

UNIVEST CORP OF PENNSYLVANIA

Form 10-K

March 04, 2014

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 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 0-7617**

**Univest Corporation of Pennsylvania**

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

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

**23-1886144**  
**(IRS Employer**  
**Identification No.)**

14 North Main Street

Souderton, Pennsylvania  
(Address of principal executive offices)

18964  
(Zip Code)

Registrant's telephone number, including area code (215) 721-2400

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

Title of class	Name of each exchange on which registered
Common Stock, \$5 par value	The NASDAQ Stock Market

Securities registered pursuant to Section 12(g) of the Act: Preferred Stock Purchase Rights

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. 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 twelve 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 ninety days.

YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, 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.

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  (Do not check if a smaller reporting company)

Smaller reporting company

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

The approximate aggregate market value of voting stock held by non-affiliates of the registrant is \$307,187,493 as of June 30, 2013 based on the June 30, 2013 closing price of the Registrant's Common Stock of \$19.07 per share.

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock, \$5 par value	16,250,020
(Title of Class)	(Number of shares outstanding at January 31, 2014)

**DOCUMENTS INCORPORATED BY REFERENCE**

Part I and Part III incorporate information by reference from the proxy statement for the annual meeting of shareholders on April 15, 2014.

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**PART I**

The information contained in this report may contain forward-looking statements. When used or incorporated by reference in disclosure documents, the words believe, anticipate, estimate, expect, project, target, goal and expressions are intended to identify forward-looking statements within the meaning of section 27A of the Securities Act of 1933. Such forward-looking statements are subject to certain risks, uncertainties and assumptions, including but not limited to those set forth below as well as the risk factors described in Item 1A, Risk Factors :

Operating, legal and regulatory risks

Economic, political and competitive forces impacting various lines of business

The risk that our analysis of these risks and forces could be incorrect and/or that the strategies developed to address them could be unsuccessful

Volatility in interest rates

Other risks and uncertainties, including those occurring in the U.S. and world financial systems  
Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated, expected or projected. These forward-looking statements speak only as of the date of the report. The Corporation expressly disclaims any obligation to publicly release any updates or revisions to reflect any change in the Corporation's expectations with regard to any change in events, conditions or circumstances on which any such statement is based.

**Item 1. Business**  
**General**

Univest Corporation of Pennsylvania (the Corporation) is a Pennsylvania corporation organized in 1973 and registered as a bank holding company pursuant to the Bank Holding Company Act of 1956. The Corporation owns all of the capital stock of Univest Bank and Trust Co. (the Bank). The consolidated financial statements include the accounts of the Corporation and its wholly owned subsidiary, the Bank. The Corporation's and the Bank's legal headquarters are located at 14 North Main Street, Souderton, PA 18964. The Corporation's former subsidiary, Univest Delaware, Inc., was dissolved during 2013.

The Bank is a Pennsylvania state-chartered bank and trust company. As a state-chartered member bank of the Federal Reserve System, the Bank is regulated primarily by the Pennsylvania Department of Banking and the Federal Reserve Bank of Philadelphia.

The Bank is engaged in the general commercial banking business and provides a full range of banking and trust services to its customers. The Bank is the parent company of Delview, Inc., which is the parent company of Univest

Insurance, Inc., an independent insurance agency, and Univest Investments, Inc., a full-service broker-dealer and investment advisory firm. Univest Insurance has three offices in Pennsylvania and one in Maryland. Univest Investments has two offices in Pennsylvania. The Bank is also the parent company of Univest Capital, Inc., an equipment financing business, and TCG Investment Advisory, a registered investment advisor which provides discretionary investment consulting and management services. In January 2014, the Bank completed the acquisition of Girard Partners, Ltd., a registered investment advisory firm, headquartered in King of Prussia, Pennsylvania with two satellite offices in Virginia and Florida. Through its wholly-owned subsidiaries, the Bank provides a variety of financial services to individuals, municipalities and businesses throughout its markets of operation.

Univest Investments, Inc., Univest Insurance, Inc. and Univest Capital, Inc. were formed to enhance the traditional banking and trust services provided by the Bank. Univest Investments, Univest Insurance and Univest Capital do not currently meet the quantitative thresholds for separate disclosure as a business segment. Therefore, the Corporation currently has one reportable segment, Community Banking, and this is strategically how the Corporation operates and has positioned itself in the marketplace. The Corporation's activities are interrelated, each activity is dependent, and performance is assessed based on how each of these activities supports the others. Accordingly, significant operating decisions are based upon analysis of the Corporation as one Community Banking operating segment.

At December 31, 2013, the Corporation had total assets of \$2.2 billion, net loans and leases of \$1.5 billion, total deposits of \$1.8 billion and total shareholders' equity of \$280.5 million.

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### **Employees**

At December 31, 2013, the Corporation and its subsidiaries employed six hundred and twelve (612) persons. None of these employees are covered by a collective bargaining agreement and the Corporation believes it enjoys good relations with its personnel.

### **Market Area**

The Corporation is headquartered in Souderton, Pennsylvania, which is located in Southeastern Pennsylvania, approximately thirty-five miles north of Philadelphia. The highest concentration of our deposits and loans are in Montgomery and Bucks counties where all of our thirty-one retail financial service centers are located. These are two of the wealthiest counties in Pennsylvania. Significant types of employment industries include pharmaceuticals, health care, electronics, computer services, insurance, industrial machinery, retailing and meat processing. Major companies throughout the two counties include Merck and Company, Abington Memorial Hospital, Prudential Insurance, GlaxoSmithKline, Hatfield Quality Meats, Aetna/U.S. Healthcare, St. Mary Medical Center, Healthcare Services, Giant Food Stores LLC, Doylestown Hospital, Grand View Hospital and Northtec LLC. Unemployment rates at December 2013 were 6% in both Montgomery and Bucks counties, slightly lower than Pennsylvania's state unemployment rate and the federal unemployment rate of 7%, according to the Bureau of Labor Statistics. In addition to our hub in Montgomery and Bucks counties, we have commercial lending and insurance offices in the Lehigh Valley and Chester County. These areas currently represent a smaller segment of the Corporation's market area.

The Corporation ranks sixth in market share in Montgomery County with fifteen financial service centers, eleventh in Bucks County with sixteen financial service centers; with 5% of total combined market share in the two counties according to data provided by SNL Financial. Montgomery County's population has grown 7% to 800,000 from the year 2000 to 2012, and is expected to grow 2% through 2017, while Bucks County's population has grown 5% to 630,000 during the same period, and is expected to grow .7% through 2017, according to SNL Financial. The median age is 41 years and 42 years in Montgomery and Bucks counties, respectively, consistent with the median age of 40 years in Pennsylvania and slightly higher than the median age in the United States of 37 years. County estimates project the median age to increase over the next two decades. The median yearly household income was \$74,000 during 2012 for both Montgomery and Bucks Counties and is expected to increase 14% through 2017 for each county, according to SNL Financial. The yearly median income for both counties is well above that of both the Commonwealth of Pennsylvania and the United States of \$49,000 and \$50,000 during 2012, respectively.

### **Competition**

The Corporation's service areas are characterized by intense competition for banking business among commercial banks, savings institutions and other financial institutions. The Corporation's subsidiary bank actively competes with such banks and financial institutions for local retail and commercial accounts in Bucks, Montgomery and Chester counties and the Lehigh Valley, as well as other financial institutions outside its primary service area.

In competing with other banks, savings institutions, and other financial institutions, the Bank seeks to provide personalized services through management's knowledge and awareness of its service area, customers and borrowers.

Other competitors, including credit unions, consumer finance companies, insurance companies, leasing companies and mutual funds, compete with certain lending and deposit gathering services offered by the Bank and its subsidiaries, Univest Investments, Inc., Univest Insurance, Inc. and Univest Capital, Inc.

### **Supervision and Regulation**

The financial services industry in the United States, particularly entities that are chartered as banks, is highly regulated by federal and state laws that limit the types of businesses in which banks and their holding companies may engage, and which impose significant operating requirements and limitations on banking entities. The discussion below is only a brief summary of some of the significant laws and regulations that affect the Bank and the Corporation, and is not intended to be a complete description of all such laws.

The Bank is subject to supervision and is regularly examined by the Pennsylvania Department of Banking and the Federal Reserve Bank of Philadelphia. The Bank is also subject to examination by the Federal Deposit Insurance Corporation.



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The Corporation is subject to the provisions of the Bank Holding Company Act of 1956, as amended, and is registered pursuant to its provisions. The Corporation is subject to the reporting requirements of the Board of Governors of the Federal Reserve System (the Board); and the Corporation, together with its subsidiaries, is subject to examination by the Board. The Federal Reserve Act limits the amount of credit that a member bank may extend to its affiliates, and the amount of its funds that it may invest in or lend on the collateral of the securities of its affiliates. Under the Federal Deposit Insurance Act, insured banks are subject to the same limitations.

The Corporation is subject to the Sarbanes-Oxley Act of 2002 (SOX). SOX adopted new standards of corporate governance and imposed additional requirements on the board of directors and management of public companies. SOX also requires that the chief executive officer and chief financial officer certify the accuracy of periodic reports filed with the Securities and Exchange Commission (SEC). Pursuant to Section 404 of SOX (SOX 404), the Corporation is required to furnish a report by its management on internal control over financial reporting, identify any material weaknesses in its internal control over financial reporting and assert that such internal controls are effective. The Corporation has continued to be in compliance with SOX 404 during 2013. The Corporation must maintain effective internal controls which require an on-going commitment by management and the Corporation's Audit Committee. The process has and will continue to require substantial resources in both financial costs and human capital.

### *Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (Dodd-Frank Act).*

The Dodd-Frank Act was signed into law on July 21, 2010. Generally, the Dodd-Frank Act was effective the day after it was signed into law, but different effective dates apply to specific sections of the law. Uncertainty remains as to the ultimate impact of the Dodd-Frank Act, which could have a material adverse impact either on the financial services industry as a whole, or on the Corporation's business, results of operations and financial condition. The Dodd-Frank Act, among other things:

Centralized responsibility for consumer financial protection by the creation of a new agency, the Consumer Financial Protection Bureau, that has rulemaking authority for a wide range of consumer protection laws that apply to all banks and has broad powers to supervise and enforce consumer protection laws;

Increased the FDIC assessment for depository institutions with assets of \$10 billion or more, changed the basis for determining FDIC premiums from insured deposits to consolidated assets less tangible capital; and increased the minimum reserve ratio for the deposit insurance fund to 1.35% by September 30, 2020;

Permanently increased the federal deposit insurance coverage to \$250 thousand and increased the Securities Investor Protection Corporation protection from \$100 thousand to \$250 thousand;

Repealed the federal prohibitions on the payment of interest on demand deposits, thereby permitting depository institutions to pay interest on business transaction and other accounts;

Amended the Electronic Funds Transfer Act, Regulation E to give the Federal Reserve authority to establish rules to limit debit-card interchange fees and rules regarding overdraft fees;

Provided for new disclosures and other requirements relating to executive compensation, proxy access by shareholders and corporate governance;

Provided for mortgage reform provisions regarding a customer's ability to repay, restricting variable-rate lending by requiring the ability to repay to be determined for variable-rate loans by using the maximum rate that will apply during the first five years of a variable-rate loan term, and making more loans subject to provisions for higher cost loans, new disclosures, and certain other revisions; and

Created a financial stability oversight council responsible for recommending to the Federal Reserve increasingly strict rules for capital, leverage, liquidity, risk management and other requirements as companies grow in size and complexity.

*Basel III*

In July 2013, the federal bank regulatory agencies adopted final rules revising the agencies' capital adequacy guidelines and prompt corrective action rules, designed to enhance such requirements and implement the revised standards of the Basel Committee on Banking Supervision, commonly referred to as Basel III. The July 2013 final rules generally implement higher minimum capital requirements, add a new common equity Tier 1 capital requirement, and establish criteria that instruments must meet to be considered common equity Tier 1 capital, additional Tier 1 capital or Tier 2 capital. The new minimum capital to risk-adjusted assets requirements include a common equity Tier 1 capital

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ratio of 4.5% (6.5% to be considered well capitalized ) and a Tier 1 capital ratio of 6.0%, increased from 4.0% (and increased from 6.0% to 8.0% to be considered well capitalized ); the total capital ratio remains at 8.0% under the new rules (10.0% to be considered well capitalized ). Under the new rules, in order to avoid limitations on capital distributions (including dividend payments and certain discretionary bonus payments to executive officers), a banking organization must hold a capital conservation buffer comprised of common equity Tier 1 capital above its minimum risk-based capital requirements in an amount greater than 2.5% of total risk-weighted assets. The final rules permit institutions, other than certain large institutions, to elect to continue to treat certain components of accumulated other comprehensive income as permitted under the current general risk-based capital rules, and not reflect unrealized gains and losses on available-for-sale securities in common equity Tier 1 calculations. The new minimum capital requirements are effective on January 1, 2015. The capital conservation buffer requirements phase in over a three-year period beginning January 1, 2016. The Corporation and the Bank will continue to analyze these new rules and their effects on the business, operations and capital levels of the Corporation and the Bank.

**Credit and Monetary Policies**

The Bank is affected by the fiscal and monetary policies of the federal government and its agencies, including the Federal Reserve Board of Governors. An important function of these policies is to curb inflation and control recessions through control of the supply of money and credit. The Board uses its powers to regulate reserve requirements of member banks, the discount rate on member-bank borrowings, interest rates on time and savings deposits of member banks, and to conduct open-market operations in United States Government securities to exercise control over the supply of money and credit. The policies have a direct effect on the amount of bank loans and deposits and on the interest rates charged on loans and paid on deposits, with the result that the policies have a material effect on bank earnings. Future policies of the Board and other authorities cannot be predicted, nor can their effect on future bank earnings.

The Bank is a member of the Federal Home Loan Bank System (FHLBanks), which consists of 12 regional Federal Home Loan Banks, and is subject to supervision and regulation by the Federal Housing Finance Agency. The FHLBanks provide a central credit facility primarily for member institutions. The Bank, as a member of the Federal Home Loan Bank of Pittsburgh (FHLB), is required to acquire and hold shares of capital stock in the FHLB as regulated by the FHLB. In December 2008, the FHLB suspended its dividends and the repurchase of capital stock due to capital compliance requirements. In 2010, the FHLB re-instituted repurchases of excess capital stock. In 2012, the FHLB re-instituted quarterly dividend payments. The FHLB will make decisions on future repurchases of excess capital stock and dividend payments on a quarterly basis. At December 31, 2013, the Bank owned \$3.2 million in FHLB capital stock.

The deposits of the Bank are insured under the Federal Deposit Insurance Corporation (FDIC) up to applicable limits. Effective April 1, 2011, in accordance with the provisions of the Dodd-Frank Act, the FDIC implemented a final rule regarding deposit insurance assessments. The rule changed the assessment base from domestic deposits to average consolidated total assets minus average tangible equity, adopted a new large-bank pricing assessment scheme, and set a target size for the Depositors Insurance Fund (DIF) at 2% of insured deposits. The rule adopted a new assessment rate schedule and, in lieu of dividends, other rate schedules when the reserve ratio reaches certain levels. The rule lowered overall assessment rates in order to generate the same approximate amount of revenue under the new larger base as was raised under the old base. Nearly all institutions with assets less than \$10 billion pay smaller assessments as a result of this rule. The rule eliminated the adjustment to the rate paid for secured liabilities, including Federal Home Loan Bank advances, since these are part of the new assessment base. It also created a new depository institution debt adjustment that increases the assessment rate of an institution that holds long-term debt issued by another insured depository institution. The final rule also created a scorecard-based assessment system for banks with more than \$10 billion in assets. The scorecards include financial measures that the FDIC believes are predictive of

long-term performance.

### **Acquisitions**

Univest Corporation of Pennsylvania and its subsidiaries Univest Bank and Trust Co., Univest Insurance, Inc., Univest Capital, Inc., Univest Investments, Inc. and TCG Investment Advisory, provide financial solutions to individuals, businesses, municipalities and nonprofit organizations. The Corporation prides itself on being a financial organization that continues to increase its scope of services while maintaining traditional beliefs and a determined commitment to the communities it serves. Over the past five years, the Corporation and its subsidiaries have experienced stable growth, both organically and through various acquisitions to be the best integrated financial solutions provider in the market.

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The acquisitions included:

Girard Partners, Ltd. on January 1, 2014

John T. Fretz Insurance Agency, Inc. on May 1, 2013

Javers Group on May 31, 2012

## **Securities and Exchange Commission Reports**

The Corporation makes available free-of-charge its reports that are electronically filed with the Securities and Exchange Commission (SEC) including its Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports on its website as a hyperlink to EDGAR. These reports are available as soon as reasonably practicable after the material is electronically filed. The Corporation's website address is [www.univest.net](http://www.univest.net). Information included on the Corporation's website is not part of this Annual Report on Form 10-K. The Corporation will provide at no charge a copy of the SEC Form 10-K annual report for the year 2013 to each shareholder who requests one in writing after March 31, 2014. Requests should be directed to: Karen E. Tejkl, Corporate Secretary, Univest Corporation of Pennsylvania, P.O. Box 64197, Souderton, PA 18964.

