

CNB FINANCIAL CORP/PA  
Form 10-K  
March 07, 2014  
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 10-K**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2013

Commission File Number 0-13396

**CNB FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

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 office)

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

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

Title of each class	Name of each exchange on which registered
Common Stock, no par value per share	The NASDAQ Stock Market LLC (NASDAQ Global Select Market)

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

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

☐ Yes ☒ No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

## Edgar Filing: CNB FINANCIAL CORP/PA - Form 10-K

☐ Yes ☒ No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ 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 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒ x

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the 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 ☒ 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

Aggregate market value of the common stock held by non-affiliates of the registrant as of June 30, 2013:

\$198,933,179

The number of shares outstanding of the registrant's common stock as of March 3, 2014:

14,464,041 shares

### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the proxy statement for the annual shareholders' meeting to be held on April 15, 2014 are incorporated by reference into Part III.

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**PART I.**

**ITEM 1. BUSINESS**

CNB Financial Corporation (the Corporation) is a financial holding company registered under the Bank Holding Company Act of 1956, as amended. It was incorporated under the laws of the Commonwealth of Pennsylvania in 1983 for the purpose of engaging in the business of a financial holding company. On April 26, 1984, the Corporation acquired all of the outstanding capital stock of County National Bank, a national banking chartered institution. In December 2006, County National Bank changed its name to CNB Bank, referred to herein as the Bank, and became a state bank chartered in Pennsylvania and subject to regulation by the Pennsylvania Department of Banking and the Federal Deposit Insurance Corporation. In October 2013, the Corporation acquired FC Banc Corp. and its subsidiary, The Farmers Citizens Bank.

In addition to the Bank, the Corporation has four other subsidiaries. CNB Securities Corporation is incorporated in Delaware and currently maintains investments in debt and equity securities. County Reinsurance Company is an Arizona corporation and provides credit life and disability insurance for customers of CNB Bank. CNB Insurance Agency, incorporated in Pennsylvania, provides for the sale of nonproprietary annuities and other insurance products. Holiday Financial Services Corporation, incorporated in Pennsylvania, offers small balance unsecured loans and secured loans, primarily collateralized by automobiles and equipment, to borrowers with higher risk characteristics.

**CNB Bank**

CNB Bank (the Bank) was incorporated in 1934 and is chartered in the Commonwealth of Pennsylvania. ERIEBANK, a division of CNB Bank, began operations in 2005. In October 2013, the Corporation completed its previously announced acquisition of FC Banc Corp. and its subsidiary, Farmers Citizens Bank. Farmers Citizens Bank served the central Ohio markets of Bucyrus, Cardington, Fredericktown, Mount Hope and Shiloh, as well as the markets of Worthington and Upper Arlington in the greater Columbus, Ohio area, with 8 branch locations. The Corporation is continuing to operate these 8 branch locations as FCBank, a division of CNB Bank, with local decision making and oversight.

The Bank has 37 full service branch offices and one loan production office located in various communities in its market area. CNB Bank's primary market area includes the Pennsylvania counties of Cambria, Cameron, Centre, Clearfield, Crawford, Elk, Indiana, Jefferson, and McKean. As ERIEBANK, a division of CNB Bank, the Bank operates in the Pennsylvania counties of Crawford, Erie, and Warren. As FCBank, a division of CNB Bank, the Bank operates in the Ohio counties of Crawford, Richland, Ashland, Wayne, Marion, Morrow, Knox, Holmes, Delaware, and Franklin.

The Bank is a full service bank engaging in a full range of banking activities and services for individual, business, governmental and institutional customers. These activities and services principally include checking, savings, and time deposit accounts; real estate, commercial, industrial, residential and consumer loans; and a variety of other specialized financial services. The Bank's Wealth & Asset Management Services division offers a full range of client services.

**Holiday Financial Services Corporation**

In 2005, the Corporation entered the consumer discount loan and finance business, which is conducted through a wholly owned subsidiary, Holiday Financial Services Corporation. Holiday currently has

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eleven offices within the Corporation's footprint. Management believes that it has made the necessary investments in experienced personnel and technology which has helped facilitate the growth of Holiday into a successful and profitable subsidiary.

## **Competition**

The financial services industry in the Corporation's service area continues to be extremely competitive, both among commercial banks and with other financial service providers such as consumer finance companies, thrifts, investment firms, mutual funds and credit unions. The increased competition has resulted from changes in the legal and regulatory guidelines as well as from economic conditions. Mortgage banking firms, leasing companies, financial affiliates of industrial companies, brokerage firms, retirement fund management firms, and even government agencies provide additional competition for loans and other financial services. Some of the financial service providers operating in the Corporation's market area operate on a large-scale regional or national basis and possess resources greater than those of the Corporation. The Corporation is generally competitive with all competing financial institutions in its service area with respect to interest rates paid on time and savings deposits, service charges on deposit accounts and interest rates charged on loans.

## **Supervision and Regulation**

The Corporation is a bank holding company and a financial holding company and the Bank is a Pennsylvania state-chartered bank that is not a member of the Board of Governors of the Federal Reserve System (Federal Reserve Board). Accordingly, the Corporation is subject to the oversight of the Federal Reserve Board and the Pennsylvania Department of Banking, and the Bank is subject to the oversight of the Pennsylvania Department of Banking and Federal Deposit Insurance Corporation ( FDIC ). The Corporation and Bank are also subject to various requirements and restrictions under federal and state law, such as requirements to maintain reserves against deposits, restrictions on the types, amounts and terms and conditions of loans that may be granted, and limitations on the types of investments that may be made and the types of services that may be offered. Various consumer financial protection laws and regulations also affect the operation of the Bank and, pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act ), the Bureau of Consumer Financial Protection ( CFPB ) is authorized to write rules on consumer financial products which could affect the operations of the Bank. In addition to the impact of regulation, commercial banks are affected significantly by the actions of the Federal Reserve Board, including actions taken with respect to interest rates, as the Federal Reserve Board attempts to control the money supply and credit availability in the U.S. in order to influence the economy.

The following summary sets forth certain of the material elements of the regulatory framework applicable to bank holding companies and their subsidiaries and provides certain specific information about us and our subsidiaries. It does not describe all of the provisions of the statutes, regulations and policies that are identified. To the extent that the following information describes statutory and regulatory provisions, it is qualified in its entirety by express reference to each of the particular statutory and regulatory provisions. A change in applicable statutes, regulations or regulatory policy may have a material effect on our business.

### *Bank Holding Company Regulation*

As a bank holding company, the Corporation is subject to regulation and examination by the Pennsylvania Department of Banking and the Federal Reserve Board. We are required to file with the

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Federal Reserve Board an annual report and such additional information as the Federal Reserve Board may require pursuant to the Bank Holding Company Act of 1956, as amended (the BHC Act ), and applicable regulations. For instance, the BHC Act requires each bank holding company to obtain the approval of the Federal Reserve Board before it may acquire substantially all the assets of any bank, or before it may acquire ownership or control of any voting shares of any bank if, after such acquisition, it would own or control, directly or indirectly, more than five percent of any class of voting shares of such bank. Such a transaction may also require approval of the Pennsylvania Department of Banking.

Pursuant to provisions of the BHC Act and regulations promulgated by the Federal Reserve Board thereunder, the Corporation may only engage in, or own companies that engage in, activities deemed by the Federal Reserve Board to be permissible for bank holding companies or financial holding companies. Activities permissible for bank holding companies are those that are so closely related to the business of banking or managing or controlling banks as to be a proper incident thereto. Permissible activities for financial holding companies include those so closely related to banking as well as certain additional activities deemed financial in nature. The Corporation must obtain permission from or provide notice to the Federal Reserve Board prior to engaging in most new business activities.

Under Federal Reserve Board regulations, a bank holding company is required to serve as a source of financial and managerial strength to its subsidiary banks and may not conduct its operations in an unsafe or unsound manner. In addition, it is the Federal Reserve Board's policy that in serving as a source of strength to its subsidiary banks, a bank holding company should stand ready to use available resources to provide adequate capital funds to its subsidiary banks during periods of financial stress or adversity and should maintain the financial flexibility and capital-raising capacity to obtain additional resources for assisting its subsidiary banks. A bank holding company's failure to meet its obligations to serve as a source of strength to its subsidiary banks will generally be considered by the Federal Reserve Board to be an unsafe and unsound banking practice or a violation of the Federal Reserve Board regulations or both. This doctrine is commonly known as the source of strength doctrine.

The Federal Reserve has adopted risk-based capital guidelines for bank holding companies. Currently, the required minimum ratio of total capital to risk-weighted assets (including off-balance sheet activities, such as standby letters of credit) is 8%. At least half of the total capital is required to be Tier 1 capital, consisting principally of common shareholders' equity, non-cumulative perpetual preferred stock, a limited amount of cumulative perpetual preferred stock and minority interests in the equity accounts of consolidated subsidiaries, less goodwill. The remainder (Tier 2 capital) may consist of a limited amount of subordinated debt and intermediate-term preferred stock, certain hybrid capital instruments and other debt securities, perpetual preferred stock and a limited amount of the general loan loss allowance.

In addition to the risk-based capital guidelines, the Federal Reserve has established minimum leverage ratio (Tier 1 capital to total assets) guidelines for bank holding companies. These guidelines provide for a minimum leverage ratio of 3% for those bank holding companies which have the highest regulatory examination ratings and are not contemplating or experiencing significant growth or expansion. All other bank holding companies are required to maintain a leverage ratio of at least 4%.

In May 2013, the Securities and Exchange Commission and the Commodity Futures Trading Commission (together, the Commissions ) jointly issued final rules and guidelines to require certain regulated entities to establish programs to address risks of identity theft. The rules and guidelines

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implement provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act. These provisions amend Section 615(e) of the Fair Credit Reporting Act and directed the Commissions to adopt rules requiring entities that are subject to the Commissions' jurisdiction to address identity theft in two ways. First, the rules require financial institutions and creditors to develop and implement a written identity theft prevention program that is designed to detect, prevent, and mitigate identity theft in connection with certain existing accounts or the opening of new accounts. The rules include guidelines to assist entities in the formulation and maintenance of programs that would satisfy the requirements of the rules. Second, the rules establish special requirements for any credit and debit card issuers that are subject to the Commissions' jurisdiction, to assess the validity of notifications of changes of address under certain circumstances.

On July 2, 2013, the Federal Reserve Board issued final rules, and on July 9, 2013, the FDIC issued interim final rules that revise existing regulatory capital requirements to incorporate certain revisions to the Basel capital framework, including Basel III, and to implement certain provisions of the Dodd-Frank Act. The final rules seek to strengthen the components of regulatory capital, increase risk-based capital requirements, and make selected changes to the calculation of risk-weighted assets. The final rules, among other things:

revise minimum capital requirements and adjust prompt corrective action thresholds;

revise the components of regulatory capital, add a new minimum common equity Tier 1 capital ratio of 4.5% of risk-weighted assets, increase the minimum Tier 1 capital ratio requirement from 4% to 6%;

retain the existing risk-based capital treatment for 1-4 family residential mortgage exposures;

permit most banking organizations, including the Corporation, to retain, through a one-time permanent election, the existing capital treatment for accumulated other comprehensive income;

implement a new capital conservation buffer of common equity Tier 1 capital equal to 2.5% of risk-weighted assets, which will be in addition to the 4.5% common equity Tier 1 capital ratio and be phased in over a three year period beginning January 1, 2016 which buffer is generally required to make capital distributions and pay executive bonuses;

increase capital requirements for past-due loans, high volatility commercial real estate exposures, and certain short-term loan commitments;

require the deduction of mortgage servicing assets and deferred tax assets that exceed 10% of common equity Tier 1 capital in each category and 15% of common equity Tier 1 capital in the aggregate; and

remove references to credit ratings consistent with Dodd-Frank and establish due diligence requirements for securitization exposures.

Under the interim and final rules, compliance is required beginning January 1, 2015, for most banking organizations including the Corporation, subject to a transition period for several aspects of the final rules, including the new minimum capital ratio requirements, the capital conservation buffer, and the regulatory capital adjustments and deductions. We are still in the process of assessing the impacts of these complex final and interim final rules; however, we believe we will continue to exceed all estimated well-capitalized regulatory requirements on a fully phased-in basis.

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### *Regulation of CNB Bank*

CNB Bank is a Pennsylvania-chartered bank and is subject to regulation, supervision and regular examination by the Pennsylvania Department of Banking and the FDIC. Federal and state banking laws and regulations govern, among other things, the scope of a bank's business, the investments a bank may make, the reserves against deposits a bank must maintain, the loans a bank makes and collateral it takes, the activities of a bank with respect to mergers and acquisitions, the establishment of branches, management practices, and numerous other aspects of banking operations.

### *Legislation*

The Dodd-Frank Act, enacted into law on July 21, 2010, includes numerous provisions designed to strengthen the financial industry, enhance consumer financial protection, expand disclosures and provide for transparency, and significantly changed the bank regulatory structure and affected and will continue to affect the lending, deposit, investment, trading and operating activities of financial institutions and their holding companies. The Dodd-Frank Act also created a CFPB, which is authorized to write rules on a number of consumer financial products, and a Financial Services Oversight Council, which is empowered to determine which entities are systematically significant and require tougher regulations.

It is difficult to predict at this time what specific impact certain provisions of the Dodd-Frank Act and the implementing rules and regulations, many which have yet to be written, will have on the Corporation, including any regulations promulgated by the CFPB. The legislation and any implementing rules that are ultimately issued could have adverse implications on the financial industry, the competitive environment, and the Corporation's ability to conduct business. The Corporation will have to apply resources to ensure that it is in compliance with all applicable provisions of the Dodd-Frank Act and any implementing rules, which may increase its costs of operations and adversely impact its earnings.

### *Dividend Restrictions*

The Corporation is a legal entity separate and distinct from the Bank. Declaration and payment of cash dividends depends upon cash dividend payments to the Corporation by the Bank, which is our primary source of revenue and cash flow. Accordingly, the right of the Corporation, and consequently the right of our creditors and shareholders, to participate in any distribution of the assets or earnings of any subsidiary is necessarily subject to the prior claims of creditors of the subsidiary, except to the extent that claims of the Corporation in its capacity as a creditor may be recognized.

As a Pennsylvania state-chartered bank, the Bank is subject to regulatory restrictions on the payment and amounts of dividends under the Pennsylvania Banking Code. Further, the ability of banking subsidiaries to pay dividends is also subject to their profitability, financial condition, capital expenditures and other cash flow requirements.

The payment of dividends by the Bank and the Corporation may also be affected by other factors, such as the requirement to maintain adequate capital above regulatory guidelines. The federal banking agencies have indicated that paying dividends that deplete a depository institution's capital base to an inadequate level would be an unsafe and unsound banking practice. A depository institution may not pay any dividend if payment would cause it to become undercapitalized or if it already is undercapitalized. Moreover, the federal agencies have issued policy statements that provide that bank



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holding companies and insured banks should generally only pay dividends out of current operating earnings. Federal banking regulators have the authority to prohibit banks and bank holding companies from paying a dividend if the regulators deem such payment to be an unsafe or unsound practice.

### *Capital Adequacy and Operations*

Under applicable prompt corrective action (PCA) statutes and regulations, depository institutions are placed into one of five capital categories, ranging from well capitalized to critically undercapitalized. The FDIC, in the case of the Bank, is required to take certain, and is authorized to take other, supervisory action against a depository institution that falls below certain of these levels. The PCA statute and regulations provide for progressively more stringent supervisory measures as a depository institution's capital category declines. An institution that is not well capitalized is generally prohibited from accepting brokered deposits and offering interest rates on deposits higher than the prevailing rate in its market. An undercapitalized depository institution must submit an acceptable capital restoration plan to the appropriate federal bank regulatory agency. One requisite element of such a plan is that the institution's parent holding company must guarantee compliance by the institution with the plan, subject to certain limitations.

At December 31, 2013, the Bank qualified as well capitalized under applicable regulatory capital standards.

### *Community Reinvestment Act*

Under the Community Reinvestment Act of 1977 (CRA), the FDIC is required to assess the record of all financial institutions regulated by it to determine if these institutions are meeting the credit needs of the community (including low and moderate income neighborhoods) which they serve. CRA performance evaluations are based on a four-tiered rating system: Outstanding, Satisfactory, Needs to Improve and Substantial Noncompliance. CRA performance evaluations are considered in evaluating applications for such things as mergers, acquisitions and applications to open branches. The Bank received a CRA rating of Satisfactory at its most current CRA exam.

### *Restrictions on Transactions with Affiliates and Insiders*

The Bank and Corporation also are subject to the restrictions of Sections 23A and 23B of the Federal Reserve Act, and their implementing Regulation W, issued by the Federal Reserve Board. Section 23A requires that loans or extensions of credit by the Bank to an affiliate, purchases of securities by the Bank issued by an affiliate, purchases of assets by the Bank from an affiliate (except as may be exempted by order or regulation), the acceptance by the Bank of securities issued by an affiliate as collateral and the issuance by the Bank of a guarantee, acceptance by the Bank of letters of credit on behalf of an affiliate (collectively, Covered Transactions) be on terms and conditions consistent with safe and sound banking practices. Section 23A also imposes quantitative restrictions on the amount of and collateralization requirements on such transactions. Section 23B requires that all Covered Transactions and certain other transactions, including the sale of securities or other assets by the Bank to an affiliate and the payment of money or the furnishing of services by the Bank to an affiliate, be on terms comparable to those prevailing for similar transactions with non-affiliates.

The Bank is also subject to Sections 22(g) and 22(h) of the Federal Reserve Act, and their implementing Regulation O issued by the Federal Reserve Board. These provisions impose limitations on loans and extensions of credit by the Bank to its executive officers, directors and principal

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shareholders and their related interests as well as to the Corporation and any subsidiary of the Corporation. The limitations restrict the terms and aggregate amount of such transactions. Regulation O also imposes certain recordkeeping and reporting requirements.

### *Deposit Insurance and Premiums*

The deposits of the Bank are insured up to applicable limits per insured depositor by the FDIC. The Dodd-Frank Act has permanently increased the standard maximum deposit insurance amount to \$250,000 per depositor per insured depository institution, retroactive to January 1, 2008, and qualifying non-interest bearing transaction accounts had unlimited deposit insurance through December 31, 2012.

The Dodd-Frank Act also broadens the base for FDIC insurance assessments. Assessments will now be based on the average consolidated total assets less tangible equity capital of a financial institution.

### *Other Federal Laws and Regulations*

State usury and other credit laws limit the amount of interest and various other charges collected or contracted by a bank on loans. The Bank is also subject to lending limits on loans to one borrower and regulatory guidance on concentrations of credit. The Bank's loans and other products and services are also subject to numerous federal and state consumer financial protection laws, including, but not limited to, the following:

Truth-In-Lending Act, which governs disclosures of credit terms to consumer borrowers;

Truth-in-Savings Act, which governs disclosures of the terms of deposit accounts to consumers;

Home Mortgage Disclosure Act, requiring financial institutions to provide information to regulators to enable determinations as to whether financial institutions are fulfilling their obligations to meet the home lending needs of the communities they serve and not discriminating in their lending practices;

Equal Credit Opportunity Act, prohibiting discrimination on the basis of race, gender or other prohibited factors in extending credit;

Real Estate Settlement Procedures Act, which imposes requirements relating to real estate settlements, including requiring lenders to disclose certain information regarding the nature and cost of real estate settlement services;

Fair Credit Reporting Act, covering numerous areas relating to certain types of consumer information and identity theft;

Privacy provisions of the Gramm-Leach-Bliley Act and related regulations, which require that financial institutions provide privacy policies to consumers, to allow customers to opt out of certain sharing of their nonpublic personal information, and to safeguard sensitive and confidential customer information.

Electronic Fund Transfer Act, which is a consumer protection law regarding electronic fund transfers;

The Bank Secrecy Act and USA Patriot Act, which require financial institutions to take certain actions to help prevent, detect and prosecute money laundering and the financing of terrorism; and



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Numerous other federal and state laws and regulations, including those related to consumer protection and bank operations.  
*Sarbanes-Oxley Act of 2002*

The Sarbanes-Oxley Act of 2002 was enacted on July 30, 2002 and represented a comprehensive revision of laws affecting corporate governance, accounting obligations and corporate reporting. The Sarbanes-Oxley Act is applicable to all companies with equity securities registered or that file reports under the Securities Exchange Act of 1934, as amended, including publicly-held financial holding companies such as the Corporation. In particular, the Sarbanes-Oxley Act establishes: (i) requirements for audit committees, including independence, expertise, and responsibilities; (ii) additional responsibilities regarding financial statements for the Chief Executive Officer and Chief Financial Officer of the reporting company; (iii) standards for auditors and regulation of audits; (iv) increased disclosure and reporting obligations for the reporting company and its directors and executive officers; and (v) new and increased civil and criminal penalties for violations of the securities laws. Many of the provisions were effective immediately while other provisions became effective over a period of time and are subject to rulemaking by the SEC.

### *Governmental Policies*

Our earnings are significantly affected by the monetary and fiscal policies of governmental authorities, including the Federal Reserve Board. Among the instruments of monetary policy used by the Federal Reserve Board to implement these objectives are open-market operations in U.S. Government securities and federal funds, changes in the discount rate on member bank borrowings and changes in reserve requirements against member bank deposits. These instruments of monetary policy are used in varying combinations to influence the overall level of bank loans, investments and deposits, and the interest rates charged on loans and paid for deposits. The Federal Reserve Board frequently uses these instruments of monetary policy, especially its open-market operations and the discount rate, to influence the level of interest rates and to affect the strength of the economy, the level of inflation or the price of the dollar in foreign exchange markets. The monetary policies of the Federal Reserve Board have had a significant effect on the operating results of banking institutions in the past and are expected to continue to do so in the future. It is not possible to predict the nature of future changes in monetary and fiscal policies, or the effect which they may have on our business and earnings.

### *Other Legislative Initiatives*

Proposals may be introduced in the United States Congress, in the Pennsylvania Legislature, and/or by various bank regulatory authorities that could alter the powers of, and restrictions on, different types of banking organizations and which could restructure part or all of the existing regulatory framework for banks, bank and financial holding companies and other providers of financial services. Moreover, other bills may be introduced in Congress which would further regulate, deregulate or restructure the financial services industry, including proposals to substantially reform the regulatory framework. It is not possible to predict whether these or any other proposals will be enacted into law or, even if enacted, the effect which they may have on our business and earnings.

## **Employees**

As of December 31, 2013, the Corporation had a total of 395 employees of which 359 were full time and 36 were part time.

**Table of Contents****Executive Officers**

The Corporation's executive officers, their ages, and their principal occupations are as follows:

Name	Age	Principal Occupation
Joseph B. Bower, Jr.	50	President and Chief Executive Officer, CNB Bank and CNB Financial Corporation, since January 1, 2010; and previously, Secretary, CNB Financial Corporation and Executive Vice President and Chief Operating Officer, CNB Bank.
Richard L. Greslick, Jr.	37	Executive Vice President/Chief Operating Officer, CNB Bank since December 2012 and Secretary, CNB Financial Corporation, since July 2010; previously, Senior Vice President/Administration since July 2010; Vice President/Operations since 2007; and previously Controller, CNB Bank and CNB Financial Corporation.
Mark D. Breakey	55	Executive Vice President and Chief Credit Officer, CNB Bank.
Joseph E. Dell, Jr.	57	Senior Vice President and Chief Lending Officer, CNB Bank since December 31, 2013; previously, Senior Vice President and Senior Commercial Lending Officer since February 2013; previously, Chief Lending Officer and Commercial Line of Business Manager for First Security Group, Inc. and FSG Bank, N.A. from 2011 to February 2013; and previously served in various executive level positions with First Commonwealth Bank, including Chief Lending Officer and Commercial Line of Business Leader since 2008.
Vincent C. Turiano	63	Senior Vice President/Operations, CNB Bank, since November 25, 2009; previously Financial Consultant for RBC Wealth Management (formerly Ferris, Baker Watts, Inc.) since 2006; and previously Executive Vice President of Omega Bank and Omega Financial Corporation.
Brian W. Wingard	39	Treasurer, Principal Financial Officer and Principal Accounting Officer, CNB Financial Corporation, since March 2012; Senior Vice President/Chief Financial Officer, CNB Bank, since March 2012; previously Controller, CNB Bank and CNB Financial Corporation, since 2007; and previously a Certified Public Accountant in public practice.

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Officers are elected annually at the reorganization meeting of the Board of Directors. There are no arrangements or understandings between any officer and any other persons pursuant to which he was selected as an officer.

## **Available Information**

The Corporation makes available free of charge on its website ([www.bankcnb.com](http://www.bankcnb.com)) its Annual Report on Form 10-K, its quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, as soon as practicable after it electronically files such material with, or furnishes it to, the Securities and Exchange Commission, the SEC. Information on the Corporation's website is not incorporated by reference into this report.

Shareholders may obtain a copy of the Corporation's Annual Report on Form 10-K free of charge by writing to: CNB Financial Corporation, 1 South Second Street, PO Box 42, Clearfield, PA 16830, Attn: Shareholder Relations.

Interested persons may also read and copy materials the Corporation files with, or furnishes to, the SEC at the SEC's Public Reference Room at 100 F Street, NE Washington, DC 20549. Information concerning the operation of the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330. The SEC also maintains an internet site that contains reports, proxy statements and other information about electronic filers such as the Corporation. The site is available at <http://www.sec.gov>.

## **Statistical Disclosure**

The following tables set forth statistical information relating to the Corporation and its wholly owned subsidiaries. The tables should be read in conjunction with the consolidated financial statements of the Corporation.

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	December 31, 2013			December 31, 2012			December 31, 2011		
	Average Balance	Annual Rate	Interest Inc./ Exp.	Average Balance	Annual Rate	Interest Inc./ Exp.	Average Balance	Annual Rate	Interest Inc./ Exp.
<b>Assets</b>									
Securities:									
Taxable (1)	\$ 607,224	2.25%	\$ 13,456	\$ 605,974	2.51%	\$ 14,688	\$ 499,221	2.92%	\$ 14,395
Tax-Exempt (1, 2)	129,858	4.52%	5,743	115,634	4.89%	5,344	86,851	5.14%	4,366
Equity Securities (1, 2)	3,262	8.49%	277	2,843	4.08%	116	1,906	2.49%	47
Total Securities	740,344	2.67%	19,476	724,451	2.89%	20,148	587,978	3.31%	18,808
<b>Loans</b>									
Commercial (2)	311,914	4.86%	15,151	296,465	4.96%	14,718	275,442	5.20%	14,329
Mortgage (2)	675,408	4.77%	32,215	546,374	5.29%	28,919	492,922	5.68%	28,015
Consumer	65,107	10.93%	7,119	50,069	13.27%	6,642	51,402	12.72%	6,536
Total Loans (3)	1,052,429	5.18%	54,485	892,908	5.63%	50,279	819,766	5.96%	48,880
Total earning assets	1,792,773	4.15%	\$ 73,961	1,617,359	4.42%	\$ 70,427	1,407,744	4.84%	\$ 67,688
<b>Non Interest Earning Assets</b>									
Cash & Due From Banks	26,710			30,275			33,846		
Premises & Equipment	26,475			24,114			24,323		
Other Assets	64,399			55,851			56,616		
Allowance for Loan Losses	(15,496)			(13,424)			(11,750)		
Total Non Interest Earning Assets	102,088			96,816			103,035		
<b>Total Assets</b>	<b>\$ 1,894,861</b>			<b>\$ 1,714,175</b>			<b>\$ 1,510,779</b>		
<b>Liabilities and Shareholders' Equity</b>									
<b>Interest-Bearing Deposits</b>									
Demand interest-bearing	\$ 388,237	0.38%	\$ 1,468	\$ 313,673	0.50%	\$ 1,559	\$ 296,440	0.77%	\$ 2,287
Savings	819,774	0.47%	3,885	738,023	0.76%	5,595	501,475	1.09%	5,489
Time	219,791	1.20%	2,642	229,694	1.62%	3,721	320,704	1.82%	5,849
Total interest bearing deposits	1,427,802	0.56%	7,995	1,281,390	0.85%	10,875	1,118,619	1.22%	13,625
Short-term borrowings	21,602	0.19%	40	9,402	0.15%	14	9,728	0.28%	27
Long-term borrowings	75,018	4.54%	3,407	74,370	4.34%	3,231	74,141	4.25%	3,149
Subordinated Debentures	20,620	3.73%	770	20,620	3.88%	800	20,620	3.77%	778
Total interest-bearing liabilities	1,545,042	0.79%	\$ 12,212	1,385,782	1.08%	\$ 14,920	1,223,108	1.44%	\$ 17,579
Demand non-interest-bearing	186,180			164,368			148,287		
Other liabilities	17,076			23,174			17,173		
Total Liabilities	1,748,298			1,573,324			1,388,568		
Shareholders' Equity	146,563			140,851			122,211		
	\$ 1,894,861			\$ 1,714,175			\$ 1,510,779		

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## Total Liabilities and Shareholders Equity

Interest Income/Earning Assets	4.15%	\$ 73,961	4.42%	\$ 70,427	4.84%	\$ 67,688
Interest Expense/Interest Bearing Liabilities	0.79%	12,212	1.08%	14,920	1.44%	17,579
<b>Net Interest Spread</b>	<b>3.36%</b>	<b>\$ 61,749</b>	<b>3.34%</b>	<b>\$ 55,507</b>	<b>3.40%</b>	<b>\$ 50,109</b>
Interest Income/Earning Assets	4.15%	\$ 73,961	4.42%	\$ 70,427	4.84%	\$ 67,688
Interest Expense/Earning Assets	0.68%	12,212	0.92%	14,920	1.25%	17,579
<b>Net Interest Margin</b>	<b>3.47%</b>	<b>\$ 61,749</b>	<b>3.49%</b>	<b>\$ 55,507</b>	<b>3.59%</b>	<b>\$ 50,109</b>

1. Includes unamortized discounts and premiums. Average balance is computed using the amortized cost of securities. The average yield has been computed using the historical amortized cost average balance for available for sale securities.
2. Average yields and interest income are stated on a fully taxable equivalent basis using the Corporation's marginal federal income tax rate of 35%. Interest income has been increased by \$2,544, \$2,298, and \$1,976 for the years ended December 31, 2013, 2012, and 2011, respectively, as a result of the effect of tax-exempt interest and dividends earned by the Corporation.
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. Included in loan interest income is loan fees of \$1,732, \$1,636, and \$1,567 for the years ended December 31, 2013, 2012, and 2011, respectively.



