although the Corporation's earning assets continue to grow, these increases have been offset by decreases in the yield on earning assets as a result of the current interest rate environment. As noted in the average balances and net interest margin table, the Corporation's average earning assets have grown by \$110.3 million since September 30, 2008 while the yield has decreased by 84 basis points from 6.79% to 5.95%. Total interest expense, however, decreased \$1.5 million (or 9.7%) as compared to the first nine months of 2008. The Corporation's deposits continue to grow; however, interest expense has been positively impacted by decreases in rates paid on deposit accounts, primarily as a result of decreases in short-term interest rates by the Federal Reserve throughout 2008. As a result, the cost of interest bearing liabilities decreased by 57 basis points which more than offset the increase in average interest bearing liabilities of \$113.9 million.

### ***PROVISION FOR LOAN LOSSES***

The Corporation recorded a provision for loan losses of \$3.0 million in the first nine months of 2009 compared to \$2.0 million in the first nine months of 2008. As noted in the allowance for loan loss table, the Corporation has experienced an increased level of charge-offs over the prior year even though net charge-offs as a percentage of average loans remains at a modest level in comparison to our peer group. However, because of the increase in net charge-offs and the increasing level of nonperforming loans, as well as management's detailed evaluation of problem loans, criticized assets, and the overall effects of the economy in our markets, an increase in the provision was deemed necessary. Management believes the charges to the provision in the current year are appropriate and the allowance for loan losses is adequate to absorb probable incurred losses in our portfolio as of September 30, 2009.

### ***OTHER INCOME***

Other income improved significantly in the nine months ended September 30, 2009 as compared to the same period in 2008. A substantial portion of the change is a result of the Corporation's net realized and unrealized securities losses and other-than-temporary impairment losses incurred during the third quarter of 2008, which resulted in pretax charges totaling \$6.3 million. The Corporation also recognized impairment losses, realized gains on available-for-sale securities, and net unrealized gains on securities for which fair value was elected during the first nine months of 2009 which resulted in a net pre-tax reduction of income in the amount of \$470 thousand.

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Excluding the effects of securities transactions, the Corporation's other income increased \$252 thousand (or 3.6%) during the first nine months of 2009 as compared to the same period in 2008. The most significant increase of \$436 thousand occurred in mortgage banking income, which is a result of the volume of refinancing transactions processed by the Corporation's mortgage banking department in the 2009 compared to 2008. The principal balances of mortgage loans sold to Freddie Mac increased from \$8.7 million in the nine months ended September 30, 2008 to \$40.9 million in the nine months ended September 30, 2009.

### ***NON-INTEREST EXPENSE***

Non-interest expense increased 4.2% to \$22.7 million in the first nine months of 2009 compared to \$21.7 million in the first nine months of 2008. The Corporation's insurance premiums due to the Federal Deposit Insurance Corporation (FDIC) increased by \$1.1 million primarily as a result of increases in the deposits on which the premium assessment is based, higher assessment rates, and the 2009 special assessment described in the paragraph below.

As an institution insured by the Federal Deposit Insurance Corporation (FDIC), the Corporation is required to pay deposit insurance premiums to the FDIC. Because the FDIC's deposit insurance fund fell below prescribed levels in 2008, the FDIC has announced increased premiums for all insured depository institutions, including the Corporation, in order to begin recapitalizing the fund. In addition, in the second quarter of 2009, the FDIC imposed a 5 basis point emergency assessment on insured depository institutions which was paid on September 30, 2009, based on total assets less Tier 1 capital at June 30, 2009. The Corporation's expense attributable to this special assessment is \$475 thousand, which is reflected in FDIC insurance premiums.

Salaries and benefits expenses decreased \$570 thousand, primarily due to a decrease in health insurance costs of \$326 thousand and a decrease in supplemental executive retirement plan expenses of \$249 thousand.

### ***INCOME TAX EXPENSE***

Income tax expense was \$2.3 million in the first nine months of 2009 as compared to \$839 thousand in the first nine months of 2008, resulting in an effective tax rate of 24.8% and 19.6%, respectively. The effective rate for the periods differed from the federal statutory rate of 35.0% principally as a result of tax exempt income from securities and loans as well as earnings from bank owned life insurance. The increase in the effective tax rate is attributable to a lower percentage of tax-exempt income compared to pre-tax income.

### ***CRITICAL ACCOUNTING POLICIES***

The accounting and reporting policies of CNB Financial Corporation are in accordance with accounting principles generally accepted in the United States of America and conform to general practices within the financial services industry. Accounting and reporting practices for the allowance for loan losses and fair value of securities are deemed critical since they involve the use of estimates and require significant management judgments. Application of assumptions different than those used by management could result in material changes in CNB Financial Corporation's financial position or results of operations. Note 1 (Summary of Significant Accounting Policies), Note 3 (Securities), and Note 5 (Allowance for Loan Losses), of the 2008 Annual Report and 10-K, provide detail with regard to the Corporation's accounting for the allowance for loan losses and fair value of securities. There have been no significant changes in the application of accounting policies since December 31, 2008.

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### ***SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995***

Certain statements contained in the report that are not historical facts are forward looking statements that are subject to certain risks and uncertainties. When used herein, the terms anticipates, plans, expects, believes, estimate, projected, forecast, should, or gravitate t expressions as they relate to CNB Financial Corporation or its management are intended to identify such forward looking statements. CNB Financial Corporation's actual results, performance or achievements may materially differ from those expressed or implied in the forward-looking statements. Risks and uncertainties that could cause or contribute to such material differences include, but are not limited to, general economic conditions, interest rate environment, competitive conditions in the financial services industry, changes in law, governmental policies and regulations, and rapidly changing technology affecting financial services.