The Corporation's filings are also available at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. Information on the hours of operation of the Public Reference Room can be obtained by calling the SEC at 1-800-SEC-0330. The SEC maintains an internet site that contains the Corporation's SEC filings electronically at [www.sec.gov](http://www.sec.gov).

### **Item 1A. Risk Factors**

An investment in the Corporation's common stock is subject to risks inherent to the Corporation's business. Before making an investment, you should carefully consider the risks and uncertainties described below, together with all of the other information included or incorporated by reference in this report. This report is qualified in its entirety by these risk factors.

#### **Risks Relating to Recent Economic Conditions and Governmental Response Efforts**

*The Corporation's earnings are impacted by general business and economic conditions.*

The Corporation's operations and profitability are impacted by general business and economic conditions; these conditions include long-term and short-term interest rates, inflation, money supply, political issues, legislative and regulatory changes, fluctuations in both debt and equity capital markets, broad trends in industry and finance, and the strength of the U.S. economy and the local economies in which we operate, all of which are beyond our control.

Uncertainty in the financial markets and concerns regarding general economic conditions have persisted over the past few years, including the high level of unemployment, lowered home prices and foreclosures in the housing market, financial difficulties experienced by consumers and businesses and the level of national debt. Although general economic trends and market conditions have shown some improvement, the continued economic pressures on

consumers and businesses and continued high unemployment rate may adversely affect our business, financial condition, and results of operations.

***We cannot predict the effect of recent legislative and regulatory initiatives and they could increase our costs of doing business and adversely affect our results of operations and financial condition.***

The Dodd-Frank Act, enacted in July 2010, instituted major changes to the regulation of financial institutions and the financial services industry. Included was the creation of a new federal agency to administer and enforce consumer and fair lending laws, a function that was formerly performed by the depository institution regulators. The full impact of the Dodd-Frank Act on our business and operations will not be known for years until regulations implementing the statute are written and adopted. The Dodd-Frank Act may have a material impact on our operations, particularly through increased compliance costs resulting from possible future consumer and fair lending regulations. Other changes to statutes, regulations or regulatory policies, could affect the Corporation in substantial and unpredictable ways. Such changes could subject the Corporation to additional costs, limit the types of financial services and products the Corporation may offer, limit the fees we may charge, increase the ability of non-banks to offer competing financial services and products and limit our ability to attract and maintain our executive officers, among other things. Failure to comply with laws, regulations or policies could result in sanctions by regulatory agencies, civil money penalties and/or reputation damage, which could have a material adverse effect on the Corporation's business, financial condition and results of operations.

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In addition, recent government responses to the condition of the global financial markets and the banking industry have, among other things, increased our costs significantly and may further increase our costs for items such as federal deposit insurance. The FDIC insures deposits at FDIC-insured financial institutions, including our Bank up to applicable limits. The FDIC charges the insured financial institutions premiums to maintain the Deposit Insurance Fund at a certain level. Current economic conditions have increased bank failures and expectations for further failures, in which case the FDIC would pay all deposits of a failed bank up to the insured amount from the Deposit Insurance Fund. Increases in deposit insurance premiums could adversely affect our net income.

***We borrow from the Federal Home Loan Bank and the Federal Reserve, and these lenders could modify or terminate their current programs which could have an adverse effect on our liquidity and profitability.***

We at times utilize the FHLB for overnight borrowings and term advances; we also borrow from the Federal Reserve and from correspondent banks under our federal funds lines of credit. The amount loaned to us is generally dependent on the value of the collateral pledged as well as the FHLB's internal credit rating of the Bank. These lenders could reduce the percentages loaned against various collateral categories, could eliminate certain types of collateral and could otherwise modify or even terminate their loan programs, particularly to the extent they are required to do so, because of capital adequacy or other balance sheet concerns. Any change or termination of our borrowings from the FHLB, the Federal Reserve or correspondent banks would have an adverse effect on our liquidity and profitability.

***Our results of operations may be adversely affected by other-than-temporary impairment charges relating to our investment portfolio.***

We may be required to record future impairment charges on our investment securities, including our investment in the FHLB, if they suffer declines in value that we consider other-than-temporary. Numerous factors, including the lack of liquidity for re-sales of certain investment securities, the absence of reliable pricing information for investment securities, adverse changes in the business climate, adverse regulatory actions or unanticipated changes in the competitive environment, could have a negative effect on our investment portfolio in future periods. If an impairment charge is significant enough, it could affect the ability of our Bank to pay dividends to us, which could have a material adverse effect on our liquidity and our ability to pay dividends to shareholders. Significant impairment charges could also negatively impact our regulatory capital ratios and result in our Bank not being classified as "well-capitalized" for regulatory purposes.

***We may need to raise additional capital in the future and such capital may not be available when needed or at all.***

We may need to raise additional capital in the future to provide us with sufficient capital resources and liquidity to meet our commitments and business needs. Our ability to raise additional capital, if needed, will depend on, among other things, conditions in the capital markets at that time, which are outside of our control, and our financial performance.

Our customary sources of capital are, including, but not limited to, inter-bank borrowings, repurchase agreements and borrowings from the discount window of the Federal Reserve. Such sources of capital may not be available to us on acceptable terms or not available at all. Any occurrence that may limit our access to the capital markets, such as a decline in the confidence of debt purchasers, depositors of our bank or counterparties participating in the capital markets may adversely affect our capital costs and our ability to raise capital and, in turn, our liquidity. An inability to raise additional capital on acceptable terms when needed could have a material adverse effect on our business, financial condition and results of operations.

## **Risks Related to Our Market and Business**

***The Corporation's profitability is affected by economic conditions in the Commonwealth of Pennsylvania.***

Unlike larger regional banks that operate in large geographies, the Corporation provides banking and financial services to customers primarily in Bucks, Montgomery and Chester counties and the Lehigh Valley area of Pennsylvania. Because of our geographic concentration, continuation of a slow economic recovery in our region could make it more difficult to attract deposits and could cause higher rates of loss and delinquency on our loans than if the loans were more geographically diversified. Adverse economic conditions in the region, including, without limitation, declining real estate values, could cause our levels of non-performing assets and loan losses to increase. If the slow economic recovery is prolonged, borrowers may be less likely to repay their loans as scheduled. A continued sluggish economy could, therefore, result in losses that materially and adversely affect our financial condition and results of operations.



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***The Corporation operates in a highly competitive industry and market area which could adversely impact its business and results of operations.***

We face substantial competition in all phases of our operations from a variety of different competitors. Our competitors, including commercial banks, community banks, savings institutions, credit unions, consumer finance companies, insurance companies, securities dealers, brokers, mortgage bankers, investment advisors, money market mutual funds and other financial institutions, compete with lending and deposit-gathering services offered by us. Increased competition in our markets may result in reduced loans and deposits.

Many of these competing institutions have much greater financial and marketing resources than we have. Due to their size, many competitors can achieve larger economies of scale and may offer a broader range of products and services than we can. If we are unable to offer competitive products and services, our business may be negatively affected.

Some of the financial services organizations with which we compete are not subject to the same degree of regulation as is imposed on bank holding companies and federally insured financial institutions. As a result, these non-bank competitors have certain advantages over us in accessing funding and in providing various services. The banking business in our primary market areas is very competitive, and the level of competition facing us may increase further, which may limit our asset growth and financial results.

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

Our management diligently reviews and updates the Corporation's internal controls over financial reporting, disclosure controls and procedures, and corporate governance policies and procedures. Any failure or undetected circumvention of these controls could have a material adverse impact on our financial condition and results of operations.

***Potential acquisitions may disrupt the Corporation's business and dilute shareholder value.***

We regularly evaluate opportunities to acquire and invest in banks and in other complementary businesses. As a result, we may engage in negotiations or discussions that, if they were to result in a transaction, could have a material effect on our operating results and financial condition, including short and long-term liquidity. Our acquisition activities could be material to us. For example, we could issue additional shares of common stock in a purchase transaction, which could dilute current shareholders' ownership interest. These activities could require us to use a substantial amount of cash, other liquid assets, and/or incur debt. In addition, if goodwill recorded in connection with our prior or potential future acquisitions were determined to be impaired, then we would be required to recognize a charge against our earnings, which could materially and adversely affect our results of operations during the period in which the impairment was recognized. Any potential charges for impairment related to goodwill would not impact cash flow, tangible capital or liquidity.

Our acquisition activities could involve a number of additional risks, including the risks of:

incurring time and expense associated with identifying and evaluating potential acquisitions and negotiating potential transactions;

using inaccurate estimates and judgments to evaluate credit, operations, management, and market risks with respect to the target institution or assets;

the time and expense required to integrate the operations and personnel of the combined businesses;

creating an adverse short-term effect on our results of operations; and

losing key employees and customers as a result of an acquisition that is poorly received.

We may not be successful in overcoming these risks or any other problems encountered in connection with potential acquisitions. Our inability to overcome these risks could have an adverse effect on our ability to achieve our business strategy and maintain our market value.

***The Corporation may not be able to attract and retain skilled people.***

We are dependent on the ability and experience of a number of key management personnel who have substantial experience with our operations, the financial services industry, and the markets in which we offer products and services. The loss of one or more senior executives or key managers may have an adverse effect on our operations. The Corporation does not currently have employment agreements or non-competition agreements with any of our named executive officers. Also, as we continue to grow operations, our success depends on our ability to continue to attract, manage, and retain other qualified middle management personnel.

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***If we lost a significant portion of our low-cost deposits, it would negatively impact our liquidity and profitability.***

Our profitability depends in part on our success in attracting and retaining a stable base of low-cost deposits. At December 31, 2013, 22% of our deposit base was comprised of noninterest-bearing deposits, of which 17% consisted of business deposits, which are primarily operating accounts for businesses, and 5% consisted of consumer deposits. While we generally do not believe these core deposits are sensitive to interest rate fluctuations, the competition for these deposits in our markets is strong and customers are increasingly seeking investments that are safe, including the purchase of U.S. Treasury securities and other government-guaranteed obligations, as well as the establishment of accounts at the largest, most-well capitalized banks. If we were to lose a significant portion of our low-cost deposits, it would negatively impact our liquidity and profitability.

***The Corporation's information systems may experience an interruption or breach in security.***

The Corporation relies heavily on information systems to conduct its business. Any failure, interruption, or breach in security or operational integrity of these systems could result in failures or disruptions in the Corporation's customer relationship management and general ledger, deposit, loan, and other systems. The Corporation has policies and procedures designed with the intention to prevent or limit the effect of any failure, interruption, or breach in our security systems. The occurrence of any such failures, interruptions, or breaches in security could expose the Corporation to reputation risk, civil litigation, regulatory scrutiny and possible financial liability that could have a material adverse effect on our financial condition.

***The Corporation continually encounters technological change.***

Our future success depends, in part, on our ability to effectively embrace technology efficiencies to better serve customers and reduce costs. Failure to keep pace with technological change could potentially have an adverse effect on our business operations and financial condition.

***The Corporation is subject to claims and litigation.***

Customer claims and other legal actions, whether founded or unfounded, could result in financial or reputation damage and have a material adverse effect on our financial condition and results of operations if such claims are not resolved in a manner favorable to the Corporation.

***Natural disasters, acts of war or terrorism and other external events could negatively impact the Corporation.***

Natural disasters, acts of war or terrorism and other adverse external events could have a significant impact on the Corporation's ability to conduct business. In addition, such events could affect the stability of the Corporation's deposit base, impair the ability of borrowers to repay outstanding loans, impair the value of collateral securing loans, cause significant property damage, result in loss of revenue and/or cause the Corporation to incur additional expenses. Our management has established disaster recovery policies and procedures that are expected to mitigate events related to natural or man-made disasters; however, the occurrence of any such event and the impact of an overall economic decline resulting from such a disaster could have a material adverse effect on the Corporation's financial condition.

***The Corporation depends on the accuracy and completeness of information about customers and counterparties.***

In deciding whether to extend credit or enter into other transactions with customers and counterparties, we may rely on information furnished to us by or on behalf of customers and counterparties, including financial statements and other financial information. We also may rely on representations of customers and counterparties as to the accuracy

and completeness of that information and, with respect to financial statements, on reports of independent auditors. For example, in deciding whether to extend credit to clients, we may assume that a customer's audited financial statements conform to U.S. generally accepted accounting principles (GAAP) and present fairly, in all material respects, the financial condition, results of operations and cash flows of the customer. Our earnings are significantly affected by our ability to properly originate, underwrite and service loans. Our financial condition and results of operations could be negatively impacted to the extent we incorrectly assess the creditworthiness of our borrowers, fail to detect or respond to deterioration in asset quality in a timely manner, or rely on financial statements that do not comply with GAAP or are materially misleading.

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**Risks Related to the Banking Industry**

***The Corporation is subject to interest rate risk.***

Our profitability is dependent to a large extent on our net interest income. Like most financial institutions, we are affected by changes in general interest rate levels and by other economic factors beyond our control. Although we believe we have implemented strategies to reduce the potential effects of changes in interest rates on our results of operations, any substantial and prolonged change in market interest rates could adversely affect our operating results.

Net interest income may decline in a particular period if:

In a declining interest rate environment, more interest-earning assets than interest-bearing liabilities re-price or mature, or

In a rising interest rate environment, more interest-bearing liabilities than interest-earning assets re-price or mature.

Our net interest income may decline based on our exposure to a difference in short-term and long-term interest rates. If the difference between the interest rates shrinks or disappears, the difference between rates paid on deposits and received on loans could narrow significantly resulting in a decrease in net interest income. In addition to these factors, if market interest rates rise rapidly, interest rate adjustment caps may limit increases in the interest rates on adjustable rate loans, thus reducing our net interest income. Also, certain adjustable rate loans re-price based on lagging interest rate indices. This lagging effect may also negatively impact our net interest income when general interest rates continue to rise periodically.

***The Corporation is subject to lending risk.***

Risks associated with lending activities include, among other things, the impact of changes in interest rates and economic conditions, which may adversely impact the ability of borrowers to repay outstanding loans, and impact the value of the associated collateral. Various laws and regulations also affect our lending activities and failure to comply with such applicable laws and regulations could subject the Corporation to enforcement actions and civil monetary penalties.

At December 31, 2013, approximately 82% of our loan and lease portfolio consisted of commercial, financial and agricultural, commercial real estate and construction loans and leases which are generally perceived as having more risk of default than residential real estate and consumer loans. These types of loans involve larger loan balances to a single borrower or groups of related borrowers. Commercial real estate loans may be affected to a greater extent than residential loans by adverse conditions in real estate markets or the economy because commercial real estate borrowers' ability to repay their loans depends on successful development of their properties, as well as the factors affecting residential real estate borrowers. An increase in non-performing loans and leases could result in a net loss of earnings from these loans and leases, an increase in the provision for possible loan and lease losses, and an increase in loan and lease charge-offs. The risk of loan and lease losses increases if the economy worsens.

Commercial business loans are typically based on the borrowers' ability to repay the loans from the cash flow of their businesses. These loans may involve greater risk because the availability of funds to repay each loan depends substantially on the success of the business itself. In addition, the collateral securing the loans often depreciates over

time, is difficult to appraise and liquidate and fluctuates in value based on the success of the business.

Risk of loss on a construction loan depends largely upon whether our initial estimate of the property's value at completion of construction equals or exceeds the cost of the property construction (including interest). During the construction phase, a number of factors can result in delays and cost overruns. If estimates of value are inaccurate or if actual construction costs exceed estimates, the value of the property securing the loan may be insufficient to ensure full repayment when completed through a permanent loan or by seizure of collateral. Included in real estate-construction is track development financing. Risk factors related to track development financing include the demand for residential housing and the real estate valuation market. When projects move slower than anticipated, the properties may have significantly lower values than when the original underwriting was completed, resulting in lower collateral values to support the loan. Extended time frames also cause the interest carrying cost for projects to be higher than the builder projected, negatively impacting the builder's profit and cash flow and, therefore, their ability to make principal and interest payments.

Commercial real estate loans secured by owner-occupied properties are dependent upon the successful operation of the borrower's business. If the operating company suffers difficulties in terms of sales volume and/or profitability, the borrower's ability to repay the loan may be impaired. Loans secured by properties where repayment is dependent upon payment of rent by third party tenants or the sale of the property may be impacted by loss of tenants, lower lease rates needed to attract new tenants or the inability to sell a completed project in a timely fashion and at a profit.