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Net Interest Income	For Twelve Months Ended			For Twelve Months Ended		
	December 31, 2013 over			December 31, 2012 over		
	(under) 2012			(under) 2011		
Rate-Volume Variance						
(Dollars in thousands)	Due to Change In (1)			Due to Change In (1)		
	Volume	Rate	Net	Volume	Rate	Net
<b>Assets</b>						
Securities:						
Taxable	\$ 347	\$ (1,579)	\$ (1,232)	\$ 3,097	\$ (2,804)	\$ 293
Tax-Exempt (2)	879	(480)	399	1,267	(289)	978
Equity Securities (2)	17	144	161	24	45	69
Total Securities	1,243	(1,915)	(672)	4,388	(3,048)	1,340
<b>Loans</b>						
Commercial (2)	759	(326)	433	1,094	(705)	389
Mortgage (2)	6,828	(3,532)	3,296	3,038	(2,134)	904
Consumer	1,998	(1,521)	477	(169)	275	106
Total Loans	9,585	(5,379)	4,206	3,963	(2,564)	1,399
<b>Total Earning Assets</b>	\$ 10,828	\$ (7,294)	\$ 3,534	\$ 8,351	\$ (5,612)	\$ 2,739
<b>Liabilities and Shareholders Equity</b>						
<b>Interest-Bearing Deposits</b>						
Demand Interest-Bearing	\$ 363	\$ (454)	\$ (91)	\$ 133	\$ (861)	\$ (728)
Savings	652	(2,362)	(1,710)	2,589	(2,483)	106
Time	(156)	(923)	(1,079)	(1,660)	(468)	(2,128)
Total Interest-Bearing Deposits	859	(3,739)	(2,880)	1,062	(3,812)	(2,750)
Short-Term Borrowings	17	9	26	(1)	(12)	(13)
Long-Term Borrowings	29	147	176	10	72	82
Subordinated debentures	-	(30)	(30)	-	22	22
<b>Total Interest-Bearing Liabilities</b>	\$ 905	\$ (3,613)	\$ (2,708)	\$ 1,071	\$ (3,730)	\$ (2,659)
<b>Change in Net Interest Income</b>	\$ 9,923	\$ (3,681)	\$ 6,242	\$ 7,280	\$ (1,882)	\$ 5,398

1. The change in interest due to both volume and rate have been allocated entirely to volume changes.

2. Changes in interest income on tax-exempt securities and loans are presented on a fully taxable-equivalent basis, using the Corporation's marginal federal income tax rate of 35%.

**Table of Contents****Securities**

	December 31, 2013				December 31, 2012				December 31, 2011			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Market Value	Amortized Cost	Unrealized Gains	Unrealized Losses	Market Value	Amortized Cost	Unrealized Gains	Unrealized Losses	Market Value
<b>Securities Available for Sale</b>												
U.S. Treasury	\$ -	\$ -	\$ -	\$ -	\$4,018	\$18	\$ -	\$4,036	\$8,064	\$66	\$ -	\$8,130
U.S. Government Sponsored Entities	185,205	2,894	(6,474)	181,625	157,965	5,977	(161)	163,781	102,258	5,249	(15)	107,492
State and Political Subdivisions	176,490	3,770	(2,317)	177,943	170,223	11,113	(57)	181,279	149,685	8,844	(92)	158,437
Residential and multi-family mortgage	248,017	2,410	(7,820)	242,607	308,800	8,724	(702)	316,822	292,297	8,043	(214)	300,126
Commercial mortgage	385	-	(11)	374	1,275	29	-	1,304	2,077	45	-	2,122
Corporate notes and bonds	15,744	65	(1,734)	14,075	17,368	26	(2,370)	15,024	17,358	50	(3,548)	13,860
Pooled trust preferred	800	-	(139)	661	800	-	(200)	600	800	-	(460)	340
Pooled SBA	70,077	688	(3,044)	67,721	50,667	2,277	(17)	52,927	44,851	1,282	(77)	46,056
Other securities	1,020	-	(35)	985	1,521	17	-	1,538	1,521	23	-	1,544
	\$697,738	\$9,827	\$(21,574)	\$685,991	\$712,637	\$28,181	\$(3,507)	\$737,311	\$618,911	\$23,602	\$(4,406)	\$638,107

**Maturity Distribution of Investment Securities**

(Dollars In Thousands)

December 31, 2013

	Pooled SBA,				Residential and Multi-				Family Mortgage and			
	Commercial Mortgage				Commercial Mortgage				Commercial Mortgage			
	Within One Year	After One But Within Five Years	After Five But Within Ten Years	After Ten Years	Within One Year	After One But Within Five Years	After Five But Within Ten Years	After Ten Years	Within One Year	After One But Within Five Years	After Five But Within Ten Years	After Ten Years
	\$ Amt.	Yield	\$ Amt.	Yield	\$ Amt.	Yield	\$ Amt.	Yield	\$ Amt.	Yield	\$ Amt.	Yield
<b>Securities Available for Sale</b>												
U.S. Treasury	\$ -											
U.S. Government Sponsored Entities	24,326	1.20%	79,486	1.52%	\$77,813	2.37%						
State and Political Subdivisions	6,576	4.65%	58,552	3.68%	83,435	4.68%	\$29,380	5.36%				
Corporate notes and bonds			3,372	2.04%	2,989	3.24%	7,714	1.57%				
Pooled trust preferred							661	6.35%				

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Pooled SBA									\$67,721	2.66%
Residential and multi-family mortgage									242,607	2.35%
Commercial mortgage									374	4.70%
TOTAL	\$30,902	1.94%	\$141,410	2.43%	\$164,237	3.56%	\$37,755	4.60%	\$310,702	2.42%

The weighted average yields are based on market value and effective yields weighted for the scheduled maturity with tax-exempt securities adjusted to a taxable-equivalent basis using a tax rate of 35%.

The portfolio contains no holdings of a single issuer that exceeds 10% of shareholders' equity other than the US Treasury and governmental sponsored entities.

**Table of Contents****LOAN PORTFOLIO**

(Dollars in thousands)

**A. TYPE OF LOAN**

	2013	2012	2011	2010	2009
Commercial, industrial and agricultural	\$ 291,704	\$ 257,091	\$ 253,324	\$ 257,491	\$ 239,966
Commercial mortgages	467,292	261,791	242,511	212,878	193,632
Residential real estate	471,298	347,904	298,628	266,604	226,931
Consumer	63,491	58,668	53,471	51,966	53,542
Credit cards	5,065	4,800	4,412	4,106	3,560
Overdrafts	409	971	423	3,964	391
Gross loans	1,299,259	931,225	852,769	797,009	718,022
Less: unearned income	3,896	3,401	2,886	2,447	2,880
Total loans net of unearned	\$ 1,295,363	\$ 927,824	\$ 849,883	\$ 794,562	\$ 715,142

**B. LOAN MATURITIES AND INTEREST SENSITIVITY**

	December 31, 2013			Total Gross Loans
	One Year or Less	One Through Five Years	Over Five Years	
<u>Commercial, industrial and agricultural</u>				
Loans With Fixed Interest Rate	\$ 99,704	\$ 80,432	\$ 21,710	\$ 201,846
Loans With Floating Interest Rate	15,282	35,869	38,707	89,858
	\$ 114,986	\$ 116,301	\$ 60,417	\$ 291,704

**C. RISK ELEMENTS**

	2013	2012	2011	2010	2009
Loans on non-accrual basis	\$ 11,573	\$ 14,445	\$ 16,567	\$ 11,926	\$ 12,757
Accruing loans which are contractually past due 90 days or more as to interest or principal payment	344	357	441	889	584
Performing troubled debt restructurings	8,006	9,961	7,688	1,714	-
	\$ 19,923	\$ 24,763	\$ 24,696	\$ 14,529	\$ 13,341

Interest income recorded on the non-accrual loans for the year ended December 31, 2013 was \$17. Additional interest income which would have been recorded on non-accrual loans had they been on accrual status was \$604 for the year ended December 31, 2013.

Loans are placed in non-accrual status when the interest or principal is 90 days past due, unless the loan is in collection, well secured and it is believed that there will be no loss of interest or principal.



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At December 31, 2013, there were \$22,132 in special mention loans, \$64,254 in substandard loans, and \$866 in doubtful loans which are considered problem loans. These loans are not included in the table above. In the opinion of management, these loans are adequately secured and losses are believed to be minimal.

**SUMMARY OF LOAN LOSS EXPERIENCE**

(Dollars in Thousands)

Analysis of the Allowance for Loan Losses					
Years Ended December 31,	2013	2012	2011	2010	2009
Balance at beginning of Period	\$ 14,060	\$ 12,615	\$ 10,820	\$ 9,795	\$ 8,719
Charge-Offs:					
Commercial, industrial and agricultural	958	2,871	1,796	543	860
Commercial mortgages	1,931	401	175	2,061	381
Residential real estate	467	304	217	211	378
Consumer	1,919	1,279	907	1,223	1,622
Credit cards	97	78	39	94	101
Overdrafts	258	257	222	239	269
	5,630	5,190	3,356	4,371	3,611
Recoveries:					
Commercial, industrial and agricultural	7	45	9	11	2
Commercial mortgages	1,430	-	-	3	-
Residential real estate	5	1	13	2	1
Consumer	114	91	88	100	62
Credit cards	16	18	10	10	13
Overdrafts	94	99	94	112	144
	1,666	254	214	238	222
Net charge-offs	(3,964)	(4,936)	(3,142)	(4,133)	(3,389)
Provision for loan losses	6,138	6,381	4,937	5,158	4,465
Balance at end of period	\$ 16,234	\$ 14,060	\$ 12,615	\$ 10,820	\$ 9,795
Percentage of net charge-offs during the period to average loans outstanding	0.38%	0.55%	0.38%	0.56%	0.49%

The provision for loan losses reflects the amount deemed appropriate by management to establish an adequate reserve to meet the present and foreseeable risk characteristics of the present loan portfolio. Management's judgment is based on the evaluation of individual loans, the overall risk characteristics of various portfolio segments, past experience with losses, the impact of economic conditions on borrowers, and other relevant factors.

**Table of Contents****ALLOCATION OF THE ALLOWANCE FOR LOAN LOSSES**

(Dollars In Thousands)

	2013		2012		2011		2010		2009	
	Amount	% of Loans in each Category	Amount	% of Loans in each Category	Amount	% of Loans in each Category	Amount	% of Loans in each Category	Amount	% of Loans in each Category
Commercial, industrial, and agricultural	\$ 6,279	22.45%	\$ 4,940	27.61%	\$ 4,511	29.71%	\$ 3,517	32.31%	\$ 2,790	33.42%
Commercial mortgages	5,469	35.97%	4,697	28.11%	4,470	28.44%	3,511	26.71%	3,291	26.97%
Residential real estate	2,880	36.27%	2,466	37.36%	1,991	35.02%	1,916	33.45%	1,583	31.61%
Consumer	1,333	4.89%	1,699	6.30%	1,404	6.27%	1,561	6.52%	1,751	7.46%
Credit Cards	66	0.39%	83	0.51%	71	0.51%	96	0.52%	85	0.49%
Overdrafts	207	0.03%	175	0.10%	168	0.05%	219	0.50%	295	0.05%
<b>Total</b>	<b>\$ 16,234</b>	<b>100.00%</b>	<b>\$ 14,060</b>	<b>100.00%</b>	<b>\$ 12,615</b>	<b>100.00%</b>	<b>\$ 10,820</b>	<b>100.00%</b>	<b>\$ 9,795</b>	<b>100.00%</b>

In determining the allocation of the allowance for loan losses, the Corporation considers economic trends, historical patterns and specific credit reviews.

With regard to the credit reviews, a watchlist is evaluated on a monthly basis to determine potential commercial losses. Consumer loans and mortgage loans are allocated using historical loss experience.

**DEPOSITS**

(Dollars In Thousands)

		2013		Year Ended December 31, 2012		2011	
		Average Amount	Annual Rate	Average Amount	Annual Rate	Average Amount	Annual Rate
Demand	Non Interest Bearing	\$ 186,180		\$ 164,368		\$ 148,287	
Demand	Interest Bearing	388,237	0.38%	313,673	0.50%	296,440	0.77%
Savings Deposits		819,774	0.47%	738,023	0.76%	501,475	1.09%
Time Deposits		219,791	1.20%	229,694	1.62%	320,704	1.82%
<b>TOTAL</b>		<b>\$ 1,613,982</b>		<b>\$ 1,445,758</b>		<b>\$ 1,266,906</b>	

The maturity of certificates of deposits and other time deposits

in denominations of \$100,000 or more as of December 31, 2013 is as follows:

Three months or less	\$ 41,001
Greater than three months and through twelve months	23,978
Greater than one year and through three years	41,957

Greater than three years	19,987
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\$ 126,923

## RETURN ON EQUITY AND ASSETS

	Year Ended December 31,		
	2013	2012	2011
Return on average assets	0.88%	1.00%	1.00%
Return on average equity	11.38%	12.17%	12.36%
Dividend payout ratio	51.40%	47.93%	53.79%
Average equity to average assets ratio	7.73%	8.22%	8.09%



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**ITEM 1A. RISK FACTORS**

The Corporation's financial condition and results of operations are subject to various risks inherent in its business. The material risks and uncertainties that management believes affect the Corporation are described below. If any of these risks actually occur, the Corporation's business, financial condition, liquidity, results of operations and prospects could be materially and adversely affected. You should consider all of the following risks together with all of the other information in this Annual Report on Form 10-K.

***The possibility of the economy's return to recessionary conditions and the possibility of further turmoil or volatility in the financial markets would likely have an adverse effect on the Corporation's business, financial position and results of operations.***

The economy in the United States and globally began to recover from severe recessionary conditions in mid-2009 and is currently in the midst of a moderate economic recovery. The sustainability of the moderate recovery is dependent on a number of factors that are not within the Corporation's control, such as a return to private sector job growth and investment, strengthening of housing sales and construction, continuation of the economic recovery globally, and the timing and impact of changing governmental policies. The Corporation continues to face risks resulting from the aftermath of the severe recession generally and the moderate pace of the current recovery. A slowing or failure of the economic recovery would likely aggravate the adverse effects of these difficult economic and market conditions on the Corporation and on others in the financial services industry. In particular, the Corporation may face the following risks in connection with the current economic or market environment:

The Corporation's and the Bank's ability to borrow from other financial institutions or to access the debt or equity capital markets on favorable terms or at all could be adversely affected by further disruptions in the capital markets or other events, including actions by rating agencies and deteriorating investor expectations.

The Corporation faces increased regulation of the banking and financial services industry. Compliance with such regulation may increase its costs and limit its ability to pursue business opportunities.

Market developments may affect customer confidence levels and may cause increases in loan delinquencies and default rates, which management expects would adversely impact the Bank's charge-offs and provision for loan losses.

Market developments may adversely affect the Bank's securities portfolio by causing other-than-temporary-impairments, prompting write-downs and securities losses.

Competition in banking and financial services industry could intensify as a result of the increasing consolidation of financial services companies in connection with current market conditions.

***The Bank's allowance for loan losses may not be adequate to cover loan losses which could have a material adverse effect on the Corporation's business, financial condition and results of operations.***

A significant source of risk for the Corporation arises from the possibility that losses will be sustained because borrowers, guarantors and related parties may fail to perform in accordance with the terms of their loan agreements. Most loans originated by the Bank are secured, but some loans are unsecured based upon management's evaluation of the creditworthiness of the borrowers. With respect to secured loans, the collateral securing the repayment of these loans principally includes a wide variety of real estate, and to a lesser extent personal property, either of which may be insufficient to cover the obligations owed under such loans.

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Collateral values and the financial performance of borrowers may be adversely affected by changes in prevailing economic, environmental and other conditions, including declines in the value of real estate, changes in interest rates and debt service levels, changes in oil and gas prices, changes in monetary and fiscal policies of the federal government, widespread disease, terrorist activity, environmental contamination and other external events, which are beyond the control of the Bank. In addition, collateral appraisals that are out of date or that do not meet industry recognized standards might create the impression that a loan is adequately collateralized when in fact it is not. Although the Bank may acquire any real estate or other assets that secure defaulted loans through foreclosures or other similar remedies, the amounts owed under the defaulted loans may exceed the value of the assets acquired.

The allowance for loan losses is subject to a formal analysis by the credit administrator of CNB using a methodology whereby loan pools are segregated into special mention, substandard, doubtful and unclassified categories and the pools are evaluated based on historical loss factors. The Bank monitors delinquencies and losses on a monthly basis. The Bank has adopted underwriting and credit monitoring policies and procedures, including the review of borrower financial statements and collateral appraisals, which management believes are appropriate to mitigate the risk of loss by assessing the likelihood of borrower non-performance and the value of available collateral. The Bank also manages credit risk by diversifying its loan portfolio. An ongoing independent review, subsequent to management's review, of individual credits is performed by an independent loan review function, which reports to the Loan Committee of the Corporation's Board of Directors. However, such policies and procedures have limitations, including judgment errors in management's risk analysis, and may not prevent unexpected losses that could have a material adverse effect on the Corporation's business, financial condition and results of operations.

### ***Interest rate volatility could significantly reduce the Corporation's profitability.***

The Corporation's earnings largely depend on the relationship between the yield on its earning assets, primarily loans and investment securities, and the cost of funds, primarily deposits and borrowings. This relationship, commonly known as the net interest margin, is susceptible to significant fluctuation and is affected by economic and competitive factors that influence the yields and rates, and the volume and mix of the Bank's interest earning assets and interest bearing liabilities.

Interest rate risk can be defined as the sensitivity of net interest income and of the market value of financial instruments to the direction and frequency of changes in interest rates. Interest rate risk arises from the imbalance in the re-pricing, maturity and/or cash flow characteristics of assets and liabilities. The Corporation is subject to interest rate risk to the degree that its interest bearing liabilities re-price or mature more slowly or more rapidly or on a different basis than its interest earning assets. Changes in interest rates will affect the levels of income and expense recorded on a large portion of the Bank's assets and liabilities, and fluctuations in interest rates will impact the market value of all interest sensitive assets. Significant fluctuations in interest rates could have a material adverse impact on the Corporation's business, financial condition, results of operations, or liquidity.

The Bank's interest rate risk measurement and management techniques incorporate the re-pricing and cash flow attributes of its balance sheet and off-balance sheet instruments as they relate to current and potential changes in interest rates. The level of interest rate risk, measured in terms of the potential future effect on earnings, is determined through the use of static gap analysis and earnings simulation modeling under multiple interest rate scenarios. Management's objectives are to measure, monitor and develop strategies in response to the interest rate risk profile inherent in the Bank's balance sheet in order to preserve the sensitivity of net interest income to actual or potential changes in interest rates. At

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December 31, 2013, the interest rate sensitivity position was asset sensitive in the short-term. For further information on risk relating to interest rates, refer to Part I, Item 7a, Quantitative and Qualitative Disclosures about Market Risk, herein.

***The Bank's loans are principally concentrated in certain areas of Pennsylvania and Ohio, and adverse economic conditions in those markets could adversely affect the Corporation's business, financial condition and results of operations.***

The Corporation's success is dependent to a significant extent upon general economic conditions in the United States and, in particular, the local economies in northwest and central Pennsylvania and central Ohio, the primary markets served by the Bank. The Bank is particularly exposed to real estate and economic factors in these geographic areas, as most of its loan portfolio is concentrated among borrowers in these markets. Furthermore, because a substantial portion of the Bank's loan portfolio is secured by real estate in these areas, the value of the associated collateral is also subject to regional real estate market conditions.

The Bank is not immune to negative consequences arising from overall economic weakness and, in particular, a sharp downturn in the local real estate markets served by the Bank. While the Bank's loan portfolio has not shown significant signs of credit quality deterioration despite continued challenges in the U.S. economy, we cannot assure you that no deterioration will occur. An economic recession in the markets served by the Bank, and the nation as a whole, could negatively impact household and corporate incomes. This impact could lead to decreased loan demand and increase the number of borrowers who fail to pay the Bank interest or principal on their loans, and accordingly, could have a material adverse effect on the Corporation's business, financial condition, results of operations, or liquidity.

***The Corporation's investment securities portfolio is subject to credit risk, market risk, and liquidity risk, and declines in value in its investment securities portfolio may require it to record other than temporary impairment charges that could have a material adverse effect on its results of operations and financial condition.***

The Corporation's investment securities portfolio has risks beyond its control that can significantly influence the portfolio's fair value. These factors include, but are not limited to, rating agency downgrades of the securities, defaults of the issuers of the securities, lack of market pricing of the securities, and continued instability in the credit markets. Recent lack of market activity with respect to certain of the securities has, in certain circumstances, required the Corporation to base its fair market valuation on unobservable inputs. The Corporation has engaged valuation experts to price these certain securities using proprietary models, which incorporate assumptions that market participants would use in pricing the securities, including bid/ask spreads and liquidity and credit premiums. Any change in current accounting principles or interpretations of these principles could impact the Corporation's assessment of fair value and thus its determination of other-than-temporary impairment of the securities in its investment securities portfolio.

The Bank may be required to record other-than-temporary impairment charges on its investment securities if they suffer declines in value that are considered other-than-temporary. Numerous factors, including collateral deterioration underlying certain private label mortgage-backed securities, lack of liquidity for re-sales of certain investment securities, absence of reliable pricing information for certain investment securities, adverse changes in business climate, adverse actions by regulators, or unanticipated changes in the competitive environment could negatively effect the Bank's securities portfolio in future periods. An other-than-temporary impairment charge could have a material adverse effect on the Corporation's results of operations and financial condition.

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***The Corporation's business and that of the Bank is highly regulated and impacted by monetary policy, limiting the manner in which the Corporation and the Bank may conduct business and obtain financing, and modifications to the existing regulatory framework under which the Corporation operates could have a material adverse effect on its business, financial condition, results of operations or liquidity.***

As a financial holding company and state-chartered financial institution, respectively, the Corporation and the Bank are subject to extensive regulation and supervision under federal and state laws and regulations. The restrictions imposed by such laws and regulations, along with the existing tax, accounting, securities, insurance, and monetary laws, regulations, rules, standards, policies and laws and interpretations, limit the manner in which the Corporation and the Bank conduct business, undertake new investments and activities, and obtain financing. These laws and regulations are designed primarily for the protection of the deposit insurance funds and consumers and not to benefit shareholders. These laws and regulations may sometimes impose significant limitations on the Corporation's operations. These laws, regulations, rules, standards, policies and interpretations are constantly evolving and may change significantly over time.

The nature, extent, and timing of the adoption of significant new laws and regulations, or changes in or repeal of existing laws and regulations, or specific actions of our regulators, could have a material adverse effect on our business, financial condition, results of operations or liquidity. Furthermore, federal monetary policy, particularly as implemented through the Federal Reserve System, significantly affects credit risk and interest rate risk conditions for the Bank and the Corporation, and any unfavorable change in these conditions could have a material adverse effect on the Corporation's business, financial condition, results of operations or liquidity.

***Compliance with the Dodd-Frank Act is increasing our regulatory compliance burdens and may increase our operating costs and/or adversely impact our earnings and/or capital ratios.***

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") was enacted on July 21, 2010. The Dodd-Frank Act represented a significant overhaul of many aspects of the regulation of the financial-services industry. Among other things, the Dodd-Frank Act created a new federal Consumer Financial Protection Bureau ("CFPB"), tightened capital standards, imposed clearing and margining requirements on many derivatives activities, and generally increased oversight and regulation of financial institutions and financial activities.

In addition to the self-implementing provisions of the statute, the Dodd-Frank Act calls for over 300 administrative rulemakings by various federal agencies to implement various parts of the legislation. While some rules have been finalized and/or issued in proposed form, many have yet to be proposed. It is impossible to predict when all such additional rules will be issued or finalized, and what the content of such rules will be. We will have to apply resources to ensure that we are in compliance with all applicable provisions of the Dodd-Frank Act and any implementing rules, which may increase our costs of operations and adversely impact our earnings.

The Dodd-Frank Act and any implementing rules that are ultimately issued could have adverse implications on the financial industry, the competitive environment, and/or our ability to conduct business.

***The Corporation relies on its management and other key personnel, and the loss of any of them may adversely affect its operations.***

The Corporation is and will continue to be dependent upon the services of its executive management team. In addition, it will continue to depend on its ability to retain and recruit key client relationship

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managers. The unexpected loss of services of any key management personnel, or the inability to recruit and retain qualified personnel in the future, could have an adverse effect on its business and financial condition.

***Strong competition within the Corporation's markets may have a material adverse impact on its profitability.***

The Corporation competes with an ever-increasing array of financial service providers. As noted above, as a financial holding company and state-chartered financial institution, respectively, the Corporation and the Bank are subject to extensive regulation and supervision, including, in many cases, regulations that limit the type and scope of activities. The non-bank financial service providers that compete with the Corporation and the Bank may not be subject to such extensive regulation, supervision, and tax burden. Competition from nationwide banks, as well as local institutions, is strong in the Corporation's markets.

The financial services industry is undergoing rapid technological change and technological advances are likely to intensify competition. In addition to improving customer services, effective use of technology increases efficiency and enables financial institutions to reduce costs. Accordingly, the Corporation's future success will depend in part on its ability to address customer needs by using technology. The Corporation cannot assure you that it will be able to develop new technology driven products and services, or be successful in marketing these products to its customers. Many of its competitors have far greater resources to invest in technology.

Many regional, national and international competitors have far greater assets and capitalization than the Corporation has and greater access to capital markets and can consequently offer a broader array of financial services than it can. We cannot assure you that we will continue to be able to compete effectively with other financial institutions in the future. Furthermore, developments increasing the nature or level of competition could have a material adverse effect on the Corporation's business, financial condition, results of operations, or liquidity. For further information on competition, refer to Part I, Item 1, "Competition" herein.

***Non-compliance with applicable laws and/or regulations, including the Bank Secrecy Act and USA Patriot Act, may adversely affect the Corporation's operations and its financial results and could result in significant fines or sanctions.***

Federal and state regulators have the ability to impose substantial sanctions, restrictions and requirements on the Corporation's banking and nonbanking subsidiaries if they determine, upon examination or otherwise, that any such subsidiary has violated laws or regulations with which it or its subsidiaries must comply, or that weaknesses or failures exist with respect to general standards of safety and soundness. Such enforcement actions may be formal or informal and can include, among other things, civil money penalties and orders to take certain actions or to refrain from certain actions. The imposition of regulatory sanctions, including any monetary penalties, may have a material impact on the Corporation's financial condition and results of operations, damage its reputation, and/or cause it to lose its financial holding company status. In addition, compliance with any such action could distract management's attention from the Corporation's operations, cause the Corporation to incur significant expenses, restrict it from engaging in potentially profitable activities, and limit its ability to raise capital.

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The USA Patriot and Bank Secrecy Acts require financial institutions to develop programs to prevent the institutions from being used for money laundering and terrorist activities. If certain activities are detected, financial institutions are obligated to file suspicious activity reports with the U.S. Treasury Department's Financial Crimes Enforcement Network. These rules also require financial institutions to establish procedures for identifying and verifying the identity of customers seeking to open new financial accounts or conduct transactions, and require the filing of certain reports, such as those for cash transactions above a certain threshold. Financial institutions must also refrain from transacting business with certain countries or persons designated by the Office of Foreign Assets Control.

Non-compliance with laws and regulations such as these could result in significant fines or sanctions. These particular laws and regulations have significant implications for all financial institutions, establish new crimes and penalties, and require the federal banking agencies, in reviewing merger and acquisition transactions, to consider the effectiveness of the parties to such transactions in combating money laundering and terrorist activities. Even inadvertent non-compliance and technical failure to follow the regulations may result in significant fines or other penalties, which could have a material adverse impact on the Corporation's business, financial condition, results of operations or liquidity.

***A failure in or breach of the Corporation's operational or security systems or infrastructure, or those of third party vendors and other service providers, including as a result of cyber attacks, could disrupt the Corporation's businesses, result in the disclosure or misuse of confidential or proprietary information, damage its reputation, increase its costs and cause losses.***

As a financial institution, the Corporation depends on its ability to continuously process, record and monitor a large number of customer transactions and customer, public and regulatory expectations regarding operational and information security have increased over time. Accordingly, its operational systems and infrastructure must continue to be safeguarded and monitored for potential failures, disruptions and breakdowns. Although the Corporation has business continuity plans and other safeguards in place, disruptions or failures in the physical infrastructure or operating systems that support its businesses and customers, or cyber attacks or security breaches of the networks, systems or devices on which customers' personal information is stored and that customers use to access the Corporation's products and services could result in customer attrition, regulatory fines, penalties or intervention, reputational damage, reimbursement or other compensation costs, and/or additional compliance costs, any of which could materially adversely affect the Corporation's results of operations or financial condition.

Although to date the Corporation has not experienced any material losses relating to cyber attacks or other information security breaches, there can be no assurance that it will not suffer such losses in the future. The Corporation's risk and exposure to these matters remains heightened because of, among other things, the evolving nature of these threats, our plans to continue to implement our Internet banking and mobile banking channel strategies and develop additional remote connectivity solutions to serve our customers when and how they want to be served. As a result, cybersecurity and the continued development and enhancement of the Corporation's controls, processes and practices designed to protect its systems, computers, software, data and networks from attack, damage or unauthorized access remain a priority for the Corporation. As cyber threats continue to evolve, the Corporation may be required to expend significant additional resources to continue to modify or enhance its protective measures or to investigate and remediate any information security vulnerabilities.

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***The Corporation may not be able to meet its cash flow needs on a timely basis at a reasonable cost, and the Corporation's cost of funds for banking operations may significantly increase as a result of general economic conditions, interest rates and competitive pressures.***

Liquidity is the ability to meet cash flow obligations as they come due and cash flow needs on a timely basis and at a reasonable cost. The liquidity of the Bank is used to make loans and to repay deposit and borrowing liabilities as they become due, or are demanded by customers and creditors. Many factors affect the Bank's ability to meet liquidity needs, including variations in the markets served by its network of offices, its mix of assets and liabilities, reputation and standing in the marketplace, and general economic conditions.

The Bank's primary source of funding is retail deposits, gathered throughout its network of banking offices. Periodically, the Corporation utilizes term borrowings from the Federal Home Loan Bank of Pittsburgh, or FHLB, of which the Bank is a member, and other lenders to meet funding obligations. The Bank's securities and loan portfolios provide a source of contingent liquidity that could be accessed in a reasonable time period through sales.

Significant changes in general economic conditions, market interest rates, competitive pressures or otherwise, could cause the Bank's deposits to decrease relative to overall banking operations, and it would have to rely more heavily on brokered funds and borrowings in the future, which are typically more expensive than deposits.

Management and the Board of Directors of CNB, through its Asset/Liability Committee, or the ALCO, monitor liquidity and the ALCO establishes and monitors acceptable liquidity ranges. The Bank actively manages its liquidity position through target ratios. Continual monitoring of these ratios, both historical and through forecasts under multiple rate scenarios, allows the Bank to employ strategies necessary to maintain adequate liquidity.

Changes in economic conditions, including consumer savings habits and availability of or access to capital, could potentially have a significant impact on the Bank's liquidity position, which in turn could materially impact the Corporation's financial condition, results of operations and cash flows.

***A substantial decline in the value of the Bank's FHLB common stock may adversely affect the Corporation's results of operations, liquidity and financial condition.***

As a requirement of membership in the FHLB of Pittsburgh, the Bank must own a minimum required amount of FHLB stock, calculated periodically based primarily on its level of borrowings from the FHLB. Borrowings from the FHLB represent the Bank's primary source of short-term and long-term wholesale funding.

In an extreme situation, it is possible that the capitalization of an FHLB, including the FHLB of Pittsburgh, could be substantially diminished or reduced to zero. Consequently, given that there is no trading market for the Bank's FHLB common stock, the Corporation's management believes that there is a risk that the Corporation's investment could be deemed impaired at some time in the future. If this occurs, it may adversely affect the Corporation's results of operations and financial condition.

In addition, if the capitalization of the FHLB of Pittsburgh is substantially diminished, the Bank's liquidity may be adversely impaired if it is not able to obtain alternative sources of funding.