### **ITEM 3**

### **QUANTITATIVE & QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Market risk is the risk of loss arising from adverse changes in the fair value of financial instruments due to changes in interest rates, exchange rates, and equity prices. As a financial institution, the Corporation is primarily sensitive to the interest rate risk component. Changes in interest rates will affect the levels of income and expense recorded on a large portion of the Bank's assets and liabilities. Additionally, such fluctuations in interest rates will impact the market value of all interest sensitive assets. The Asset/Liability Committee (ALCO) is responsible for reviewing the interest rate sensitivity position and establishing policies to control exposure to interest rate fluctuations. The primary goal established by this policy is to increase total income within acceptable risk limits.

The Corporation monitors interest rate risk through the use of two models: earnings simulation and static gap. Each model standing alone has limitations; however taken together they represent a reasonable view of the Corporation's interest rate risk position.

*STATIC GAP:* Gap analysis is intended to provide an approximation of projected repricing of assets and liabilities at a point in time on the basis of stated maturities, prepayments, and scheduled interest rate adjustments within selected time intervals. A gap is defined as the difference between the principal amount of assets and liabilities which reprice within those time intervals. The cumulative one year gap at September 30, 2009 was 1.38% of total earning assets compared to policy guidelines of plus or minus 15.0%.

Fixed rate securities, loans and CDs are included in the gap repricing based on time remaining until maturity. Mortgage prepayments are included in the time frame in which they are expected to be received.

Certain shortcomings are inherent in the method of analysis presented in Static Gap. For example, although certain assets and liabilities may have similar maturities or periods to repricing, they may not react correspondingly to changes in market interest rates. Also, the interest rates on certain types of assets and liabilities may fluctuate with changes in market interest rates, while interest rates on other types of assets may lag behind changes in market rates. Additionally, certain assets, such as adjustable-rate loans, have features, like annual and lifetime rate caps, which restrict changes in interest rates both on a short-term basis and over the life of the asset. Further, in the event of a change in interest rates, prepayment and early withdrawal levels would likely deviate from those assumed in the table. Finally, the ability of certain borrowers to make scheduled payments on their adjustable-rate loans may decrease in the event of an interest rate increase.

*EARNINGS SIMULATION:* This model forecasts the projected change in net income resulting from an increase or decrease in the level of interest rates. The model assumes a one time shock of plus or minus 200 basis points or 2%.

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The model makes various assumptions about cash flows and reinvestments of these cash flows in the different rate environments. Generally, repayments, maturities and calls are assumed to be reinvested in like instruments and no significant change in the balance sheet mix is assumed. Actual results could differ significantly from these estimates which would produce significant differences in the calculated projected change in income. The limits stated above do not necessarily represent measures that would be taken by management in order to stabilize income results. The instruments on the balance sheet do react at different speeds to various changes in interest rates as discussed under Static Gap. In addition, there are strategies available to management that minimize the decline in income caused by a rapid rise in interest rates.

The following table below summarizes the information from the interest rate risk measures reflecting rate sensitive assets to rate sensitive liabilities at September 30, 2009 and December 31, 2008:

|                             | September 30, 2009 | December 31, 2008 |
|-----------------------------|--------------------|-------------------|
| Static 1-Yr. Cumulative Gap | 1.38%              | 1.42%             |
| Earnings Simulation:        |                    |                   |
| -200 bps vs. Stable Rate    | 11.37%             | 6.28%             |
| +200 bps vs. Stable Rate    | (8.21)%            | (10.59)%          |

The interest rate sensitivity position at September 30, 2009 was asset sensitive in the short-term, which is consistent with December 31, 2008. Management measures the potential impact of significant changes in interest rates on both earnings and equity. By the use of computer generated models, the potential impact of these changes has been determined to be acceptable with modest effects on net income and equity given an interest rate shock of an increase or decrease in rates of 2.0%. We continue to monitor the interest rate sensitivity through the ALCO and use the data to make strategic decisions.

**ITEM 4****CONTROLS AND PROCEDURES**

As of the end of the period covered by this quarterly report, an evaluation was carried out under the supervision and with the participation of the Corporation's management, including our Chief Executive Officer and Principal Financial Officer, of the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934). Based on their evaluation, our Chief Executive Officer and Principal Financial Officer have concluded that the Corporation's disclosure controls and procedures are, to the best of their knowledge, effective to ensure that information required to be disclosed by the Corporation in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms. Subsequent to the date of their evaluation, our Chief Executive Officer and Principal Financial Officer have concluded that there were no significant changes in the Corporation's internal controls or in other factors that could significantly affect its internal controls, including any corrective actions with regard to significant deficiencies and material weaknesses.

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**PART II OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS** None

**ITEM 1A. RISK FACTORS** There have been no material changes to the factors disclosed in Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2008.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS** There were no shares purchased as part of publicly announced plans or programs from January 1, 2009 to September 30, 2009. The maximum number of shares that may yet be purchased under publicly announced plans or programs is 168,386.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES** None

**ITEM 4. SUBMISSION OF MATTERS FOR SECURITY HOLDERS VOTE** None

**ITEM 5. OTHER INFORMATION** None

**ITEM 6. EXHIBITS**

EXHIBIT 31.1 CEO Certification

EXHIBIT 31.2 Principal Financial Officer Certification

EXHIBIT 32 Certifications

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**SIGNATURES**

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

CNB FINANCIAL CORPORATION  
(Registrant)

DATE: November 6, 2009

/s/ WILLIAM F. FALGER  
**William F. Falger**  
**President and Director**  
**(Principal Executive Officer)**

DATE: November 6, 2009

/s/ CHARLES R. GUARINO  
**Charles R. Guarino**  
**Treasurer**  
**(Principal Financial Officer)**