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Commercial business, commercial real estate, and construction loans are more susceptible to a risk of loss during a downturn in the business cycle. Our underwriting, review, and monitoring cannot eliminate all of the risks related to these loans.

***The Corporation's allowance for possible loan and lease losses may be insufficient and an increase in the allowance would reduce earnings.***

We maintain an allowance for loan and lease losses. The allowance is established through a provision for loan and lease losses based on management's evaluation of the risks inherent in our loan portfolio and the general economy. The allowance is based upon a number of factors, including the size of the loan and lease portfolio, asset classifications, economic trends, industry experience and trends, industry and geographic concentrations, estimated collateral values, management's assessment of the credit risk inherent in the portfolio, historical loan and lease loss experience and loan underwriting policies. In addition, we evaluate all loans and leases identified as problem loans and augment the allowance based upon our estimation of the potential loss associated with those problem loans and leases. Additions to our allowance for loan and lease losses decrease our net income.

If the evaluation we perform in connection with establishing loan and lease loss reserves is wrong, our allowance for loan and lease losses may not be sufficient to cover our losses, which would have an adverse effect on our operating results. Due to the volatile economy, we could experience an increase in delinquencies and losses as these loans continue to mature.

The federal regulators, in reviewing our loan and lease portfolio as part of a regulatory examination, may from time to time require us to increase our allowance for loan and lease losses, thereby negatively affecting our financial condition and earnings at that time. Moreover, additions to the allowance may be necessary based on changes in economic and real estate market conditions, new information regarding existing loans and leases, identification of additional problem loans and leases and other factors, both within and outside of our control.

***Changes in economic conditions and the composition of our loan portfolio could lead to higher loan charge-offs or an increase in our provision for loan losses and may reduce our net income.***

Changes in national and regional economic conditions could impact our loan portfolios. For example, an increase in unemployment, a decrease in real estate values or increases in interest rates, as well as other factors, could weaken the economies of the communities we serve. Weakness in the market areas we serve could depress our earnings and consequently our financial condition because customers may not demand our products or services; borrowers may not be able to repay their loans; the value of the collateral securing our loans to borrowers may decline and the quality of our loan portfolio may decline. Any of the latter three scenarios could require us to charge off a higher percentage of our loans and/or increase our provision for loan and lease losses, which would reduce our net income and could require us to raise capital.

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

In the course of our business, we may foreclose and take title to real estate and could be subject to environmental liabilities with respect to these properties. The Corporation may be held liable to a governmental entity or to third parties for property damage, personal injury, investigation and clean-up costs incurred by these parties in connection with environmental contamination, or may be required to investigate or clean up hazardous or toxic substances, or chemical releases at a property. Our policies and procedures require environmental factors to be considered during the loan application process. An environmental review is performed before initiating any commercial foreclosure action; however, these reviews may not be sufficient to detect all potential environmental hazards. Possible remediation costs

and liabilities could have a material adverse effect on our financial condition.

***The Corporation is subject to extensive government regulation and supervision.***

We are subject to Federal Reserve Board regulation. Our Bank is subject to extensive regulation, supervision, and examination by our primary federal regulators, the Pennsylvania Department of Banking and the Federal Reserve Bank of Philadelphia, and by the FDIC, the regulating authority that insures customer deposits. Also, as a member of the FHLB, our Bank must comply with applicable regulations of the Federal Housing Finance Agency and the FHLB. Regulation by these agencies is intended primarily for the protection of our depositors and the deposit insurance fund and not for the benefit of our shareholders. Our Bank's activities are also regulated under consumer protection laws applicable to our lending, deposit, and other activities. A large claim against our Bank under these laws could have a material adverse effect on our results of operations.



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Proposals for further regulation of the financial services industry are continually being introduced in the Congress of the United States of America and the General Assembly of the Commonwealth of Pennsylvania. New financial reform legislation has been enacted by Congress changing the bank regulatory framework, creating an independent consumer protection bureau and establishing more stringent capital standards for financial institutions and their holding companies. The legislation has, and will likely continue to result, in new regulations including those that affect lending, funding, trading and investment activities of financial institutions and their holding companies. Such additional regulation and oversight could have a material and adverse impact on us.

### ***Consumers may decide not to use banks to complete their financial transactions.***

The process of eliminating banks as intermediaries, known as disintermediation, could result in the loss of fee income as well as the loss of customer deposits and the related income generated from those deposits. The loss of these revenue streams could have an adverse effect on our financial condition and results of operations.

### **Risks Related to Our Common Stock**

#### ***An investment in the Corporation's common stock is not an insured deposit.***

The Corporation's common stock is not a bank deposit, is not insured by the FDIC or any other deposit insurance fund, and is subject to investment risk, including the loss of some or all of your investment. Our common stock is subject to the same market forces that affect the price of common stock in any company.

#### ***The Corporation's stock price can be volatile.***

The Corporation's stock price can fluctuate in response to a variety of factors, some of which are not under our control. These factors could cause the Corporation's stock price to decrease regardless of our operating results. These factors include:

our past and future dividend practice;

our financial condition, performance, creditworthiness and prospects;

quarterly variations in our operating results or the quality of our assets;

operating results that vary from the expectations of management, securities analysts and investors;

changes in expectations as to our future financial performance;

the operating and securities price performance of other companies that investors believe are comparable to us;

future sales of our 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

changes 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 and other geopolitical, regulatory or judicial events.

The Corporation's common stock is listed for trading on the NASDAQ Global Select Market under the symbol UVSP ; the trading volume has historically been less than that of larger financial services companies. Stock price volatility may make it more difficult for you to resell your common stock when you want and at prices you find attractive.

A public trading market having the desired characteristics of depth, liquidity and orderliness depends on the presence in the marketplace of willing buyers and sellers of our common stock at any given time. This presence depends on the individual decisions of investors and general economic and market conditions over which we have no control. Given the relatively low trading volume of our common stock, significant sales of our common stock in the public market, or the perception that those sales may occur, could cause the trading price of our common stock to decline or to be lower than it otherwise might be in the absence of those sales or perceptions.

***Anti-takeover provisions could negatively impact our shareholders.***

The provisions of the Corporation's shareholder rights plan, together with certain provisions in the Corporation's Articles of Incorporation and Bylaws, as well as federal banking laws, regulatory approval requirements, and Pennsylvania law could make it more difficult for a third party to acquire the Corporation, even if doing so would be perceived to be beneficial to the Corporation's shareholders.

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*There may be future sales or other dilution of the Corporation's equity, which may adversely affect the market price of our common stock.*

The Corporation is generally not restricted from issuing additional common stock, including any securities that are convertible into or exchangeable for, or that represent the right to receive, common stock. The issuance of any additional shares of common stock or preferred stock or securities convertible into, exchangeable for or that represent the right to receive common stock or the exercise of such securities could be substantially dilutive to shareholders of our common stock. Holders of our shares of common stock have no preemptive rights that entitle holders to purchase their pro rata share of any offering of shares of any class or series. The market price of our common stock could decline as a result of offerings or because of sales of shares of our common stock made after offerings or the perception that such sales could occur. Because our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. Thus, our shareholders bear the risk of our future offerings reducing the market price of our common stock and diluting their stock holdings in us.

*The Corporation relies on dividends from our subsidiaries for most of our revenue.*

The Corporation is a bank holding company and our operations are conducted by our subsidiaries from which we receive dividends. The ability of our subsidiaries to pay dividends is subject to legal and regulatory limitations, profitability, financial condition, capital expenditures and other cash flow requirements. The ability of our Bank to pay cash dividends to the Corporation is limited by its obligation to maintain sufficient capital and by other restrictions on its cash dividends that are applicable to state member banks in the Federal Reserve System. If our Bank is not permitted to pay cash dividends to the Corporation, it is unlikely that we would be able to pay cash dividends on our common stock.

### **Item 1B. *Unresolved Staff Comments***

None.

### **Item 2. *Properties***

The Corporation and its subsidiaries occupy forty-three properties in Montgomery, Bucks, Chester and Lehigh counties in Pennsylvania, Prince Georges County in Maryland, Burlington County in New Jersey and Hennepin County in Minnesota, most of which are used principally as banking offices. Business locations and hours are available on the Corporation's website at [www.univest.net](http://www.univest.net).

The Corporation owns its corporate headquarters buildings, which are shared with the Bank, Univest Investments, Inc., and Univest Insurance, Inc. in Souderton, Montgomery County. The Bank has a leased office used by Univest Investments, Inc., Univest Capital, Inc. and for loan production located in Allentown, Lehigh County. The Bank owns an office used by Univest Capital, Inc. and Univest Insurance, Inc. located in West Chester, Chester County. Univest Insurance, Inc. occupies three additional locations, of which one is owned by the Bank, in Lansdale, Montgomery County; and two are leased, one in Upper Marlboro, Prince Georges County in Maryland and one in Delran, Burlington County in New Jersey. Univest Capital, Inc. occupies two additional leased locations, one in Bensalem, Bucks County, and one in Bloomington, Hennepin County in Minnesota. The Bank serves the area through its twenty-nine traditional offices and two supermarket branches that offer traditional community banking and trust services. Fifteen banking offices are located in Montgomery County, of which ten are owned, two are leased and three

are buildings owned on leased land; sixteen banking offices are located in Bucks County, of which four are owned, ten are leased and two are buildings owned on leased land. The Bank has two additional regional leased offices, one primarily used for loan production located in Doylestown, Bucks County and one used for corporate banking and wealth management located in West Chester, Chester County.

Additionally, the Bank provides banking and trust services for the residents and employees of twelve retirement home communities. The Bank has nine off-premise automated teller machines, four of which are located in Montgomery County, three in Bucks County, one in Lehigh County and one in Chester County. The Bank provides banking services nationwide through the internet via its website [www.univest.net](http://www.univest.net).

**Table of Contents****Item 3. Legal Proceedings**

Management is not aware of any litigation that would have a material adverse effect on the Corporation's consolidated balance sheet or statement of income. There are no proceedings pending other than the ordinary routine litigation incident to the business of the Corporation. In addition, there are no material proceedings pending or known to be threatened or contemplated against the Corporation or the Bank by government authorities.

**Item 4. Mine Safety Disclosures**

Not Applicable.

**PART II****Item 5. Market for the Registrant's Common Stock, Related Stockholder Matters and Issuer Purchases of Equity Securities**

The Corporation's common stock is traded on the NASDAQ Global Select Market under the symbol UVSP. At December 31, 2013, the Corporation had 4,062 stockholders.

Broadridge Corporate Issuer Solutions, Inc. (Broadridge), serves as the Corporation's transfer agent. Broadridge is located at 1155 Long Island Avenue, Edgewood, NY 11717. Shareholders can contact a representative by calling 866-321-8021.

**Range of Market Prices of Common Stock and Cash Dividends**

The following table shows the high and low closing sale prices of the Corporation's common stock. The table also presents the cash dividends declared per share for each quarter.

	Market Price		Cash Dividends
	High	Low	Declared per Share
<b>2013</b>			
January - March	\$ 18.00	\$ 16.26	\$ 0.20
April - June	19.18	16.10	0.20
July - September	20.98	18.50	0.20
October - December	21.48	18.41	0.20
<b>2012</b>			
January - March	\$ 17.46	\$ 14.69	\$ 0.20
April - June	17.24	15.17	0.20
July - September	18.68	15.51	0.20
October - December	18.47	15.33	0.20

For a description of regulatory restrictions on the ability of the Corporation and the Bank to pay dividends, see Note 21 "Regulatory Matters" included in the Notes to the Consolidated Financial Statements included herein under Item 8.



**Table of Contents****Stock Performance Graph**

The following chart compares the yearly percentage change in the cumulative shareholder return on the Corporation's common stock during the five years ended December 31, 2013, with (1) the Total Return Index for the NASDAQ Stock Market (U.S. Companies) and (2) the Total Return Index for NASDAQ Bank Stocks. This comparison assumes \$100.00 was invested on December 31, 2008, in our common stock and the comparison groups and assumes the reinvestment of all cash dividends prior to any tax effect and retention of all stock dividends.

**Comparison of Cumulative Total Return on  
\$100 Investment Made on December 31, 2008**

**Five Year Cumulative Total Return Summary**

	2008	2009	2010	2011	2012	2013
<b>Univest Corporation of Pennsylvania</b>	<b>100.00</b>	<b>56.87</b>	<b>64.98</b>	<b>52.29</b>	<b>63.99</b>	<b>80.71</b>
<b>NASDAQ Stock Market (US)</b>	<b>100.00</b>	<b>145.27</b>	<b>171.58</b>	<b>170.25</b>	<b>200.38</b>	<b>280.78</b>
<b>NASDAQ Banks</b>	<b>100.00</b>	<b>83.68</b>	<b>95.51</b>	<b>85.51</b>	<b>101.43</b>	<b>143.66</b>

**Table of Contents****Equity Compensation Plan Information**

The Corporation adopted the shareholder approved 2013 Long-Term Incentive Plan to replace the 2003 Long-Term Incentive Plan which expired during April 2013. The 544,517 unissued common shares under the 2003 Long-Term Incentive Plan expired and are no longer available for future issuance. Under the 2013 Long-Term Incentive Plan, the Corporation may grant options and share awards to employees up to 2,000,000 shares of common stock. The following table sets forth information regarding outstanding options and shares under equity compensation plans at December 31, 2013:

<b>Plan Category</b>	<b>(a)</b>	<b>(b)</b>	<b>(c)</b>
	<b>Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights</b>	<b>Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights</b>	<b>Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))</b>
Equity compensation plan approved by security holders	612,050	\$ 19.41	2,000,000
Equity compensation plans not approved by security holders			
<b>Total</b>	<b>612,050</b>	<b>\$ 19.41</b>	<b>2,000,000</b>

The following table provides information on repurchases by the Corporation of its common stock during the fourth quarter of 2013:

**ISSUER PURCHASES OF EQUITY SECURITIES**

<b>Period</b>	<b>Total Number of Shares Purchased</b>	<b>Average Price Paid per Share</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</b>	<b>Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs</b>
Oct. 1, 2013 - Oct. 31, 2013		\$		800,000
Nov. 1, 2013 - Nov. 30, 2013				800,000
Dec. 1, 2013 - Dec. 31, 2013				800,000

Total



1. Transactions are reported as of trade dates.
2. On October 23, 2013, the Corporation's Board of Directors approved a new stock repurchase plan for the repurchase of up to 800,000 shares, or approximately 5% of the shares outstanding. The repurchased shares limit is net of normal treasury activity such as purchases to fund the dividend reinvestment, employee stock purchase and equity compensation plans. The program has no scheduled expiration date and the Board of Directors has the right to suspend or discontinue the program at any time.