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There are 12 banks of the FHLB, including Pittsburgh. The 12 FHLB banks are jointly liable for the consolidated obligations of the FHLB system. To the extent that one FHLB bank cannot meet its obligations to pay its share of the system's debt, other FHLB banks can be called upon to make the payment. The Corporation cannot assure you, however, that the FHLB system will be able to meet these obligations.

***The Bank could be held responsible for environmental liabilities relating to properties acquired through foreclosure, resulting in significant financial loss.***

In the event the Bank forecloses on a defaulted commercial or residential mortgage loan to recover its investment, it may be subject to environmental liabilities in connection with the underlying real property, which could significantly exceed the value of the real property. Although the Bank exercises due diligence to discover potential environmental liabilities prior to acquiring any property through foreclosure, hazardous substances or wastes, contaminants, pollutants, or their sources may be discovered on properties during its ownership or after a sale to a third party. The Corporation cannot assure you that the Bank would not incur full recourse liability for the entire cost of any removal and cleanup on an acquired property, that the cost of removal and cleanup would not exceed the value of the property, or that the Bank could recover any of the costs from any third party. Losses arising from environmental liabilities could have a material adverse impact on the Corporation's business, financial condition, results of operations, or liquidity.

***Federal and state governments could pass legislation responsive to current credit conditions which could cause the Corporation to experience higher credit losses.***

The Corporation could experience higher credit losses because of federal or state legislation or regulatory action that reduces the amount the Bank's borrowers are otherwise contractually required to pay under existing loan contracts. Also, the Corporation could experience higher credit losses because of federal or state legislation or regulatory action that limits the Bank's ability to foreclose on property or other collateral or makes foreclosure less economically feasible. The Corporation cannot assure you that future legislation will not significantly and adversely impact its ability to collect on its current loans or foreclose on collateral.

***The preparation of the Corporation's financial statements requires the use of estimates that could significantly vary from actual results, which could have a material adverse effect on the Corporation's business, financial condition, results of operations or liquidity.***

The preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make significant estimates that affect the financial statements. For example, one of these significant estimates is the allowance for loan losses. Due to the inherent nature of estimates, the Corporation cannot provide absolute assurance that it will not significantly increase the allowance for loan losses and/or sustain credit losses that are significantly higher than the provided allowance, which could have a material adverse effect on the Corporation's business, financial condition, results of operations or liquidity.

***The Corporation's financial results may be subject to the impact of changes in accounting standards or interpretation in new or existing standards.***

From time to time the Financial Accounting Standards Board, or FASB, and the SEC change accounting regulations and reporting standards that govern the preparation of the Corporation's financial statements. In addition, the FASB, SEC, and bank regulators may revise their previous interpretations regarding existing accounting regulations and the application of these accounting



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standards. These revisions in their interpretations are out of the Corporation's control and may have a material impact on its financial statements.

***Customer information may be obtained and used fraudulently, which may negatively impact the Corporation's reputation and customer base, cause increased regulatory scrutiny and expose the Corporation to litigation.***

Risk of theft of customer information resulting from security breaches by third parties exposes the Corporation to reputation risk and potential monetary loss. CNB has exposure to fraudulent use of its customers' personal information resulting from its general business operations and through customer use of financial instruments such as debit cards. While CNB has policies and procedures designed to prevent or limit the effect of this risk, the Corporation cannot assure you that any such security breaches will not occur or, if they do occur, that they will be adequately addressed. The occurrence of any security breaches could damage CNB's reputation, result in a loss of customer business, subject CNB to additional regulatory scrutiny, or expose CNB to civil litigation and possible financial liability, any of which could have a material adverse effect on CNB's financial condition and results of operations.

***The unsoundness of other financial institutions with which the Corporation does business could adversely affect the Corporation's business, financial condition or results of operations.***

Our ability to engage in routine funding transactions could be adversely affected by the actions and commercial soundness of other financial institutions. Financial institutions are interrelated as a result of trading, clearing, counterparty, investment or other relationships. The Corporation routinely executes transactions with counterparties in the financial services industry such as commercial banks, brokers and dealers, investment banks and other institutional clients for a range of transactions including loan participations, derivatives and hedging transactions. In addition, the Corporation invests in securities or loans originated or issued by financial institutions or supported by the loans they originate. As a result, defaults by, or even rumors or questions about, one or more financial institutions, or the financial industry generally, have led to market-wide liquidity problems and could lead to losses or defaults by us or other institutions. Many of these transactions expose the Corporation to credit or investment risk in the event of default by the Corporation's counterparty. In addition, the Corporation's credit risk may be exacerbated if the collateral it holds cannot be realized or is liquidated at prices not sufficient to recover the full amount of the loan or other exposure to the Corporation. The Corporation could incur losses to its securities portfolio as a result of these issues. These types of losses may have a material adverse effect on the Corporation's business, financial condition or results of operation.

***Some provisions contained in the Corporation's articles of incorporation and its bylaws and under Pennsylvania law could deter a takeover attempt or delay changes in control or management of the Corporation.***

Certain anti-takeover provisions of the Pennsylvania Business Corporation Law of 1988, as amended, apply to Pennsylvania registered corporations (e.g., publicly traded companies) including, but not limited to, those relating to (1) control share acquisitions, (2) disgorgement of profits by certain controlling persons, (3) business combination transactions with interested shareholders, and (4) the rights of shareholders to demand fair value for their stock following a control transaction. Pennsylvania law permits corporations to opt-out of these anti-takeover provisions, but the Corporation has not done so. Such provisions could have the effect of deterring takeovers or delaying changes in control or management of the Corporation. Additionally, such provisions could limit the price that some investors might be willing to pay in the future for shares of the Corporation's common stock.

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For example, the Corporation's amended and restated articles of incorporation require the affirmative vote of 66% of the outstanding shares entitled to vote to effect a business combination. In addition, the Corporation's amended and restated articles of incorporation, subject to the limitations prescribed in such articles and subject to limitations prescribed by Pennsylvania law, authorize the Corporation's board of directors, from time to time by resolution and without further shareholder action, to provide for the issuance of shares of preferred stock, in one or more series, and to fix the designation, powers, preferences and other rights of the shares and to fix the qualifications, limitations and restrictions thereof. As a result of its broad discretion with respect to the creation and issuance of preferred stock without shareholder approval, the board of directors could adversely affect the voting power and other rights of the holders of common stock and, by issuing shares of preferred stock with certain voting, conversion and/or redemption rights, could discourage any attempt to obtain control of CNB.

The Corporation's bylaws, as amended and restated, provide for the division of the Corporation's board of directors into three classes of directors, with each serving staggered terms. In addition, any amendment to the Corporation's bylaws must be approved by the affirmative vote of a majority of the votes cast by all shareholders entitled to vote thereon and, if any shareholders are entitled to vote thereon as a class, upon receiving the affirmative vote of a majority of the votes cast by the shareholders entitled to vote as a class.

Any of the foregoing provisions may have the effect of deterring takeovers or delaying changes in control or management of the Corporation.

***The price of the Corporation's common stock may fluctuate significantly, and this may make it difficult for you to resell shares of common stock owned by you at times or at prices you find attractive.***

The price of the Corporation's common stock on the NASDAQ constantly changes. The Corporation expects that the market price of its common stock will continue to fluctuate, and the Corporation cannot give you any assurances regarding any trends in the market prices for its common stock.

The Corporation's stock price may fluctuate as a result of a variety of factors, many of which are beyond its control. These factors include the Corporation's:

- past and future dividend practice;
- financial condition, performance, creditworthiness and prospects;
- quarterly variations in the Corporation's operating results or the quality of the Corporation's assets;
- operating results that vary from the expectations of management, securities analysts and investors;
- changes in expectations as to the Corporation's future financial performance;
- announcements of innovations, new products, strategic developments, significant contracts, acquisitions and other material events by the Corporation or its competitors;
- the operating and securities price performance of other companies that investors believe are comparable to the Corporation;
- future sales of the Corporation's equity or equity-related securities;
- the credit, mortgage and housing markets, the markets for securities relating to mortgages or housing, and developments with respect to financial institutions generally; and
- instability in global financial markets and global economies and general market conditions, such as interest or foreign exchange rates, stock, commodity or real estate valuations or volatility, budget deficits or sovereign debt level concerns and other geopolitical, regulatory or judicial events.

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### ***The Corporation's ability to pay dividends is limited by law and regulations.***

The future declaration of dividends by the Corporation's Board of Directors will depend on a number of factors, including capital requirements, regulatory limitations, the Corporation's operating results and financial condition and general economic conditions. The Corporation's ability to pay dividends depends primarily on the receipt of dividends from the Bank. Dividend payments from the Bank are subject to legal and regulatory limitations, generally based on retained earnings, imposed by bank regulatory agencies. The ability of the Bank to pay dividends is also subject to financial condition, regulatory capital requirements, capital expenditures and other cash flow requirements. The Corporation cannot assure you that the Bank will be able to pay dividends to CNB in the future. The Corporation may decide to limit the payment of dividends to its stockholders even when the Corporation has the legal ability to pay them in order to retain earnings for use in the Corporation's business.

### ***The risks presented by acquisitions could adversely affect our financial condition and results of operations.***

Any acquisitions, including our recently completed acquisition of FC Banc Corp., will be accompanied by the risks commonly encountered in acquisitions including, among other things: our ability to realize anticipated cost savings and avoid unanticipated costs relating to the merger, the difficulty of integrating operations and personnel, the potential disruption of our or the acquired company's ongoing business, the inability of our management to maximize our financial and strategic position, the inability to maintain uniform standards, controls, procedures and policies, and the impairment of relationships with the acquired company's employees and customers as a result of changes in ownership and management. These risks may prevent the Corporation from fully realizing the anticipated benefits of an acquisition or cause the realization of such benefits to take longer than expected.

## **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None

## **ITEM 2. PROPERTIES**

The headquarters of the Corporation and the Bank are located at 1 South Second Street, Clearfield, Pennsylvania, in a building owned by the Corporation. The Bank operates 37 full-service offices and 1 loan production office. Of these 37 offices, 25 are owned and 12 are leased from independent owners. Holiday Financial Services Corporation has eleven full-service offices of which eight are leased from independent owners and three are leased from the Bank. There are no encumbrances on the offices owned and the rental expense on the leased property is immaterial in relation to operating expenses. The initial lease terms range from one to twenty years.

## **ITEM 3. LEGAL PROCEEDINGS**

There are no material pending legal proceedings to which the Corporation or any of its subsidiaries is a party, or of which any of their property is the subject, except ordinary routine proceedings which are incidental to the business.

## **ITEM 4. MINE SAFETY DISCLOSURES**

None

**Table of Contents****PART II.****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES****Quarterly Share Data; Holders**

Our common stock is traded on the Global Select Market of The NASDAQ Stock Market LLC under the symbol CCNE. The following tables set forth, for the periods indicated, the quarterly high and low sales price of the Corporation's common stock as reported by the NASDAQ Global Select Market and actual cash dividends paid per share. As of December 31, 2013, the approximate number of shareholders of record of the Corporation's common stock was 3,817.

**Price Range of Common Stock**

	2013		2012	
	High	Low	High	Low
First quarter	\$ 17.35	\$ 16.34	\$ 17.50	\$ 14.59
Second quarter	17.11	15.50	17.32	14.24
Third quarter	18.47	16.41	18.20	15.28
Fourth quarter	21.04	16.58	17.90	14.62

**Cash Dividends Paid**

	2013	2012
First quarter	\$ 0.165	\$ 0.165
Second quarter	0.165	0.165
Third quarter	0.165	0.165
Fourth quarter	0.165	0.165

See Note 18 to the consolidated financial statements in Item 8 and Supervision and Regulation Dividend Restrictions in Part I, Item 1 for a discussion of dividend restrictions.

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### Issuer Purchases of Equity Securities

The following table provides information with respect to any purchase of shares of the Corporation's common stock made by or on behalf of the Corporation for the quarter ended December 31, 2013.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or approximate dollar value) of Shares that May Yet Be Purchased Under the Plans or Programs (1)
October 1 - 31, 2013	-	-	-	168,386
November 1 - 31, 2013	-	-	-	168,386
December 1 - 31, 2013	-	-	-	168,386

- (1) The Corporation's stock repurchase program, which was announced on December 12, 2006, authorizes the repurchase of up to 500,000 shares of common stock. The program will remain in effect until fully utilized or until modified, suspended or terminated. As of December 31, 2013, there were 168,386 shares remaining in the program.

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**Performance Graph**

Set forth below is a chart comparing the Corporation's cumulative return to stockholders against the cumulative return of the NASDAQ Composite Index and a Peer Group Index of banking organizations for the five-year period commencing December 31, 2008 and ending December 31, 2013.

<i><b>Index</b></i>	<i><b>Period Ending</b></i>					
	12/31/08	12/31/09	12/31/10	12/31/11	12/31/12	12/31/13
CNB Financial Corporation	100.00	150.48	145.78	162.86	176.25	212.30
NASDAQ Composite	100.00	145.36	171.74	170.38	200.63	281.22
SNL Bank NASDAQ	100.00	81.12	95.71	84.92	101.22	145.48

**Source : SNL Financial LC, Charlottesville, VA**

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(Dollars in thousands, except per share data)	Year ended December 31,				
	2013	2012	2011	2010	2009
<b>INTEREST AND DIVIDEND INCOME:</b>					
Loans including fees	\$ 53,927	\$ 49,760	\$ 48,324	\$ 46,955	\$ 45,839
Securities:					
Taxable	13,456	14,688	14,395	11,728	7,902
Tax-exempt	3,828	3,595	2,957	2,435	2,095
Dividends	205	86	36	29	34
<b>Total interest and dividend income</b>	<b>71,416</b>	<b>68,129</b>	<b>65,712</b>	<b>61,147</b>	<b>55,870</b>
<b>INTEREST EXPENSE:</b>					
Deposits	7,995	10,875	13,625	13,558	13,091
Borrowed funds	3,447	3,245	3,176	4,716	4,527
Subordinated debentures	770	800	778	782	850
<b>Total interest expense</b>	<b>12,212</b>	<b>14,920</b>	<b>17,579</b>	<b>19,056</b>	<b>18,468</b>
<b>NET INTEREST INCOME</b>	<b>59,204</b>	<b>53,209</b>	<b>48,133</b>	<b>42,091</b>	<b>37,402</b>
<b>PROVISION FOR LOAN LOSSES</b>	<b>6,138</b>	<b>6,381</b>	<b>4,937</b>	<b>5,158</b>	<b>4,465</b>
<b>Net interest income after provision for loan losses</b>	<b>53,066</b>	<b>46,828</b>	<b>43,196</b>	<b>36,933</b>	<b>32,937</b>
<b>NON-INTEREST INCOME</b>	<b>13,766</b>	<b>12,664</b>	<b>10,719</b>	<b>9,650</b>	<b>7,950</b>
<b>NON-INTEREST EXPENSES</b>	<b>43,813</b>	<b>35,945</b>	<b>33,282</b>	<b>31,798</b>	<b>30,021</b>
<b>INCOME BEFORE INCOME TAXES</b>	<b>23,019</b>	<b>23,547</b>	<b>20,633</b>	<b>14,785</b>	<b>10,866</b>
<b>INCOME TAX EXPENSE</b>	<b>6,340</b>	<b>6,411</b>	<b>5,529</b>	<b>3,469</b>	<b>2,354</b>
<b>NET INCOME</b>	<b>\$ 16,679</b>	<b>\$ 17,136</b>	<b>\$ 15,104</b>	<b>\$ 11,316</b>	<b>\$ 8,512</b>
<b>PER SHARE DATA:</b>					
Basic	\$ 1.29	\$ 1.38	\$ 1.23	\$ 1.06	\$ 0.98
Fully diluted	1.29	1.38	1.23	1.06	0.98
Dividends declared	0.66	0.66	0.66	0.66	0.66
Book value per share at year end	11.43	11.65	10.66	8.96	7.92
<b>AT END OF PERIOD:</b>					
Total assets	\$ 2,131,289	\$ 1,773,079	\$ 1,602,207	\$ 1,413,511	\$ 1,161,591
Securities	690,118	741,770	641,340	503,028	347,748
Loans, net of unearned discount	1,295,363	927,824	849,883	794,562	715,142
Allowance for loan losses	16,234	14,060	12,615	10,820	9,795
Deposits	1,835,314	1,485,003	1,353,851	1,162,868	956,858
FHLB and other borrowings	75,000	74,296	74,456	105,259	100,003
Subordinated debentures	20,620	20,620	20,620	20,620	20,620

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Shareholders' equity	164,911	145,364	131,889	109,645	69,409
<b>KEY RATIOS:</b>					
Return on average assets	0.88%	1.00%	1.00%	0.87%	0.79%
Return on average equity	11.38%	12.17%	12.36%	11.62%	12.86%
Loan to deposit ratio	70.58%	62.48%	62.78%	68.33%	74.74%
Dividend payout ratio	51.40%	47.93%	53.79%	61.27%	67.27%
Average equity to average assets ratio	7.73%	8.22%	8.09%	7.46%	6.17%



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**ITEM 7. 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 primarily within its primary market area of the Pennsylvania counties of Cambria, Cameron, Centre, Clearfield, Crawford, Elk, Indiana, Jefferson, and McKean. As ERIEBANK, a division of CNB Bank, the Bank operates in the Pennsylvania counties of Crawford, Erie, and Warren. As FCBank, a division of CNB Bank, the Bank operates in the Ohio counties of Crawford, Richland, Ashland, Wayne, Marion, Morrow, Knox, Holmes, Delaware, and Franklin. The Bank is subject to regulation, supervision and examination by the Pennsylvania State Department of Banking as well as the Federal Deposit Insurance Corporation.

CNB Securities Corporation is incorporated in Delaware and currently maintains investments in debt and equity securities. County Reinsurance Company is an Arizona Corporation and provides credit life and disability insurance for customers of CNB Bank. CNB Insurance Agency, incorporated in Pennsylvania, provides for the sale of nonproprietary annuities and other insurance products. Holiday Financial Services Corporation ("Holiday"), incorporated in Pennsylvania, offers small balance unsecured loans and secured loans, primarily collateralized by automobiles and equipment, to borrowers with higher risk characteristics.

The financial condition and results of operations of the Corporation and its consolidated subsidiaries are not necessarily indicative of future performance. Management's discussion and analysis should be read in conjunction with the audited 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 by 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 with contractual terms. Credit risk results from loans to customers and the purchase of securities. The Corporation manages credit risk by following an established credit policy and using 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.

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### **Forward-Looking Statements**

The information below includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, with respect to the financial condition, liquidity, results of operations, future performance and our business. These forward-looking statements are intended to be covered by the safe harbor for forward-looking statements provided by the Private Securities Litigation Reform Act of 1995. Forward-looking statements are those that are not historical facts. Forward-looking statements include statements with respect to beliefs, plans, objectives, goals, expectations, anticipations, estimates and intentions that are subject to significant risks and uncertainties and are subject to change based on various factors (some of which are beyond our control). Forward-looking statements often include the words believes, expects, anticipates, estimates, forecasts, intends, plans, potentially, probably, projects, outlook or similar expressions or future conditional verbs such as may, will, should, would and could. Forward-looking statements are based on known and unknown risks, uncertainties and other factors that could cause the actual results to differ materially from the statements, include, but are not limited to, (i) changes in general business, industry or economic conditions or competition; (ii) changes in any applicable law, rule, regulation, policy, guideline or practice governing or affecting financial holding companies and their subsidiaries or with respect to tax or accounting principals or otherwise; (iii) adverse changes or conditions in capital and financial markets; (iv) changes in interest rates; (v) higher than expected costs or other difficulties related to integration of combined or merged businesses; (vi) the inability to realize expected cost savings or achieve other anticipated benefits in connection with business combinations and other acquisitions; (vii) changes in the quality or composition of our loan and investment portfolios; (viii) adequacy of loan loss reserves; (ix) increased competition; (x) loss of certain key officers; (xi) continued relationships with major customers; (xii) deposit attrition; (xiii) rapidly changing technology; (xiv) unanticipated regulatory or judicial proceedings and liabilities and other costs; (xv) changes in the cost of funds, demand for loan products or demand for financial services; and (xvi) other economic, competitive, governmental or technological factors affecting our operations, markets, products, services and prices. Such developments could have an adverse impact on our financial position and our results of operations.

The forward-looking statements contained herein are based upon management's beliefs and assumptions. Any forward-looking statement made herein speaks only as of the date on which it is made. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law.

### **Completed Acquisition**

On March 26, 2013, the Corporation announced the signing of a definitive merger agreement to acquire FC Banc Corp. and its subsidiary, Farmers Citizens Bank, for \$30.00 per share in cash and stock, or approximately \$41.6 million in the aggregate. The transaction closed on October 11, 2013. Farmers Citizens Bank served the central Ohio markets of Bucyrus, Cardington, Fredericktown, Mount Hope and Shiloh, as well as the markets of Worthington and Upper Arlington in the greater Columbus, Ohio area, with 8 branch locations. The Corporation continues to operate these 8 branch locations as FCBank, a division of CNB Bank, with local decision making and oversight.

In order to facilitate its entry into the central Ohio market, the Bank opened a loan production office in Dublin, Ohio in the third quarter of 2013. In the fourth quarter of 2013, management incorporated this office into the commercial banking division of FCBank.

**Table of Contents****General Overview**

Management concentrates on return on average equity, earnings per share, asset quality, and other metrics to measure the performance of the Corporation. The interest rate environment will continue to play an important role in the future earnings of the Corporation. We experienced some compression of our net interest margin in 2013 as a result of the current interest rate environment. During the past several years, in order to address the historic lows on interest rates that are primarily tied to short-term rates, such as the Prime Rate, the Corporation has taken a variety of measures including instituting rate floors on our commercial lines of credit and home equity lines. In addition, the Corporation decreased interest rates on certain deposit products during 2013 and 2012 but maintained deposit growth as a result of successful marketing and business development strategies. The increase in intermediate and long-term market interest rates during 2013 did not have a significant impact on the Corporation's earnings.

Non-interest costs are expected to increase with the growth of the Corporation; however, management's growth strategies are expected to also result in an increase in earning assets as well as enhanced non-interest income which is expected to more than offset increases in non-interest expenses in 2014 and beyond. While past results are not an indication of future earnings, management believes the Corporation is well-positioned to sustain core earnings during 2014.

The Dodd-Frank Act, enacted into law on July 21, 2010, includes numerous provisions designed to strengthen the financial industry, enhance consumer protection, expand disclosures and provide for transparency, and significantly changed the bank regulatory structure and affected and will continue to affect the lending, deposit, investment, trading and operating activities of financial institutions and their holding companies.

The Dodd-Frank Act requires various federal agencies to adopt a broad range of new rules and regulations, and to prepare various studies and reports for Congress.

It is difficult to predict at this time what specific impact certain provisions of the Dodd-Frank Act and the implementing rules and regulations will have on the Corporation. The legislation and any implementing rules may have adverse implications on the financial industry, the competitive environment, and the Corporation's ability to conduct business. The Corporation will apply resources to ensure that it is in compliance with all applicable provisions of the Dodd-Frank Act and its many and varied implementing rules, which may increase its costs of operations and adversely impact its earnings.

**Financial Condition**

The following table presents ending balances, growth, and the percentage change of certain measures of our financial condition for specified years (dollars in millions):

	2013 Balance	\$ Change vs. prior year	% Change vs. prior year	2012 Balance	\$ Change vs. prior year	% Change vs. prior year	2011 Balance
Total assets	\$ 2,131.3	\$ 358.2	20.2%	\$ 1,773.1	\$ 170.9	10.7%	\$ 1,602.2
Total loans, net	1,279.1	365.4	40.0	913.8	76.5	9.1	837.3
Total securities	690.1	(51.7)	(7.0)	741.7	100.4	15.7	641.3
Total deposits	1,835.3	350.3	23.6	1,485.0	131.1	9.7	1,353.9
Total shareholders' equity	164.9	19.5	13.4	145.4	13.5	10.2	131.9

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### **Overview of Balance Sheet**

In conjunction with its acquisition of FC Banc Corp. in the fourth quarter of 2013, the Corporation received loans with a fair value of \$247.7 million and assumed deposits with a fair value of \$332.0 million. Excluding the loans and deposits acquired, the Corporation's loan growth and deposit growth were \$117.7 million and \$18.3 million, respectively.

During the fourth quarter of 2013, 1,873,879 shares of common stock were issued in connection with the acquisition of FC Banc Corp. The shares were valued at approximately \$33.6 million based on the October 11, 2013 closing price of \$17.91 per share. This increase in shareholders' equity was offset by a decrease in accumulated other comprehensive income of \$23.4 million resulting from the decline in fair value of available-for-sale securities in relation to book value. This offset was expected given the increases in intermediate and long-term interest rates that occurred in 2013.

### **Cash and Cash Equivalents**

Cash and cash equivalents totaled \$29.6 million at December 31, 2013 compared to \$31.9 million at December 31, 2012. Cash and cash equivalents fluctuate based on the timing and amount of liquidity events that occur in the normal course of business. We believe the year end balance to be adequate to support our expected funding needs in the short term.

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, Federal Home Loan Bank financing, and the portion of the securities and loan portfolios that matures 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 decrease \$51.7 million, or 7.0%, at December 31, 2013 when compared to December 31, 2012, as the Corporation has been able to deploy principal cash flows from the securities portfolio resulting from maturities and sales in the loan portfolio. Note 4 to the consolidated financial statements provides more detail concerning the composition of the Corporation's securities portfolio, the process for evaluating securities for other-than-temporary impairment, and for valuation of structured pooled trust preferred securities.

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 the overall effect of different rate environments is minimized. The Corporation monitors the earnings performance and the effectiveness of the liquidity of the securities portfolio on a regular basis through meetings of the Asset/Liability Committee of the Corporation's Board of Directors (ALCO). 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's lending is focused in the west central and northwest Pennsylvania and central Ohio markets and consists principally of commercial and retail lending, which includes single family residential mortgages and other consumer loans.

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As detailed in the table below, at December 31, 2013, the Corporation had \$1.3 billion in loans outstanding, net of unearned discount, an increase of \$367.5 million since December 31, 2012. As described in the overview of the balance sheet, the Corporation acquired loans of \$247.7 million from FC Banc Corp. in 2013. In addition, the Corporation had organic loan growth of \$117.7 million, or 12.9% of loans outstanding at December 31, 2012. The increase was primarily the result of two factors. The first factor was increasing demand for commercial mortgage 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 second factor was increasing demand for residential mortgage loan products throughout 2013, resulting in both refinancing activity as well as new mortgage loans and home equity borrowings.

(dollars in thousands)	2013	2012
Commercial, industrial, and agricultural	\$ 291,704	\$ 257,091
Commercial mortgages	467,292	261,791
Residential real estate	471,298	347,904
Consumer	63,491	58,668
Credit cards	5,065	4,800
Overdrafts	409	971
Less: unearned discount	(3,896)	(3,401)
Total loans, net of unearned discount	\$ 1,295,363	\$ 927,824

In its Pennsylvania markets, the Corporation expects loan demand in 2014 to be consistent with 2013. In its Ohio markets, the Corporation expects significant growth in its commercial mortgage portfolio as a result of enhanced lending opportunities anticipated in the Columbus, Ohio metropolitan area.

**Loan Concentration**

The Corporation monitors loan concentrations by individual industries in order to track potential risk exposures resulting from industry related downturns. In connection with the acquisition of FC Banc Corp., the Corporation added approximately \$183 million to its commercial real estate loan portfolio. At December 31, 2013, no concentration existed within our commercial or real estate loan portfolio that exceeded 10% of the total loans.

**Loan Quality**

The Corporation has established written lending policies and procedures that require underwriting standards, loan documentation, and credit analysis standards to be met prior to funding a loan. Subsequent to the funding of a loan, ongoing review of credits is required. Credit reviews are performed annually on approximately 65% of the commercial loan portfolio by an outsourced loan review firm. In addition, classified assets, past due loans and nonaccrual loans are reviewed by the loan review partner semiannually and monthly by our credit administration staff.

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The following table presents information concerning loan delinquency and other non-performing assets at December 31, 2013, 2012, and 2011 (dollars in thousands):

	2013	2012	2011
Non-accrual loans	\$ 11,573	\$ 14,445	\$ 16,567
Accrual loans greater than 89 days past due	344	357	441
Total nonperforming loans	11,917	14,802	17,008
Other real estate owned	986	325	505
Total nonperforming assets	\$ 12,903	\$ 15,127	\$ 17,513
Loans modified in a troubled debt restructuring (TDR):			
Performing TDR loans	\$ 8,006	\$ 9,961	\$ 7,688
Non-performing TDR loans *	4,130	1,660	-
Total TDR loans	\$ 12,136	\$ 11,621	\$ 7,688
Total loans, net of unearned income	\$ 1,295,363	\$ 927,824	\$ 849,883
Nonperforming loans as a percentage of loans, net	0.92%	1.60%	2.00%
Total assets	\$ 2,131,289	\$ 1,773,079	\$ 1,602,207
Nonperforming assets as a percentage of total assets	0.61%	0.85%	1.09%

\* Nonperforming TDR loans are also included in the balance of non-accrual loans in the previous table.

Management continues to closely monitor nonperforming loans, and the Corporation's nonperforming loans to total loans ratio continues to be favorable compared to peer institutions. See the Allowance for Loan Losses section for further discussion of credit review procedures and changes in nonperforming loans.

## 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.

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The following table presents activity within the allowance for loan losses during the years ended December 31, 2013, 2012, and 2011 (dollars in thousands):

	2013	2012	2011
Balance at beginning of period	\$ 14,060	\$ 12,615	\$ 10,820
Charge-offs:			
Commercial, industrial, and agricultural	(958)	(2,871)	(1,796)
Commercial mortgages	(1,931)	(401)	(175)
Residential real estate	(467)	(304)	(217)
Consumer	(1,919)	(1,279)	(907)
Credit cards	(97)	(78)	(39)
Overdrafts	(258)	(257)	(222)
	(5,630)	(5,190)	(3,356)
Recoveries:			
Commercial, industrial, and agricultural	7	45	9
Commercial mortgages	1,430	-	-
Residential real estate	5	1	13
Consumer	114	91	88
Credit cards	16	18	10
Overdrafts	94	99	94
	1,666	254	214
Net charge-offs	(3,964)	(4,936)	(3,142)
Provision for loan losses	6,138	6,381	4,937
Balance at end of period	\$ 16,234	\$ 14,060	\$ 12,615
Loans, net of unearned income	\$ 1,295,363	\$ 927,824	\$ 849,883
Allowance to net loans	1.25%	1.52%	1.48%

At December 31, 2013, the ratio of the allowance for loan losses to loans was 1.25%, compared to 1.52% at December 31, 2012 and 1.48% at December 31, 2011. In connection with its acquisition of FC Banc Corp. in the fourth quarter of 2013, CNB recorded a fair value adjustment on the acquired loan portfolio of \$8.7 million and there was no carryover of the allowance for loan losses that was previously recorded by FC, resulting in the decrease in the ratio of the allowance for loan losses to total loans.

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, impaired loans are selected and that group of loans 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





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Credit cards

Overdrafts

The reviewed loan pools are further segregated into three categories: special mention, substandard, and doubtful. Historical loss factors are calculated for each reviewed 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; and  
concentrations of credit.