**Table of Contents****Item 6. Selected Financial Data****For the Years Ended December 31,**

(Dollars in thousands, except per share data)

	2013	2012	2011	2010	2009
<b>Earnings</b>					
Interest income	\$ 77,579	\$ 80,654	\$ 85,468	\$ 91,003	\$ 96,359
Interest expense	5,117	8,174	10,728	17,469	28,723
Net interest income	72,462	72,480	74,740	73,534	67,636
Provision for loan and lease losses	11,228	10,035	17,479	21,565	20,886
Net interest income after provision for loan and lease losses	61,234	62,445	57,261	51,969	46,750
Noninterest income	46,784	40,260	34,407	34,418	29,917
Noninterest expense	81,133	76,282	68,010	67,349	65,324
Income before income taxes	26,885	26,423	23,658	19,038	11,343
Income taxes	5,696	5,551	4,776	3,282	563
Net income	\$ 21,189	\$ 20,872	\$ 18,882	\$ 15,756	\$ 10,780

**Financial Condition at Year**

<b>End</b>					
Cash and interest-earning deposits	\$ 69,169	\$ 146,112	\$ 107,377	\$ 29,187	\$ 68,597
Investment securities	402,284	499,579	471,165	467,024	420,045
Net loans and leases held for investment	1,516,990	1,457,116	1,416,536	1,440,288	1,401,182
Assets	2,191,559	2,304,841	2,206,839	2,133,893	2,085,421
Deposits	1,844,498	1,865,333	1,749,232	1,686,270	1,564,257
Borrowings	37,256	117,276	137,234	143,865	214,063
Shareholders equity	280,506	284,277	272,979	266,224	267,807

**Per Common Share Data**

Average shares outstanding (in thousands)	16,605	16,761	16,743	16,598	14,347
Earnings per share basic	\$ 1.28	\$ 1.25	\$ 1.13	\$ 0.95	\$ 0.75
Earnings per share diluted	1.27	1.24	1.13	0.95	0.75
Dividends declared per share	0.80	0.80	0.80	0.80	0.80
Book value (at year-end)	17.22	16.95	16.34	15.99	16.27
Dividends declared to net income	62.70%	64.25%	70.87%	84.31%	109.33%

**Profitability Ratios**

Return on average assets	0.95%	0.95%	0.89%	0.75%	0.52%
Return on average equity	7.53	7.39	6.91	5.82	4.68

Average equity to average assets	<b>12.62</b>	12.78	12.87	12.92	11.06
<b>Asset Quality Ratios</b>					
Nonaccrual loans and leases (including nonaccrual troubled debt restructured loans and lease modifications) to loans and leases held for investment	<b>1.51%</b>	2.17%	2.64%	3.07%	2.35%
Nonperforming loans and leases to loans and leases held for investment	<b>2.05</b>	3.11	2.94	3.16	2.65
Net charge-offs to average loans and leases outstanding	<b>0.77</b>	1.03	1.28	1.07	0.63
Allowance for loan and leases losses to total loans and leases held for investment	<b>1.59</b>	1.67	2.07	2.10	1.74
Allowance for loan and leases losses to nonaccrual loans and leases	<b>105.42</b>	77.01	78.18	68.31	74.03
Allowance for loan and leases losses to nonperforming loans and leases	<b>77.53</b>	53.76	70.34	66.48	65.54

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**Table of Contents****Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*(All dollar amounts presented within tables are in thousands, except per share data. BP equates to basis points ; N/M equates to not meaningful ; equates to zero or doesn't round to a reportable number ; and N/A equates to not applicable. Certain amounts have been reclassified to conform to the current-year presentation.)*

*The information contained in this report may contain forward-looking statements, including statements relating to Univest Corporation of Pennsylvania (the Corporation) and its financial condition and results of operations that involve certain risks, uncertainties and assumptions. The Corporation's actual results may differ materially from those anticipated, expected or projected as discussed in forward-looking statements. A discussion of forward-looking statements and factors that might cause such a difference includes those discussed in Item 1. Business, Item 1A.*

*Risk Factors, as well as those within this Management's Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in this report.*

**Critical Accounting Policies**

The discussion below outlines the Corporation's critical accounting policies. For further information regarding accounting policies, refer to Note 1, Summary of Significant Accounting Policies included in the Notes to the Consolidated Financial Statements under Item 8 of this Form 10-K.

Management, in order to prepare the Corporation's financial statements in conformity with U.S. generally accepted accounting principles, is required to make estimates and assumptions that affect the amounts reported in the Corporation's financial statements. There are uncertainties inherent in making these estimates and assumptions. Certain critical accounting policies, discussed below, could materially affect the results of operations and financial position of the Corporation should changes in circumstances require a change in related estimates or assumptions. The Corporation has identified the fair value measurement of investment securities available-for-sale and assessment for impairment of certain investment securities, reserve for loan and lease losses, valuation of goodwill and other intangible assets, mortgage servicing rights, deferred tax assets and liabilities, benefit plans and stock-based compensation as areas with critical accounting policies.

**Fair Value Measurement of Investment Securities Available-for-Sale and Assessment for Impairment of Certain Investment Securities:** The Corporation designates its investment securities as held-to-maturity, available-for-sale or trading. Each of these designations affords different treatment in the statement of operations and statement of financial condition for market value changes affecting securities that are otherwise identical. Should evidence emerge that indicates that management's intent or ability to manage the securities as originally asserted is not supportable, securities in the held-to-maturity or available-for-sale designations may be re-categorized so that adjustments to either the statement of financial position or statement of operations may be required.

Fair values for securities are determined using independent pricing services and market-participating brokers. The Corporation's independent pricing service utilizes evaluated pricing models that vary by asset class and incorporate available trade, bid and other market information for structured securities, cash flow and, when available, loan performance data. Because many fixed income securities do not trade on a daily basis, the pricing service's evaluated pricing applications apply information as applicable through processes, such as benchmarking of like securities, sector groupings, and matrix pricing, to prepare evaluations. If at any time, the pricing service determines that it does not have sufficient verifiable information to value a particular security, the Corporation will utilize valuations from another pricing service. Management has a sufficient understanding of the third party service's valuation models, assumptions and inputs used in determining the fair value of securities to enable management to maintain an appropriate system of internal control.

Management evaluates debt securities for other-than-temporary impairment and considers the current economic conditions, the length of time and the extent to which the fair value has been less than cost, interest rates and the bond rating of each security. The Corporation evaluates its equity securities for other-than-temporary impairment and recognizes other-than-temporary impairment charges when it has determined that it is probable that the fair value of certain equity securities will not recover to the Corporation's cost basis within a reasonable period of time due to a decline in the financial stability of the underlying companies. Management evaluates the near-term prospects of the issuers in relation to the severity and duration of the impairment and the Corporation's positive intent and ability to hold these securities until recovery to the Corporation's cost basis occurs.

**Reserve for Loan and Lease Losses:** Reserves for loan and lease losses are provided using techniques that specifically identify losses on impaired loans and leases, estimate losses on pools of homogeneous loans and leases, and estimate the amount of unallocated reserve necessary to account for losses that are present in the loan and lease portfolio but not yet currently identifiable. The adequacies of these reserves are sensitive to changes in current economic conditions that may

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affect the ability of borrowers to make contractual payments as well as the value of the collateral committed to secure such payments. Rapid or sustained downturns in the economy may require increases in reserves that may negatively impact the Corporation's results of operations and statements of financial condition in the periods requiring additional reserves.

**Valuation of Goodwill and Other Intangible Assets:** The Corporation completed an impairment test for goodwill and other intangible assets during the fourth quarter of 2013. The Corporation employs general industry practices in evaluating the fair value of its goodwill and other intangible assets. Goodwill and other assets and liabilities have been allocated to defined reporting units, which are generally the Bank, Univest Investments, Inc. and Univest Insurance. The Corporation's two-step impairment testing of goodwill is described as follows. The first step of the goodwill impairment test, used to identify potential impairment, compares the fair value of a reporting unit with its carrying amount, including goodwill.

For the Bank, in Step 1, fair value is determined by using a weighted average of the market and income approaches. Under the market approach, fair value is measured based on trading multiples of independent publicly traded entities of comparable sizes. Under the income approach, fair value is measured utilizing a net present value of cash flows of projected net income based on the compound annual growth rate of equity and a discount rate. The discount rate is calculated by utilizing the cost of equity method. A heavier weighting is placed on the market approach as data is readily available for comparable banks. The fair value of the Bank that was calculated was compared to its carrying amount. The fair value exceeded its carrying amount, therefore, no impairment existed. If the fair value of the Bank is less than its carrying amount, a Step 2 test is required to calculate and compare the fair value of its goodwill with the carrying amount of that goodwill. The valuation procedures applied in Step 2 are similar to those that would be performed upon an acquisition, with the Step 1 fair value representing a hypothetical reporting unit purchase price. If the implied fair value of goodwill is less than its carrying amount, impairment exists which requires an impairment charge to noninterest expense.

For Univest Investments, Inc. and Univest Insurance, Inc. in Step 1, the fair value of each reporting unit is determined by using a weighted average of the income and market approaches. Under the income approach, fair value is measured utilizing a net present value of cash flows of projected net income based on the compound annual growth rate of equity and a discount rate. The discount rate is calculated by utilizing the cost of equity and the cost of debt methods. Under the market approach, fair value is measured based on trading multiples of independent publicly traded entities of comparable sizes. Univest Investments, Inc. and Univest Insurance, Inc., being fee-based revenue dependent, warrant a heavier weighting on the income approach; and not being publicly traded, warrant less weighting on the market approach. The fair value that was calculated for each reporting unit was compared to the carrying amount of the reporting unit. The fair value of each reporting unit exceeded its carrying amount, therefore, no impairment existed. If the fair value of any reporting unit is less than its carrying amount, a Step 2 test is required to calculate and compare the fair value of reporting unit goodwill with the carrying amount of that goodwill. The valuation procedures applied in Step 2 are similar to those that would be performed upon an acquisition, with the Step 1 fair value representing a hypothetical reporting unit purchase price. If the implied fair value of goodwill is less than its carrying amount, impairment exists which requires an impairment charge to noninterest expense.

There was no goodwill impairment and no material impairment of identifiable intangibles recorded during 2013 or 2012. There can be no assurance that future impairment assessments or tests will not result in a charge to earnings.

For other identifiable intangible assets, changes in the useful life or economic value of acquired assets may require a reduction in the asset value carried on the financial statements of the Corporation and a related charge in the statement of operations. Such changes in asset value could result from a change in market demand for the products or services offered by an acquired business or by reductions in the expected profit margins that can be obtained through the future

delivery of the acquired product or service line.

**Mortgage Servicing Rights:** The Corporation has mortgage servicing rights for mortgages it originated, subsequently sold and retained servicing. The value of the rights is booked as income when the corresponding mortgages are sold. The income booked at sale is the estimated present value of the cash flows that will be received from servicing the loans over their entire future term. The term of a servicing right can be reasonably estimated using prepayment assumptions of comparable assets priced in the secondary market. As mortgage rates being offered to the public decrease, the life of mortgage servicing rights tends to shorten, as borrowers have increased incentive to refinance. Shortened mortgage servicing lives may require changes in the value of the servicing rights that have already been recorded to be marked down in the statement of operations of the servicing company. This may cause a material change in reported operations for the Corporation depending on the size of the servicing portfolio and the degree of change in the prepayment speed of the type and coupon of loans being serviced.

**Deferred Tax Assets and Liabilities:** The Corporation recognizes deferred tax assets and liabilities for the future effects of temporary differences, net operating loss carryforwards, and tax credits. Enacted tax rates are applied to cumulative temporary differences based on expected taxable income in the periods in which the deferred tax asset or liability is

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anticipated to be realized. Future tax rate changes could occur that would require the recognition of income or expense in the statement of operations in the period in which they are enacted. Deferred tax assets must be reduced by a valuation allowance if in management's judgment it is more likely than not that some portion of the asset will not be realized. Management may need to modify their judgments in this regard from one period to another should a material change occur in the business environment, tax legislation, or in any other business factor that could impair the Corporation's ability to benefit from the asset in the future.

**Benefit Plans:** The Corporation has a retirement plan that it provides as a benefit to employees hired before December 8, 2009 and former employees who were also hired before December 8, 2009 and met the plan's vesting requirements. The Corporation also provides supplemental retirement plans that it provides as a benefit to certain current and former executives. Determining the adequacy of the funding of these plans requires estimates of future salary rate increases, of long-term rates of investment return, and the use of an appropriate discount rate for the obligation. Changes in these estimates and assumptions due to changes in the economic environment or financial markets may result in material changes in the Corporation's results of operations or statement of financial condition.

**Stock-Based Compensation:** The fair value of share based awards is recognized as compensation expense over the vesting period based on the grant-date fair value of the awards. The Corporation uses the Black-Scholes Model to estimate the fair value of each option on the date of grant. The Black-Scholes model estimates the fair value of employee stock options using a pricing model which takes into consideration the exercise price of the option, the expected life of the option, the current market price and its expected volatility, the expected dividends on the stock and the current risk-free interest rate for the expected life of the option. The Corporation's estimate of the fair value of a stock option is based on expectations derived from historical experience and may not necessarily equate to its market value when fully vested. The Corporation grants stock options to employees with an exercise price equal to the fair value of the shares at the date of grant. The Corporation grants both fixed and variable (performance-based) restricted stock. The performance-based restricted stock awards vest based upon the Corporation's performance against selected peers with respect to certain financial measures over a three-year period. The fair value of fixed restricted stock is equivalent to the fair value on the date of grant and is amortized over the vesting period. The fair value of the performance-based restricted stock is equivalent to the fair value on the date of grant and is amortized over the vesting period adjusted for a probability factor of achieving the performance goals.

Readers of the Corporation's financial statements should be aware that the estimates and assumptions used in the Corporation's current financial statements may need to be updated in future financial presentations for changes in circumstances, business or economic conditions in order to fairly represent the condition of the Corporation at that time.

***General***

The Corporation earns its revenues primarily through its subsidiaries, from the margins and fees it generates from the lending and depository services it provides as well as fee-based income from trust, insurance and investments. The Corporation seeks to achieve adequate and reliable earnings by growing its business while maintaining adequate levels of capital and liquidity and limiting its exposure to credit and interest rate risk to Board of Directors approved levels. Growth is pursued through expansion of current customer relationships and development of additional relationships with new offices and strategically related acquisitions. The Corporation has also taken steps in recent years to reduce its dependence on net interest income by intensifying its focus on fee-based income from trust, insurance, mortgage banking and investment services to customers.

The principal component of earnings for the Corporation is net interest income, which is the difference between the yield on interest-earning assets and the cost of interest-bearing liabilities. The net interest margin, which is the ratio of



net interest income to average earning assets, is affected by several factors including market interest rates, economic conditions, loan and lease demand, and deposit activity. As interest rates increase, fixed-rate assets that banks hold will tend to decrease in value; conversely, as interest rates decline, fixed-rate assets that banks hold will tend to increase in value. The Corporation is in a more asset sensitive position; despite increases beginning in the second quarter of 2013, interest rates remain at historically low levels, however, the Corporation anticipates further increases in interest rates over the longer term, which it expects would benefit its net interest margin.

**Table of Contents****Executive Overview**

The Corporation's consolidated net income, earnings per share and returns on average assets and average equity were as follows:

(Dollars in thousands, except per share data)	For the Years Ended December 31,			Amount of Change		Percent Change	
	2013	2012	2011	2013 to 2012	2012 to 2011	2013 to 2012	2012 to 2011
Net income	\$ 21,189	\$ 20,872	\$ 18,882	\$ 317	\$ 1,990	2%	11%
Net income per share:							
Basic	\$ 1.28	\$ 1.25	\$ 1.13	\$ 0.03	\$ 0.12	2	11
Diluted	1.27	1.24	1.13	0.03	0.11	2	10
Return on average assets	0.95%	0.95%	0.89%	0 BP	6 BP		7
Return on average equity	7.53	7.39	6.91	14 BP	48 BP	2	7

**2013 versus 2012**

The 2013 results compared to 2012 include the following significant components:

Net interest income on a tax-equivalent basis of \$77.2 million for 2013 was consistent with 2012. The net interest margin on a tax-equivalent basis decreased 8 basis points to 3.81% for 2013 from 3.89% for 2012.

The provision for loan and lease losses for 2013 was \$11.2 million, an increase of \$1.2 million, or 12% compared to 2012.

Noninterest income for 2013 was \$46.8 million, an increase of \$6.5 million, or 16% compared to 2012. Noninterest expense for 2013 was \$81.1 million, an increase of \$4.9 million, or 6% compared to 2012.

Gross loans and leases held for investment grew \$59.6 million, or 4% from December 31, 2012. Deposits declined \$20.8 million, or 1% from December 31, 2012.

Nonaccrual loans and leases, including nonaccrual troubled debt restructured loans and lease modifications, decreased \$8.9 million to \$23.2 million at December 31, 2013 from \$32.1 million at December 31, 2012. Nonaccrual loans and leases as a percentage of total loans and leases held for investment was 1.51% at December 31, 2013 compared to 2.17% at December 31, 2012. Net loan and lease charge-offs of \$11.5 million for 2013 were down \$3.7 million compared to \$15.2 million for 2012. Charge-offs occurred primarily in the commercial real estate and commercial, financial and agricultural categories.

During the nine months ended September 30, 2013, the Corporation repurchased 540,285 shares of common stock at a cost of \$9.9 million under its 2007 Board approved share repurchase program. At September 30, 2013, this share

repurchase plan was substantially completed. On October 23, 2013, the Corporation's Board of Directors approved a new share repurchase program for the repurchase of up to 800,000 shares, or approximately 5% of the shares outstanding. The Corporation did not repurchase any shares under the 2013 plan during the three months ended December 31, 2013. At December 31, 2013, total shares outstanding were 16,287,812.

***2012 versus 2011***

The 2012 results compared to 2011 include the following significant components:

Net interest income on a tax-equivalent basis for 2012 was \$77.3 million, a decrease of \$2.4 million, or 3% compared to 2011. The net interest margin on a tax-equivalent basis decreased 26 basis points to 3.89% for 2012 from 4.15% for 2011.

The provision for loan and lease losses for 2012 was \$10.0 million, a decrease of \$7.4 million, or 43% compared to 2011. The decline was primarily the result of migration and resolution of loans through the loan workout process and a decrease in loss factors for commercial real estate loans.

Noninterest income for 2012 was \$40.3 million, an increase of \$5.9 million, or 17% compared to 2011. Noninterest expense for 2012 was \$76.3 million, an increase of \$8.3 million, or 12% compared to 2011.

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Gross loans and leases held for investment grew \$35.5 million, or 3% from December 31, 2011 and deposits grew \$116.1 million, or 7% from December 31, 2011.

Nonaccrual loans and leases, including nonaccrual troubled debt restructured loans and lease modifications, decreased \$6.1 million to \$32.1 million at December 31, 2012 from \$38.2 million at December 31, 2011. Nonaccrual loans and leases as a percentage of total loans and leases held for investment was 2.17% at December 31, 2012 compared to 2.64% at December 31, 2011. Net loan and lease charge-offs were \$15.2 million for 2012 compared to \$18.5 million for 2011. Charge-offs occurred primarily in the commercial, financial and agricultural and commercial real estate categories.

Details of the changes in the various components of net income and the balance sheet are further discussed in the sections that follow.

### ***Acquisitions***

#### ***Girard Partners, Ltd.***

On December 19, 2013, the Corporation entered into an agreement to acquire Girard Partners, Ltd., a registered investment advisory firm with more than \$500 million in assets under management. The Corporation completed the acquisition on January 27, 2014. With the acquisition, the Corporation will increase its assets under management to \$3.0 billion and expand its advisory capabilities. The Corporation paid \$5.6 million in cash at closing with additional contingent consideration to be paid in annual installments over the five-year period ending December 31, 2018 based on the achievement of certain levels of EBITDA (earnings before interest, taxes, depreciation and amortization). At the acquisition date, the Corporation recorded the estimated fair value of the contingent consideration of \$5.6 million in other liabilities. The potential cash payments that could result from the contingent consideration arrangement range from \$0 to a maximum of \$14.4 million cumulative over the next five years. As a result of the Girard Partners, Ltd. acquisition, the Corporation recorded goodwill of \$6.9 million (inclusive of the contingent consideration) and customer related intangibles of \$4.5 million.

#### ***John T. Fretz Insurance Agency, Inc.***

On May 1, 2013, the Corporation and its insurance subsidiary, Univest Insurance, Inc., completed the acquisition of John T. Fretz Insurance Agency, Inc., a full-service property and casualty insurance agency providing solutions to both personal and commercial clients. The acquisition expands the Corporation's insurance business and increases its market share in its core market. The Corporation paid \$2.2 million in cash at closing with additional contingent consideration to be paid in annual installments over the three-year period ending April 30, 2016 based on the achievement of certain levels of revenue. At the acquisition date, the Corporation recorded the estimated fair value of the contingent consideration of \$454 thousand in other liabilities. The potential cash payments that could result from the contingent consideration arrangement range from \$0 to a maximum of \$930 thousand cumulative over the next three years. As a result of the acquisition, the Corporation recorded goodwill of \$1.3 million (inclusive of the contingent consideration) and customer related intangibles of \$1.3 million.

#### ***Javers Group***

On May 31, 2012, the Corporation and its insurance subsidiary, Univest Insurance, Inc., completed the acquisition of the Javers Group, a full-service employee benefits agency that specializes in comprehensive human resource management, payroll and administrative services to businesses with 50 to 1,000 employees. The acquisition expanded the Corporation's insurance and employee benefits business and further diversified its solutions to include human

resource consulting services and technology. The Corporation paid \$3.2 million in cash at closing with additional contingent consideration to be paid in annual installments over the three-year period ending June 30, 2015 based on the achievement of certain levels of revenue. At the acquisition date, the Corporation recorded the estimated fair value of the contingent consideration of \$842 thousand in other liabilities. The Javers' original contingent consideration arrangement ranged from \$0 to a maximum of \$1.7 million cumulative over the three-year period ending June 30, 2015. As a result of the acquisition, the Corporation recorded goodwill of \$3.1 million (inclusive of contingent consideration) and customer related intangibles of \$989 thousand. The Corporation recorded a reduction to the contingent liability during the second quarter of 2013 which resulted in a reduction of other noninterest expense of \$959 thousand. While the acquisition remains accretive, the adjustment reflects that revenue levels necessary for an earn-out payment in the first year post-acquisition were not met and that revenue growth levels necessary to qualify for subsequent years' earn-out payments to be made are remote. Therefore, as of December 31, 2013, the fair value of this contingent consideration liability is \$0.

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***Results of Operations***

***Net Interest Income***

Net interest income is the difference between interest earned on loans and leases, investments and other interest-earning assets and interest paid on deposits and other interest-bearing liabilities. Net interest income is the principal source of the Corporation's revenue. Table 1 presents a summary of the Corporation's average balances; the tax-equivalent yields earned on average assets, and the cost of average liabilities, and shareholders' equity on a tax-equivalent basis for the year ended December 31, 2013 compared to 2012 and for the year ended December 31, 2012 compared to 2011. The tax-equivalent net interest margin is tax-equivalent net interest income as a percentage of average interest-earning assets. The tax-equivalent net interest spread represents the difference between the weighted average tax-equivalent yield on interest-earning assets and the weighted average cost of interest-bearing liabilities. The effect of net interest free funding sources represents the effect on the net interest margin of net funding provided by noninterest-earning assets, noninterest-bearing liabilities and shareholders' equity. Table 2 analyzes the changes in the tax-equivalent net interest income for the periods broken down by their rate and volume components. Sensitivities associated with the mix of assets and liabilities are numerous and complex. The Investment Asset/Liability Management Committee works to maintain an adequate and stable net interest margin for the Corporation.

**Table of Contents****Table 1 Average Balances and Interest Rates Tax-Equivalent Basis**

(Dollars in thousands)	For the Years Ended December 31,								
	Average	2013	Average	Average	2012	Average	Average	2011	Average
	Balance	Income/ Expense	Rate	Balance	Income/ Expense	Rate	Balance	Income/ Expense	Rate
<b>Assets:</b>									
Interest-earning deposits with other banks	\$ 46,469	\$ 126	0.27%	\$ 52,387	\$ 164	0.31%	\$ 44,696	\$ 116	0.26%
U.S. government obligations	172,414	1,870	1.08	154,715	2,038	1.32	145,253	2,366	1.63
Obligations of states and political subdivisions	118,235	6,263	5.30	119,993	6,669	5.56	111,722	6,875	6.15
Other debt and equity securities	189,040	3,562	1.88	195,765	3,913	2.00	172,238	5,697	3.31
Total interest-earning deposits and investments	526,158	11,821	2.25	522,860	12,784	2.45	473,909	15,054	3.18
Commercial, financial and agricultural loans	403,993	16,958	4.20	445,883	19,367	4.34	428,222	19,721	4.61
Real estate-commercial and construction loans	577,230	27,546	4.77	530,633	27,550	5.19	541,073	29,152	5.39
Real estate-residential loans	261,704	9,896	3.78	253,486	10,373	4.09	246,102	10,740	4.36
Loans to individuals	42,339	2,392	5.65	43,562	2,480	5.69	42,760	2,433	5.69
Municipal loans and leases	145,463	7,360	5.06	133,212	7,231	5.43	129,880	7,471	5.75
Lease financings	68,622	6,381	9.30	58,672	5,709	9.73	60,042	5,856	9.75
Gross loans and leases	1,499,351	70,533	4.70	1,465,448	72,710	4.96	1,448,079	75,373	5.21
Total interest-earning assets	2,025,509	82,354	4.07	1,988,308	85,494	4.30	1,921,988	90,427	4.70

Cash and due from banks	32,854			49,362			41,028		
Reserve for loan and lease losses	(25,519)			(30,771)			(33,152)		
Premises and equipment, net	33,197			34,079			34,376		
Other assets	165,292			167,515			158,548		
<b>Total assets</b>	<b>\$ 2,231,333</b>			<b>\$ 2,208,493</b>			<b>\$ 2,122,788</b>		

**Liabilities:**

Interest-bearing checking deposits	\$ 286,487	164	0.06	\$ 230,031	177	0.08	\$ 206,830	238	0.12
Money market savings	319,958	314	0.10	330,839	509	0.15	299,299	701	0.23
Regular savings	536,701	313	0.06	510,005	790	0.15	482,064	1,468	0.30
Time deposits	299,792	3,795	1.27	363,225	5,162	1.42	408,638	6,576	1.61

<b>Total time and interest-bearing deposits</b>	<b>1,442,938</b>	<b>4,586</b>	<b>0.32</b>	<b>1,434,100</b>	<b>6,638</b>	<b>0.46</b>	<b>1,396,831</b>	<b>8,983</b>	<b>0.64</b>
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Short-term borrowings	72,211	48	0.07	108,023	326	0.30	106,280	332	0.31
Long-term debt				109	4	3.67	5,000	190	3.80
Subordinated notes and capital securities	10,710	483	4.51	21,921	1,206	5.50	23,425	1,223	5.22
<b>Total borrowings</b>	<b>82,921</b>	<b>531</b>	<b>0.64</b>	<b>130,053</b>	<b>1,536</b>	<b>1.18</b>	<b>134,705</b>	<b>1,745</b>	<b>1.30</b>

<b>Total interest-bearing liabilities</b>	<b>1,525,859</b>	<b>5,117</b>	<b>0.34</b>	<b>1,564,153</b>	<b>8,174</b>	<b>0.52</b>	<b>1,531,536</b>	<b>10,728</b>	<b>0.70</b>
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Demand deposits, noninterest-bearing	390,420			327,576			284,850		
Accrued expenses and other liabilities	33,515			34,478			33,147		
<b>Total liabilities</b>	<b>1,949,794</b>			<b>1,926,207</b>			<b>1,849,533</b>		

**Shareholders****Equity:**

Common stock	91,332			91,332			91,332		
Additional paid-in capital	64,874			64,517			61,457		
Retained earnings and other equity	125,333			126,437			120,466		



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Total shareholders equity	<b>281,539</b>	282,286	273,255
Total liabilities and shareholders equity	<b>\$ 2,231,333</b>	\$ 2,208,493	\$ 2,122,788
Net interest income	<b>\$ 77,237</b>	\$ 77,320	\$ 79,699
Net interest spread	<b>3.73</b>	3.78	4.00
Effect of net interest-free funding sources	<b>0.08</b>	0.11	0.15
Net interest margin	<b>3.81%</b>	3.89%	4.15%
Ratio of average interest-earning assets to average interest-bearing liabilities	<b>132.75%</b>	127.12%	125.49%

Notes: For rate calculation purposes, average loan and lease categories include unearned discount. Nonaccrual loans and leases have been included in the average loan and lease balances.

Loans held for sale have been included in the average loan balances.

Tax-equivalent amounts for the years ended December 31, 2013, 2012, and 2011 have been calculated using the Corporation's federal applicable rate of 35.0%.

**Table of Contents****Table 2 Analysis of Changes in Net Interest Income**

The rate-volume variance analysis set forth in the table below compares changes in tax-equivalent net interest for the year ended December 31, 2013 compared to 2012 and for the year ended December 31, 2012 compared to 2011, indicated by their rate and volume components. The change in interest income/expense due to both volume and rate has been allocated proportionately.

(Dollars in thousands)	For the Years Ended December 31, 2013 Versus 2012			For the Years Ended December 31, 2012 Versus 2011		
	Volume Change	Rate Change	Total	Volume Change	Rate Change	Total
<b>Interest income:</b>						
Interest-earning deposits with other banks	\$ (18)	\$ (20)	\$ (38)	\$ 23	\$ 25	\$ 48
U.S. government obligations	222	(390)	(168)	146	(474)	(328)
Obligations of states and political subdivisions	(97)	(309)	(406)	485	(691)	(206)
Other debt and equity securities	(128)	(223)	(351)	700	(2,484)	(1,784)
Interest on deposits and investments	(21)	(942)	(963)	1,354	(3,624)	(2,270)
Commercial, financial and agricultural loans	(1,793)	(616)	(2,409)	809	(1,163)	(354)
Real estate-commercial and construction loans	2,318	(2,322)	(4)	(548)	(1,054)	(1,602)
Real estate-residential loans	328	(805)	(477)	314	(681)	(367)
Loans to individuals	(71)	(17)	(88)	47		47
Municipal loans and leases	640	(511)	129	187	(427)	(240)
Lease financings	933	(261)	672	(135)	(12)	(147)
Interest and fees on loans and leases	2,355	(4,532)	(2,177)	674	(3,337)	(2,663)
Total interest income	2,334	(5,474)	(3,140)	2,028	(6,961)	(4,933)
<b>Interest expense:</b>						
Interest-bearing checking deposits	39	(52)	(13)	26	(87)	(61)
Money market savings	(17)	(178)	(195)	67	(259)	(192)
Regular savings	35	(512)	(477)	80	(758)	(678)
Time deposits	(852)	(515)	(1,367)	(686)	(728)	(1,414)
Interest on time and interest-bearing deposits	(795)	(1,257)	(2,052)	(513)	(1,832)	(2,345)
Short-term borrowings	(84)	(194)	(278)	5	(11)	(6)
Long-term debt	(4)		(4)	(180)	(6)	(186)
Subordinated notes and capital securities	(535)	(188)	(723)	(81)	64	(17)
Interest on borrowings	(623)	(382)	(1,005)	(256)	47	(209)

Total interest expense	(1,418)	(1,639)	(3,057)	(769)	(1,785)	(2,554)
Net interest income	\$ 3,752	\$ (3,835)	\$ (83)	\$ 2,797	\$ (5,176)	\$ (2,379)

Notes: For rate calculation purposes, average loan and lease categories include unearned discount. Nonaccrual loans and leases have been included in the average loan and lease balances.

Loans held for sale have been included in the average loan balances.

Tax-equivalent amounts for the years ended December 31, 2013, 2012, and 2011 have been calculated using the Corporation's federal applicable rate of 35.0%.

### ***2013 versus 2012***

Net interest income on a tax-equivalent basis of \$77.2 million for the year ended December 31, 2013 was consistent with 2012. The tax-equivalent net interest margin for the year ended December 31, 2013 decreased 8 basis points to 3.81% from 3.89% for 2012. The decline in net interest margin from the comparable period in the prior year was primarily due to lower rates on commercial and residential real estate loans due to re-pricing and the competitive environment. Additionally, the re-investment of maturing and called investment securities into lower yielding investments contributed to the decline. Favorable re-pricing of savings accounts and certificates of deposit, along with maturities of higher yielding certificates of deposit and the redemption of the trust preferred securities and termination of the related interest rate swap partially offset the decline in the net interest margin.

### ***2012 versus 2011***

Net interest income on a tax-equivalent basis for the year ended December 31, 2012 was \$77.3 million, a decrease of \$2.4 million, or 3% compared to 2011. The tax-equivalent net interest margin for the year ended December 31, 2012 decreased 26 basis points to 3.89% from 4.15% for 2011. The declines in net interest income and net interest margin were

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primarily due to the re-investment of maturing and called investment securities into lower yielding investments as a result of the lower interest rate environment and lower rates on commercial loans due to re-pricing and competitive pressures. The declines in net interest income and net interest margin were partially offset by re-pricing of certificates of deposit and savings account products.

***Interest Income******2013 versus 2012***

Interest income on a tax-equivalent basis for the year ended December 31, 2013 was \$82.4 million, a decrease of \$3.1 million, or 4% from 2012. The decrease was primarily due to lower rates on commercial and residential real estate loans due to re-pricing and the competitive environment, along with lower commercial business loan outstandings. The average rate earned on loans decreased 26 basis points for the year ended December 31, 2013 from the same period in 2012. In addition, the re-investment of maturing and called investment securities into lower yielding investments contributed to the decline in interest income. The average rate earned on investment securities and deposits at other banks decreased 20 basis points for the year ended December 31, 2013 compared to the same period in 2012. These unfavorable variances were partially offset by growth in lease financings and commercial real estate loans.

***2012 versus 2011***

Interest income on a tax-equivalent basis for the year ended December 31, 2012 was \$85.5 million, a decrease of \$4.9 million, or 6% from 2011. This decrease was primarily due to a 73 basis point decrease in the average rate earned on investment securities and deposits at other banks as well as a 25 basis point decrease in the average rate earned on loans. The decline in interest income on investment securities and deposits at other banks of \$2.3 million for the year ended December 31, 2012 compared to the same period in 2011 was primarily due to maturities, pay-downs and calls of investment securities and their replacement with lower yielding investments due to the lower interest rate environment. Interest and fees on loans and leases declined by \$2.7 million during the year ended December 31, 2012 compared to the same period in 2011. The Corporation experienced decreases in the average rates on commercial real estate, construction, commercial business and residential loans. These decreases were mostly attributable to the lower interest rate environment and increased refinancing activity. These unfavorable variances were offset by growth of commercial business loans.