The methodology described above was created using the experience of our credit administrator, guidance from the regulatory agencies, expertise of our third party loan review provider, 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.

As a result of the application of these procedures, the allocation of the allowance for loan losses was as follows at December 31, 2013, 2012 and 2011 (in thousands):

	2013	2012	2011
Commercial, industrial and agricultural	\$ 6,279	\$ 4,940	\$ 4,511
Commercial mortgages	5,469	4,697	4,470
Residential real estate	2,880	2,466	1,991
Consumer	1,333	1,699	1,404
Credit cards	66	83	71
Overdrafts	207	175	168
<b>Total</b>	<b>\$ 16,234</b>	<b>\$ 14,060</b>	<b>\$ 12,615</b>

Throughout 2013, the Corporation evaluated its provision and allowance for loan losses in light of changes in reserves required for impaired loans, changes in nonperforming loans, and growth in loans outstanding. Note 5 to the consolidated financial statements provides further disclosure of loan balances by portfolio segment as of December 31, 2013 and 2012, as well as the nature and scope of loans modified in a troubled debt restructuring during 2013 and 2012 and the related effect on the provision and allowance for loan losses.

In 2013, an impaired commercial real estate loan was placed on nonaccrual status, resulting in an increase in nonperforming assets of \$2.9 million. No loan loss reserve was required for this loan as of December 31, 2012. However, due to a rapid deterioration in the loan collateral value, the Corporation recorded an increase in the provision for loan losses of \$1.1 million and concurrently charged off

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\$822 thousand of the loan balance. The customer repaid the remaining balance of \$2.0 million prior to December 31, 2013. An impaired commercial real estate loan to a related borrower with a carrying value of \$1.7 million as of December 31, 2012 was also repaid in 2013, resulting in a chargeoff of \$974 and an additional provision for loan losses of \$258 thousand. A commercial mortgage loan to a related borrower with a carrying value of \$3.3 million defaulted in 2013 and was subsequently modified in a troubled debt restructuring, which will result in the Corporation receiving reduced monthly payments that will be applied entirely to the loan's principal balance. The Corporation also obtained an updated appraisal for the loan collateral and, as a result, recorded a provision for loan losses of \$514 thousand during the year ended December 31, 2013.

A commercial mortgage loan with a balance of \$1.1 million that was modified in a troubled debt restructuring prior to 2013 defaulted under its modified terms in 2013, resulting in an increase in the provision for loan losses of \$555 thousand.

An impaired commercial and industrial loan with a carrying value of \$1.6 million as of December 31, 2012 deteriorated further in 2013, resulting in a chargeoff of \$649 thousand and an additional provision for loan losses of \$175 thousand.

Unsecured consumer loans to two related borrowers totaling \$498 thousand were charged off in the fourth quarter of 2013. An associated loan loss provision of \$498 thousand was recorded in the fourth quarter.

The Corporation recorded a loan loss recovery of \$1.4 million in the third quarter of 2013 related to an impaired commercial mortgage loan that had been partially charged off prior to January 1, 2013. At the recovery date, the carrying amount of the loan was \$5.2 million, which was satisfied in full by the Corporation's participation in the issuance of a loan at market terms to a new borrower that purchased the property securing the loan.

Finally, the effect of increases in net chargeoffs in 2013 and 2012, as compared to net chargeoffs in 2011, as disclosed in the Summary of Loan Loss Experience table in Item 1, as well as the increase in the Corporation's loan portfolio in 2013, had a significant impact on the loan loss reserves required for homogeneous loan pools during the year ended December 31, 2013. As disclosed in Note 5 to the consolidated financial statements, the allowance for loan loss balance attributable to loans collectively evaluated for impairment increased from \$12.2 million at December 31, 2012 to \$14.4 million at December 31, 2013.

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 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 probable losses associated with those loans. By noting the spread at that time, as well as prior periods, management can evaluate the current adequacy of the allowance as well as evaluate trends that may be developing.

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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.

Management believes that both its 2013 provision and allowance for loan losses were reasonable and adequate to absorb probable incurred losses in its portfolio at December 31, 2013.

## **Bank Owned Life Insurance**

The Corporation has periodically purchased Bank Owned Life Insurance ( BOLI ). The policies cover executive officers and a select group of other employees with the Bank being named as beneficiary. Earnings from the BOLI assist the Corporation in offsetting its benefit costs. During the second quarter of 2013, additional BOLI of \$2.0 million was purchased. In addition, BOLI with a fair value of \$4.0 million was acquired from FC Banc Corp. Proceeds from BOLI death benefits were \$1.3 million during the year ended December 31, 2013.

## **Funding Sources**

Although the Corporation considers short-term borrowings and long-term debt when evaluating funding sources, traditional deposits continue to be the main source for funding. As noted in the following table, traditional deposits increased 23.6% during 2013.

	Percentage change	Percentage change			
	2013 vs. 2012	2012 vs. 2011	2013	2012	2011
Demand, Non interest bearing	26.3%	14.7%	\$ 221,293	\$ 175,239	\$ 152,732
Demand, Interest bearing	33.6%	10.1%	450,216	336,911	305,960
Savings deposits	18.2%	21.2%	898,043	759,910	627,106
Time deposits	24.8%	(20.6%)	265,762	212,943	268,053
<b>Total</b>	<b>23.6%</b>	<b>9.7%</b>	<b>\$ 1,835,314</b>	<b>\$ 1,485,003</b>	<b>\$ 1,353,851</b>

The growth in deposits of \$350.3 million was primarily attributable to the fair value of deposits acquired from FC Banc Corp. of \$332.0 million.

Periodically, the Corporation utilizes term borrowings from the Federal Home Loan Bank (FHLB) and other lenders to meet funding obligations or match fund certain loan assets. The terms of these borrowings are detailed in Note 11 to the consolidated financial statements.

## **Shareholders Equity and Capital Ratios and Metrics**

The Corporation's capital continues to provide a base for profitable growth. In 2013, the Corporation earned \$16.7 million and declared dividends of \$8.6 million, resulting in a dividend payout ratio of 51.4% of net income. During the fourth quarter of 2013, 1,873,879 shares of common stock were issued in connection with the acquisition of FC Banc Corp. The shares were valued at \$33.6 million based on the October 11, 2013 closing price of \$17.91 per share.

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The Corporation has complied with the standards of capital adequacy mandated by government regulations. 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 Corporation's capital ratios and book value per common share at December 31, 2013 and 2012 are as follows:

	2013	2012
Total risk-based capital ratio	13.72%	15.28%
Tier 1 capital ratio	12.51%	14.03%
Leverage ratio	7.96%	8.06%
Tangible common equity/tangible assets (1)	6.34%	7.63%
Book value per share	\$ 11.43	\$ 11.65
Tangible book value per share (1)	\$ 9.23	10.77

- (1) Tangible common equity, tangible assets and tangible book value per share are non-GAAP financial measures calculated using GAAP amounts. Tangible common equity is calculated by excluding the balance of goodwill and other intangible assets from the calculation of stockholders' equity. Tangible assets is calculated by excluding the balance of goodwill and other intangible assets from the calculation of total assets. Tangible book value per share is calculated by dividing tangible common equity by the number of shares outstanding. The Corporation believes that these non-GAAP financial measures provide information to investors that is useful in understanding its financial condition. Because not all companies use the same calculation of tangible common equity and tangible assets, this presentation may not be comparable to other similarly titled measures calculated by other companies. A reconciliation of these non-GAAP financial measures is provided below (dollars in thousands, except per share data).

	December 31, 2013	December 31, 2012
Shareholders' equity	\$ 164,911	\$ 145,364
Less goodwill	27,194	10,946
Less core deposit intangible	4,583	-
 Tangible common equity	 \$ 133,134	 \$ 134,418
 Total assets	 \$ 2,131,289	 \$ 1,773,079
Less goodwill	27,194	10,946
Less core deposit intangible	4,583	-
 Tangible assets	 \$ 2,099,512	 \$ 1,762,133
 Ending shares outstanding	 14,427,780	 12,475,904
Tangible book value per share	\$ 9.23	\$ 10.77
Tangible common equity/tangible assets	6.34%	7.63%

The decrease in tangible common equity/tangible assets, book value per share, and tangible book value per share from December 31, 2012 to December 31, 2013 is primarily attributable to the significant decline in the fair value of the Corporation's available-for-sale investment securities in relation to book value. This decline in fair value of available-for-sale securities was expected given the increases in intermediate and long-term interest rates that occurred in the second and third quarters of 2013.

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The decrease in the Tier 1 and Total risk-based regulatory capital ratios from December 31, 2012 to December 31, 2013 resulted from CNB's addition of a significant portfolio of commercial real estate loans in the fourth quarter of 2013 in conjunction with its acquisition of FC Banc Corp.

## **Liquidity**

Liquidity measures an organization's ability to meet its cash obligations as they come due. The consolidated statements of cash flows included in the accompanying financial statements provide analysis of the Corporation's cash and cash equivalents and the sources and uses of cash. Additionally, the portion of the loan portfolio that matures within one year and securities with maturities within one year in the investment portfolio are considered part of the Corporation's liquid assets. Liquidity is monitored by both management and the Board's ALCO, which establishes and monitors ranges of acceptable liquidity. Also, the Bank is a member of FHLB which provides the Bank with a total borrowing line of approximately \$414 million with approximately \$349 million available at December 31, 2013. Management believes that the Corporation's current liquidity position is acceptable.

## **Year Ended December 31, 2013 vs. Year Ended December 31, 2012**

### **Overview of the Income Statement**

The Corporation had net income of \$16.7 million for 2013 compared to \$17.1 million for 2012. Net interest income increased \$6.0 million, or 11.3%, and non-interest income increased \$1.1 million, or 8.7%. The provision for loan losses decreased by \$243 thousand, or 3.8%, and non-interest expenses increased by \$7.9 million, or 21.9%. The earnings per diluted share were \$1.29 in 2013 and \$1.38 in 2012. The return on assets and the return on equity for 2013 are 0.88% and 11.38% as compared to 1.00% and 12.17% for 2012. Non-interest expenses for the year ended December 31, 2013 include \$2.4 million associated with merger related expenses. As described in Note 2 to the consolidated financial statements, FC Banc Corp. results of operations were included in the Corporation's results beginning October 12, 2013.

### **Interest Income and Expense**

Net interest margin on a fully tax equivalent basis was 3.46% for the year ended December 31, 2013, compared to 3.49% for the year ended December 31, 2012. Total interest and dividend income increased by \$3.3 million, or 4.8%, as compared to 2012. 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. The Corporation's average earning assets increased by \$175.4 million for the year ended December 31, 2013 while the yield during that time decreased by 28 basis points from 4.42% to 4.14%. Total interest expense decreased \$2.7 million, or 18.2%, for the year ended December 31, 2013 as compared to the comparable period in 2012 as a result of the Corporation's focus on deposit mix and active management of deposit rates. The cost of interest bearing deposits decreased by 29 basis points, which offset the increase in average interest bearing deposits of \$146.4 million.

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### **Provision for Loan Losses**

The Corporation recorded a provision for loan losses of \$6.1 million in 2013 compared to \$6.4 million in 2012. Net loan charge-offs were \$4.0 million during the year ended December 31, 2013 compared to \$4.9 million during the year ended December 31, 2012. As disclosed in the Allowance for Loan Losses section of Management's Discussion and Analysis, the Corporation recorded the provision for loan losses based on management's evaluation of impaired loans and also recorded a significant loan loss recovery for a commercial mortgage loan.

Management believes the charges to the provision in 2013 are appropriate and the allowance for loan losses is adequate to absorb probable incurred losses in our portfolio as of December 31, 2013.

### **Non-Interest Income**

Non-interest income was \$13.8 million for the year ended December 31, 2013, compared to \$12.7 million for the year ended December 31, 2012. Net realized gains on available-for-sale securities were \$355 thousand during the year ended December 31, 2013, compared to \$1.4 million during the year ended December 31, 2012. Net realized and unrealized gains on trading securities were \$728 thousand and \$564 thousand during the years ended December 31, 2013 and 2012, respectively.

During the year ended December 31, 2013, the Corporation recorded \$1.6 million in income from bank owned life insurance policies, including \$576 thousand representing the excess of the face value of certain policies over their cash surrender values resulting from the maturity of the policies.

Wealth and asset management fees increased from \$1.8 million during the year ended December 31, 2012 to \$2.4 million during the year ended December 31, 2013 due to increases in assets under management resulting from the Corporation's strategic focus to grow its Wealth and Asset Management Division.

### **Non-Interest Expense**

Total non-interest expenses increased \$7.9 million, or 21.9%, during the year ended December 31, 2013 compared to the year ended December 31, 2012. Merger costs associated with the Corporation's acquisition of FC Banc Corp. were expensed as incurred and totaled \$2.4 million during the year ended December 31, 2013. Salaries and benefits expenses increased \$2.8 million, or 14.9%, during the year ended December 31, 2013 compared to the year ended December 31, 2012, in part due to routine merit increases, an increase in average full-time equivalent employees, and increases in certain employee benefit expenses, such as health insurance costs, which continue to increase in line with market conditions. Net occupancy expenses increased \$855 thousand, or 18.4%, during year ended December 31, 2013 compared to the year ended December 31, 2012, as a result of anticipated increases in repair, maintenance, and utility expenses, as well as increases in depreciation expense for recently completed projects and asset purchases.

## **Year Ended December 31, 2012 vs. Year Ended December 31, 2011**

### **Overview of the Income Statement**

The Corporation had net income of \$17.1 million for 2012 compared to \$15.1 million for 2011. The increase in net income is attributable to an increase in net interest income of \$5.1 million, or 10.5%, as

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well as an increase in non-interest income of \$1.8 million, or 17.2%. The provision for loan losses increased by \$1.4 million, or 29.2%, and non-interest expenses increased by \$2.7 million, or 8.0%, from 2012 to 2011. The earnings per diluted share increased from \$1.23 in 2011 to \$1.38 in 2012. The return on assets and the return on equity for 2012 are 1.00% and 12.17% as compared to 1.00% and 12.36% for 2011.

### **Interest Income and Expense**

Net interest margin on a fully tax equivalent basis was 3.49% for the year ended December 31, 2012, compared to 3.59% for the year ended December 31, 2011. Total interest and dividend income increased by \$2.4 million, or 3.7%, as compared to 2011. 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. The Corporation's average earning assets increased by \$209.6 million for the year ended December 31, 2012 while the yield during that time decreased by 42 basis points from 4.84% to 4.42%. Total interest expense decreased \$2.7 million, or 15.1%, for the year ended December 31, 2012 as compared to the comparable period in 2011 as a result of the Corporation's focus on deposit mix and active management of deposit rates. The cost of interest bearing deposits decreased by 37 basis points, which offset the increase in average interest bearing deposits of \$162.8 million.

### **Provision for Loan Losses**

The Corporation recorded a provision for loan losses of \$6.4 million in 2012 compared to \$4.9 million in 2011. Net loan chargeoffs were \$4.9 million during the year ended December 31, 2012 compared to \$3.1 million during the year ended December 31, 2011. As disclosed in the Allowance for Loan Losses section of Management's Discussion and Analysis, the Corporation increased the provision for loan losses as a result of management's evaluation of impaired loans as well as an evaluation of general reserves required for loans that are not impaired.

Management believes the charges to the provision in 2012 are appropriate and the allowance for loan losses is adequate to absorb probable incurred losses in our portfolio as of December 31, 2012.

### **Non-Interest Income**

Excluding the effects of the securities transactions described below, non-interest income was \$10.7 million for the year ended December 31, 2012, compared to \$10.4 million for the year ended December 31, 2011. Net realized gains on available-for-sale securities were \$1.4 million during the year ended December 31, 2012, compared to \$614 thousand during the year ended December 31, 2011. Net realized and unrealized gains on securities for which fair value was elected were \$461 thousand and \$64 thousand during the years ended December 31, 2012 and 2011, respectively. An other-than-temporary impairment charge of \$398 thousand was recorded in earnings on structured pooled trust preferred securities during the year ended December 31, 2011.

### **Non-Interest Expense**

Total non-interest expenses increased \$2.7 million, or 8.0%, during the year ended December 31, 2012 compared to the year ended December 31, 2011. Salaries and employee benefit expenses combined to increase \$1.6 million, or 9.3%, during the year ended December 31, 2012 compared to the year ended

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December 31, 2011, in part due to routine merit increases, an increase in full-time equivalent employees from 300 at December 31, 2011 to 323 at December 31, 2012, and increases in certain employee benefit expenses, such as health insurance costs, which continue to increase in line with market conditions. The remaining non-interest expenses increased \$1.1 million, or 6.6%, as a result of CNB's continued growth.

Total non-interest expenses on an annualized basis in relation to CNB's average asset size declined from 2.20% for the year ended December 31, 2011 to 2.10% for the year ended December 31, 2012.

## Income Tax Expense

Income taxes were \$6.3 million in 2013, compared to \$6.4 million in 2012 and \$5.5 million in 2011. The effective tax rates were 27.5%, 27.2%, and 26.8% for 2013, 2012 and 2011, respectively. The effective tax 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.

## Contractual Obligations and Commitments

The Corporation has various financial obligations, including contractual obligations and commitments that may require future cash payments. The following table presents, as of December 31, 2013, significant fixed and determinable contractual obligations to third parties by payment date. Further discussion of the nature of each obligation is included in the referenced note to the consolidated financial statements.

(dollars in thousands)	Note Reference	Payments Due In				Total
		One Year or Less	One to Three Years	Three to Five Years	Over Five Years	
Deposits without a stated maturity		\$ 1,569,552	0	0	0	\$ 1,569,552
Certificates of deposit	10	122,126	83,980	47,651	12,005	265,762
FHLB and other borrowings	11	13,159	20,445	50,483	3,863	87,950
Operating leases	7	626	1,183	612	1,168	3,589
Sale-leaseback	7	112	224	224	893	1,453
Subordinated debentures	11	0	0	0	20,620	20,620

The Corporation's operating lease obligations represent short and long-term lease and rental payment for facilities. The Corporation's sale-leaseback obligation represents a long-term real estate lease associated with one of the Corporation's branch office locations.

The Corporation also has obligations under its postretirement plan for health care and supplemental executive retirement plan as described in Note 14 to the consolidated financial statements. The postretirement benefit payments represent actuarially determined future benefit payments to eligible plan participants. The supplemental executive retirement plan allocates expenses over the participant's service period. The Corporation reserves the right to terminate these plans at any time.

## Off-Balance Sheet Arrangements

See Note 19 to the consolidated financial statements for information about our off-balance sheet arrangements.



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**Applications of Critical Accounting Policies**

The Corporation's consolidated financial statements are prepared in accordance with accounting principles generally accepted in the U.S. and follow general practices within the industries in which the Corporation operates. Application of these principles requires management to make estimates or judgments that affect the amounts reported in the financial statements and accompanying notes. These estimates are based on information available as of the date of the financial statements; accordingly, as this information changes, the financial statements could reflect different estimates or judgments. Certain policies inherently have a greater reliance on the use of estimates, and as such have a greater possibility of producing results that could be materially different than originally reported. Estimates or judgments are necessary when assets and liabilities are required to be recorded at fair value, when a decline in the value of an asset not carried on the financial statements at fair value warrants an impairment write-down or valuation reserve to be established, or when an asset or liability needs to be recorded contingent upon a future event. Carrying assets and liabilities at fair value inherently results in more financial statement volatility. The fair values and the information used to record valuation adjustments for certain assets and liabilities are based either on quoted market prices or are provided by other third party sources, when available. When third-party information is not available, valuation adjustments are estimated in good faith by management primarily through the use of internal cash flow modeling techniques.

The most significant accounting policies used by the Corporation are presented in Note 1 to the consolidated financial statements. These policies, along with the disclosures presented in the other financial statement notes and in this financial review, provide information on how significant assets and liabilities are valued in the financial statements and how those values are determined. Management views critical accounting policies to be those which are highly dependent on subjective or complex judgments, estimates and assumptions, and where changes in those estimates and assumptions could have a significant impact on the financial statements.

A material estimate that is susceptible to significant change is the determination of the allowance for loan losses. The Corporation's methodology for determining the allowance for loan losses is described previously in Management's Discussion and Analysis. Given the subjective nature of identifying and valuing loan losses, it is likely that well-informed individuals could make materially different assumptions and could therefore calculate a materially different allowance value. While management uses available information to recognize losses on loans, changes in economic conditions may necessitate revisions in future years. In addition, various regulatory agencies, as an integral part of their examination process, periodically review the Corporation's allowance for loan losses. Such agencies may require the Corporation to recognize adjustments to the allowance based on their judgments of information available to them at the time of their examination.

Another material estimate is the calculation of fair values of the Corporation's debt securities. For most of the Corporation's debt securities, the Corporation receives estimated fair values from an independent valuation service or from brokers. In developing fair values, the valuation service and the brokers use estimates of cash flows, based on historical performance of similar instruments in similar interest rate environments. Based on experience, management is aware that estimated fair values of debt securities tend to vary among brokers and other valuation services.

Finally, the fair value of assets acquired and liabilities assumed in connection with the acquisition of FC Banc Corp., including the associated goodwill that was recorded, required the use of material estimates. Specifically, the fair values of loans, the core deposit intangible asset, premises and equipment, and time

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deposits were susceptible to estimation and management's judgment about real estate and equipment values, as well as the amount and timing of future cash flows associated with loans and deposits.

**ITEM 7A QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

As a financial institution, the Corporation's primary source of market risk is interest rate risk, which is the exposure to fluctuations in the Corporation's future earnings resulting from changes in interest rates. This exposure is correlated to the repricing characteristics of the Corporation's portfolio of assets and liabilities. Each asset or liability reprices either at maturity or during the life of the instrument.

The principal purpose of asset/liability management is to maximize current and future net interest income within acceptable levels of interest rate risk while satisfying liquidity and capital requirements. Net interest income is enhanced by increasing the net interest margin and by the growth in earning assets. As a result, the primary goal of interest rate risk management is to maintain a balance between risk and reward such that net interest income is maximized while risk is maintained at an acceptable level.

The Corporation uses an asset-liability management model to measure the effect of interest rate changes on its net interest income. The Corporation's management also reviews asset-liability maturity gap and repricing analyses regularly. The Corporation does not always attempt to achieve a precise match between interest sensitive assets and liabilities because it believes that an actively managed amount of interest rate risk is inherent and appropriate in the management of the Corporation's profitability.

Asset-liability modeling techniques and simulation involve assumptions and estimates that inherently cannot be measured with precision. Key assumptions in these analyses include maturity and repricing characteristics of assets and liabilities, prepayments on amortizing assets, non-maturing deposit sensitivity, and loan and deposit pricing. These assumptions are inherently uncertain due to the timing, magnitude, and frequency of rate changes and changes in market conditions and management strategies, among other factors. However, the analyses are useful in quantifying risk and provide a relative gauge of the Corporation's interest rate risk position over time.

Management reviews interest rate risk on a quarterly basis and reports to the ALCO. This review includes earnings shock scenarios whereby interest rates are immediately increased and decreased by 100, 300, and 400 basis points. These scenarios, detailed in the table below, indicate that there would not be a significant variance in net interest income over a one-year period due to interest rate changes; however, actual results could vary significantly. At December 31, 2013 and 2012, all interest rate risk levels according to the model were within the tolerance limits of ALCO approved policy. In addition, the table does not take into consideration changes that management would make to realign its assets and liabilities in the event of an unexpected changing interest rate environment. Due to the historically low interest rate environment, the -300 and -400 scenarios have been excluded from the table.

December 31, 2013		December 31, 2012	
Change in Basis Points	% Change in Net Interest Income	Change in Basis Points	% Change in Net Interest Income
400	-6.2%	400	-0.5%
300	-3.8%	300	-0.8%
100	-0.1%	100	2.3%
(100)	-3.7%	(100)	-4.0%

**Table of Contents****ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA****CONSOLIDATED BALANCE SHEETS**

Dollars in thousands, except share data

	December 31,	
	2013	2012
<b><u>ASSETS</u></b>		
Cash and due from banks	\$ 25,769	\$ 28,570
Interest bearing deposits with other banks	3,864	3,311
Total cash and cash equivalents	29,633	31,881
Interest bearing time deposits with other banks	275	225
Securities available for sale	685,991	737,311
Trading securities	4,127	4,459
Loans held for sale	487	2,398
Loans	1,299,259	931,225
Less: unearned discount	(3,896)	(3,401)
Less: allowance for loan losses	(16,234)	(14,060)
Net loans	1,279,129	913,764
FHLB and other equity interests	7,533	6,684
Premises and equipment, net	31,589	24,072
Bank owned life insurance	33,804	27,645
Mortgage servicing rights	904	714
Goodwill	27,194	10,946
Core deposit intangible	4,583	-
Accrued interest receivable and other assets	26,040	12,980
Total Assets	\$ 2,131,289	\$ 1,773,079
<b><u>LIABILITIES AND SHAREHOLDERS' EQUITY</u></b>		
Non-interest bearing deposits	\$ 221,293	\$ 175,239
Interest bearing deposits	1,614,021	1,309,764
Total deposits	1,835,314	1,485,003
FHLB and other long-term borrowings	75,000	74,296
Other short-term borrowings	12,950	23,510
Subordinated debentures	20,620	20,620
Accrued interest payable and other liabilities	22,494	24,286
Total liabilities	1,966,378	1,627,715
Common stock, \$0 par value; authorized 50,000,000 shares; issued 14,473,482 shares at December 31, 2013 and 12,599,603 shares at December 31, 2012	0	0
Additional paid in capital	77,923	44,223
Retained earnings	97,066	88,960
Treasury stock, at cost (45,702 shares for 2013 and 123,699 for 2012)	(633)	(1,743)

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Accumulated other comprehensive income (loss)	(9,445)	13,924
Total shareholders' equity	164,911	145,364
Total Liabilities and Shareholders' Equity	\$ 2,131,289	\$ 1,773,079

See Notes to Consolidated Financial Statements

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## CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

Dollars in thousands, except per share data

	Year ended December 31,		
	2013	2012	2011
<b>Interest and Dividend Income:</b>			
Loans including fees	\$ 53,927	\$ 49,760	\$ 48,324
<b>Securities:</b>			
Taxable	13,456	14,688	14,395
Tax-exempt	3,828	3,595	2,957
Dividends	205	86	36
<b>Total interest and dividend income</b>	<b>71,416</b>	<b>68,129</b>	<b>65,712</b>
<b>Interest Expense:</b>			
Deposits	7,995	10,875	13,625
Borrowed funds	3,447	3,245	3,176
Subordinated debentures (includes \$400, \$390, and \$402 accumulated other comprehensive income reclassification for change in fair value of interest rate swap agreements in 2013, 2012, and 2011)	770	800	778
<b>Total interest expense</b>	<b>12,212</b>	<b>14,920</b>	<b>17,579</b>
<b>Net Interest Income</b>	<b>59,204</b>	<b>53,209</b>	<b>48,133</b>
Provision for Loan Losses	6,138	6,381	4,937
<b>Net Interest Income After Provision for Loan Losses</b>	<b>53,066</b>	<b>46,828</b>	<b>43,196</b>
<b>Non-Interest Income:</b>			
Wealth and asset management fees	2,426	1,819	1,691
Service charges on deposit accounts	4,272	4,106	4,233
Other service charges and fees	2,179	1,868	1,626
Net realized gains on trading securities	579	298	30
Net unrealized gains on trading securities	149	266	34
Mortgage banking	940	990	735
Bank owned life insurance	1,552	973	930
Other	1,314	965	1,224
	<b>13,411</b>	<b>11,285</b>	<b>10,503</b>
<b>Total other-than-temporary impairment losses on available-for-sale securities</b>	<b>0</b>	<b>0</b>	<b>(398)</b>
Less portion of loss recognized in other comprehensive income	0	0	0
<b>Net impairment losses recognized in earnings</b>	<b>0</b>	<b>0</b>	<b>(398)</b>
Net realized gains on available-for-sale securities (includes \$355, \$1,379, and \$614 accumulated other comprehensive income reclassifications for net realized gains on available-for-sale securities in 2013, 2012, and 2011)	355	1,379	614
<b>Net impairment losses recognized in earnings and realized gains on available-for-sale securities</b>	<b>355</b>	<b>1,379</b>	<b>216</b>
<b>Total non-interest income</b>	<b>13,766</b>	<b>12,664</b>	<b>10,719</b>

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<b>Non-Interest Expenses:</b>			
Salaries	15,467	13,106	12,349
Employee benefits	6,250	5,787	4,936
Net occupancy expense	5,506	4,651	4,416
Amortization of core deposit intangible	251	0	0
Data processing	3,469	2,791	2,754
State and local taxes	1,549	1,474	1,275
Legal, professional and examination fees	1,318	1,265	956
Advertising	939	859	822
FDIC insurance	1,266	1,115	1,259
Directors fees and benefits	776	666	591
Merger costs	2,396	0	0
Other	4,626	4,231	3,924
 Total non-interest expenses	 43,813	 35,945	 33,282
 Income Before Income Taxes	 23,019	 23,547	 20,633
Income Tax Expense (includes (\$16), \$346, and \$74 income tax expense reclassification items in 2013, 2012, and 2011)	6,340	6,411	5,529
 Net Income	 16,679	 17,136	 15,104
 Other Comprehensive Income (Loss):			
Net change in unrealized gains/losses on available-for-sale securities, net of reclassification and tax	(23,675)	3,561	14,441
Change in actuarial gain, net of amortization and tax, for post-employment health care plan, net of tax	(103)	(349)	(485)
Change in fair value of interest rate swap agreements designated as a cash flow hedge, net of tax	409	(49)	(522)
 Total other comprehensive income (loss)	 (23,369)	 3,163	 13,434
 Comprehensive Income (Loss)	 \$ (6,690)	 \$ 20,299	 \$ 28,538
 Earnings Per Share:			
Basic	\$ 1.29	\$ 1.38	\$ 1.23
Diluted	1.29	1.38	1.23

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## CONSOLIDATED STATEMENTS OF CASH FLOWS

Dollars in thousands

	Year ended December 31,		
	2013	2012	2011
<b>Cash Flows From Operating Activities:</b>			
Net income	\$ 16,679	\$ 17,136	\$ 15,104
Adjustments to reconcile net income to net cash provided by operations:			
Provision for loan losses	6,138	6,381	4,937
Depreciation and amortization of premises and equipment, core deposit intangible, and mortgage servicing rights	2,641	2,225	2,075
Amortization and accretion of securities premiums and discounts, deferred loan fees and costs, net yield and credit mark on acquired loans, and unearned income	3,541	4,509	2,786
Deferred taxes	(977)	(240)	441
Net impairment losses realized in earnings and realized gains on sales of available-for-sale securities	(355)	(1,379)	(216)
Net realized and unrealized gains on trading securities	(728)	(564)	(64)
Proceeds from sale of trading securities	5,811	3,386	343
Purchase of trading securities	(4,671)	(4,187)	(1,266)
Gain on sale of loans	(808)	(927)	(638)
Net gains on dispositions of premises and equipment and foreclosed assets	(252)	(158)	(104)
Proceeds from sale of loans	22,252	32,512	23,324
Origination of loans held for sale	(19,883)	(32,626)	(19,927)
Income on bank owned life insurance	(1,552)	(973)	(930)
Stock-based compensation expense	390	277	213
Contribution of treasury stock	120	120	120
Changes in:			
Accrued interest receivable and other assets	(3,124)	(455)	(1,342)
Accrued interest payable and other liabilities	8,387	2,523	5,529
<b>Net Cash Provided By Operating Activities</b>	<b>33,609</b>	<b>27,560</b>	<b>30,385</b>
<b>Cash Flows from Investing Activities:</b>			
Net (increase) decrease in interest bearing time deposits with other banks	(50)	(1)	2,593
Proceeds from maturities, prepayments and calls of available-for-sale securities	139,863	109,673	101,178
Proceeds from sales of available-for-sale securities	35,633	125,579	69,740
Purchase of available-for-sale securities	(130,412)	(332,155)	(288,757)
Loan origination and payments, net	(124,155)	(82,393)	(58,552)
Purchase of bank owned life insurance	(2,000)	(1,000)	(5,000)
Proceeds from death benefits associated with bank owned life insurance	1,348	0	0
Net cash acquired from FC Banc Corp.	46,982	0	0
Acquisition of consumer discount company	0	(1,248)	0
Redemption (purchase) of FHLB and other equity interests	940	(147)	(122)
Purchase of premises and equipment	(5,336)	(2,016)	(1,705)
Proceeds from the sale of premises and equipment and foreclosed assets	735	1,088	257
<b>Net Cash Used In Investing Activities</b>	<b>(36,452)</b>	<b>(182,620)</b>	<b>(180,368)</b>
<b>Cash Flows From Financing Activities:</b>			
Net change in:			
Checking, money market and savings accounts	48,680	186,262	292,369
Certificates of deposit	(30,395)	(55,110)	(101,386)
Proceeds from sale of treasury stock	41	526	1,188
Proceeds from exercise of stock options	698	424	259
Cash dividends paid	(8,573)	(8,214)	(8,125)
Proceeds from long-term borrowings	900	0	700
Repayments on long-term borrowings	(196)	(160)	(133)
Net change in short-term borrowings	(10,560)	23,510	(32,618)

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Net Cash Provided By Financing Activities	595	147,238	152,254
Net (Decrease) Increase in Cash and Cash Equivalents	(2,248)	(7,822)	2,271
Cash and Cash Equivalents, Beginning	31,881	39,703	37,432
Cash and Cash Equivalents, Ending	\$ 29,633	\$ 31,881	\$ 39,703
Supplemental Disclosure of Cash Flow Information:			
Cash paid during the period for:			
Interest	\$ 12,283	\$ 15,205	\$ 17,937
Income taxes	5,529	7,548	3,991
Supplemental Noncash Disclosures:			
Transfers to other real estate owned	\$ 1,151	\$ 750	\$ 249
Grant of restricted stock awards from treasury stock	539	419	266
Net liabilities assumed from FC Banc Corp., excluding cash and cash equivalents	29,669	0	0
Fair value of common stock issued in connection with acquisition of FC Banc Corp.	33,561	0	0

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## CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2013, 2012, AND 2011

Dollars in thousands, except share and per share data

	Additional Paid-In Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total Share- holders Equity
Balance, January 1, 2011	\$ 44,676	\$ 73,059	\$ (5,417)	\$ (2,673)	\$ 109,645
Net income		15,104			15,104
Other comprehensive income				13,434	13,434
Restricted stock award grants (17,900 shares)	(266)		266		
Forfeiture of restricted stock award grants (1,488 shares)	22		(22)		
Exercise of stock options (28,750 shares), including tax benefit	(133)		443		310
Stock based compensation expense	213				213
Reissue of treasury stock (94,895 shares)	(162)		1,470		1,308
Cash dividends declared (\$0.66 per share)		(8,125)			(8,125)
Balance, December 31, 2011	44,350	80,038	(3,260)	10,761	131,889
Net income		17,136			17,136
Other comprehensive income				3,163	3,163
Restricted stock award grants (26,900 shares)	(419)		419		
Exercise of stock options (31,875 shares), including tax benefit	(27)		491		464
Stock based compensation expense	277				277
Reissue of treasury stock (39,811 shares)	42		607		649
Cash dividends declared (\$0.66 per share)		(8,214)			(8,214)
Balance, December 31, 2012	44,223	88,960	(1,743)	13,924	145,364
Net income		16,679			16,679
Other comprehensive loss				(23,369)	(23,369)
Common stock issued in acquisition (1,873,879 shares)	33,561				33,561
Restricted stock award grants (31,500 shares)	(471)		471		
Exercise of stock options (40,000 shares), including tax benefit	182		551		733
Stock based compensation expense	390				390
Reissue of treasury stock (6,497 shares)	38		88		126
Cash dividends declared (\$0.66 per share)		(8,573)			(8,573)
Balance, December 31, 2013	\$ 77,923	\$ 97,066	\$ (633)	\$ (9,445)	\$ 164,911

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**Notes to Consolidated Financial Statements**

(Dollars in thousands, except per share data)

**1. Summary of Significant Accounting Policies**

Unless otherwise indicated, dollar amounts are in thousands, except per share data.

**Business and Organization**

CNB Financial Corporation (the Corporation) is headquartered in Clearfield, Pennsylvania, and provides a full range of banking and related services through its wholly owned subsidiary, CNB Bank (the Bank). In addition, the Bank provides trust and asset management services, including the administration of trusts and estates, retirement plans, and other employee benefit plans as well as a full range of wealth management services. The Bank serves individual and corporate customers and is subject to competition from other financial institutions and intermediaries with respect to these services. In addition to the Bank, the Corporation also operates a consumer discount loan and finance business through its wholly owned subsidiary, Holiday Financial Services Corporation (Holiday). The Corporation and these and its other subsidiaries are subject to examination by federal and state regulators. The Corporation's market area is primarily concentrated in the central and northwest regions of the Commonwealth of Pennsylvania and in the central region of the state of Ohio.

**Basis of Financial Presentation**

The financial statements are consolidated to include the accounts of the Corporation and the Bank, CNB Securities Corporation, Holiday, County Reinsurance Company, and CNB Insurance Agency. All significant intercompany accounts and transactions have been eliminated in the consolidated financial statements.

**Use of Estimates**

To prepare financial statements in conformity with accounting principles generally accepted in the U.S., management makes estimates and assumptions based on available information. These estimates and assumptions affect the amounts reported in the financial statements and the disclosures provided, and actual results could differ. The allowance for loan losses, carrying value of goodwill, mortgage servicing rights, fair value of assets acquired and liabilities assumed in connection with business combinations and fair values of securities and other financial instruments are particularly subject to change.

**Operating Segments**

While the chief decision-makers monitor the revenue streams of the various products and services, operations are managed and financial performance is evaluated on a Corporation-wide basis, and operating segments are aggregated into one as operating results for all segments are similar. Accordingly, all of the financial service operations are considered by management to be aggregated in one reportable operating segment.

**Interest Bearing Time Deposits with Other Banks**

Interest-bearing deposits in other financial institutions mature within one year and are carried at cost.

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### **Securities**

When purchased, securities are classified as held to maturity, trading or available for sale. Debt securities are classified as held to maturity when the Corporation has the positive intent and ability to hold the securities to maturity. Held to maturity securities are carried at amortized cost. Debt or equity securities are classified as trading when purchased principally for the purpose of selling them in the near term, or when the fair value option has been elected. Trading securities are recorded at fair value with changes in fair value included in earnings in non-interest income. Available for sale securities are those securities not classified as held to maturity or trading and are carried at their fair value. Unrealized gains and losses, net of deferred tax, on securities classified as available for sale are recorded as other comprehensive income. Management has not classified any debt securities as held to maturity.

The amortized cost of debt securities classified as held to maturity or available for sale is adjusted for the amortization of premiums and the accretion of discounts over the period through contractual maturity or, in the case of mortgage-backed securities and collateralized mortgage obligations, over the estimated life of the security. Such amortization is included in interest income from securities. Gains and losses on securities sold are recorded on the trade date and based on the specific identification method.

Declines in the fair value of debt securities below their cost that are other than temporary and attributable to credit losses are reflected in earnings. Other-than-temporary impairment losses that are not attributable to credit losses are reported as a component of accumulated other comprehensive income. In estimating other-than-temporary losses, management considers: the length of time and extent that fair value has been less than cost, the financial condition and near term prospects of the issuer, and the Corporation's intent to sell, or whether it is more likely than not that it will be required to sell a security in an unrealized loss position before recovery of its amortized cost basis. If the Corporation intends to sell a security or it is more likely than not it will be required to sell a security before recovery of its amortized cost basis, the entire difference between amortized cost and fair value is recognized as impairment through earnings.

### **Loans**

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are reported at the principal balance outstanding.

Interest income is reported on the interest method and includes amortization of net deferred loan fees and costs over the loan term. Interest income on commercial, industrial, and agricultural loans, commercial mortgage loans, and residential real estate loans is discontinued at the time the loan is 90 days delinquent unless the credit is well-secured and in process of collection. Consumer loans are typically charged off no later than 180 days past due. Past due status is based on the contractual terms of the loan. Loans, including loans modified in a troubled debt restructuring, are placed on nonaccrual or charged-off at an earlier date if collection of principal or interest is considered doubtful. Nonaccrual loans and loans past due 90 days still on accrual include both smaller balance homogeneous loans that are collectively evaluated for impairment and individually classified impaired loans.

All interest accrued but not received on loans placed on nonaccrual is reversed against interest income. Interest received on such loans is accounted for on the cash-basis or cost-recovery method, until

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qualifying for return to accrual. For all portfolio segments, loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

## **Concentration of Credit Risk**

Most of the Corporation's business activity is with customers located within the Commonwealth of Pennsylvania and the state of Ohio. Therefore, the Corporation's exposure to credit risk is significantly affected by changes in the economies of Pennsylvania and Ohio.

## **Purchased Credit Impaired Loans**

The Corporation purchased loans in connection with its acquisition of FC Banc Corp. in 2013, some of which have shown evidence of credit deterioration since origination. These purchased credit impaired loans are recorded at the amount paid, such that there is no carryover of the seller's allowance for loan losses. After acquisition, losses are recognized by an increase in the allowance for loan losses.

Such purchased credit impaired loans are accounted for individually, and the Corporation estimates the amount and timing of expected cash flows for each loan. The expected cash flows in excess of the amount paid is recorded as interest income over the remaining life of the loan (accretable yield). The excess of the loan's contractual principal and interest over expected cash flows is not recorded (nonaccretable difference).

Over the life of the loan, expected cash flows continue to be estimated. If the present value of expected cash flows is less than the carrying amount, a loss is recorded. If the present value of the expected cash flows is greater than the carrying amount, it is recognized as part of future interest income.

For loans purchased that did not show evidence of credit deterioration, the difference between the fair value of the loan at the acquisition date and the loan's face value is being amortized as a yield adjustment over the estimated remaining life of the loan using the effective interest method.

## **Loans Held for Sale**

Loans originated and intended for sale in the secondary market are carried at the lower of aggregate cost or fair value, as determined by outstanding commitments from investors. Net unrealized losses, if any, are recorded as a valuation allowance and charged to earnings.

Mortgage loans held for sale are generally sold with servicing rights retained. The carrying value of the mortgage loan sold is reduced by the amount allocated to the servicing right. Gains and losses on sales of mortgage loans are based on the difference between the selling price and the carrying value of the related loan sold.

## **Allowance for Loan Losses**

The allowance for loan losses is a valuation allowance for probable incurred credit losses. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance account.

Management determines the adequacy of the allowance based on historical patterns of charge-offs and recoveries, the nature and volume of the portfolio, information about specific borrower situations and

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estimated collateral values, industry experience, economic conditions, and other qualitative factors relevant to the collectability of the loan portfolio. While management believes that the allowance is adequate to absorb probable loan losses incurred at the balance sheet date, future adjustments may be necessary due to circumstances that differ substantially from the assumptions used in evaluating the adequacy of the allowance for loan losses.

The allowance consists of specific and general components. The specific component relates to loans that are individually classified as impaired or loans otherwise classified as substandard or doubtful. A loan is impaired when, based on current information and events, it is probable that the Corporation will be unable to collect all amounts due according to the contractual terms of the loan agreement. Loans for which the terms have been modified, and for which the borrower is experiencing financial difficulties, are considered troubled debt restructurings and classified as impaired.

Commercial and commercial real estate loans are individually evaluated for impairment. If a loan is impaired, a portion of the allowance is allocated so that the loan is reported, net, at the present value of estimated future cash flows using the loan's existing rate or at the fair value of collateral if repayment is expected solely from the collateral. Large groups of smaller balance homogeneous loans, such as consumer and residential real estate loans, are collectively evaluated for impairment, and accordingly, they are not separately identified for impairment disclosures. Troubled debt restructurings are measured at the present value of estimated future cash flows using the loan's effective rate at inception. If a troubled debt restructuring is considered to be a collateral dependent loan, the loan is reported, net, at the fair value of the collateral. For troubled debt restructurings that subsequently default, the Corporation determines the amount of reserve in accordance with the accounting policy for the allowance for loan losses.

The general component of the allowance for loan losses covers non-impaired loans and is based on historical loss experience adjusted for current factors. The historical loss experience is determined by portfolio segment and is based on the actual loss history experienced by the Corporation over the most recent 2 years. This actual loss experience is supplemented with other factors based on the risks present for each portfolio segment. These historical loss factors include consideration of the following: 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; and concentrations of credit.

The following portfolio segments, which are the same as the Corporation's portfolio classifications and associated risk characteristics, have been identified:

Commercial, industrial, and agricultural risk characteristics include recession-like economic conditions in many of the markets served by the Corporation and high levels of unemployment, which has caused consumer spending to slow.

Commercial mortgages the most significant risk characteristic is the subjectivity involved in real estate valuations for properties located in areas with stagnant or low growth economies.

Residential real estate risk characteristics include higher than historical levels of delinquencies and a weakened housing market.

Consumer risk characteristics include continuing weakness in industrial employment in many of the markets served by the Corporation and inflation.

Credit cards the most significant risk characteristic is the unsecured nature of credit card loans.

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Overdrafts risk characteristics include the Corporation's continued deposit growth and overall economic conditions which may lead to a greater likelihood of overdrawn deposit accounts.

Acquired loans were recorded at fair value with no carryover of the related allowance for loan losses. Premiums and discounts recognized on acquired loans are recognized in earnings using the interest method. Credit losses on the acquired loan portfolio will be charged against the allowance for loan losses as incurred.

## **Federal Home Loan Bank (FHLB) Stock**

As a member of the Federal Home Loan Bank of Pittsburgh ( FHLB ), the Corporation is required to purchase and hold stock in the FHLB to satisfy membership and borrowing requirements. This stock is restricted in that it can only be sold to the FHLB or to another member institution, and all sales of FHLB stock must be at par. As a result of these restrictions, FHLB stock is unlike other investment securities insofar as there is no trading market for FHLB stock and the transfer price is determined by FHLB membership rules and not by market participants.

FHLB stock is held as a long-term investment, is valued at its cost basis and is analyzed for impairment based on the ultimate recoverability of the par value. The Company evaluates impairment quarterly. The decision of whether impairment exists is a matter of judgment that reflects our view of the FHLB's long-term performance, which includes factors such as the following:

- its operating performance;
- the severity and duration of declines in the fair value of its net assets related to its capital stock amount;
- its commitment to make payments required by law or regulation and the level of such payments in relation to its operating performance;
- the impact of legislative and regulatory changes on the FHLB, and accordingly, on the members of FHLB; and
- its liquidity and funding position.

## **Premises and Equipment**

Premises and equipment are stated at cost less accumulated depreciation. Depreciation of premises and equipment is computed principally by the straight line method. In general, useful lives range from 3 to 39 years with lives for furniture, fixtures and equipment ranging from 3 to 10 years and lives of buildings and building improvements ranging from 15 to 39 years. Amortization of leasehold improvements is computed using the straight-line method over useful lives of the leasehold improvements or the term of the lease, whichever is shorter. Maintenance, repairs and minor renewals are charged to expense as incurred.

## **Foreclosed Assets**

Assets acquired through or in lieu of loan foreclosure are initially recorded at fair value less estimated selling costs when acquired, establishing a new cost basis, and are then carried at the lower of cost or fair value. If fair value declines, a valuation allowance is recorded through expense. Costs after acquisition are expensed.

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### **Bank Owned Life Insurance**

The Corporation has purchased life insurance policies on certain key executives. Bank owned life insurance is recorded at the amount that can be realized under the insurance contract at the balance sheet date, which is the cash surrender value adjusted for other charges or other amounts due that are probable at settlement.

### **Goodwill and Other Intangible Assets**

Goodwill resulting from business combinations prior to January 1, 2009 represents the excess of the purchase price over the fair value of the net assets of businesses acquired. Goodwill resulting from business combinations after January 1, 2009 is generally determined as the excess of the fair value of the consideration transferred, plus the fair value of any noncontrolling interest in the acquiree, over the fair value of the net assets acquired and liabilities assumed as of the acquisition date. Goodwill and intangible assets acquired in a purchase business combination and determined to have an indefinite useful life are not amortized, but tested for impairment at least annually or more frequently if events and circumstances exist that indicate an impairment test should be performed.

The Corporation has selected December 31 as the date to perform the annual impairment test. Intangible assets with definite useful lives are amortized over their estimated useful lives. Goodwill is the only intangible asset with an indefinite life on the Corporation's balance sheet. Other intangible assets consist of a core deposit intangible asset arising from the acquisition of FC Banc Corp. in 2013. The core deposit intangible asset is amortized using an accelerated method over its estimated useful life of 7 years.

### **Long-term Assets**

Premises and equipment, goodwill and other intangible assets, and other long-term assets are reviewed for impairment when events indicate their carrying amount may not be recoverable from future undiscounted cash flows. If impaired, the assets are recorded at fair value.

### **Loan Commitments and Related Financial Instruments**

Financial instruments include off-balance sheet credit instruments, such as commitments to make loans and commercial letters of credit, issued to meet customer financing needs. The face amount for these items represents the exposure to loss, before considering customer collateral or ability to repay. Such financial instruments are recorded when they are funded.

### **Derivatives**

Derivative financial instruments are recognized as assets or liabilities at fair value. The Corporation has interest rate swap agreements which are used as part of its asset liability management to help manage interest rate risk. The Corporation does not use derivatives for trading purposes.

At the inception of a derivative contract, the Corporation designates the derivative as one of three types based on the purpose of the contract and belief as to its effectiveness as a hedge. These three types are (1) a hedge of the fair value of a recognized asset or liability or of an unrecognized firm commitment (fair value hedge), (2) a hedge of a forecasted transaction or the variability of cash flows to be

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received or paid related to a recognized asset or liability ( cash flow hedge ), or (3) an instrument with no hedging designation ( stand-alone derivative ). For a fair value hedge, the gain or loss on the derivative, as well as the offsetting loss or gain on the hedged item, are recognized in current earnings as fair values change. For a cash flow hedge, the gain or loss on the derivative is reported in other comprehensive income and is reclassified into earnings in the same periods during which the hedged transaction affects earnings. For both types of hedges, changes in the fair value of derivatives that are not highly effective in hedging the changes in fair value or expected cash flows of the hedged item are recognized immediately in current earnings. Changes in the fair value of derivatives that do not qualify for hedge accounting are reported currently in earnings, as noninterest income.

Net cash settlements on derivatives that qualify for hedge accounting are recorded in interest income or interest expense, based on the item being hedged. Net cash settlements on derivatives that do not qualify for hedge accounting are reported in noninterest income. Cash flows on hedges are classified in the cash flow statement the same as the cash flows of the items being hedged.

The Corporation formally documents the relationship between derivatives and hedged items, as well as the risk-management objective and the strategy for undertaking hedge transactions, at the inception of the hedging relationship. This documentation includes linking fair value or cash flow hedges to specific assets and liabilities on the balance sheet or to specific firm commitments or forecasted transactions. The Corporation also formally assesses, both at the hedge s inception and on an ongoing basis, whether the derivative instruments that are used are highly effective in offsetting changes in fair values or cash flows of the hedged items. The Corporation discontinues hedge accounting when it determines that the derivative is no longer effective in offsetting changes in the fair value or cash flows of the hedged item, the derivative is settled or terminates, a hedged forecasted transaction is no longer probable, a hedged firm commitment is no longer firm, or treatment of the derivative as a hedge is no longer appropriate or intended.

When hedge accounting is discontinued, subsequent changes in fair value of the derivative are recorded as noninterest income. When a fair value hedge is discontinued, the hedged asset or liability is no longer adjusted for changes in fair value and the existing basis adjustment is amortized or accreted over the remaining life of the asset or liability. When a cash flow hedge is discontinued but the hedged cash flows or forecasted transactions are still expected to occur, gains or losses that were accumulated in other comprehensive income are amortized into earnings over the same periods which the hedged transactions will affect earnings.

## **Advertising Costs**

Advertising costs are generally expensed as incurred and amounted to \$939, \$859, and \$822, for 2013, 2012 and 2011 respectively.

## **Mortgage Servicing Rights**

Servicing rights are recognized separately when they are acquired through sales of loans. Servicing rights are initially recorded at fair value with the income statement effect recorded in gains on sales of loans. Fair value is based on market prices for comparable mortgage servicing contracts, when available, or alternatively, is based on a valuation model that calculates the present value of estimated future net servicing income. The valuation model incorporates assumptions that market participants would use in estimating future net servicing income, such as the cost to service, the discount rate, the



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custodial earnings rate, an inflation rate, ancillary income, prepayment speeds and default rates and losses. The Corporation compares the valuation model inputs and results to published industry data in order to validate the model results and assumptions. All classes of servicing assets are subsequently measured using the amortization method which requires servicing rights to be amortized into non-interest income in proportion to, and over the period of, the estimated future net servicing income of the underlying loans.

Servicing rights are evaluated for impairment based upon the fair value of the rights as compared to carrying amount. Impairment is determined by stratifying rights into groupings based on predominant risk characteristics, such as interest rate, loan type and investor type. Impairment is recognized through a valuation allowance for an individual grouping, to the extent that fair value is less than the carrying amount. If the Corporation later determines that all or a portion of the impairment no longer exists for a particular grouping, a reduction of the allowance may be recorded as an increase to income. Changes in valuation allowances are reported with mortgage banking income on the income statement. The fair values of servicing rights are subject to significant fluctuations as a result of changes in estimated and actual prepayment speeds and default rates and losses.

Servicing fee income, which is reported on the income statement as mortgage banking income, is recorded for fees earned for servicing loans. The fees are based on a contractual percentage of the outstanding principal or a fixed amount per loan and are recorded as income when earned. The amortization of mortgage servicing rights is netted against loan servicing fee income. Late fees and ancillary fees related to loan servicing are not material.

## **Treasury Stock**

The purchase of the Corporation's common stock is recorded at cost. Purchases of the stock are made both in the open market and through negotiated private purchases based on market prices. At the date of subsequent reissue, the treasury stock account is reduced by the cost of such stock on a first-in-first-out basis.

## **Stock-Based 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 schedule is one-fourth of granted stock-based awards per year beginning one year after the grant date with 100% vested on the fourth anniversary. For independent directors, the vesting schedule is one-third of granted stock-based awards per year beginning one year after the grant date with 100% vested on the third anniversary.

At December 31, 2013 and 2012, there was no unrecognized compensation cost related to nonvested stock options granted under this plan, and no stock options were granted during the years then ended.

During 2013, 2012 and 2011, the Executive Compensation and Personnel Committee of the Board of Directors granted a total of 31,500, 26,900 and 17,900 shares, respectively, of restricted common stock to certain key employees and all independent directors of the Corporation. Compensation expense for the restricted stock awards is recognized over the requisite service period based on the fair value of the shares at the date of grant on a straight-line basis. Unearned restricted stock awards are recorded as a

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reduction of shareholders' equity until earned. Compensation expense resulting from these restricted stock awards was \$390, \$277 and \$213 for the years ended December 31, 2013, 2012 and 2011, respectively.

## **Comprehensive Income**

The Corporation presents comprehensive income as part of the Consolidated Statement of Income and Comprehensive Income. Other comprehensive income (loss) consists of unrealized holding gains (losses) on the available for sale securities portfolio, changes in the unrecognized actuarial gain and transition obligation related to the Corporation's post retirement benefits plans, and changes in the fair value of the Corporation's interest rate swaps.

## **Income Taxes**

The Corporation files a consolidated U.S. income tax return that includes all subsidiaries except County Reinsurance Company which files a separate return. Income tax expense is the total of the current year income tax due or refundable and the change in deferred tax assets and liabilities. Deferred tax assets and liabilities are the expected future tax amounts for the temporary differences between carrying amounts and tax bases of assets and liabilities, computed using enacted tax rates. A valuation allowance, if needed, reduces deferred tax assets to the amount expected to be realized.

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

The Corporation recognizes interest and/or penalties related to income tax matters in income tax expense.

## **Retirement Plans**

The Corporation's expense associated with its 401(k) plan is determined under the provisions of the plan document and includes both matching and profit sharing components. Deferred compensation and supplemental retirement plan expenses allocate the benefits over years of service.

## **Earnings Per Share**

Basic earnings per share is computed by dividing net income available to common shareholders 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. 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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### **Cash and Cash Equivalents**

For purposes of the consolidated statement of cash flows, the Corporation defines cash and cash equivalents as cash and due from banks, interest bearing deposits with other banks, and Federal funds sold. Net cash flows are reported for customer loan and deposit transactions, interest bearing time deposits with other banks and borrowings with original maturities of 90 days or less.

### **Restrictions on Cash**

The Bank is required to maintain average reserve balances with the Federal Reserve Bank or in vault cash. The average amount of these non-interest bearing reserve balances for the year ended December 31, 2013 and 2012, was \$50, which was maintained in vault cash. Note 12 to the consolidated financial statements discloses the cash collateral balances required to be maintained in connection with the Corporation's interest rate swaps.

### **Loss Contingencies**

Loss contingencies, including claims and legal actions arising in the ordinary course of business, are recorded as liabilities when the likelihood of loss is probable and an amount or range of loss can be reasonably estimated. Management does not believe there are any such matters that will have a material effect on the financial statements.

### **Fair Value of Financial Instruments**

Fair values of financial instruments are estimated using relevant market information and other assumptions, as more fully disclosed in a separate note. Fair value estimates involve uncertainties and matters of significant judgment regarding interest rates, credit risk, prepayments, and other factors, especially in the absence of broad markets for particular items. Changes in assumptions or in market conditions could significantly affect the estimates.

### **Adoption of New Accounting Standards**

In February 2013, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update 2013-02, Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income (ASU 2013-02). ASU 2013-02 requires an entity to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period. For other amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures required under U.S. GAAP that provide additional detail about these amounts. The effect of adopting ASU 2013-02 did not have a material effect on the Corporation's financial statements.

In July 2013, the FASB issued Accounting Standards Update 2013-10, Derivatives and Hedging (Topic 815), Inclusion of the Fed Funds Effective Swap Rate (or Overnight Index Swap Rate) as a Benchmark Interest Rate for Hedge Accounting Purposes (ASU 2013-10). ASU 2013-10 was issued to permit the Fed Funds Effective Swap Rate to be used as a U.S. benchmark interest rate for hedge accounting

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purposes under Topic 815, in addition to direct Treasury obligations of the U.S. Government and the London Interbank Offered Rate (LIBOR) swap rate. ASU 2013-10 is effective prospectively for qualifying new or redesignated hedging relationships entered into on or after July 17, 2013. The adoption of ASU 2013-10 did not have a material effect on the Corporation's financial statements.

## **Effect of Newly Issued But Not Yet Effective Accounting Standards**

In February 2013, the FASB issued Accounting Standards Update 2013-04, *Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation Is Fixed at the Reporting Date* (ASU 2013-04). ASU 2013-04 provides guidance for the recognition, measurement, and disclosure of obligations resulting from joint and several liability arrangements for which the total amount of the obligation within the scope of the guidance is fixed at the reporting date, except for obligations addressed within existing guidance in U.S. GAAP. ASU 2013-04 is effective for reporting periods beginning after December 15, 2013. The effect of adopting ASU 2013-04 is not expected to have a material effect on the Corporation's financial statements.

In July 2013, the FASB issued Accounting Standards Update 2013-11, *Income Taxes (Topic 740), Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists* (ASU 2013-11). ASU 2013-11 was issued to clarify the financial presentation of unrecognized tax benefits in the instances described. ASU 2013-11 is effective for reporting periods beginning after December 15, 2013. The effect of adopting ASU 2013-11 is not expected to have a material effect on the Corporation's financial statements.

In January 2014, the FASB issued Accounting Standards Update 2014-04, *Receivables—Troubled Debt Restructurings by Creditors* (Subtopic 310-40) (ASU 2014-04). The amendments in ASU 2014-04 clarify the circumstances under which an in substance repossession or foreclosure occurs and when a creditor is considered to have received physical possession of a residential real estate property collateralizing a residential real estate loan. The amendments in ASU 2014-04 also require interim and annual disclosure of the amount of foreclosed residential real estate property held by the creditor and the recorded investment in loans collateralized by residential real estate property that are in the process of foreclosure according to local requirements of the applicable jurisdiction. ASU 2014-04 is effective for reporting periods beginning after December 15, 2014. The effect of adopting ASU 2014-04 is not expected to have a material effect on the Corporation's financial statements.

## **Reclassifications**

Certain prior year amounts have been reclassified for comparative purposes.

## **2. Business Combination**

In the first quarter of 2013, the Corporation announced the signing of a definitive merger agreement to acquire 100% of the outstanding equity interests of FC Banc Corp. and its subsidiary, Farmers Citizens Bank, for \$30.00 per share in cash and stock. Farmers Citizens Bank served the central Ohio markets of Bucyrus, Cardington, Fredericktown, Mount Hope and Shiloh, as well as the markets of Worthington and Upper Arlington in the greater Columbus, Ohio area, with 8 branch locations. The transaction closed on October 11, 2013 and resulted in consideration paid to FC Banc Corp. shareholders totaling approximately \$41.6 million, comprised of approximately \$8.0 million in cash and 1,873,879 shares of the Corporation's common stock valued at approximately \$33.6 million based on the October 11, 2013 closing price of \$17.91 per share. FC Banc Corp. results of operations were included in the Corporation's results beginning October 12, 2013.

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The Corporation's management and board of directors have periodically conducted strategic reviews as part of their ongoing efforts to improve the Corporation's banking franchise and enhance shareholder value. In connection with these strategic reviews, the Corporation has considered potential acquisition targets, including banking institutions in Ohio. On March 26, 2013, the Corporation's board of directors unanimously approved the merger transaction with FC Banc Corp. and authorized the Corporation's management to execute and deliver the merger agreement.

As disclosed in the accompanying consolidated statements of income, the Corporation incurred merger costs of \$2,396 during the year ended December 31, 2013. All merger costs have been expensed as incurred.