***Interest Expense******2013 versus 2012***

Interest expense for the year ended December 31, 2013 was \$5.1 million, a decrease of \$3.1 million, or 37% from 2012. This decrease was mainly due to a decrease in the Corporation's average cost of deposits of 14 basis points for the year ended December 31, 2013 from the same period in 2012. This was largely attributable to an overall decline in rates paid on time and interest-bearing deposits along with maturities of higher yielding certificates of deposits. In addition, the average rate paid on borrowings declined by 54 basis points for the year ended December 31, 2013. This decline primarily resulted from the Corporation's decision in the second quarter of 2013 to redeem its trust preferred securities and terminate the related interest rate swap. For the year ended December 31, 2013, the Corporation experienced increases in average interest-bearing checking of \$56.5 million and regular savings of \$26.7 million partially offset by decreases in average time deposits of \$63.4 million and money market savings of \$10.9 million. The lower interest rate environment has resulted in a shift in customer deposits from time deposits to savings and interest-bearing checking accounts.

***2012 versus 2011***

Interest expense for the year ended December 31, 2012 decreased \$2.6 million, or 24% from 2011. This decrease was primarily due to an 18 basis point decrease in the Corporation's average cost of deposits largely attributable to re-pricing of time deposit and savings accounts. For the year ended December 31, 2012, interest expense on time deposits decreased \$1.4 million and interest expense on savings accounts decreased by \$870 thousand. For the year ended December 31, 2012, average interest-bearing deposits increased by \$37.3 million with increases in average interest-bearing checking of \$23.2 million, money market savings of \$31.5 million and average regular savings of \$27.9 million partially offset by a decrease in average time deposits of \$45.4 million. The Corporation's focus on growing low cost core deposits by attaining new customers and the lower interest rate environment resulted in a shift in customer deposits from time deposits to savings and interest-bearing checking accounts.

**Table of Contents*****Provision for Loan and Lease Losses***

The reserve for loan and lease losses is determined through a periodic evaluation that takes into consideration the growth of the loan and lease portfolio, the status of past-due loans and leases, current economic conditions, various types of lending activity, policies, real estate and other loan commitments, and significant changes in charge-off activity. Loans are also reviewed for impairment based on the fair value of the collateral for collateral dependent loans and for certain loans based on discounted cash flows using the loans' initial effective interest rates. Any of the above criteria may cause the reserve to fluctuate. The provision for the years ended December 31, 2013, 2012, and 2011 was \$11.2 million, \$10.0 million and \$17.5 million, respectively. The decrease in the provision during 2012 compared to 2011 was primarily the result of migration and resolution of loans through the loan workout process and a decrease in loss factors for commercial real estate loans.

***Noninterest Income***

Noninterest income consists of trust department fee income, service charges on deposit accounts, commission income, net gains (losses) on sales of securities, net gains (losses) on mortgage banking activities, net gain (loss) on sales and dispositions of fixed assets, net gains (losses) on interest rate swaps, net gains (losses) on sales and write-downs of other real estate owned and other miscellaneous types of income. Other service fee income primarily consists of fees from credit card companies for a portion of merchant charges paid to the credit card companies for the Bank's customer debit card usage (Mastermoney fees), non-customer debit card fees, other merchant fees, mortgage servicing income and mortgage placement income. Bank owned life insurance income represents changes in the cash surrender value of bank-owned life insurance policies, which is affected by the market value of the underlying assets, and also includes any excess proceeds from death benefit claims. The net gain (loss) on mortgage banking activities consists of gains (losses) on sales of mortgages held for sale and fair value adjustments on interest-rate locks and forward loan sale commitments. Other noninterest income includes other miscellaneous income.

The following table presents noninterest income for the periods indicated:

(Dollars in thousands)	For the Years Ended			\$ Change		% Change	
	December 31, 2013	December 31, 2012	December 31, 2011	2013 to 2012	2012 to 2011	2013 to 2012	2012 to 2011
Trust fee income	\$ 7,303	\$ 6,777	\$ 6,344	\$ 526	\$ 433	8%	7%
Service charges on deposit accounts	4,451	4,429	5,057	22	(628)		(12)
Investment advisory commission and fee income	6,817	5,363	5,373	1,454	(10)	27	
Insurance commission and fee income	10,220	8,531	7,733	1,689	798	20	10
Other service fee income	7,390	5,855	5,240	1,535	615	26	12
Bank owned life insurance income	2,968	2,670	1,668	298	1,002	11	60
Other-than-temporary impairment on equity securities		(13)	(16)	13	3	N/M	19
Net gain on sales of securities	3,389	305	1,417	3,084	(1,112)	N/M	(78)
Net gain on mortgage banking activities	4,523	6,088	1,868	(1,565)	4,220	(26)	N/M
Loss on termination of interest rate swap	(1,866)			(1,866)		N/M	
	(6)	1,257	(12)	(1,263)	1,269	N/M	N/M

Net (loss) gain on sales and dispositions of fixed assets							
Net gain (loss) on sales and write-downs of other real estate owned	<b>626</b>	(1,904)	(798)	<b>2,530</b>	(1,106)	<b>N/M</b>	<b>N/M</b>
Other	<b>969</b>	902	533	<b>67</b>	369	<b>7</b>	<b>69</b>
Total noninterest income	<b>\$ 46,784</b>	\$ 40,260	\$ 34,407	<b>\$ 6,524</b>	\$ 5,853	<b>16</b>	<b>17</b>

**2013 versus 2012**

Noninterest income for the year ended December 31, 2013 was \$46.8 million, an increase of \$6.5 million, or 16% compared to 2012. Insurance commission and fee income increased \$1.7 million for the year ended December 31, 2013, primarily a result of the acquisitions of the John T. Fretz Insurance Agency, Inc. on May 1, 2013 and Javers Group on May 31, 2012. Investment advisory commission and fee income increased \$1.5 million as assets under supervision increased 22%, predominately market driven, over December 31, 2012. Mortgage servicing income (included in other service fee income) increased \$1.5 million mainly due to a 24% increase in loans serviced for others from December 31, 2012. The increase in loans serviced for others resulted from mortgage banking funded loans exceeding paydowns. The net gain on sales of other real estate owned was \$626 thousand for the year ended December 31, 2013. This compares favorably to a net loss on sales and write-downs of other real estate owned of \$1.9 million for the year ended December 31, 2012. The

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net gain on sales of securities increased \$3.1 million for the year ended December, 31 2013. The increase in the gain was primarily due to favorable market conditions which led to higher treasury rates in 2013. The sale of available-for-sale investment securities during the year ended December 31, 2013 and 2012 amounted to \$76.4 million and \$57.2 million, respectively, and consisted primarily of U.S. government agency bonds.

These favorable increases were partially offset by a \$1.9 million loss on the termination of an interest rate swap during the second quarter of 2013, which was used as a hedge of trust preferred securities. The Corporation saved approximately \$600 thousand in interest expense during 2013 and expects to save approximately \$1.1 million annually thereafter over what would have been the remaining term of the trust preferred securities and related interest rate swap. In addition, the net gain on mortgage banking activities decreased \$1.6 million for the year ended December 31, 2013. The increase in interest rates beginning in the second quarter of 2013 contributed to a significant decline in refinance activity and lowered gain on sale margins. Mortgage banking funded loan volume declined 18% for the year ended December 31, 2013, from the comparable period in 2012.

**2012 versus 2011**

Noninterest income for the year ended December 31, 2012 was \$40.3 million, an increase of \$5.9 million, or 17% compared to 2011. The increase was primarily attributable to an increase in the net gain on mortgage banking activities of \$4.2 million due to stronger mortgage demand from increased refinance activity, a \$1.3 million gain on the sale of a former operations building and proceeds from bank owned life insurance death benefits of \$989 thousand. In addition, insurance commission and fee income was up \$798 thousand mostly due to the Javers Group acquisition on May 31, 2012. These favorable variances were partially offset by an increase in the net loss on sales and write-downs of other real estate owned of \$1.1 million. In addition, the net gain on sales of securities was \$305 thousand for the year ended December 31, 2012 compared to \$1.4 million for the same period in 2011. The sale of available-for-sale investment securities during the year ended December 31, 2012 and 2011 amounted to \$57.2 million and \$40.5 million, respectively, and consisted primarily of U.S. government agency bonds.

**Noninterest Expense**

The operating costs of the Corporation are known as noninterest expense, and include, but are not limited to, salaries and benefits, commission, equipment and occupancy expenses. Expense control is very important to the management of the Corporation, and every effort is made to contain and minimize the growth of operating expenses, and to provide technological innovation whenever practical, as operations change or expand.

The following table presents noninterest expense for the periods indicated:

(Dollars in thousands)	For the Years Ended			\$ Change		% Change	
	2013	2012	2011	2013 to 2012	2012 to 2011	2013 to 2012	2012 to 2011
Salaries and benefits	\$ 39,522	\$ 37,306	\$ 33,124	\$ 2,216	\$ 4,182	6%	13%
Commissions	8,512	6,981	5,106	1,531	1,875	22	37
Net occupancy	5,869	5,716	5,782	153	(66)	3	(1)
Equipment	4,865	4,486	4,002	379	484	8	12
Marketing and advertising	1,948	1,725	1,760	223	(35)	13	(2)
Deposit insurance premiums	1,553	1,689	2,039	(136)	(350)	(8)	(17)
Restructuring charges	534			534		N/M	



Other	<b>18,330</b>	18,379	16,197	<b>(49)</b>	2,182		13
Total noninterest expense	<b>\$ 81,133</b>	\$ 76,282	\$ 68,010	<b>\$ 4,851</b>	\$ 8,272	<b>6</b>	12

**2013 versus 2012**

Noninterest expense for the year ended December 31, 2013 was \$81.1 million, an increase of \$4.9 million or 6% compared to 2012. Salaries and benefits expense increased \$2.2 million primarily attributable to the Fretz and Javers acquisitions, higher health insurance costs and performance-based salary and incentive increases. Commission expense increased \$1.5 million mainly due to increased production activity and revenues generated in the Corporation's equipment finance, investment and insurance businesses. Additionally, non-interest expense increased due to restructuring charges of \$534 thousand recognized during the first quarter of 2013 consisting of severance and fixed asset retirement expenses.

**Table of Contents****2012 versus 2011**

Noninterest expense for the year ended December 31, 2012 was \$76.3 million, an increase of \$8.3 million or 12% compared to 2011. Salaries and benefits increased \$4.2 million for the year ended December 31, 2012 as compared to 2011 mainly due to performance-based salary increases and additional staff hired to support revenue generation, including staff from the Javers acquisition. Commission expense increased \$1.9 million primarily due to increased mortgage banking activities and the Javers acquisition. Additionally, non-interest expense increased due to higher loan workout, legal, employment services and equipment expenses. The year-to-date increases were partially offset by a decline in deposit insurance premiums of \$350 thousand mainly due to the amended assessment calculation requirement through the FDIC rule implemented April 1, 2011. The payment was formerly based on deposits whereas the rule change bases the payment on the average consolidated total assets less average tangible equity.

**Tax Provision**

The provision for income taxes was \$5.7 million, \$5.6 million and \$4.8 million for the years ended December 31, 2013, 2012, and 2011, respectively at effective rates of 21%, 21% and 20%, respectively. The effective tax rates reflect tax-exempt income from investments in municipal securities, loans and bank-owned life insurance.

**Financial Condition****ASSETS**

The following table presents assets at the dates indicated:

(Dollars in thousands)	At December 31,			
	2013	2012	\$ Change	% Change
Cash and interest-earning deposits	\$ 69,169	\$ 146,112	\$ (76,943)	(53)%
Investment securities	402,284	499,579	(97,295)	(19)
Loans held for sale	2,267	4,530	(2,263)	(50)
Loans and leases held for investment	1,541,484	1,481,862	59,622	4
Reserve for loan and lease losses	(24,494)	(24,746)	252	1
Premises and equipment, net	34,129	33,222	907	3
Goodwill and other intangibles, net	65,695	62,694	3,001	5
Bank owned life insurance	60,637	61,409	(772)	(1)
Accrued interest receivable and other assets	40,388	40,179	209	1
Total assets	\$ 2,191,559	\$ 2,304,841	\$ (113,282)	(5)

**Cash and Interest-earning Deposits**

Cash and interest-earning deposits at December 31, 2013 decreased \$76.9 million from December 31, 2012 primarily due to the growth in loans and leases of \$59.6 million and the decline in long-term borrowings resulting from the Corporation's redemption of trust preferred securities for \$20.6 million.

**Investment Securities**

The investment portfolio is managed as part of the overall asset and liability management process to provide liquidity to the Bank and optimize income and market performance over an entire interest rate cycle while mitigating risk. Activity in this portfolio is undertaken primarily to manage liquidity and interest rate risk and to take advantage of market conditions that create more economically beneficial returns on these investments, and to collateralize public fund deposits.

Total investments at December 31, 2013 decreased \$97.3 million from December 31, 2012. Sales of \$76.4 million, maturities and pay-downs of \$45.1 million, calls of \$43.1 million and declines in the fair value of available-for-sale investment securities of \$15.1 million, were partially offset by purchases of \$81.7 million. The declines in the fair value of available-for-sale investment securities were primarily due to the increase in interest rates beginning during the second quarter of 2013.

**Table of Contents****Table 3 Investment Securities**

The following table shows the carrying amount of investment securities at the dates indicated. Held-to-maturity and available-for-sale portfolios are combined.

(Dollars in thousands)	At December 31,		
	2013	2012	2011
U.S. treasuries	\$ 4,708	\$ 4,938	\$ 2,525
U.S. government corporations and agencies	128,148	172,142	154,264
State and political subdivisions	107,657	122,168	117,005
Residential mortgage-backed securities	35,480	90,740	78,801
Collateralized mortgage obligations	7,201	27,012	61,464
Corporate bonds	99,843	74,859	50,571
Money market mutual funds	16,900	4,878	3,851
Equity securities	2,347	2,842	2,684
<b>Total investment securities</b>	<b>\$ 402,284</b>	<b>\$ 499,579</b>	<b>\$ 471,165</b>

**Table 4 Investment Securities (Yields)**

The following table shows the maturity distribution and weighted average yields of the investment securities at the dates indicated. Expected maturities will differ from contractual maturities because debt issuers may have the right to call or prepay obligations without call or prepayment penalties; therefore, the stated yield may not be recognized in future periods. Equity securities and money market mutual funds have no stated maturity and the current dividend yields may not be recognized in future periods. The weighted average yield is calculated by dividing income, which has not been tax equated on tax-exempt obligations, within each contractual maturity range by the outstanding amount of the related investment. Held-to-maturity and available-for-sale portfolios are combined.

(Dollars in thousands)	At December 31,					
	2013 Amount	2013 Yield	2012 Amount	2012 Yield	2011 Amount	2011 Yield
1 Year or less	\$ 18,740	2.04%	\$ 9,234	2.00%	\$ 13,369	1.13%
After 1 Year to 5 Years	190,574	1.32	225,632	1.40	205,123	1.79
After 5 Years to 10 Years	82,271	2.61	85,282	2.36	39,666	3.53
After 10 Years	91,452	3.42	171,711	3.27	206,473	3.62
No stated maturity	19,247	0.18	7,720	0.76	6,534	0.77
<b>Total</b>	<b>\$ 402,284</b>	<b>2.04</b>	<b>\$ 499,579</b>	<b>2.21</b>	<b>\$ 471,165</b>	<b>2.71</b>

**Loans and Leases**

Gross loans and leases held for investment at December 31, 2013 grew \$59.6 million from December 31, 2012. Commercial-related real estate loans increased \$70.2 million and lease financings increased \$22.1 million as economic conditions slowly improved. These increases were partially offset by a decrease in commercial business

loans of \$45.6 million. While the longer-term economic outlook remains positive, household income and spending levels continue to remain stagnant. In the short-term, the Corporation anticipates that this will restrain overall credit demand and the utilization of available credit lines by both businesses and consumers.

At December 31, 2013, there were no concentrations of loans or leases exceeding 10% of total loans and leases other than as disclosed in Table 5.