The following table summarizes the consideration paid for FC Banc Corp. and the amounts of the assets acquired and liabilities assumed that were recognized at the acquisition date:

Consideration paid:	
Cash	\$ 8,013
Common stock	33,561
 Fair value of total consideration transferred	 41,574
Recognized amounts of identifiable assets acquired and liabilities assumed:	
Cash and cash equivalents	54,995
Securities available for sale	34,214
Loans	247,737
FHLB and other equity interests	1,789
Premises and equipment	4,328
Bank owned life insurance	3,955
Mortgage servicing rights	83
Core deposit intangible	4,834
Accrued interest receivable and other assets	8,093
 Total assets acquired	 360,028
 Demand deposits	 248,812
Time deposits	83,214
Accrued interest payable and other liabilities	2,676
 Total liabilities assumed	 334,702
 Total identifiable net assets	 25,326
 Goodwill	 \$ 16,248

Included in accrued interest receivable and other assets is a deferred tax asset totaling \$5,696 representing the tax effect of temporary differences between the tax basis and fair values assigned to the assets and liabilities, as well as the effect of FC Banc Corp.'s net operating loss carryforwards. See Note 13.

Acquired loans were recorded at fair value with no carryover of the related allowance for loan losses. Determining the fair value of loans involved estimating the amount and timing of principal and interest cash flows expected to be collected on the loans and discounting those cash flows at a market rate of interest. Loans acquired with evidence of credit quality deterioration totaled \$2,225. The Corporation acquired \$256,418 of gross loans, including purchased credit impaired loans, and recognized a net combined yield and credit mark of \$8,681.

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Goodwill of \$16,248 arising from the acquisition consisted largely of synergies and the cost savings resulting from the combining of the operations of the Corporation and FC Banc Corp. None of the goodwill is expected to be deductible for income tax purposes.

The following table presents pro forma information as if the acquisition had occurred at the beginning of 2012:

	2013	2012
Net interest income	\$ 68,723	\$ 65,786
Net income	17,589	20,125
Basic earnings per share	1.23	1.41
Diluted earnings per share	1.23	1.41

**3. Earnings Per Share**

The computation of basic and diluted earnings per share is shown below (in thousands, except per share data). For the years ended December 31, 2012, and 2011, options to purchase 37,500 and 75,500 shares of common stock were not considered in computing diluted earnings per share because they were anti-dilutive. There were no anti-dilutive stock options for the year ended December 31, 2013.

	Years Ended December 31		
	2013	2012	2011
<b>Basic earnings per common share computation</b>			
Net income per consolidated statements of income	\$ 16,679	\$ 17,136	\$ 15,104
Net earnings allocated to participating securities	(73)	(62)	(42)
Net earnings allocated to common stock	\$ 16,606	\$ 17,074	\$ 15,062
Distributed earnings allocated to common stock	\$ 8,532	\$ 8,182	\$ 8,101
Undistributed earnings allocated to common stock	8,074	8,892	6,961
Net earnings allocated to common stock	\$ 16,606	\$ 17,074	\$ 15,062
Weighted average common shares outstanding, including shares considered participating securities	12,929	12,441	12,306
Less: Average participating securities	(50)	(41)	(33)
Weighted average shares	12,879	12,400	12,273
Basic earnings per common share	\$ 1.29	\$ 1.38	\$ 1.23
<b>Diluted earnings per common share computation</b>			
Net earnings allocated to common stock	\$ 16,606	\$ 17,074	\$ 15,062
Weighted average common shares outstanding for basic earnings per common share	12,879	12,400	12,273
Add: Dilutive effects of assumed exercises of stock options	2	3	6
Weighted average shares and dilutive potential common shares	12,881	12,403	12,279
Diluted earnings per common share	\$ 1.29	\$ 1.38	\$ 1.23



**Table of Contents****4. Securities**

Securities available-for-sale at December 31, 2013 and 2012 are as follows:

	December 31, 2013				December 31, 2012			
	Amortized	Unrealized		Fair	Amortized	Unrealized		Fair
	Cost	Gains	Losses	Value	Cost	Gains	Losses	Value
U.S. Treasury	\$ 0	\$ 0	\$ 0	\$ 0	\$ 4,018	\$ 18	\$ 0	\$4,036
U.S. Gov t sponsored entities	185,205	2,894	(6,474)	181,625	157,965	5,977	(161)	163,781
State & political subdivisions	176,490	3,770	(2,317)	177,943	170,223	11,113	(57)	181,279
Residential & multi-family mortgage	248,017	2,410	(7,820)	242,607	308,800	8,724	(702)	316,822
Commercial mortgage	385	0	(11)	374	1,275	29	0	1,304
Corporate notes & bonds	15,744	65	(1,734)	14,075	17,368	26	(2,370)	15,024
Pooled trust preferred	800	0	(139)	661	800	0	(200)	600
Pooled SBA	70,077	688	(3,044)	67,721	50,667	2,277	(17)	52,927
Other securities	1,020	0	(35)	985	1,521	17	0	1,538
Total	\$697,738	\$9,827	\$(21,574)	\$685,991	\$712,637	\$28,181	\$(3,507)	\$737,311

At December 31, 2013 and 2012, there were no holdings of securities by any one issuer, other than U.S. Government sponsored entities, in an amount greater than 10% of shareholders' equity. The Corporation's residential and multi-family mortgage securities are issued by government sponsored entities, and the Corporation holds one commercial mortgage security that is private label.

Trading securities at December 31, 2013 and 2012 are as follows:

	2013	2012
Corporate equity securities	\$ 2,705	\$ 3,117
Certificates of deposit	253	408
International mutual funds	259	287
Large cap growth mutual funds	197	157
Money market mutual funds	124	110
Large cap value mutual funds	129	104
Corporate notes and bonds	152	101
Real estate investment trust mutual funds	39	65
U.S. Government sponsored entities	52	58
Small cap mutual funds	83	26
Mid cap mutual funds	84	26
Commodities mutual funds	50	0
Total	\$ 4,127	\$ 4,459



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Securities with unrealized losses at December 31, 2013 and 2012, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, are as follows:

December 31, 2013	Less than 12 Months		12 Months or More		Total	
	Fair	Unrealized	Fair	Unrealized	Fair	Unrealized
Description of Securities	Value	Loss	Value	Loss	Value	Loss
U.S. Treasury	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
U.S. Gov t sponsored entities	95,677	(5,394)	17,964	(1,080)	113,641	(6,474)
State & political subdivisions	57,526	(2,192)	5,324	(125)	62,850	(2,317)
Residential & multi-family mortgage	150,229	(6,806)	16,608	(1,014)	166,837	(7,820)
Commercial mortgage	374	(11)	0	0	374	(11)
Corporate notes & bonds	0	0	9,662	(1,734)	9,662	(1,734)
Pooled trust preferred	0	0	661	(139)	661	(139)
Pooled SBA	36,842	(2,296)	8,277	(748)	45,119	(3,044)
Other securities	985	(35)	0	0	985	(35)
	\$ 341,633	\$ (16,734)	\$ 58,496	\$ (4,840)	\$ 400,129	\$ (21,574)

December 31, 2012	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
U.S. Treasury	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
U.S. Gov t sponsored entities	41,715	(161)	0	0	41,715	(161)
State & political subdivisions	7,857	(57)	0	0	7,857	(57)
Residential and multi-family mortgage	32,159	(688)	4,254	(14)	36,413	(702)
Commercial mortgage	0	0	0	0	0	0
Corporate notes & bonds	0	0	13,002	(2,370)	13,002	(2,370)
Pooled trust preferred	0	0	600	(200)	600	(200)
Pooled SBA	3,521	(17)	0	0	3,521	(17)
Other securities	0	0	0	0	0	0
	\$ 85,252	\$ (923)	\$ 17,856	\$ (2,584)	\$ 103,108	\$ (3,507)

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.

The following table provides detailed information related to the Corporation's structured pooled trust preferred securities as of December 31, 2013 and for the years ended December 31, 2013, 2012, and 2011:

	As of December 31, 2013			Credit Losses Realized in Earnings		
	Adjusted					
	Amortized Cost	Unrealized Gain (Loss)	Fair Value	Year Ended December 31,		
				2013	2012	2011
ALESCO Preferred Funding V, Ltd.	\$ 800	\$ (139)	\$ 661	\$ 0	\$ 0	\$ 0
ALESCO Preferred Funding XII, Ltd.	0	0	0	0	0	280
ALESCO Preferred Funding XVII, Ltd.	0	0	0	0	0	0

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Preferred Term Securities XVI, Ltd.	0	0	0	0	0	118
US Capital Funding VI, Ltd.	0	0	0	0	0	0
Total	\$ 800	\$ (139)	\$ 661	\$ 0	\$ 0	\$ 398

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At December 31, 2013, the Corporation evaluated the ALESCO Preferred Funding V, Ltd. Security for other than-temporary impairment by estimating the cash flows expected to be received, taking into account future estimated levels of deferrals and defaults by the underlying issuers and discounting those cash flows at the appropriate accounting yield.

A roll-forward of the other-than-temporary impairment amount related to credit losses for the years ended December 31, 2013, 2012 and 2011 is as follows:

	2013	2012	2011
Balance of credit losses on debt securities for which a portion of other-than-temporary impairment was recognized in earnings, beginning of period	\$ 4,054	\$ 4,054	\$ 3,656
Additional credit loss for which other-than-temporary impairment was not previously recognized	0	0	0
Additional credit loss for which other-than-temporary impairment was previously recognized	0	0	398
Balance of credit losses on debt securities for which a portion of other-than-temporary impairment was recognized in earnings, end of period	\$ 4,054	\$ 4,054	\$ 4,054

Due to the insignificance of the adjusted amortized cost of structured pooled trust preferred securities as of December 31, 2013 and 2012, no further disclosures are required.

For the securities that comprise corporate notes and bonds and the securities that are issued by state and political subdivisions, 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 monitors information from quarterly call report filings that are used to generate Uniform Bank Performance Reports. All other securities that were in an unrealized loss position at the balance sheet date were reviewed by management, and issuer-specific documents were reviewed, as appropriate given the following considerations. When reviewing securities for other-than-temporary impairment, 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 whether management does not have the intent to sell these securities and it is likely that it will not be required to sell the securities before their anticipated recovery.

As of December 31, 2013 and 2012, management concluded that the securities described in the previous paragraph were not other-than-temporarily impaired for the following reasons:

There is no indication of any significant deterioration of the creditworthiness of the institutions that issued the securities. 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 timely received.

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.

On December 31, 2013 and 2012, securities carried at \$353,102 and \$264,813, respectively, were pledged to secure public deposits and for other purposes as provided by law.

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The following is a schedule of the contractual maturity of securities available for sale, excluding equity securities, at December 31, 2013:

	December 31, 2013	
	Amortized Cost	Fair Value
1 year or less	\$ 31,192	\$ 30,902
1 year 5 years	141,228	141,410
5 years 10 years	165,713	163,735
After 10 years	40,106	38,257
	378,239	374,304
Residential and multi-family mortgage	248,017	242,607
Pooled SBA	70,077	67,721
Commercial mortgage	385	374
<b>Total debt securities</b>	<b>\$ 696,718</b>	<b>\$ 685,006</b>

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

Information pertaining to security sales is as follows:

Year ended December 31	Proceeds	Gross Gains	Gross Losses
2013	\$ 35,633	\$ 849	\$ 494
2012	125,579	1,809	430
2011	69,740	878	264

The tax provision related to these net realized gains was \$124, \$483, and \$215, respectively.

During 2013, 2012 and 2011, the Corporation sold trading securities. Proceeds were \$5,811 in 2013, \$3,386 in 2012, and \$343 in 2011, resulting in net gains of \$579 in 2013, \$298 in 2012, and \$30 in 2011.

**5. Loans**

Total net loans at December 31, 2013 and 2012 are summarized as follows:

	2013	2012
Commercial, industrial, and agricultural	\$ 291,704	\$ 257,091
Commercial mortgages	467,292	261,791
Residential real estate	471,298	347,904
Consumer	63,491	58,668
Credit cards	5,065	4,800
Overdrafts	409	971
Less: unearned discount	(3,896)	(3,401)
allowance for loan losses	(16,234)	(14,060)
<b>Loans, net</b>	<b>\$ 1,279,129</b>	<b>\$ 913,764</b>



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At December 31, 2013 and 2012 net unamortized loan costs of \$911 and \$232, respectively, have been included in the carrying value of loans.

The Corporation's outstanding loans and related unfunded commitments are primarily concentrated within Central and Western Pennsylvania and Central Ohio. The Bank attempts to limit concentrations within specific industries by utilizing dollar limitations to single industries or customers, and by entering into participation agreements with third parties. Collateral requirements are established based on management's assessment of the customer. The Corporation maintains lending policies to control the quality of the loan portfolio. These policies delegate the authority to extend loans under specific guidelines and underwriting standards. These policies are prepared by the Corporation's management and reviewed and ratified annually by the Corporation's Board of Directors.

All relevant documentation, such as the loan application, financial statements and tax returns, required under the lending policies is summarized and provided to management and/or the Corporation's Board of Directors in connection with the loan approval process. Such documentation is subsequently electronically archived in the Corporation's document management system. Pursuant to the Corporation's lending policies, management considers a variety of factors when determining whether to extend credit to a customer, including loan-to-value ratios, FICO scores, quality of the borrower's financial statements, and the ability to obtain personal guarantees.

Commercial, industrial, and agricultural loans comprised 23% and 28% of the Corporation's total loan portfolio at December 31, 2013 and 2012, respectively. Commercial mortgage loans comprised 37% and 29% of the Corporation's total loan portfolio at December 31, 2013 and 2012, respectively. Management assigns a risk rating to all commercial loans in excess of \$250,000. The loan-to-value policy guidelines for commercial, industrial, and agricultural loans are generally a maximum of 80% of the value of business equipment, a maximum of 75% of the value of accounts receivable, and a maximum of 60% of the value of business inventory. The loan-to-value policy guideline for commercial mortgage loans is generally a maximum of 85% of the appraised value of the real estate.

Residential real estate loans comprised 37% and 38% of the Corporation's total loan portfolio at December 31, 2013 and 2012, respectively. The loan-to-value policy guidelines for residential real estate loans vary depending on the collateral position and the specific type of loan. Higher loan-to-value terms may be approved with the appropriate private mortgage insurance coverage. The Corporation also originates and prices loans for sale into the secondary market through Freddie Mac. Loans so originated are classified as loans held for sale and are excluded from residential real estate loans reported above. The rationale for these sales is to mitigate interest rate risk associated with holding lower rate, long-term residential mortgages in the loan portfolio and to generate fee revenue from sales and servicing the loan. The Corporation also offers a variety of unsecured and secured consumer loan and credit card products which represent less than 10% of the total loan portfolio at both December 31, 2013 and 2012. Terms and collateral requirements vary depending on the size and nature of the loan.

CNB has not underwritten any hybrid loans, payment option loans, or low documentation/no documentation loans. Variable rate loans are generally underwritten at the fully indexed rate. Loan underwriting policies and procedures have not changed materially between any periods presented.

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Transactions in the allowance for loan losses for the year ended December 31, 2013 were as follows:

	Commercial, Industrial, and Agricultural	Commercial Mortgages	Residential Real Estate	Consumer	Credit Cards	Overdrafts	Total
Allowance for loan losses, January 1, 2013	\$ 4,940	\$ 4,697	\$ 2,466	\$ 1,699	\$ 83	\$ 175	\$ 14,060
Charge-offs	(958)	(1,931)	(467)	(1,919)	(97)	(258)	(5,630)
Recoveries	7	1,430	5	114	16	94	1,666
Provision for loan losses	2,290	1,273	876	1,439	64	196	6,138
Allowance for loan losses, December 31, 2013	\$ 6,279	\$ 5,469	\$ 2,880	\$ 1,333	\$ 66	\$ 207	\$ 16,234

Transactions in the allowance for loan losses for the year ended December 31, 2012 were as follows:

	Commercial, Industrial, and Agricultural	Commercial Mortgages	Residential Real Estate	Consumer	Credit Cards	Overdrafts	Total
Allowance for loan losses, January 1, 2012	\$ 4,511	\$ 4,470	\$ 1,991	\$ 1,404	\$ 71	\$ 168	\$ 12,615
Charge-offs	(2,871)	(401)	(304)	(1,279)	(78)	(257)	(5,190)
Recoveries	45	0	1	91	18	99	254
Provision for loan losses	3,255	628	778	1,483	72	165	6,381
Allowance for loan losses, December 31, 2012	\$ 4,940	\$ 4,697	\$ 2,466	\$ 1,699	\$ 83	\$ 175	\$ 14,060

Transactions in the allowance for loan losses for the year ended December 31, 2011 were as follows:

	Commercial, Industrial, and Agricultural	Commercial Mortgages	Residential Real Estate	Consumer	Credit Cards	Overdrafts	Total
Allowance for loan losses, January 1, 2011	\$ 3,517	\$ 3,511	\$ 1,916	\$ 1,561	\$ 96	\$ 219	\$ 10,820
Charge-offs	(1,796)	(175)	(217)	(907)	(39)	(222)	(3,356)
Recoveries	9	0	13	88	10	94	214
Provision for loan losses	2,781	1,134	279	662	4	77	4,937
Allowance for loan losses, December 31, 2011	\$ 4,511	\$ 4,470	\$ 1,991	\$ 1,404	\$ 71	\$ 168	\$ 12,615

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The following table presents the balance in the allowance for loan losses and the recorded investment in loans by portfolio segment and is based on the Corporation's impairment method as of December 31, 2013 and 2012. The recorded investment in loans excludes accrued interest and unearned discounts due to their insignificance.

<b>December 31, 2013</b>	Commercial, Industrial, and Agricultural	Commercial Mortgages	Residential Real Estate	Consumer	Credit Cards	Overdrafts	Total
<b>Allowance for loan losses:</b>							
Ending allowance balance attributable to loans:							
Individually evaluated for impairment	\$ 372	\$ 55	\$ 0	\$ 0	\$ 0	\$ 0	\$ 427
Collectively evaluated for impairment	5,907	3,959	2,880	1,333	66	207	14,352
Acquired with deteriorated credit quality	0	0	0	0	0	0	0
Modified in a troubled debt restructuring	0	1,455	0	0	0	0	1,455
<b>Total ending allowance balance</b>	<b>\$ 6,279</b>	<b>\$ 5,469</b>	<b>\$ 2,880</b>	<b>\$ 1,333</b>	<b>\$ 66</b>	<b>\$ 207</b>	<b>\$ 16,234</b>
<b>Loans:</b>							
Individually evaluated for impairment	\$ 4,923	\$ 1,249	\$ 0	\$ 0	\$ 0	\$ 0	\$ 6,172
Collectively evaluated for impairment	285,518	452,945	471,298	63,491	5,065	409	1,278,726
Acquired with deteriorated credit quality	0	2,225	0	0	0	0	2,225
Modified in a troubled debt restructuring	1,263	10,873	0	0	0	0	12,136
<b>Total ending loans balance</b>	<b>\$ 291,704</b>	<b>\$ 467,292</b>	<b>\$ 471,298</b>	<b>\$ 63,491</b>	<b>\$ 5,065</b>	<b>\$ 409</b>	<b>\$ 1,299,259</b>

<b>December 31, 2012</b>	Commercial, Industrial, and Agricultural	Commercial Mortgages	Residential Real Estate	Consumer	Credit Cards	Overdrafts	Total
<b>Allowance for loan losses:</b>							
Ending allowance balance attributable to loans:							
Individually evaluated for impairment	\$ 541	\$ 131	\$ 81	\$ 0	\$ 0	\$ 0	\$ 753
Collectively evaluated for impairment	4,399	3,467	2,385	1,699	83	175	12,208
Modified in a troubled debt restructuring	0	1,099	0	0	0	0	1,099
<b>Total ending allowance balance</b>	<b>\$ 4,940</b>	<b>\$ 4,697</b>	<b>\$ 2,466</b>	<b>\$ 1,699</b>	<b>\$ 83</b>	<b>\$ 175</b>	<b>\$ 14,060</b>
<b>Loans:</b>							
Individually evaluated for impairment	\$ 2,623	\$ 10,683	\$ 593	\$ 0	\$ 0	\$ 0	\$ 13,899
Collectively evaluated for impairment	253,048	240,907	347,311	58,668	4,800	971	905,705
Modified in a troubled debt restructuring	1,420	10,201	0	0	0	0	11,621
<b>Total ending loans balance</b>	<b>\$ 257,091</b>	<b>\$ 261,791</b>	<b>\$ 347,904</b>	<b>\$ 58,668</b>	<b>\$ 4,800</b>	<b>\$ 971</b>	<b>\$ 931,225</b>



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The following tables present information related to loans individually evaluated for impairment, including loans modified in troubled debt restructurings, by portfolio segment as of December 31, 2013 and 2012 and for the years ended December 31, 2013, 2012, and 2011:

**December 31, 2013**

	Unpaid Principal	Recorded	Allowance for Loan
	Balance	Investment	Losses Allocated
With an allowance recorded:			
Commercial, industrial, and agricultural	\$ 5,402	\$ 4,152	\$ 372
Commercial mortgage	6,173	5,970	1,510
Residential real estate	0	0	0
With no related allowance recorded:			
Commercial, industrial, and agricultural	2,055	2,034	0
Commercial mortgage	6,178	6,152	0
Residential real estate	0	0	0
<b>Total</b>	<b>\$ 19,808</b>	<b>\$ 18,308</b>	<b>\$ 1,882</b>

**December 31, 2012**

	Unpaid Principal	Recorded	Allowance for Loan
	Balance	Investment	Losses Allocated
With an allowance recorded:			
Commercial, industrial, and agricultural	\$ 2,542	\$ 1,792	\$ 541
Commercial mortgage	5,870	5,329	1,230
Residential real estate	416	381	81
With no related allowance recorded:			
Commercial, industrial, and agricultural	2,804	2,251	0
Commercial mortgage	17,285	15,555	0
Residential real estate	308	212	0
<b>Total</b>	<b>\$ 29,225</b>	<b>\$ 25,520</b>	<b>\$ 1,852</b>

The unpaid principal balance of impaired loans includes the Corporation's recorded investment in the loan and amounts that have been charged off.

	Year Ended		
	December 31, 2013		
Average	Interest	Cash Basis	
Recorded	Income	Interest	
Investment	Recognized	Recognized	
With an allowance recorded:			
Commercial, industrial, and agricultural	\$ 1,989	\$ 7	\$ 7

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Commercial mortgage	6,572	3	3
Residential real estate	101	7	7
With no related allowance recorded:			
Commercial, industrial, and agricultural	2,124	0	0
Commercial mortgage	11,885	0	0
Residential real estate	86	0	0
Total	\$ 22,757	\$ 17	\$ 17

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	Year Ended		
	December 31, 2012		
	Average	Interest	Cash Basis
	Recorded	Income	Interest
	Investment	Recognized	Recognized
With an allowance recorded:			
Commercial, industrial, and agricultural	\$ 3,083	\$ 4	\$ 4
Commercial mortgage	5,504	3	3
Residential real estate	334	13	13
With no related allowance recorded:			
Commercial, industrial, and agricultural	3,217	0	0
Commercial mortgage	12,723	0	0
Residential real estate	103	0	0
Total	\$ 24,964	\$ 20	\$ 20

	Year Ended		
	December 31, 2011		
	Average	Interest	Cash Basis
	Recorded	Income	Interest
	Investment	Recognized	Recognized
With an allowance recorded:			
Commercial, industrial, and agricultural	\$ 3,711	\$ 3	\$ 3
Commercial mortgage	6,412	19	19
Residential real estate	179	4	4
With no related allowance recorded:			
Commercial, industrial, and agricultural	2,050	0	0
Commercial mortgage	6,040	0	0
Residential real estate	0	0	0
Total	\$ 18,392	\$ 26	\$ 26

The following table presents the recorded investment in nonaccrual loans and loans past due over 90 days still on accrual by class of loans as of December 31, 2012 and 2011:

	December 31, 2013		December 31, 2012	
	Nonaccrual	Past Due Over 90 Days Still on Accrual	Nonaccrual	Past Due Over 90 Days Still on Accrual
Commercial, industrial, and agricultural	\$ 1,006	\$ 0	\$ 3,073	\$ 0
Commercial mortgages	7,236	0	8,570	109
Residential real estate	2,389	150	2,792	18
Consumer	942	170	10	217
Credit cards	0	24	0	13

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Total	\$ 11,573	\$ 344	\$ 14,445	\$ 357
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Nonaccrual loans and loans past due over 90 days still on accrual include both smaller balance homogeneous loans that are collectively evaluated for impairment and individually classified impaired loans.

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The following table presents the aging of the recorded investment in past due loans as of December 31, 2013 and 2012 by class of loans.

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days Past Due	Total Past Due	Loans Not Past Due	Total
<b>December 31, 2013</b>						
Commercial, industrial, and agricultural	\$ 211	\$ 542	\$ 855	\$ 1,608	\$ 290,096	\$ 291,704
Commercial mortgages	1,258	713	7,236	9,207	458,085	467,292
Residential real estate	4,216	114	2,539	6,869	464,429	471,298
Consumer	334	1,049	1,112	2,495	60,996	63,491
Credit cards	0	29	24	53	5,012	5,065
Overdrafts	0	0	0	0	409	409
<b>Total</b>	<b>\$ 6,019</b>	<b>\$ 2,447</b>	<b>\$ 11,766</b>	<b>\$ 20,232</b>	<b>\$ 1,279,027</b>	<b>\$ 1,299,259</b>

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days Past Due	Total Past Due	Loans Not Past Due	Total
<b>December 31, 2012</b>						
Commercial, industrial, and agricultural	\$ 724	\$ 157	\$ 2,968	\$ 3,849	\$ 253,242	\$ 257,091
Commercial mortgages	1,162	3,197	8,679	13,038	248,753	261,791
Residential real estate	1,390	641	2,700	4,731	343,173	347,904
Consumer	724	203	227	1,154	57,514	58,668
Credit cards	39	9	13	61	4,739	4,800
Overdrafts	0	0	0	0	971	971
<b>Total</b>	<b>\$ 4,039</b>	<b>\$ 4,207</b>	<b>\$ 14,587</b>	<b>\$ 22,833</b>	<b>\$ 908,392</b>	<b>\$ 931,225</b>

**Troubled Debt Restructurings**

During the years ended December 31, 2013 and 2012, the terms of certain loans were modified as troubled debt restructurings. The modification of the terms of such loans included either or both of the following: a reduction of the stated interest rate of the loan; or an extension of the maturity date at a stated rate of interest lower than the current market rate for new debt with similar risk.

The following table presents the number of loans, loan balances, and specific reserves for loans that have been restructured in a troubled debt restructuring as of December 31, 2013 and December 31, 2012.

	December 31, 2013			December 31, 2012		
	Number of Loans	Loan Balance	Specific Reserve	Number of Loans	Loan Balance	Specific Reserve
Commercial, industrial, and agricultural	2	\$ 1,263	\$ 0	2	\$ 1,420	\$ 0
Commercial mortgages	10	10,873	1,455	8	10,201	1,099
Residential real estate	0	0	0	0	0	0
Consumer	0	0	0	0	0	0
Credit cards	0	0	0	0	0	0
<b>Total</b>	<b>12</b>	<b>\$ 12,136</b>	<b>\$ 1,455</b>	<b>10</b>	<b>\$ 11,621</b>	<b>\$ 1,099</b>

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The following table presents loans by class modified as troubled debt restructurings that occurred during the years ended December 31, 2013 and 2012:

	Number of Loans	Year Ended December 31, 2013	
		Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Commercial, industrial, and agricultural	0	\$ 0	\$ 0
Commercial mortgages	3	3,747	3,681
Residential real estate	0	0	0
Consumer	0	0	0
Credit cards	0	0	0
Total	3	\$ 3,747	\$ 3,681

	Number of Loans	Year Ended December 31, 2012	
		Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Commercial, industrial, and agricultural	2	\$ 1,455	\$ 1,455
Commercial mortgages	5	2,717	2,717
Residential real estate	0	0	0
Consumer	0	0	0
Credit cards	0	0	0
Total	7	\$ 4,172	\$ 4,172

The troubled debt restructurings described above increased the allowance for loan losses by \$514 and \$101 during the years ended December 31, 2013 and 2012, respectively.

Modifications involving a reduction of the stated interest rate of the loan were for periods ranging from 4-15 years. Modifications involving an extension of the maturity date were for periods ranging from 4-18 years.

A loan is considered to be in payment default once it is 90 days contractually past due under the modified terms. Except as discussed below, all loans modified in troubled debt restructurings are performing in accordance with their modified terms as of December 31, 2013 and 2012 and no principal balances were forgiven in connection with the loan restructurings.

During the year ended December 31, 2013, the Corporation recorded a partial charge-off of \$974 for a commercial mortgage loan with a balance of \$1,660 that had defaulted under its restructured terms in 2012 and was placed on nonaccrual status. The Corporation recorded an additional provision for loan losses of \$262 on this loan during the year ended December 31, 2013. A commercial mortgage loan with a balance of \$1,086 defaulted under its restructured terms in 2013 and was placed on nonaccrual status. The Corporation recorded an additional provision for loan losses of \$615 during the year ended December 31, 2013. In addition, an impaired commercial mortgage loan that was placed on non-accrual status in 2013 and having a balance of \$3,269 was modified in a troubled debt restructuring. The Corporation recorded an additional provision for loan losses of \$514 for this loan during the year ended December 31, 2013.

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During the year ended December 31, 2012, one commercial mortgage loan with a balance of \$1,660 defaulted under its restructured terms and was placed on nonaccrual status, resulting in an increase in the allowance for loan losses of \$503. No loans that were modified in a troubled debt restructuring were charged off during the year ended December 31, 2012.

In order to determine whether a borrower is experiencing financial difficulty, an evaluation is performed of the probability that the borrower will be in payment default on any of its debt in the foreseeable future without a loan modification. This evaluation is performed using the Corporation's internal underwriting policies. The Corporation has no further loan commitments to customers whose loans are classified as a troubled debt restructuring.

Generally, non-performing troubled debt restructurings are restored to accrual status when the obligation is brought current, has performed in accordance with the contractual terms for a reasonable period of time (generally six months) and the ultimate collectability of the total contractual principal and interest is no longer in doubt.

## **Credit Quality Indicators**

The Corporation classifies commercial, industrial, and agricultural loans and commercial mortgage loans into risk categories based on relevant information about the ability of borrowers to service their debt, such as current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. Loans with outstanding balances greater than \$1 million are analyzed at least semiannually and loans with outstanding balances of less than \$1 million are analyzed at least annually.

The Corporation uses the following definitions for risk ratings:

**Special Mention:** Loans classified as special mention have a potential weakness that deserves management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or of the Corporation's credit position at some future date.

**Substandard:** Loans classified as substandard are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the Corporation will sustain some loss if the deficiencies are not corrected.

**Doubtful:** Loans classified as doubtful have all the weaknesses inherent in those classified as substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.

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Loans not rated as special mention, substandard, or doubtful are considered to be pass rated loans. All loans included in the following tables have been assigned a risk rating within 12 months of the balance sheet date.

<b>December 31, 2013</b>	Pass	Special Mention	Substandard	Doubtful	Total
Commercial, industrial, and agricultural	\$ 266,868	\$ 5,377	\$ 19,318	\$ 141	\$ 291,704
Commercial mortgages	404,876	16,755	44,936	725	467,292
<b>Total</b>	<b>\$ 671,744</b>	<b>\$ 22,132</b>	<b>\$ 64,254</b>	<b>\$ 866</b>	<b>\$ 758,996</b>

<b>December 31, 2012</b>	Pass	Special Mention	Substandard	Doubtful	Total
Commercial, industrial, and agricultural	\$ 234,835	\$ 6,641	\$ 15,459	\$ 156	\$ 257,091
Commercial mortgages	225,294	12,294	23,501	702	261,791
<b>Total</b>	<b>\$ 460,129</b>	<b>\$ 18,935</b>	<b>\$ 38,960</b>	<b>\$ 858</b>	<b>\$ 518,882</b>

The Corporation considers the performance of the loan portfolio and its impact on the allowance for loan losses. For residential real estate, consumer, and credit card loan classes, the Corporation also evaluates credit quality based on the aging status of the loan, which was previously presented, and by payment activity. The following table presents the recorded investment in residential, consumer, and credit card loans based on payment activity as of December 31, 2013 and December 31, 2012:

	December 31, 2013			December 31, 2012		
	Residential Real Estate	Consumer	Credit Cards	Residential Real Estate	Consumer	Credit Cards
Performing	\$ 468,759	\$ 62,379	\$ 5,041	\$ 345,094	\$ 58,441	\$ 4,787
Non-performing	2,539	1,112	24	2,810	227	13
<b>Total</b>	<b>\$ 471,298</b>	<b>\$ 63,491</b>	<b>\$ 5,065</b>	<b>\$ 347,904</b>	<b>\$ 58,668</b>	<b>\$ 4,800</b>

The Corporation's portfolio of residential real estate and consumer loans maintained within Holiday Financial Services Corporation (Holiday), a subsidiary that offers small balance unsecured and secured loans, primarily collateralized by automobiles and equipment, to borrowers with higher risk characteristics than are typical in the Bank's consumer loan portfolio, are considered to be subprime loans.

Holiday's loan portfolio, included in consumer and residential loans above, is summarized as follows at December 31, 2013 and 2012:

	2013	2012
Consumer	\$ 24,891	\$ 21,535
Residential real estate	1,552	954
Less: unearned discount	(3,896)	(3,401)
<b>Total</b>	<b>\$ 22,547</b>	<b>\$ 19,088</b>



**Table of Contents****6. Secondary Market Mortgage Activities**

The following summarizes secondary market mortgage activities for the years ended December 31, 2013, 2012, and 2011:

	2013	2012	2011
Loans originated for resale, net of principal pay downs	\$ 19,883	\$ 32,626	\$ 19,927
Proceeds from sales of loans held for sale	22,252	32,512	23,324
Net gains on sales of loans held for sale	808	927	638
Loan servicing fees	375	340	349

Total loans serviced for others was \$114,428, \$104,017, and \$109,006 at December 31, 2013, 2012, and 2011, respectively.

The following summarizes activity for capitalized mortgage servicing rights for the years ended December 31, 2013, 2012, and 2011:

	2013	2012	2011
Balance, beginning of year	\$ 714	\$ 906	\$ 909
Additions	350	85	249
Servicing rights acquired	83	0	0
Amortization	(242)	(277)	(252)
Balance, end of year	\$ 905	\$ 714	\$ 906

The fair value of mortgage servicing rights is based on market prices for comparable mortgage servicing contracts, when available, or alternatively based on a valuation model that calculates the present value of estimated future net servicing income. The fair value of mortgage servicing rights was \$915, \$718, and \$959 at December 31, 2013, 2012, and 2011, respectively. No valuation allowance is deemed necessary at December 31, 2013, 2012, or 2011. The fair value of interest rate lock commitments was not material at December 31, 2013 or 2012.

**7. Premises and Equipment**

The following summarizes premises and equipment at December 31, 2013 and 2012:

	2013	2012
Land	\$ 4,412	\$ 4,126
Premises and leasehold improvements	28,764	25,670
Furniture and equipment	20,248	17,522
Construction in process	3,924	408
	57,348	47,726
Less: accumulated depreciation	25,759	23,654
Premises and equipment, net	\$ 31,589	\$ 24,072

Depreciation on premises and equipment amounted to \$2,147 in 2013, \$1,948 in 2012, and \$1,823 in 2011.



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In 2013, the Corporation entered into a contractual commitment to expand its main office facility in Clearfield, Pennsylvania at a cost of \$4,128. Construction has commenced with \$3,112 in construction-related expenditures incurred as of December 31, 2013. The project is expected to be completed early in the second quarter of 2014.

The Corporation is committed under twenty noncancelable operating leases for facilities and four noncancelable operating leases for vehicles with initial or remaining terms in excess of one year. The minimum annual rental commitments under these leases at December 31, 2013 are as follows:

2014	\$	630
2015		617
2016		592
2017		426
2018		207
Thereafter		1,169
	\$	3,641

Rental expense, net of rental income, charged to occupancy expense for 2013, 2012, and 2011 was \$490, \$351, and \$349, respectively.

In December 2009, the Corporation entered into a sale-leaseback transaction for real estate used in the operations of one of its branch office locations. The lease term is seventeen years, with two automatic renewal terms of five years each. The Corporation sold the property for \$1,200 but financed the entire sales amount. Because the buyer/lessor did not make an initial investment on the purchase of the real estate that is adequate to transfer the risks and rewards of ownership, the Corporation deferred the entire gain of \$489 associated with this transaction, which is included in accrued interest payable and other liabilities in the accompanying consolidated balance sheet. The gain is being recognized over the term of the loan under the installment method, and the gain recognized was included in other income in the accompanying consolidated statements of income and comprehensive income and totaled \$17, \$19, and \$16 in 2013, 2012, and 2011, respectively.

The minimum annual rental commitments under this lease at December 31, 2013 are as follows:

2014	\$	112
2015		112
2016		112
2017		112
2018		112
Thereafter		893
	\$	1,453

**Table of Contents****8. Foreclosed Assets**

Foreclosed real estate is reported net of a valuation allowance and included in accrued interest receivable and other assets in the accompanying consolidated balance sheets. Activity for the years ended December 31, 2013, 2012, and 2011 is as follows:

	2013	2012	2011
Balance, beginning of year	\$ 325	\$ 505	\$ 396
Additions	1,151	750	249
Sales (at carrying value)	(490)	(930)	(140)
Balance, end of year	\$ 986	\$ 325	\$ 505

Expenses related to foreclosed real estate include:

	2013	2012	2011
Net loss (gain) on sale	\$ (252)	\$ (158)	\$ (101)
Operating expenses, net of rental income	81	176	24
	\$ (171)	\$ 18	\$ (77)

**9. Goodwill and Intangible Assets****Goodwill**

The change in the carrying amount of goodwill for the years ended December 31, 2013 and 2012 is as follows:

	2013	2012
Balance, beginning of year	\$ 10,946	\$ 10,821
Acquired during the year	16,248	125
Balance, end of year	\$ 27,194	\$ 10,946

The goodwill acquired in 2013 is attributable to the business combination associated with the Corporation's acquisition of FC Banc Corp. (Note 2).

In 2012, the Corporation purchased the loans and other assets of a consumer discount company in Ebensburg, Pennsylvania. The purchase price was \$1,248 for the performing loans and customers of the business. The purchase price resulted in the Corporation recording goodwill of \$125 in connection with the acquisition. Due to the insignificance of the assets acquired in relation to the consolidated financial statements as a whole, no further business combination or intangible asset disclosures are included in the notes to consolidated financial statements.

Impairment exists when a reporting unit's carrying value of goodwill exceeds its fair value, which is determined through a two-step impairment test. Step 1 includes the determination of the carrying value of our single reporting unit, including the existing goodwill and intangible assets, and estimating the



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fair value of the reporting unit. We determined the fair value of our reporting unit exceeded its carrying amount. If the carrying amount of the reporting unit exceeds its fair value, we are required to perform a second step to the impairment test. Our annual impairment analysis at December 31, 2013 and 2012 indicated that the Step 2 analysis was not necessary.

**Intangible Assets**

In connection with its acquisition of FC Banc Corp. in 2013, the Corporation recorded a core deposit intangible asset of \$4,834 and amortization expense of \$251, resulting in a net carrying value of \$4,583 at December 31, 2013. No other intangible assets were required to be recorded in connection with the acquisition.

Estimated amortization expense for each of the next five years is as follows:

2014	\$ 1,180
2015	1,007
2016	835
2017	662
2018	489

**10. Deposits**

The following table reflects time certificates of deposit accounts included in total deposits and their remaining maturities at December 31, 2013:

Time deposits maturing:	
2014	\$ 122,126
2015	43,106
2016	40,874
2017	20,608
2018	27,043
Thereafter	12,005
	\$ 265,762

Certificates of deposit of \$100 thousand or more totaled \$126,924 and \$87,018 at December 31, 2013 and 2012, respectively.

**11. Borrowings**

At December 31, 2013, the Corporation had available one \$10 million line of credit with an unaffiliated institution, at a variable interest rate with a floor as defined in the agreement. At December 31, 2012, the Corporation had available one \$9 million line of credit with an unaffiliated institution, which was not renewed in 2013. There were no borrowings on either line of credit at December 31, 2013 and 2012.

**Table of Contents****FHLB Borrowings**

At December 31, 2013, the Bank had remaining borrowing capacity with the FHLB of \$348,574. At December 31, 2013, borrowings with the FHLB are secured by a pledge of selected securities in the amount of \$75,885 and certain loans with a balance of \$469,822 at December 31, 2013. Borrowings from the FHLB at December 31, 2013 and 2012 are as follows:

Interest			
Rate	Maturity	2013	2012
(a)	09/17/15	\$ 20,000	\$ 20,000
(b)	06/01/17	10,000	10,000
(c)	08/07/17	5,000	5,000
(d)	08/07/17	5,000	5,000
(e)	08/07/17	10,000	10,000
(f)	10/10/17	10,000	10,000
(g)	07/07/23	700	700
(h)	09/05/23	2,280	2,388
(i)	06/11/24	535	557
(j)	05/24/26	302	321
(k)	10/14/26	311	330
(l)	02/11/33	872	0
		\$ 65,000	\$ 64,296

(a), (g) Fixed rate borrowings at interest rates of 2.09% and 4.72%, respectively.

(b) Interest rate was fixed at 4.60% until June 2009, since which time FHLB has had the option to convert to floating interest rate based on the 3 month LIBOR + 0.16%. The interest rate was 4.60% at December 31, 2013 and 2012.

(c) Interest rate was fixed at 4.02% until February 2008, since which time FHLB has had the option to convert to a floating interest rate based on the 3 month LIBOR + 0.11%. The interest rate was 4.02% at December 31, 2013 and 2012.

(d) Interest rate was fixed at 4.10% until August 2008, since which time FHLB has had the option to convert to a floating interest rate based on the 3 month LIBOR + 0.11%. The interest rate was 4.10% at December 31, 2013 and 2012.

(e) Interest rate is fixed at 4.47% until August 2010, since which time FHLB has had the option to convert to a floating interest rate based on the 3 month LIBOR + 0.11%. The interest rate was 4.47% at December 31, 2013 and 2012.

(f) Interest rate was fixed at 3.97% until October 2009, since which time FHLB has had the option to convert to a floating interest rate based on the 3 month LIBOR + 0.10%. The interest rate was 3.97% at December 31, 2013 and 2012.

(h) Fixed rate borrowing at an interest rate of 4.31%, with monthly principal and interest payments and a balloon payment due at maturity.

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- (i) Fixed rate borrowing at an interest rate of 5.24%, with monthly principal and interest payments and a balloon payment due at maturity.
- (j) Fixed rate borrowing at an interest rate of 3.35%, with monthly principal and interest payments.
- (k) Fixed rate borrowing at an interest rate of 4.00%, with monthly principal and interest payments.
- (l) Fixed rate borrowing at an interest rate of 3.23%, with monthly principal and interest payments.

The terms of borrowings (a) through (g) are interest only payments with principal due at maturity.

Each advance is payable at its maturity date, with a prepayment penalty for fixed rate advances.

## **Other Borrowings**

At December 31, 2013 and 2012, the Bank had outstanding borrowings of \$12,950 and \$23,510 from one unaffiliated institution under an overnight borrowing agreement. The interest rate on this borrowing was 0.35%.

The Bank entered into a borrowing transaction with an unaffiliated institution in March 2007. The proceeds of this borrowing were \$10,000 and, as part of this transaction, the Bank pledged certain securities which had a carrying amount of \$12,222 at December 31, 2013. The borrowing has a maturity date of March 20, 2017 and a variable interest rate of 3 month LIBOR minus 1.0% through March 20, 2008, at which time the interest rate became fixed as defined. The borrowing is callable by the issuer at the end of each quarter until maturity. The interest rate was 5.25% at December 31, 2013 and 2012.

## **Subordinated Debentures**

In 2007, the Corporation issued two \$10,000 floating rate trust preferred securities as part of a pooled offering of such securities. The interest rate on each offering is determined quarterly and floats based on the 3 month LIBOR plus 1.55% and was 1.79% and 1.86% at December 31, 2013 and 2012, respectively. The Corporation issued subordinated debentures to the trusts in exchange for the proceeds of the offerings, which debentures represent the sole assets of the trusts. The subordinated debentures must be redeemed no later than 2037. The Corporation may redeem the debentures, in whole or in part, at face value at any time. The Corporation has the option to defer interest payments from time to time for a period not to exceed five consecutive years.

Although the trusts are variable interest entities, the Corporation is not the primary beneficiary. As a result, because the trusts are not consolidated with the Corporation, the Corporation does not report the securities issued by the trusts as liabilities. Instead, the Corporation reports as liabilities the subordinated debentures issued by the Corporation and held by the trusts, since the liabilities are not eliminated in consolidation.



**Table of Contents****Maturity Schedule of All Borrowed Funds**

The following is a schedule of maturities of all borrowed funds as of December 31, 2013:

2014	\$	13,159
2015		20,218
2016		227
2017		50,237
2018		246
Thereafter		24,483
Total borrowed funds		\$ 108,570

**12. Interest Rate Swaps**

On May 3, 2011, the Corporation executed an interest rate swap agreement with a 5 year term and an effective date of September 15, 2013 in order to hedge cash flows associated with \$10 million of a subordinated note that was issued 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 from September 15, 2013 to September 15, 2018 without exchange of the underlying notional amount. At December 31, 2013, the variable rate on the subordinated debt was 1.79% (LIBOR plus 155 basis points) and the Corporation was paying 5.57% (4.02% fixed rate plus 155 basis points).

On August 1, 2008, the Corporation executed an interest rate swap agreement with a 5 year term and an effective date of September 15, 2008 in order to hedge cash flows associated with \$10 million of a subordinated note discussed above. The Corporation's objective in using this derivative was to add stability to interest expense and to manage its exposure to interest rate risk. The interest rate swap involved the receipt of variable-rate amounts in exchange for fixed-rate payments from September 15, 2008 to the September 15, 2013 maturity date without exchange of the underlying notional amount.

As of December 31, 2013 and 2012, 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.

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The following tables provide information about the amounts and locations of activity related to the interest rate swaps designated as cash flow hedges within the Corporation's consolidated balance sheet and statement of income as of December 31, 2013 and 2012 and for the years ended December 31, 2013, 2012, and 2011:

**As of December 31**

	Balance Sheet Location	Liability Derivative Fair value 2013	2012
Interest rate contract	Accrued interest and		
	other liabilities	(\$1,116)	(\$1,745)

**For the Year Ended**

December 31, 2013	(a)	(b)	(c)	(d)	(e)
Interest rate contract		Interest expense	subordinated		
	\$409	debentures		Other income	\$0
				(\$400)	

**For the Year Ended****December 31, 2012**

Interest rate contract		Interest expense	subordinated		
	(\$49)	debentures		Other income	\$0
				(\$390)	

**For the Year Ended****December 31, 2011**

Interest rate contract		Interest expense	subordinated		
	(\$522)	debentures		Other income	\$0
				(\$402)	

(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 twelve months are expected to be \$378.

As of December 31, 2013 and 2012, a cash collateral balance in the amount of \$1,400 and \$1,950, respectively, was maintained with the counterparty to the interest rate swaps. These balances are included in interest bearing deposits with other banks on the consolidated balance sheets.



**Table of Contents****13. Income Taxes**

The following is a summary of income tax expense for the years ended December 31, 2013, 2012, and 2011:

	2013	2012	2011
Current federal	\$ 7,189	\$ 6,535	\$ 4,951
Current state	128	116	137
Deferred - federal	(977)	(240)	441
Income tax expense	\$ 6,340	\$ 6,411	\$ 5,529

The components of the net deferred tax asset (liability) as of December 31, 2013 and 2012 are as follows:

	2013	2012
Deferred tax assets:		
Allowance for loan losses	\$ 5,084	\$ 4,632
Unrealized loss on securities available for sale	4,085	0
Fair value adjustments business combination	3,541	0
Deferred compensation	2,179	1,753
Impaired security valuation	590	670
Net operating loss carryover	2,155	0
Capital loss carryover	0	278
Post-retirement benefits	1,308	1,063
Unrealized loss on interest rate swap	391	616
Nonaccrual loan interest	516	305
Accrued expenses	817	297
Other	296	312
	20,962	9,926
Deferred tax liabilities:		
Unrealized gain on securities available for sale	0	8,636
Premises and equipment	1,527	1,535
Intangibles section 197	5,130	3,179
Mortgage servicing rights	317	250
Other	328	339
	7,302	13,939
Net deferred tax asset (liability)	\$ 13,660	(\$ 4,013)

The Corporation determined that it was not required to establish a valuation allowance for deferred tax assets since management believes that the deferred tax assets are likely to be realized through a carry back to taxable income in prior years, future reversals of existing temporary differences, and future taxable income.



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The reconciliation of income tax attributable to pre-tax income at the federal statutory tax rates to income tax expense is as follows:

	2013	%	2012	%	2011	%
Tax at statutory rate	\$ 8,057	35.0	\$ 8,241	35.0	\$ 7,222	35.0
Tax exempt income, net	(1,664)	(7.2)	(1,553)	(6.6)	(1,353)	(6.6)
Bank owned life insurance	(543)	(2.4)	(341)	(1.4)	(325)	(1.6)
Merger costs	233	1.0	0	0.0	0	0.0
Other	257	1.1	64	0.2	(15)	(0.0)
Income tax expense	\$ 6,340	27.5	\$ 6,411	27.2	\$ 5,529	26.8

At December 31, 2013 and 2012, the Corporation has no unrecognized tax benefits. The Corporation does not expect the total amount of unrecognized tax benefits to significantly increase in the next twelve months.

The Corporation recognizes interest and/or penalties related to income tax matters as part of income tax expense. At December 31, 2013 and 2012, there were no amounts accrued for interest and/or penalties.

The Corporation and its subsidiaries are subject to U.S. federal income tax as well as income tax of the Commonwealth of Pennsylvania. The Corporation is no longer subject to examination by the taxing authorities for years prior to 2010. Tax years 2010 through 2012 remain open to federal and state examination.

In connection with its acquisition of FC Banc Corp., the Corporation assumed a federal net operating loss carryforward of \$6,367, which expires in 2033. Under Section 382 of the Internal Revenue Code, the utilization of the loss carryforward in future years is limited based on the consideration paid and other factors. Management believes that the net operating loss carryforward will be used in full before its expiration.

## 14. Employee Benefit Plans

The Corporation sponsors a contributory defined contribution Section 401(k) plan in which substantially all employees participate. The plan permits employees to make pre-tax contributions which are matched by the Corporation at 100% for every 1% contributed up to three percent then 50% for every 1% contributed up to the next four percent in total of the employee's compensation. The Corporation's contributions were \$431, \$397, and \$385 in 2013, 2012, and 2011, respectively. Profit sharing contributions to this plan, based on current year compensation, are 6 percent of total compensation plus 5.7 percent of the compensation in excess of \$114. The Corporation recognized profit sharing expense of \$855, \$783, and \$667 in 2013, 2012, and 2011 respectively.

The Corporation has adopted a non-qualified supplemental executive retirement plan ( SERP ) for certain executives to compensate those executive participants in the Corporation's retirement plan whose benefits are limited by compensation limitations under current tax law. The SERP is considered an unfunded plan for tax and ERISA purposes and all obligations arising under the SERP are payable from the general assets of the Corporation. At December 31, 2013 and 2012, obligations of \$4,120 and \$3,792, respectively, were included in other liabilities for this plan. Expenses related to this plan were \$541 in 2013, \$728 in 2012, and \$647 in 2011.

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The Corporation has established a Survivor Benefit Plan for the benefit of outside directors. The purpose of the plan is to provide life insurance benefits to beneficiaries of the Corporation's directors who at the time of their death are participants in the plan. The plan is considered an unfunded plan for tax and ERISA purposes and all obligations arising under the plan are payable from the general assets of the Corporation. At December 31, 2013 and 2012, obligations of \$932 and \$813, respectively, were included in other liabilities for this plan. Expenses related to this plan were \$119 in 2013, \$127 in 2012, and \$106 in 2011.

The Corporation has an unfunded post retirement benefits plan which provides certain health care benefits for retired employees who have reached the age of 60 and retired with 30 years of service. The plan was amended in 2013 to include only employees hired prior to January 1, 2000. Benefits are provided for these retired employees and their qualifying dependents from the age of 60 through the age of 65.

The following table sets forth the change in the benefit obligation of the plan as of and for the years ended December 31, 2013, 2012, and 2011:

	2013	2012	2011
Benefit obligation at beginning of year	\$ 2,224	\$ 1,674	\$ 1,073
Interest cost	84	69	56
Service cost	125	88	49
Actual claims	(167)	(184)	(262)
Plan amendment	(602)	0	0
Actuarial loss	821	577	758
Benefit obligation at end of year	\$ 2,485	\$ 2,224	\$ 1,674

Amounts recognized in accumulated other comprehensive income at December 31, 2013 and 2012 consist of:

	2013	2012
Net actuarial loss	\$ (1,667)	\$ (1,502)
Transition obligation	0	(7)
	(1,667)	(1,509)
Tax effect	583	528
	\$ (1,084)	\$ (981)

The accumulated benefit obligation was \$2,485 and \$2,224 at December 31, 2013 and 2012, respectively.

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The following table sets forth the components of net periodic benefit cost and other amounts recognized in other comprehensive income:

	2013	2012	2011
Service cost	\$ 125	\$ 88	\$ 49
Interest cost	84	69	56
Net amortization of transition obligation and actuarial loss	61	41	11
Net periodic benefit cost	270	198	116
Net loss	821	578	758
Plan amendment	(602)	0	0
Amortization of loss	(54)	(34)	(4)
Amortization of transition obligation	(7)	(7)	(7)
Total recognized in other comprehensive income	158	537	747
Total recognized in net periodic benefit cost and other comprehensive income	\$ 428	\$ 735	\$ 863

The estimated net loss that will be amortized from accumulated other comprehensive income into net periodic benefit cost over the next fiscal year is \$149.

The weighted average discount rate used to calculate net periodic benefit cost was 3.88% in 2013, 4.29% in 2012, and 5.50% in 2011. The weighted average rate used to calculate accrued benefit obligations was 4.31% in 2013, 3.88% in 2012, and 4.29% in 2011. The health care cost trend rate used to measure the expected costs of benefits is 5.0% for 2014 and thereafter. A one percent increase in the health care trend rates would result in an increase of \$241 in the benefit obligation as of December 31, 2013, and would increase the service and interest costs by \$21 in future periods. A similar one percent decrease in health care trend rates would result in a decrease of \$217 and \$19 in the benefit obligation and services and interest costs, respectively, at December 31, 2013.

## 15. Deferred Compensation Plans

Deferred compensation plans cover all directors and certain officers. Under the plans, the Corporation pays each participant, or their beneficiary, the value of the participant's account over a maximum period of 10 years, beginning with the individual's termination of service. A liability is accrued for the obligation under these plans.

A summary of changes in the deferred compensation plan liability follows:

	2013	2012	2011
Balance, beginning of year	\$ 990	\$ 987	\$ 1,038
Deferrals, dividends, and changes in fair value recorded as an expense	191	84	80
Deferred compensation payments	(81)	(81)	(131)
Balance, end of year	\$ 1,100	\$ 990	\$ 987



**Table of Contents****16. Stock-Based Compensation****Stock Options**

A summary of the status of the stock options is presented below:

	Stock Options	Weighted-average Exercise Price
Outstanding at January 1, 2013	75,500	\$ 16.79
Exercised	(40,000)	17.45
Outstanding at December 31, 2013	35,500	\$ 16.04
Options vested and exercisable at December 31, 2013	35,500	
Fair value of options granted during 2013	N/A	
Number of authorized stock-based awards available for grant	393,441	

Options outstanding and exercisable at December 31, 2013 are as follows:

Exercise Price	Number	Remaining Contractual Life
\$16.04	35,500	1.0 years

The aggregate intrinsic value of all options outstanding and exercisable at December 31, 2013 and 2012 was \$105 and \$13, respectively.

Additional information related to the stock option plan follows:

	2013	2012	2011
Intrinsic value of options exercised	\$ 99	\$114	\$ 151
Cash received from option exercises	698	424	259

As of December 31, 2013, there was no unrecognized compensation cost related to nonvested stock options granted under the stock option plan.

**Restricted Stock Awards**

A summary of changes in nonvested restricted stock awards follows:

	Shares	Weighted-average Grant Date Fair Value
Nonvested at January 1, 2013	49,574	\$15.37
Granted	31,500	17.10

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Forfeited	(525)	16.44
Vested	(18,473)	15.33
Nonvested at December 31, 2013	62,076	\$16.25

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As of December 31, 2013 and 2012, there was \$675 and \$536, respectively, of total unrecognized compensation cost related to nonvested shares granted under the restricted stock award plan. The fair value of shares vesting during 2013, 2012, and 2011 was \$323, \$206 and \$173, respectively. Compensation expense for restricted stock awards was \$390 in 2013, \$277 in 2012, and \$213 in 2011.

## **17. Related Party Transactions**

In the ordinary course of business, the Bank has transactions, including loans, with its officers, directors, and their affiliated companies. The aggregate of such loans totaled \$2,238 on December 31, 2013 compared to \$1,144 at December 31, 2012. During 2013, \$1,432 new loans were made, \$125 was added due to a change in the composition of related parties, and repayments totaled \$463.

Deposits from principal officers, directors, and their affiliates were \$48,249 and \$25,293 at December 31, 2013 and 2012, respectively.

## **18. Capital Requirements and Restrictions on Retained Earnings**

Banks and financial holding companies are subject to regulatory capital requirements administered by federal banking agencies. Capital adequacy guidelines and, for the Bank, prompt corrective action (PCA) regulations involve quantitative measures of assets, liabilities, and certain off-balance-sheet items calculated under regulatory accounting practices. Capital amounts and classifications are also subject to qualitative judgments by regulators. Failure to meet capital requirements can result in regulatory enforcement actions. Management believes as of December 31, 2013 the Corporation and Bank meet all capital adequacy requirements to which they are subject.

The PCA regulations provide five capital categories: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized, and critically undercapitalized, although these terms alone do not represent overall financial condition. If adequately capitalized, regulatory approval is required to accept brokered deposits. If undercapitalized, capital distributions are limited, as is asset growth and expansion; brokered deposits may not be accepted, renewed or rolled over; and capital restoration plans are required. As of December 31, 2013 and 2012, the most recent regulatory notifications categorized the Bank as well capitalized under the PCA regulatory framework. There are no events or conditions since this notification that management believes have changed the Bank's capital category.

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Actual and required capital amounts and ratios are presented below as of December 31, 2013 and 2012:

	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<b>December 31, 2013</b>						
Total Capital to Risk Weighted Assets						
Consolidated	\$183,984	13.72%	\$107,316	8.0%	N/A	
Bank	\$166,440	12.57%	\$105,912	8.0%	\$132,390	10.0%
Tier 1 (Core) Capital to Risk Weighted Assets						
Consolidated	\$167,773	12.51%	\$53,658	4.0%	N/A	
Bank	\$151,585	11.45%	\$52,956	4.0%	\$79,434	6.0%
Tier 1 (Core) Capital to Average Assets						
Consolidated	\$167,773	7.96%	\$84,332	4.0%	N/A	
Bank	\$151,585	7.39%	\$82,078	4.0%	\$102,597	5.0%
<b>December 31, 2012</b>						
Total Capital to Risk Weighted Assets						
Consolidated	\$152,968	15.28%	\$80,073	8.0%	N/A	
Bank	\$131,788	13.46%	\$78,324	8.0%	\$97,905	10.0%
Tier 1 (Core) Capital to Risk Weighted Assets						
Consolidated	\$140,426	14.03%	\$40,036	4.0%	N/A	
Bank	\$119,534	12.21%	\$39,162	4.0%	\$58,743	6.0%
Tier 1 (Core) Capital to Average Assets						
Consolidated	\$140,426	8.06%	\$69,726	4.0%	N/A	
Bank	\$119,534	6.99%	\$68,409	4.0%	\$85,512	5.0%

Certain restrictions exist regarding the ability of the Bank to transfer funds to the Corporation in the form of cash dividends, loans or advances. At December 31, 2013, \$22,763 of accumulated net earnings of the Bank, included in the consolidated stockholders' equity, was available for distribution to the Corporation as dividends without prior regulatory approval, subject to regulatory capital requirements described above.

## 19. 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. These are agreements to provide credit or to support the credit of others, as long as conditions established in the contract are met, and usually have expiration dates. Commitments may expire without being used. Off balance sheet risk to credit loss exists up to the face amount of these instruments, although material losses are not anticipated. The same credit policies are used to make such commitments as are used for loans, including obtaining collateral at exercise of the commitment.

The contractual amount of financial instruments with off balance sheet risk was as follows at December 31, 2013 and 2012:

	2013		2012	
	Fixed Rate	Variable Rate	Fixed Rate	Variable Rate
Commitments to make loans	\$54,556	\$155,391	\$13,670	\$171,862
Unused lines of credit	0	78,937	0	69,621
Standby letters of credit	0	13,520	0	22,598

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Commitments to make loans are generally made for periods of 60 days or less. The fixed rate loan commitments at December 31, 2013 have interest rates ranging from 2.15% to 18.00% and maturities ranging from 3 months to 20 years. The fixed rate loan commitments at December 31, 2012 have interest rates ranging from 2.15% to 16.00% and maturities ranging from 3 months to 20 years.

## **20. Fair Value**

### **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 value of one corporate bond held by the Corporation has been determined by using Level 3 inputs. The Corporation has engaged a valuation expert to price this security using a proprietary model which incorporates assumptions about certain factors that market participants would use in pricing the securities, including bid/ask spreads and liquidity and credit premiums.

The Corporation's structured pooled trust preferred security is 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 a model for pricing this security. 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 the security valuation. Due to the current market conditions as well as the limited trading activity of these types of securities, the market value of the Corporation's structured pooled trust preferred security is highly sensitive to assumption changes and market volatility.

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The Corporation's derivative instrument is an interest rate swap that is similar to those that trade 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 with specific allocations of the allowance for loan losses is generally based on recent real estate appraisals prepared by third-parties. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the appraisers to adjust for differences between the comparable sales and income data available. Management also adjusts appraised values based on the length of time that has passed since the appraisal date and other factors. Such adjustments are usually significant and typically result in a Level 3 classification of the inputs for determining fair value.