**Table of Contents****Table 5 Loan and Lease Portfolio**

The following table presents the composition of the loan and lease portfolio at the dates indicated:

(Dollars in thousands)	At December 31,				
	2013	2012	2011	2010	2009
Commercial, financial and agricultural	\$ 422,816	\$ 468,421	\$ 477,662	\$ 457,671	\$ 447,495
Real estate commercial	600,353	530,122	514,953	496,357	467,320
Real estate construction	90,493	91,250	90,397	139,958	112,259
Real estate residential	281,828	264,432	245,204	251,057	266,622
Loans to individuals	40,000	43,780	44,965	44,087	46,761
Lease financings	105,994	83,857	73,225	82,056	85,523
Total loans and leases held for investment, net of deferred income	\$ 1,541,484	\$ 1,481,862	\$ 1,446,406	\$ 1,471,186	\$ 1,425,980

**Table 6 Loan and Lease Maturities and Sensitivity to Changes in Interest Rates**

The following table presents the maturity and interest rate sensitivity of the loan and lease portfolio at December 31, 2013:

(Dollars in thousands)	Total	Due in One Year or Less	Due after One Year to Five Years	Due after Five Years
Commercial, financial and agricultural	\$ 422,816	\$ 248,337	\$ 131,074	\$ 43,405
Real estate commercial	600,353	164,021	279,191	157,141
Real estate construction	90,493	42,107	22,212	26,174
Real estate residential	281,828	119,758	43,127	118,943
Loans to individuals	40,000	19,469	10,473	10,058
Leases financings	105,994	36,800	69,019	175
Total gross loans and leases held for investment	\$ 1,541,484	\$ 630,492	\$ 555,096	\$ 355,896
Loans and leases with fixed predetermined interest rates	\$ 777,030	\$ 116,377	\$ 418,132	\$ 242,521
Loans and leases with variable or floating interest rates	764,454	514,115	136,964	113,375
Total gross loans and leases held for investment	\$ 1,541,484	\$ 630,492	\$ 555,096	\$ 355,896

The commercial mortgages and Industrial Development Authority mortgages that are presently being written at both fixed and floating rates of interest primarily include loans typically written for five-year terms with a monthly payment based on up to a twenty-year amortization schedule. At each five-year anniversary date of the mortgage, the Bank usually has the right to require payment in full. If the loan is extended, the interest rate is renegotiated and the term of the loan is extended for an additional five years. These mortgages are included in the Due in One to Five Years category in the table above.

### *Asset Quality*

Performance of the entire loan and lease portfolio is reviewed on a regular basis by Bank management and lending officers. A number of factors regarding the borrower, such as overall financial strength, collateral values and repayment ability, are considered in deciding what actions should be taken when determining the collectability of interest for accrual purposes.

When a loan or lease, including a loan or lease impaired, is classified as nonaccrual, the accrual of interest on such a loan or lease is discontinued. A loan or lease is typically classified as nonaccrual when the contractual payment of principal or interest has become 90 days past due or management has serious doubts about the further collectability of principal or interest, even though the loan or lease is currently performing. A loan or lease may remain on accrual status if it is in the process of collection and is either guaranteed or well secured. When a loan or lease is placed on nonaccrual status, unpaid interest credited to income is reversed. Interest payments received on nonaccrual loans and leases are either applied against principal or reported as interest income, according to management's judgment as to the collectability of principal.

Loans or leases are usually restored to accrual status when the obligation is brought current, has performed in accordance with the contractual terms for a reasonable period of time, and the ultimate collectability of the total contractual principal and interest is no longer in doubt.

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At December 31, 2013, the recorded investment in loans that were considered to be impaired was \$58.3 million. The related reserve for loan losses was \$3.0 million. At December 31, 2012, the recorded investment in loans that were considered to be impaired was \$45.2 million. The related reserve for loan losses was \$208 thousand. Impaired loans includes nonaccrual loans and leases, accruing troubled debt restructured loans and lease modifications and other accruing impaired loans for which it is probable that not all principal and interest payments due will be collectible in accordance with the contractual terms. The amount of the specific reserve needed for these credits could change in future periods subject to changes in facts and judgments related to these credits. Specific reserves have been established based on current facts and management's judgments about the ultimate outcome of these credits. For the years ended December 31, 2013, 2012 and 2011, interest income that would have been recognized under the original terms for impaired loans was \$1.7 million, \$2.2 million and \$2.6 million, respectively. Interest income recognized for the years ending December 31, 2013, 2012 and 2011, was \$1.2 million, \$552 thousand and \$261 thousand, respectively.

The impaired loan balances consisted mainly of commercial real estate, construction and commercial business loans. At December 31, 2013, impaired loans included other accruing impaired loans of \$27.5 million. At December 31, 2013, specific reserves of \$1.6 million were established for three borrower relationships with principal balances totaling \$2.6 million on other accruing impaired loans. In addition, year-to-date impaired loan activity included loans which were placed on nonaccrual status or restructured of \$12.8 million, partially offset by the foreclosure of commercial loans totaling \$3.5 million, net loan charge-offs on nonaccrual loans of \$11.2 million and payments of \$12.2 million. Accruing troubled debt restructured loans decreased to \$7.9 million at December 31, 2013 from \$13.5 million at December 31, 2012. The decrease of \$5.6 million in accruing troubled debt restructured loans was primarily due to the payoff in December 2013 of a large shared national commercial real estate credit with an outstanding principal balance of \$5.8 million. Impaired loans at December 31, 2013 included one large credit which went on nonaccrual during the third quarter of 2009 and is comprised of four separate facilities to a local commercial real estate developer/home builder, aggregating to \$9.6 million. During the third quarter of 2013, one of the facilities was sold and proceeds of \$2.3 million were applied to the loan. This credit incurred \$2.0 million in charge-offs during the third quarter of 2013 primarily attributable to updated assessments of residential building lots securing the loans. There is no specific allowance on this credit, after the noted charge-offs, as the credit was secured with sufficient estimated collateral. The borrower does not have the resources to develop these properties; therefore, the properties must be sold.

Other real estate owned increased slightly to \$1.7 million at December 31, 2013, compared to \$1.6 million at December 31, 2012. The increase was primarily due to the addition of commercial properties for \$3.8 million, offset by the sale of four locations with an associated carrying balance of \$3.7 million for a gain of \$626 thousand. For the years ended December 31, 2012 and 2011, the net loss on sales and write-downs of other real estate owned was \$1.9 million and \$798 thousand, respectively.



**Table of Contents****Table 7 Nonaccrual and Past Due Loans and Leases; Troubled Debt Restructured Loans and Lease Modifications; Other Real Estate Owned; and Related Ratios**

The following table details information pertaining to the Corporation's non-performing assets at the dates indicated:

(Dollars in thousands)	At December 31,				
	2013	2012	2011	2010	2009
Nonaccrual loans and leases, including nonaccrual troubled debt restructured loans and lease modifications*:					
Commercial, financial and agricultural	\$ 4,253	\$ 2,842	\$ 4,614	\$ 7,627	\$ 3,275
Real estate commercial	8,091	14,340	18,085	17,750	3,482
Real estate construction	9,159	13,588	14,479	17,307	25,395
Real estate residential	1,402	976	191	1,625	572
Loans to individuals				21	
Leases financings	330	386	838	902	774
Total nonaccrual loans and leases, including nonaccrual troubled debt restructured loans and lease modifications*	23,235	32,132	38,207	45,232	33,498
Accruing troubled debt restructured loans and lease modifications, not included above	7,943	13,457	3,893	550	3,611
Accruing loans and leases 90 days or more past due:					
Commercial, financial and agricultural	12				134
Real estate commercial					
Real estate residential	23	54	117	314	273
Loans to individuals	319	347	204	382	319
Leases financings	59	40	44		
Total accruing loans and leases, 90 days or more past due	413	441	365	696	726
Total non-performing loans and leases	31,591	46,030	42,465	46,478	37,835
Other real estate owned	1,650	1,607	6,600	2,438	3,428
Total non-performing assets	\$ 33,241	\$ 47,637	\$ 49,065	\$ 48,916	\$ 41,263
Nonaccrual loans and leases (including nonaccrual troubled debt restructured loans and lease modifications) / loans and leases held for investment	1.51%	2.17%	2.64%	3.07%	2.35%
Nonperforming loans and lease / loans and leases held for investment	2.05	3.11	2.94	3.16	2.65
Nonperforming assets / total assets	1.52	2.07	2.22	2.29	1.98
	1.59	1.67	2.07	2.10	1.74

Allowance for loan and lease losses / loans and leases held for investment					
Allowance for loan and lease losses / nonaccrual loans and leases	<b>105.42</b>	77.01	78.18	68.31	74.03
Allowance for loan and lease losses / nonperforming loans and leases	<b>77.53</b>	53.76	70.34	66.48	65.54
Allowance for loan and lease losses	<b>\$ 24,494</b>	\$ 24,746	\$ 29,870	\$ 30,898	\$ 24,798
* Nonaccrual troubled debt restructured loans and lease modifications included in nonaccrual loans and leases in the above table	<b>\$ 1,583</b>	\$ 579	\$ 8,551	\$ 1,155	\$ 575

The following table provides additional information on the Corporation's nonaccrual loans:

(Dollars in thousands)	2013	At December 31,		2010
		2012	2011	
Total nonaccrual loans and leases, including nonaccrual troubled debt restructured loans and lease modifications	<b>\$ 23,235</b>	\$ 32,132	\$ 38,207	\$ 45,232
Nonaccrual loans and leases with partial charge-offs	<b>8,958</b>	8,834	9,399	10,527
Life-to-date partial charge-offs on nonaccrual loans and leases	<b>9,120</b>	8,999	10,040	5,497
Charge-off rate of nonaccrual loans and leases with partial charge-offs	<b>50.4%</b>	50.5%	51.6%	34.3%
Specific reserves on impaired loans	<b>\$ 2,963</b>	\$ 208	\$ 1,253	\$ 1,623

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### ***Reserve for Loan and Lease Losses***

Management believes the reserve for loan and lease losses is maintained at a level that is appropriate to absorb known and inherent losses in the loan and lease portfolio. Management's methodology to determine the adequacy of and the provision to the reserve considers specific credit reviews, past loan and lease loss experience, current economic conditions and trends and the volume, growth, and composition of the loan portfolio.

The reserve for loan and lease losses is determined through a monthly evaluation of reserve adequacy. This analysis takes into consideration the growth of the loan and lease portfolio, the status of past-due loans and leases, current economic conditions, various types of lending activity, policies, real estate and other loan commitments, and significant changes in charge-off activity. Impaired loans, including nonaccrual loans and leases, troubled debt restructured loans and other accruing impaired loans are evaluated individually. All other loans and leases are evaluated as pools. Based on historical loss experience and qualitative factors, loss factors are determined giving consideration to the areas noted in the first paragraph and applied to the pooled loan and lease categories to develop the general or allocated portion of the reserve. Loss factors are updated quarterly. Historical loss experience is comprised of losses aggregated over eight quarters. Management also reviews the activity within the reserve to determine what actions, if any, should be taken to address differences between estimated and actual losses. Any of the above factors may cause the provision to fluctuate.

The reserve for loan and lease losses is based on management's evaluation of the loan or lease portfolio under current economic conditions and such other factors, which deserve recognition in estimating loan and lease losses. This evaluation is inherently subjective, as it requires estimates including the amounts and timing of future cash flows expected to be received on impaired loans that may be susceptible to significant change. Additions to the reserve arise from the provision for loan and lease losses charged to operations or from the recovery of amounts previously charged off. Loan and lease charge-offs reduce the reserve. Loans and leases are charged off when there has been permanent impairment or when in the opinion of management the full amount of the loan and lease will not be realized. Certain impaired loans are reported at the loan's observable market price or the fair value of the collateral if the loan is collateral dependent, or for certain impaired loans, at the present value of expected future cash flows using the loan's initial effective interest rate.

The reserve for loan and lease losses consists of allocated reserve and unallocated reserve categories. The allocated reserve is comprised of reserves established on specific loans and leases, and class reserves based on historical loan and lease loss experience, current trends, and management assessments. The unallocated reserve is based on both general economic conditions and other risk factors in the Corporation's individual markets and portfolios and is to account for a level of imprecision in management's estimation process and the potential volatility in the aforementioned markets and portfolios.

The specific reserve element is based on a regular analysis of impaired commercial and real estate loans. For these loans, the specific reserve established is based on an analysis of related collateral value, cash flow considerations and, if applicable, guarantor capacity.

The class reserve element is determined by an internal loan and lease grading process in conjunction with associated allowance factors. The Corporation revises the class allowance factors whenever necessary, but no less than quarterly, in order to address improving or deteriorating credit quality trends or specific risks associated with a given loan or lease pool classification.

The Corporation maintains a reserve in other liabilities for off-balance sheet credit exposures that currently are unfunded in categories with loss experience.



**Table of Contents****Table 8 Summary of Loan and Lease Loss Experience**

The following table presents average loans and leases and summarizes loan and lease loss experience for the periods indicated.

(Dollars in thousands)	For the Years Ended December 31,				
	2013	2012	2011	2010	2009
Average amount of loans and leases outstanding	\$ 1,499,351	\$ 1,465,448	\$ 1,448,079	\$ 1,442,085	\$ 1,453,174
Loan and lease loss reserve at beginning of period	\$ 24,746	\$ 29,870	\$ 30,898	\$ 24,798	\$ 13,118
Charge-offs:					
Commercial, financial and agricultural loans	3,213	9,974	6,784	3,436	4,116
Real estate loans	8,974	4,959	10,435	10,573	2,167
Loans to individuals	641	578	968	883	1,470
Lease financings	791	1,224	1,516	2,213	2,695
Total charge-offs	13,619	16,735	19,703	17,105	10,448
Recoveries:					
Commercial, financial and agricultural loans	320	484	318	129	332
Real estate loans	1,130	401	213	772	33
Loans to individuals	174	130	174	227	434
Lease financings	515	561	491	512	443
Total recoveries	2,139	1,576	1,196	1,640	1,242
Net charge-offs	11,480	15,159	18,507	15,465	9,206
Provisions to loan and lease loss reserve	11,228	10,035	17,479	21,565	20,886
Loan and lease loss reserve at end of period	\$ 24,494	\$ 24,746	\$ 29,870	\$ 30,898	\$ 24,798
Ratio of net charge-offs to average loans and leases	0.77%	1.03%	1.28%	1.07%	0.63%

The decrease in charge-offs during 2013 compared to 2012 was mainly due to improvements in asset quality resulting in decreased charge-off activity for commercial, financial and agricultural loans partially offset by increased charge-offs on commercial real estate loans. The decrease in charge-offs during 2012 compared to 2011 was mainly due to decreased charge-offs for commercial real estate loans partially offset by increased charge-off activity for commercial, financial and agricultural loans.

**Table 9 Allocated, Other Loan and Lease Loss Reserves**

The following table summarizes the allocation of the allowance for loan and lease losses and the percentage of loans and leases in each major loan category to total loans and leases held for investment at the dates indicated.

(Dollars in thousands)	At December 31,									
	2013		2012		2011		2010		2009	
Commercial, financial and agricultural loans	\$ 9,789	27%	\$ 11,594	31%	\$ 11,262	33%	\$ 9,630	31%	\$ 12,148	32%
Real estate loans	11,126	63	9,126	60	14,875	59	17,165	60	9,534	59
Loans to individuals	694	3	679	3	730	3	734	3	887	3
Lease financings	1,285	7	1,326	6	1,344	5	1,950	6	1,175	6
Unallocated	1,600	N/A	2,021	N/A	1,659	N/A	1,419	N/A	1,054	N/A
Total	\$ 24,494	100%	\$ 24,746	100%	\$ 29,870	100%	\$ 30,898	100%	\$ 24,798	100%

The allowance for loan and lease losses to nonaccrual loans and leases, including nonaccrual troubled debt restructured loans and lease modifications, was 105.42% at December 31, 2013, 77.01% at December 31, 2012 and 78.18% at December 31, 2011. At December 31, 2013, the specific allowance on impaired loans was \$3.0 million, or 5.1% of the balance of impaired loans of \$58.3 million. At December 31, 2012, the specific allowance on impaired loans was \$208 thousand, or 0.5% of the balance of impaired loans of \$45.2 million. At December 31, 2011, the specific allowance on impaired loans was \$1.3 million, or 3.0% of the balance of impaired loans of \$41.2 million.

The ratio of the reserve for loan and lease losses to total loans and leases was 1.59% at December 31, 2013 compared to 1.67% at December 31, 2012. Allocated reserves at December 31, 2013 increased by \$169 thousand compared to December 31, 2012. The allocated reserves for commercial, financial and agricultural loans decreased by \$1.8 million at December 31, 2013 compared to December 31, 2012 mainly due to lower loan volume and a decrease in the level of criticized loans partially offset by an increase in the specific allowance on impaired loans. The allocation of the allowance for real estate loans increased by \$2.0 million at December 31, 2013 compared to December 31, 2012 mainly due to higher loan volume and an increase in the level of criticized loans.

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The ratio of the reserve for loan and lease losses to total loans and leases was 1.67% at December 31, 2012 compared to 2.07% at December 31, 2011. Allocated reserves at December 31, 2012 decreased by \$5.5 million compared to December 31, 2011. The allocation of the allowance for real estate loans decreased by \$5.7 million at December 31, 2012 compared to December 31, 2011 mainly due to a decrease in the historical loss factors for criticized and non-criticized commercial real estate/construction loans and a decrease in the level of criticized commercial real estate/construction loans resulting from the migration and resolution of loans through the loan workout process. The decrease in loss factors for commercial real estate/construction loans was primarily due to the lower level of charge-offs during 2012 in this loan category. The allocated reserves for commercial, financial and agricultural loans increased by \$332 thousand at December 31, 2012 compared to December 31, 2011 mainly due to an increase in historical loss factors for criticized and non-criticized loans due to the higher level of charge-offs during 2012 in this loan category.