Assets and liabilities measured at fair value on a recurring basis are as follows at December 31, 2013 and 2012:

Fair Value Measurements at December 31, 2013 Using Quoted Prices in				
Description	Total	Active Markets for		Significant
		Identical Assets  (Level 1)	Significant Other	Unobservable
			Observable Inputs  (Level 2)	Inputs  (Level 3)
Assets:				
Securities Available For Sale:				
U.S. Treasury	\$ 0	\$ 0	\$ 0	\$ 0
U.S. Government sponsored entities	181,625	0	181,625	0
States and political subdivisions	177,943	0	177,943	0
Residential and multi-family mortgage	242,607	0	242,607	0
Commercial mortgage	374	0	374	0
Corporate notes and bonds	14,075	0	14,075	0
Pooled trust preferred	661	0	0	661
Pooled SBA	67,721	0	67,721	0
Other securities	985	985	0	0
Total Securities Available For Sale	\$ 685,991	\$ 985	\$ 684,345	\$ 661
Trading Securities:				
Corporate equity securities	\$ 2,705	\$ 2,705	\$ 0	\$ 0
Certificates of deposit	253	253	0	0
International mutual funds	259	259	0	0
Large cap growth mutual funds	197	197	0	0
Money market mutual funds	124	124	0	0
Large cap value mutual funds	129	129	0	0
Corporate notes and bonds	152	0	152	0
Real estate investment trust mutual funds	39	39	0	0
U.S. Government sponsored entities	52	0	52	0
Small cap mutual funds	83	83	0	0
Mid cap mutual funds	84	84	0	0
Commodities mutual funds	50	50	0	0
Total Trading Securities	\$ 4,127	\$ 3,923	\$ 204	\$ 0
Liabilities,				
Interest rate swaps	\$ (1,116)	\$ 0	\$ (1,116)	\$ 0



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Description	Total	Fair Value Measurements at December 31, 2012 Using Quoted Prices in		
		Active Markets for		Significant
		Identical Assets	Significant Other	Unobservable
			Observable Inputs	Inputs
		(Level 1)	(Level 2)	(Level 3)
<b>Assets:</b>				
<b>Securities Available For Sale:</b>				
U.S. Treasury	\$ 4,036	\$ 0	\$ 4,036	\$ 0
U.S. Government sponsored entities	163,781	0	163,781	0
States and political subdivisions	181,279	0	181,279	0
Residential and multi-family mortgage	316,822	0	316,822	0
Commercial mortgage	1,304	0	1,304	0
Corporate notes and bonds	15,024	0	13,044	1,980
Pooled trust preferred	600	0	0	600
Pooled SBA	52,927	52,631	296	0
Other securities	1,538	1,538	0	0
<b>Total Securities Available For Sale</b>	<b>\$ 737,311</b>	<b>\$ 54,169</b>	<b>\$ 680,562</b>	<b>\$ 2,580</b>
<b>Trading Securities:</b>				
Corporate equity securities	\$ 3,117	\$ 3,117	\$ 0	\$ 0
Certificates of deposit	408	408	0	0
International mutual funds	287	287	0	0
Large cap growth mutual funds	157	157	0	0
Money market mutual funds	110	110	0	0
Large cap value mutual funds	104	104	0	0
Corporate notes and bonds	101	0	101	0
Real estate investment trust mutual funds	65	65	0	0
U.S. Government sponsored entities	58	0	58	0
Small cap mutual funds	26	26	0	0
Mid cap mutual funds	26	26	0	0
<b>Total Trading Securities</b>	<b>\$ 4,459</b>	<b>\$ 4,300</b>	<b>\$ 159</b>	<b>\$ 0</b>
<b>Liabilities,</b>				
Interest rate swaps	\$ (1,745)	\$ 0	\$ (1,745)	\$ 0

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, 2013:

	Corporate notes and bonds	Pooled trust preferred
Balance, January 1, 2013	\$ 1,980	\$ 600
Total gains or (losses):		
Included in other comprehensive income (loss)	(29)	61
Included in realized gains on available-for-sale securities	58	0
Sale of available-for-sale securities	(2,009)	0



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Balance, December 31, 2013	\$	0	\$	661
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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, 2012:

	Corporate notes and bonds	Pooled trust preferred
Balance, January 1, 2012	\$ 2,060	\$ 340
Total gains or (losses):		
Included in other comprehensive income (unrealized)	(80)	260
Balance, December 31, 2012	\$ 1,980	\$ 600

The following table presents quantitative information about Level 3 fair value measurements at December 31, 2013:

	Fair value	Valuation Technique	Unobservable Inputs	Input Utilized
Pooled trust preferred	\$ 661	Discounted cash flow	Collateral default rate  Yield  Prepayment speed	2% in 2014; 1.5% in 2015; 1.0% in 2016; 0.5% in 2017 and thereafter  15%  2.0% constant prepayment rate in 2014 and thereafter

The following table presents quantitative information about Level 3 fair value measurements at December 31, 2012:

	Fair value	Valuation Technique	Unobservable Inputs	Input Utilized
Corporate notes and bonds	\$1,980	Discounted cash flow	Constant prepayment rate Probability of default Discount rate	0% 0% 9.6%
Pooled trust preferred	\$600	Discounted cash flow	Collateral default rate  Discount rate Recovery probability	2% annually for 2 years; 0.36% thereafter 13% 10%, lagged 2 years

At December 31, 2013, the significant unobservable inputs used in the fair value measurement of the Corporation's pooled trust preferred security are collateral default rate, yield, and prepayment speed. At December 31, 2012, the significant unobservable inputs used in the fair value measurement of the Corporation's pooled trust preferred security are collateral default rate, yield, and recovery probability. Significant increases in specific-issuer default assumptions or decreases in specific-issuer recovery assumptions would result in a significantly lower fair value measurement. Conversely, decreases in specific-issuer default assumptions or increases in specific-issuer recovery assumptions would result in a

higher fair value measurement.

During the year ended December 31, 2013, \$52,631 of available for sale Pooled SBA securities reported as Level 1 securities as of the beginning of the year were transferred to the Level 2 category since the Corporation could not obtain quoted prices for identical assets in active markets.

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During the year ended December 31, 2012, the following available for sale securities reported as Level 1 securities as of the beginning of the year were transferred to the Level 2 category:

	2012
U.S. Government sponsored entities	\$ 2,000
States and political subdivisions	4,655
Residential and multi-family mortgage	8,577
Total	\$ 15,232

These securities were transferred from the Level 1 category to the Level 2 category since there were no longer quoted prices for identical assets in active markets that the Corporation had the ability to access. There were no transfers of securities from Level 2 to Level 1 during the years ended December 31, 2013 or 2012. The Corporation's policy for determining when a transfer between the Level 1 and Level 2 categories has occurred is to monitor and report such transfers as of each quarterly reporting period.

Assets and liabilities measured at fair value on a non-recurring basis are as follows at December 31, 2013 and 2012:

Fair Value Measurements at December 31, 2013 Using				
Description	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Impaired loans:				
Commercial mortgages	\$ 3,000	0	0	\$ 3,000
Commercial, industrial, and agricultural	3,706	0	0	3,706

Fair Value Measurements at December 31, 2012 Using				
Description	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Impaired loans:				
Commercial mortgages	\$ 8,422	\$ 0	\$ 0	\$ 8,422
Commercial, industrial, and agricultural	1,973	0	0	1,973
Residential real estate	402	0	0	402

Impaired loans, which are measured for impairment using the fair value of collateral for collateral dependent loans, had a principal balance of \$8,161, with a valuation allowance of \$1,455 as of December 31, 2013, resulting in an additional provision for loan losses of \$1,415 for the year then ended. Impaired loans had a principal balance of \$12,535, with a valuation allowance of \$1,738 as of December 31, 2012, resulting in an additional provision for loan losses of \$2,558 for the year then ended.

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The estimated fair values of impaired collateral dependent loans such as commercial or residential mortgages are determined primarily through third-party appraisals. When a collateral dependent loan, such as a commercial or residential mortgage loan, becomes impaired, a decision is made regarding whether an updated certified appraisal of the real estate is necessary. This decision is based on various considerations, including the age of the most recent appraisal, the loan-to-value ratio based on the original appraisal, and the condition of the property. Appraised values are discounted to arrive at the estimated selling price of the collateral and a further reduction for estimated costs to sell the property is applied, which results in an amount that is considered to be the estimated fair value. If a loan becomes impaired and the appraisal of related loan collateral is outdated, management applies an appropriate adjustment factor based on its experience with current valuations of similar collateral in determining the loan's estimated fair value and resulting allowance for loan losses. Third-party appraisals are not customarily obtained in respect of unimpaired loans, unless in management's view changes in circumstances warrant obtaining an updated appraisal.

The following table presents quantitative information about Level 3 fair value measurements for financial instruments measured at fair value on a non-recurring basis at December 31, 2013:

		Fair value	Valuation Technique	Unobservable Inputs	Range (Weighted Average)
Impaired loans	commercial mortgages	\$ 3,000	Sales comparison approach	Adjustment for differences between the comparable sales	17% 61% (22%)
Impaired loans	commercial, industrial, and agricultural	\$ 3,274	Sales comparison approach	Adjustment for differences between the comparable sales	9%
Impaired loans	commercial, industrial, and agricultural	\$ 432	Income approach	Adjustment for differences in net operating income	2%

The following table presents quantitative information about Level 3 fair value measurements for financial instruments measured at fair value on a non-recurring basis at December 31, 2012:

		Fair value	Valuation Technique	Unobservable Inputs	Range (Weighted Average)
Impaired loans	commercial mortgages	\$ 8,422	Sales comparison approach	Adjustment for differences between the comparable sales	1% 39% (19%)
Impaired loans	commercial, industrial, and agricultural	\$ 1,973	Income approach	Adjusting for differences in net operating income	24% 38% (27%)
Impaired loans	residential real estate	\$ 402	Sales comparison approach	Adjustment for differences between the comparable sales	10% 15% (11%)

**Table of Contents****Fair Value of Financial Instruments**

The following table presents the carrying amount and fair value of financial instruments at December 31, 2013:

	Carrying	Fair Value Measurement Using:			Total
	Amount	Level 1	Level 2	Level 3	Fair Value
<b>ASSETS</b>					
Cash and cash equivalents	\$ 29,633	\$ 29,633	\$ 0	\$ 0	\$ 29,633
Interest bearing time deposits with other banks	275	0	274	0	274
Securities available for sale	685,991	985	684,345	661	685,991
Trading securities	4,127	3,923	204	0	4,127
Loans held for sale	487	0	507	0	507
Net loans	1,279,129	0	0	1,276,622	1,276,622
FHLB and other equity interests	7,533	n/a	n/a	n/a	n/a
Accrued interest receivable	8,032	368	3,302	4,362	8,032
<b>LIABILITIES</b>					
Deposits	\$ (1,835,314)	\$ (1,569,552)	\$ (265,237)	\$ 0	\$ (1,834,789)
FHLB and other borrowings	(87,950)	0	(87,833)	0	(87,833)
Subordinated debentures	(20,620)	0	(11,178)	0	(11,178)
Interest rate swaps	(1,116)	0	(1,116)	0	(1,116)
Accrued interest payable	(868)	(200)	(653)	(15)	(868)

The following table presents the carrying amount and fair value of financial instruments at December 31, 2012:

	Carrying	Fair Value Measurement Using:			Total
	Amount	Level 1	Level 2	Level 3	Fair Value
<b>ASSETS</b>					
Cash and cash equivalents	\$ 31,881	\$ 31,881	\$ 0	\$ 0	\$ 31,881
Interest bearing time deposits with other banks	225	0	281	0	281
Securities available for sale	737,311	54,169	680,562	2,580	737,311
Trading securities	4,459	4,300	159	0	4,459
Loans held for sale	2,398	0	2,460	0	2,460
Net loans	913,764	0	0	946,238	946,238
FHLB and other equity interests	6,684	n/a	n/a	n/a	n/a
Accrued interest receivable	6,863	278	3,498	3,087	6,863
<b>LIABILITIES</b>					
Deposits	\$ (1,485,003)	\$ (1,272,060)	\$ (215,485)	\$ 0	\$ (1,487,545)
FHLB and other borrowings	(97,806)	0	(105,850)	0	(105,850)
Subordinated debentures	(20,620)	0	(10,682)	0	(10,682)
Interest rate swaps	(1,745)	0	(1,745)	0	(1,745)
Accrued interest payable	(1,022)	(301)	(707)	(14)	(1,022)

The methods and assumptions, not otherwise presented, used to estimate fair values are described as follows:

**Cash and cash equivalents:** The carrying amounts of cash and cash equivalents approximate fair values and are classified as Level 1.

**Interest bearing time deposits with other banks:** The fair value of interest bearing time deposits with other banks is estimated using a discounted cash flow calculation that applies interest rates



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currently being offered to a schedule of aggregated expected monthly maturities, resulting in a Level 2 classification.

**Loans held for sale:** The fair value of loans held for sale is estimated based upon binding contracts and quotes from third party investors resulting in a Level 2 classification.

**Loans:** For variable rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values, resulting in a Level 3 classification. Fair values for other loans are estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality, resulting in a Level 3 classification. Impaired loans are valued at the lower of cost or fair value as described previously. The methods utilized to estimate the fair value of loans do not necessarily represent an exit price.

**FHLB and other equity interests:** It is not practical to determine the fair value of Federal Home Loan Bank stock and other equity interests due to restrictions placed on the transferability of these instruments.

**Accrued interest receivable:** The carrying amount of accrued interest receivable approximates fair value resulting in a classification that is consistent with the asset with which it is associated.

**Deposits:** The fair values disclosed for demand deposits are, by definition, equal to the amount payable on demand at the reporting date (i.e. their carrying amount), resulting in a Level 1 classification. Fair values for time deposits are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits, resulting in a Level 2 classification.

**FHLB and other borrowings:** The fair values of the Corporation's FHLB and other borrowings are estimated using discounted cash flow analyses based on the current borrowing rates for similar types of borrowing arrangements, resulting in a Level 2 classification.

**Subordinated debentures:** The fair value of the Corporation's subordinated debentures are estimated using discounted cash flow analyses based on the current borrowing rates for similar types of arrangements, resulting in a Level 3 classification.

**Accrued interest payable:** The carrying amount of accrued interest payable approximates fair value resulting in a classification that is consistent with the liability with which it is associated.

While 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 assets such as, among other things, the estimated earnings power of core deposits, the earnings potential of trust accounts, the trained workforce, and customer goodwill, which typically are not recognized on the balance sheet, may have value but are not included in the fair value disclosures.



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	December 31,	
	2013	2012
<b>Assets</b>		
Cash	\$ 1,778	\$ 2,029
Trading securities	276	229
Investment in bank subsidiary	161,983	138,195
Investment in non-bank subsidiaries	22,738	27,796
Deferred tax asset	636	883
Other assets	2,240	2,249
<b>Total assets</b>	<b>\$ 189,651</b>	<b>\$ 171,381</b>
<b>Liabilities</b>		
Borrowings from subsidiary	\$ 1,350	\$ 1,950
Subordinated debentures	20,620	20,620
Other liabilities	2,770	3,447
<b>Total liabilities</b>	<b>24,740</b>	<b>26,017</b>
<b>Total shareholders' equity</b>	<b>164,911</b>	<b>145,364</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 189,651</b>	<b>\$ 171,381</b>

**CONDENSED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME**

	Year Ended December 31,		
	2013	2012	2011
<b>Income:</b>			
<b>Dividends from:</b>			
Bank subsidiary	\$ 1,875	\$ 7,990	\$ 7,600
Non-bank subsidiaries	6,674	0	0
Other	208	208	146
<b>Total income</b>	<b>8,757</b>	<b>8,198</b>	<b>7,746</b>
<b>Expenses</b>	<b>(1,461)</b>	<b>(1,457)</b>	<b>(1,410)</b>
<b>Income before income taxes and equity in undistributed net income of subsidiaries:</b>	<b>7,296</b>	<b>6,741</b>	<b>6,336</b>
Income tax benefit	438	438	443
Equity in undistributed net income of bank subsidiary	14,080	8,682	7,162
Equity in undistributed net income (loss) of non-bank subsidiaries	(5,135)	1,275	1,163
<b>Net income</b>	<b>16,679</b>	<b>17,136</b>	<b>15,104</b>
<b>Other Comprehensive Income (Loss):</b>			
Net change in unrealized gains/losses on available for sale securities, net of reclassification and tax	(23,675)	3,561	14,441
Change in actuarial gain, net of amortization and tax, for post-employment health care plan, net of tax	(103)	(349)	(485)
Change in fair value of interest rate swap agreements designated as a cash flow hedge, net of tax	409	(49)	(522)
<b>Total other comprehensive income (loss)</b>	<b>(23,369)</b>	<b>3,163</b>	<b>13,434</b>

Comprehensive income (loss)	\$ (6,690)	\$ 20,299	\$ 28,538
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**Table of Contents****CONDENSED STATEMENTS OF CASH FLOWS**

	Year Ended December 31,		
	2013	2012	2011
Net income			
Adjustments to reconcile net income to net cash provided by operating activities:	\$ 16,679	\$ 17,136	\$ 15,104
Equity in undistributed net income of bank subsidiary	(14,080)	(8,682)	(7,162)
Equity in undistributed (net income) loss of non-bank subsidiaries	5,135	(1,275)	(1,163)
Net unrealized (gains) losses on trading securities	(47)	(54)	2
Decrease in other assets	112	47	39
Increase in other liabilities	384	384	334
Net cash provided by operating activities	8,183	7,556	7,154
Cash flows from investing activities:			
Purchase of securities	0	0	(100)
Net cash used in investing activities	0	0	(100)
Cash flows from financing activities:			
Dividends paid	(8,573)	(8,214)	(8,125)
Proceeds from sale of treasury stock and option exercises	739	951	1,447
Net advance to (repayment from) subsidiary	(600)	(200)	400
Net cash used in financing activities	(8,434)	(7,463)	(6,278)
Net increase (decrease) in cash	(251)	93	776
Cash beginning of year	2,029	1,936	1,160
Cash end of year	\$ 1,778	\$ 2,029	\$ 1,936

**Table of Contents****22. Other Comprehensive Income**

Other comprehensive income components and related tax effects were as follows for the years ended December 31, 2013, 2012, and 2011:

	2013	2012	2011
Unrealized holding gains (losses) on available for sale securities	\$ (36,130)	\$ 6,597	\$ 22,457
Less reclassification adjustment for gains recognized in earnings	(355)	(1,379)	(614)
Net unrealized gains	(36,485)	5,218	21,843
Tax effect	12,770	(1,826)	(7,642)
Net-of-tax amount	(23,715)	3,392	14,201
Unrealized holding gains (losses) on available for sale securities for which a portion of an other-than-temporary impairment has been recognized in earnings	61	260	(28)
Less reclassification adjustment for impairment loss recognized in earnings	0	0	398
Net unrealized gains	61	260	370
Tax effect	(21)	(91)	(130)
Net-of-tax amount	40	169	240
Actuarial loss on postemployment health care plan	(219)	(578)	(757)
Net amortization of transition obligation and actuarial gain	61	41	11
Net unrealized loss on postemployment health care plan	(158)	(537)	(746)
Tax effect	55	188	261
Net-of-tax amount	(103)	(349)	(485)
Unrealized loss on interest rate swap	229	(465)	(1,205)
Less reclassification adjustment for losses recognized in earnings	400	390	402
Net unrealized gain (loss)	629	(75)	(803)
Tax effect	(220)	26	281
Net-of-tax amount	409	(49)	(522)
Other comprehensive income	\$ (23,369)	\$ 3,163	\$ 13,434

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The following is a summary of the change in the accumulated other comprehensive income (loss) balance, net of tax, for the years ended December 31, 2013, 2012, and 2011:

	Balance 1/1/11	Increase (Decrease)	Balance 12/31/11	Increase (Decrease)	Balance 12/31/12	Increase (Decrease)	Balance 12/31/13
Unrealized gains (losses) on securities available for sale	\$ (1,963)	\$ 14,441	\$ 12,478	\$ 3,561	\$ 16,039	\$ (23,675)	\$ (7,636)
Unrealized gain (loss) on postretirement benefits plan	(147)	(485)	(632)	(349)	(981)	(103)	(1,084)
Unrealized loss on interest rate swap	(563)	(522)	(1,085)	(49)	(1,134)	409	(725)
Total	\$ (2,673)	\$ 13,434	\$ 10,761	\$ 3,163	\$ 13,924	\$ (23,369)	\$ (9,445)

**23. Quarterly Financial Data (Unaudited)**

The unaudited quarterly results of operations for the years ended December 31, 2013 and 2012 are as follows (in thousands, except per share data):

	Quarters Ended in 2013				Quarters Ended in 2012			
	Mar. 31	June 30	Sept. 30	Dec. 31	Mar. 31	June 30	Sept. 30	Dec. 31
Total interest and dividend income	\$ 16,704	\$ 16,758	\$ 17,465	\$ 20,489	\$ 16,824	\$ 17,207	\$ 17,133	\$ 16,965
Net interest income	13,451	13,826	14,648	17,279	12,677	13,274	13,670	13,588
Provision for loan losses	930	3,115	846	1,247	1,104	1,746	1,188	2,343
Non-interest income	3,071	3,771	3,248	3,676	3,518	3,264	3,079	2,803
Non-interest expense	9,682	10,793	10,343	12,995	9,014	8,833	9,208	8,890
Net income	4,297	2,951	4,703	4,728	4,347	4,336	4,563	3,890
Net income per share, basic	0.34	0.24	0.38	0.33	0.35	0.35	0.37	0.31
Net income per share, diluted	0.34	0.24	0.38	0.33	0.35	0.35	0.37	0.31

During the quarter ended December 31, 2013, the Corporation completed its acquisition of FC Banc Corp. FC Banc Corp. results of operations were included in the Corporation's results beginning October 12, 2013. A provision for loan losses in the amount of \$2,343 was recorded during the quarter ended December 31, 2012 as a result of specific reserves required for impaired loans in the commercial, industrial, and agricultural loan portfolio in the fourth quarter of 2012.

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**Report of Independent Registered Public Accounting Firm**

**Crowe Horwath LLP**

**Independent Member Crowe Horwath International**

Board of Directors and Shareholders

CNB Financial Corporation

Clearfield, Pennsylvania

We have audited the accompanying consolidated balance sheets of CNB Financial Corporation as of December 31, 2013 and 2012, and the related consolidated statements of income and comprehensive income, cash flows, and changes in shareholders' equity for each of the years in the three-year period ended December 31, 2013. We also have audited CNB Financial Corporation's internal control over financial reporting as of December 31, 2013 based on criteria established in the 1992 Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). CNB Financial Corporation's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting located in Item 9A of Form 10-K. Our responsibility is to express an opinion on these financial statements and an opinion on the company's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the consolidated financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As permitted, the Corporation excluded the operations of the financial institution acquired during 2013, which is described in Note 2 of the consolidated financial statements, from the scope of management's report on internal control over financial reporting. As such, it has also been excluded from the scope of our audit of internal control over financial reporting.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of CNB Financial Corporation as of December 31, 2013 and 2012, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2013 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, CNB Financial Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in the 1992 Internal Control – Integrated Framework issued by the COSO.

/s/ Crowe Horwath LLP

Crowe Horwath LLP

Cleveland, Ohio

March 7, 2014

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**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None

**ITEM 9A. CONTROLS AND PROCEDURES**

The Corporation's management, under the supervision of and with the participation of the Corporation's Principal Executive Officer and Principal Financial Officer, has carried out an evaluation of the design and effectiveness of the Corporation's disclosure controls and procedures as defined in Rule 13a-15(e) and Rule 15d-15(e) of the Securities Exchange Act of 1934 as of the end of the period covered by this report. Based upon that evaluation, management, including the Principal Executive Officer and Principal Financial Officer, have concluded that, as of the end of such period, the Corporation's disclosure controls and procedures are effective to provide reasonable assurance that all material information required to be disclosed in reports the Corporation files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms.

There was no significant change in the Corporation's internal control over financial reporting that occurred during the quarter ended December 31, 2013 that has materially affected, or that is reasonably likely to materially affect, our internal control over financial reporting.

**Management's Report on Internal Control Over Financial Reporting**

The management of the Corporation is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. The Corporation's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the U.S.

The Corporation's internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Corporation; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Corporation are being made only in accordance with authorizations of management and directors of the Corporation; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Corporation's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



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Management assessed the effectiveness of the Corporation's internal control over financial reporting as of December 31, 2013. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in the 1992 Internal Control-Integrated Framework. Based on our assessment and those criteria, management concluded that the Corporation maintained effective internal control over financial reporting as of December 31, 2013. The effectiveness of our internal control over financial reporting as of December 31, 2013 has been audited by Crowe Horwath LLP, an independent registered public accounting firm that audited the Corporation's financial statements, as stated in their report which is located in Item 8 of this Form 10-K.

Management's assessment of the effectiveness of the Corporation's internal control over financial reporting excluded FC Banc Corp., of which the Corporation had the right to control 100% of FC Banc Corp. shares during year-end 2013. This entity represented, in the aggregate, 17% and 5% of consolidated total assets and consolidated net interest income, respectively, of the Corporation as of and for the year ended December 31, 2013. This acquisition is more fully discussed in Note 2 to our consolidated financial statements for year-end 2013. Under guidelines established by the SEC, companies are allowed to exclude acquisitions from their first assessment of internal control over financial reporting following the date of the acquisition.

Joseph B. Bower, Jr.  
President and Chief Executive Officer

Brian W. Wingard  
Treasurer and Principal Financial Officer

Date: March 7, 2014

Date: March 7, 2014

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**ITEM 9B. OTHER INFORMATION**

None

**PART III.**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

See Part I Item 1 Executive Officers for information about our executive officers, which is incorporated by reference in this Item 10. Other information required by this Item 10 is incorporated herein by reference to our definitive proxy statement for our 2014 annual meeting of stockholders (the 2014 proxy statement), which we will file with the SEC on or before 120 days after our 2013 fiscal year-end, and which will appear in the 2014 proxy statement under the captions Proposal 1. Election of Class 1 Directors, Corporate Governance Meetings and Committees of the Board of Directors Audit Committee and Section 16(a) Beneficial Ownership Reporting Compliance.

The Corporation's board of directors has approved a Code of Ethics for Officers and Directors. The Code of Ethics can be found at the Bank's website, [www.bankcnb.com](http://www.bankcnb.com).

**ITEM 11. EXECUTIVE COMPENSATION**

Information required by this Item 11 is incorporated herein by reference to the 2014 proxy statement, including the information in the 2014 proxy statement appearing under the captions Executive Compensation and Compensation of Directors.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

Information required by this Item 12 is incorporated herein by reference to the 2014 proxy statement, including the information in the 2014 proxy statement appearing under the captions Stock Ownership and Equity Compensation Plan Information.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

Information required by this Item 13 is incorporated herein by reference to the 2014 proxy statement, including the information in the 2014 proxy statement appearing under the captions Corporate Governance and Certain Transactions.

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

Information required by this Item 14 is incorporated herein by reference to the 2014 proxy statement, including the information in the 2014 proxy statement appearing under the captions Corporate Governance Meetings and Committees of the Board of Directors Audit Committee and Concerning the Independent Registered Public Accountants.

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**PART IV.**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

(a)(1) The following consolidated financial statements are set forth in Part II, Item 8:

Consolidated Balance Sheets as of December 31, 2013 and 2012

Consolidated Statements of Income and Comprehensive Income for the years ended December 31, 2013, 2012, and 2011

Consolidated Statements of Cash Flows for the years ended December 31, 2013, 2012 and 2011

Consolidated Statements of Changes in Shareholders' Equity for the years ended December 31, 2013, 2012, and 2011

Notes to Consolidated Financial Statements

(a)(2) Financial statement schedules are not applicable or are included in the consolidated financial statements or related notes.

(a)(3) The following exhibits (asterisk denotes management contract or compensatory plan) are filed as a part of this report:

Exhibit No.	Description
2.1	Agreement and Plan of Merger, dated as of March 26, 2013, by and between the Corporation and FC Banc Corp., filed with the SEC as Exhibit 2.1 to the Corporation's Current Report on Form 8-K filed on March 26, 2013, and incorporated herein by reference.
3.1	Amended and Restated Articles of Incorporation of the Corporation, filed as Appendix B to the 2006 Proxy Statement, filed with the SEC on March 24, 2006, and incorporated herein by reference.
3.2	By-Laws of the Corporation, as amended and restated, filed as Appendix C to the 2006 Proxy Statement, filed with the SEC on March 24, 2006, and incorporated herein by reference.
10.1	Employment contract with Joseph B. Bower, Jr., President and Chief Executive Officer, filed as Exhibit 10.1 to Form 8-K, filed with the SEC on March 9, 2012, and incorporated herein by reference.*
10.2	1999 Stock Incentive Plan, filed as Exhibit A to the 1999 Proxy Statement, filed with the SEC on March 29, 1999, and incorporated herein by reference.*
10.3	Employment contract with Richard L. Sloppy, Executive Vice President/Chief Lending Officer, filed as Exhibit 10.3 to Form 8-K, filed with the SEC on March 9, 2012, and incorporated herein by reference.*
10.4	2009 Stock Incentive Plan, filed as Exhibit 10(iii)-4 to Registration Statement No. 333-159941, filed with the SEC on November 12, 2009, and incorporated herein by reference.*

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Exhibit No.	Description
10.5	Employment contract with Mark D. Breakey, Executive Vice President/Chief Credit Officer, filed as Exhibit 10.4 to Form 8-K, filed with the SEC on March 9, 2012, and incorporated herein by reference.*
10.6	Employment contract with Richard L. Greslick, Jr., Executive Vice President/Chief Operating Officer, filed as Exhibit 10.2 to Form 8-K, filed with the SEC on March 9, 2012, and incorporated herein by reference.*
10.7	Executive employment contract with Joseph E. Dell, Jr., dated September 23, 2013, filed herewith.*
21	Subsidiaries of the Registrant, filed as Exhibit 21 herewith.
23.1	Consent of Independent Registered Public Accounting Firm
31.1	Rule 13a 14(a)/15d 14(a) Certification of the Principal Executive Officer
31.2	Rule 13a 14(a)/15d 14(a) Certification of the Principal Financial Officer
32.1	Section 1350 Certification
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101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definitions Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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: March 7, 2014

By: /s/ Joseph B. Bower, Jr.  
JOSEPH B. BOWER, JR.  
President & Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on March 7, 2014.

/s/ Joseph B. Bower, Jr.  
JOSEPH B. BOWER, JR.  
President and Director  
(Principal Executive Officer)

/s/ Dennis L. Merrey  
DENNIS L. MERREY, Chairman

/s/ Richard L. Greslick, Jr.  
RICHARD L. GRESLICK, JR.  
Secretary and Director

/s/ Jeffrey S. Powell  
JEFFREY S. POWELL, Director

/s/ Brian W. Wingard  
BRIAN W. WINGARD  
Treasurer  
(Principal Financial and Accounting Officer)

/s/ James B. Ryan  
JAMES B. RYAN, Director

/s/ William F. Falger  
WILLIAM F. FALGER, Director

/s/ Nicholas C. Scott, Jr.  
RICHARD B. SEAGER, Director

/s/ R. Duane Hord  
R. DUANE HORD, Director

/s/ Richard B. Seager  
RICHARD B. SEAGER, Director

/s/ Robert W. Montler  
ROBERT W. MONTLER, Director

/s/ Peter F. Smith  
PETER F. SMITH, Director

/s/ Deborah Dick Pontzer  
DEBORAH DICK PONTZER, Director

/s/ Joel E. Peterson  
JOEL E. PETERSON, Director

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\* Denotes management contract or compensatory plan.