**Goodwill and Other Intangible Assets**

Goodwill and other intangible assets have been recorded on the books of the Corporation in connection with acquisitions. The Corporation has customer-related intangibles and mortgage servicing rights, which are not deemed to have an indefinite life and therefore will continue to be amortized over their useful life using the present value of projected cash flows. The amortization of these intangible assets for the years ended December 31, 2013, 2012 and 2011 was \$2.3 million, \$2.4 million and \$1.6 million, respectively. The Corporation also has goodwill of \$57.5 million at December 31, 2013, which is deemed to be an indefinite intangible asset and is not amortized. The Corporation completes a goodwill impairment analysis at least on an annual basis, or more often, if events and circumstances indicate that there may be impairment. The Corporation also completes an annual impairment test for other intangible assets, or more often, if events and circumstances indicate a possible impairment. The Corporation completed an annual impairment test for goodwill and other intangibles during the fourth quarter of 2013. There was no goodwill impairment and no material impairment of identifiable intangibles recorded during 2011 through 2013. There can be no assurance that future impairment assessments or tests will not result in a charge to earnings.

**Other Assets**

At December 31, 2013 and 2012, the Bank held \$3.3 million in Federal Reserve Bank stock as required by the Federal Reserve Bank. The Bank is a member of the FHLB, and as such, is required to hold FHLB stock as a condition of membership as determined by the FHLB. The Bank is required to hold additional stock in the FHLB in relation to the level of outstanding borrowings. The Bank held FHLB stock of \$3.2 million and \$4.1 million at December 31, 2013 and 2012, respectively. Additionally, the FHLB might require its members to increase its capital stock requirement. Changes in the credit ratings of the U.S. government and federal agencies, including the FHLB, could increase the borrowing costs of the FHLB and possibly have a negative impact on its operations and long-term performance. It is possible this could have an adverse effect on the value of the Corporation's investment in the FHLB stock. The Corporation determined there was no other-than-temporary impairment of its investment in FHLB stock at December 31, 2013. Therefore, at December 31, 2013, the FHLB stock is recorded at cost.

**LIABILITIES**

(Dollars in thousands)	At December 31,			
	2013	2012	\$ Change	% Change
Deposits	\$ 1,844,498	\$ 1,865,333	\$ (20,835)	(1)%
Short-term borrowings	37,256	96,282	(59,026)	(61)

Subordinated notes and capital securities		20,994	(20,994)	N/M
Accrued interest payable and other liabilities	<b>29,299</b>	37,955	(8,656)	(23)
<b>Total liabilities</b>	<b>\$ 1,911,053</b>	\$ 2,020,564	\$ (109,511)	(5)

***Deposits***

Total deposits declined \$20.8 million from December 31, 2012, primarily due to a \$60.7 million decrease in time deposits and a \$52.8 million decrease in interest-bearing deposits holding trust customer funds which were invested in third party funds. These declines were partially offset by a \$42.8 million increase in noninterest-bearing demand deposits and a product change for existing business and municipal customers which resulted in \$68.1 million of customer repurchase agreements, classified as borrowings, being transferred to interest-bearing demand deposits.



**Table of Contents****Table 10 Deposits**

The following table summarizes the average amount of deposits for the periods indicated:

(Dollars in thousands)	For the Years Ended December 31,		
	2013	2012	2011
Noninterest-bearing demand deposits	\$ 390,420	\$ 327,576	\$ 284,850
Interest-bearing checking deposits	286,487	230,031	206,830
Money market savings	319,958	330,839	299,299
Regular savings	536,701	510,005	482,064
Time deposits	299,792	363,225	408,638
Total average deposits	\$ 1,833,358	\$ 1,761,676	\$ 1,681,681

The following table summarizes the maturities of time deposits with balances of \$100 thousand or more at December 31, 2013:

(Dollars in thousands)	
Due Three Months or Less	\$ 19,404
Due Over Three Months to Six Months	8,261
Due Over Six Months to Twelve Months	8,519
Due Over Twelve Months	39,737
Total	\$ 75,921

**Borrowings**

Short-term borrowings at December 31, 2013, consisted of customer repurchase agreements on an overnight basis; the decrease of \$59.0 million from December 31, 2012 was due to the migration of customer accounts to interest-bearing deposits as previously discussed. During the second quarter of 2013, the Corporation submitted a redemption notice to the trustee resulting in the redemption of all of the trust preferred securities, with an aggregate principal balance of \$20.0 million, issued by Univest Capital Trust I. The Corporation redeemed the trust preferred securities effective July 7, 2013 with settlement on July 8, 2013. The redemption also included \$619 thousand in common securities issued by Univest Capital Trust I and related to the Trust Preferred Securities. At December 31, 2013, the Bank also had outstanding short-term letters of credit with the FHLB totaling \$35.0 million, which were utilized to collateralize public funds deposits.

**Table 11 Short Term Borrowings**

The following table details key information pertaining to customer repurchase agreements on an overnight basis at the dates indicated:

(Dollars in thousands)	2013	2012	2011
Balance at December 31	\$ 37,256	\$ 96,282	\$ 109,740
Weighted average interest rate at year end	0.07%	0.07%	0.20%
Maximum amount outstanding at any month s end	\$ 110,228	\$ 117,291	\$ 111,724
Average amount outstanding during the year	72,211	106,206	102,873
Weighted average interest rate during the year	0.06%	0.13%	0.28%

***Other Liabilities***

Total accrued interest payable and other liabilities decreased \$8.7 million at December 31, 2013 from December 31, 2012. The decrease was primarily due to a reduction in the pension plan liability resulting from a decrease in the unrecognized actuarial loss of \$7.5 million. The change in the actuarial loss was mostly due to an increase in the discount rate of 90 basis points.

**Table of Contents****SHAREHOLDERS EQUITY**

The following table presents total shareholders equity at the dates indicated:

(Dollars in thousands)	At December 31,			
	2013	2012	\$ Change	% Change
Common stock	\$ 91,332	\$ 91,332	\$	%
Additional paid-in capital	62,417	62,101	316	1
Retained earnings	172,602	164,823	7,779	5
Accumulated other comprehensive loss	(9,955)	(6,920)	(3,035)	(44)
Treasury stock	(35,890)	(27,059)	(8,831)	(33)
Total shareholders equity	\$ 280,506	\$ 284,277	\$ (3,771)	(1)

Retained earnings at December 31, 2013 were impacted by net income of \$21.2 million partially offset by cash dividends declared of \$13.3 million during 2013. Accumulated other comprehensive loss, net of tax benefit, related to available-for-sale investment securities was \$1.5 million at December 31, 2013 compared to accumulated other comprehensive income, net of tax, of \$8.3 million at December 31, 2012. The decrease of \$9.8 million was due to declines in the fair value of available-for-sale investments securities, resulting from the increase in interest rates beginning during the second quarter of 2013. Accumulated other comprehensive loss, net of tax benefit, related to pension and other post-retirement benefits was \$8.5 million and \$14.0 million at December 31, 2013 and 2012, respectively. The decrease of \$5.5 million was primarily due to a reduction in the actuarial pension loss resulting from an increase in the discount rate of 90 basis points. Treasury stock increased primarily due to the purchase of 540,285 treasury shares, totaling \$9.9 million under the 2007 Board approved share repurchase program partially offset by the issuance of restricted stock.

**Capital Adequacy**

Capital guidelines which banking regulators have adopted assign minimum capital requirements for categories of assets depending on their assigned risks. The components of risk-based capital for the Corporation are Tier 1 and Tier 2. Minimum required total risk-based capital is 8.00%. At December 31, 2013, the Corporation had a Tier 1 capital ratio of 12.63% and total risk-based capital ratio of 13.90%. At December 31, 2012, the Corporation had a Tier 1 capital ratio of 14.35% and total risk-based capital ratio of 15.62%. The Corporation continues to be in the well-capitalized category under regulatory standards. Details on the capital ratios can be found in Note 21 Regulatory Matters, included in the Notes to the Consolidated Financial Statements under Item 8 of this Form 10-K along with a discussion on dividend and other restrictions.

**Asset/Liability Management**

The primary functions of Asset Liability Management are to assure adequate earnings, capital and liquidity while maintaining an appropriate balance between interest-earning assets and interest-bearing liabilities. Liquidity management involves the ability to meet cash flow requirements of customers and corporate needs. Interest-rate sensitivity management seeks to avoid fluctuating net interest margins and to enhance consistent growth of net interest income through periods of changing rates.

The Corporation uses both interest-sensitivity gap analysis and simulation modeling to quantify its exposure to interest rate risk. The Corporation uses the gap analysis to identify and monitor long-term rate exposure and uses a simulation model to measure the short-term rate exposures. The Corporation runs various earnings simulation scenarios to quantify the effect of declining or rising interest rates on the net interest margin over a one-year horizon. The simulation uses existing portfolio rate and re-pricing information, combined with assumptions regarding future loan and deposit growth, future spreads, prepayments on residential mortgages, and the discretionary pricing of non-maturity assets and liabilities.

***Credit Risk***

Extending credit exposes the Corporation to credit risk, which is the risk that the principal balance of a loan and any related interest will not be collected due to the inability of the borrower to repay the loan. The Corporation manages credit risk in the loan portfolio through adherence to consistent standards, guidelines and limitations established by the Board of Directors. Written loan policies establish underwriting standards, lending limits and other standards or limits as deemed necessary and prudent.

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The loan review department conducts ongoing, independent reviews of the lending process to ensure adherence to established policies and procedures, monitors compliance with applicable laws and regulations, provides objective measurement of the risk inherent in the loan portfolio, and ensures that proper documentation exists.

The Corporation focuses on both assessing the borrower's capacity and willingness to repay and on obtaining sufficient collateral. Commercial, financial and agricultural loans are generally secured by the borrower's assets and by personal guarantees. Commercial real estate loans are originated primarily within the Southeastern Pennsylvania market area at conservative loan-to-value ratios and are often supported by a guarantee of the borrowers. Management closely monitors the composition and quality of the total commercial loan portfolio to ensure that any credit concentrations by borrower or industry are closely monitored.

The Corporation originates fixed-rate and adjustable-rate residential mortgage loans that are secured by the underlying 1- to 4-family residential properties. Credit risk exposure in this area of lending is minimized by the evaluation of the credit worthiness of the borrower, including debt-to-equity ratios, credit scores and adherence to underwriting policies that emphasize conservative loan-to-value ratios of generally no more than 80%. Residential mortgage loans granted in excess of the 80% loan-to-value ratio criterion are generally insured by private mortgage insurance.

Credit risk in the direct consumer loan portfolio is controlled by strict adherence to conservative underwriting standards that consider debt-to-income levels and the creditworthiness of the borrower and, if secured, collateral values. In the home equity loan portfolio, combined loan-to-value ratios are generally limited to 80%, but increased to 85% for the Corporation's strongest profile borrower. Other credit considerations and compensating factors may warrant higher combined loan-to-value ratios.

The primary risks that are involved with lease financing receivables are credit underwriting and borrower industry concentrations. The Corporation has strict underwriting, review, and monitoring procedures in place to mitigate this risk. Risk also lies in the residual value of the underlying equipment. Residual values are subject to judgments as to the value of the underlying equipment that can be affected by changes in economic and market conditions and the financial viability of the residual guarantors and insurers. To the extent not guaranteed or assumed by a third party, or otherwise insured against, the Corporation bears the risk of ownership of the leased assets. This includes the risk that the actual value of the leased assets at the end of the lease term will be less than the residual value. The Corporation greatly reduces this risk primarily by using \$1.00 buyout leases, in which the entire cost of the leased equipment is included in the contractual payments, leaving no residual payment at the end of the lease terms.

The Corporation closely monitors delinquencies as another means of maintaining high asset quality. Collection efforts begin after a loan payment is missed, by attempting to contact all borrowers. If collection attempts fail, the Corporation will proceed to gain control of any and all collateral in a timely manner in order to minimize losses. While liquidation and recovery efforts continue, officers continue to work with the borrowers, if appropriate, to recover all monies owed to the Corporation. The Corporation monitors delinquency trends and past due reports which are submitted to the Board of Directors.

## ***Liquidity***

The Corporation, in its role as a financial intermediary, is exposed to certain liquidity risks. Liquidity refers to the Corporation's ability to ensure that sufficient cash flow and liquid assets are available to satisfy demand for loans and leases and deposit withdrawals. The Corporation manages its liquidity risk by measuring and monitoring its liquidity sources and estimated funding needs. The Corporation has a contingency funding plan in place to address liquidity needs in the event of an institution-specific or a systemic financial crisis.

*Sources of Funds*

Core deposits and customer repurchase agreements have historically been the most significant funding sources for the Corporation. These deposits and repurchase agreements are generated from a base of consumer, business and public customers primarily located in Bucks and Montgomery counties, Pennsylvania. The Corporation faces increased competition for these deposits from a large array of financial market participants, including banks, savings institutions, mutual funds, security dealers and others.

The Corporation supplements its core funding with money market funds it holds for the benefit of various trust accounts. These funds are fully collateralized by the Bank's investment portfolio and bear interest at current money market mutual fund rates. This funding source is subject to changes in the asset allocations of the trust accounts.

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The Corporation, through the Bank, has short-term and long-term credit facilities with the FHLB with a maximum borrowing capacity of approximately \$484.1 million. At December 31, 2013 and 2012, there were no outstanding borrowings with the FHLB. At December 31, 2013 and 2012, the Bank also had outstanding short-term letters of credit with the FHLB totaling \$35.0 million and \$32.0 million, respectively, which were utilized to collateralize public funds deposits. The maximum borrowing capacity changes as a function of qualifying collateral assets as well as the FHLB's internal credit rating of the Bank and the amount of funds received may be reduced by additional required purchases of FHLB stock.

The Bank maintains federal fund credit lines with several correspondent banks totaling \$82.0 million at December 31, 2013 and 2012. There were no outstanding borrowings under these lines at December 31, 2013 and 2012. Future availability under these lines is subject to the prerogatives of the granting banks and may be withdrawn at will. The Corporation, through the Bank, has an available line of credit at the Federal Reserve Bank of Philadelphia, the amount of which is dependent upon the balance of loans and securities pledged as collateral. At December 31, 2013 and 2012, the Corporation had no outstanding borrowings under this line.

***Cash Requirements***

The Corporation has cash requirements for various financial obligations, including contractual obligations and commitments that require cash payments. The following contractual obligations and commitments table presents, at December 31, 2013, significant fixed and determinable contractual obligations and commitments to third parties. The most significant contractual obligation, in both the under and over one year time period, is for the Bank to repay its certificates of deposit. The Bank anticipates meeting these obligations by continuing to provide convenient depository and cash management services through its branch network, thereby replacing these contractual obligations with similar fund sources at rates that are competitive in our market.

The table also shows the amounts and expected maturities of significant commitments at December 31, 2013. These commitments do not necessarily represent future cash requirements in that these commitments often expire without being drawn upon. Commitments to extend credit are the Bank's most significant commitment in both the under and over one year time periods.

***Contractual Obligations and Commitments***

The Corporation enters into contractual obligations in the normal course of business as a source of funds for its asset growth and its asset/liability management, to fund acquisitions and to meet required capital needs. These obligations require the Corporation to make cash payments over time as detailed in the table below.

The Corporation is party to financial instruments with off-balance sheet risk in the normal course of business to manage the Corporation's exposure to fluctuation in interest rates. These financial instruments include commitments to extend credit, standby and commercial letters of credit and forward loan sale contracts. These financial instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the consolidated balance sheets. The contract or notional amounts of these financial instruments reflect the extent of involvement the Corporation has in particular classes of financial instruments.

The Corporation's exposure to credit loss in the event of non-performance by the other party to the financial instrument for commitments to extend credit and standby and commercial letters of credit is represented by the contractual amount of those instruments. The Corporation uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments. Unless noted otherwise, the Corporation does not require and is not required to pledge collateral or other security to support financial instruments with credit risk. These

commitments expire over time as detailed in Table 12.

The Corporation also had possible future commitments on risk participation agreements, totaling \$1.3 million at December 31, 2013. For further information regarding the Corporation's commitments, refer to Note 16, Commitments and Contingencies of the Consolidated Financial Statements.



**Table of Contents****Table 12 Contractual Obligations and Commitments**

The following table sets forth contractual obligations and other commitments representing required and potential cash outflows, including interest payable, at December 31, 2013. The contractual amounts to be paid on variable rate obligations are affected by changes in the market interest rates. Future changes in the market interest rates could materially affect the contractual amounts to be paid.

	<b>Total</b>	<b>Payments Due by Period</b>			
		<b>Due in One Year or Less</b>	<b>Due after One Year to Three Years</b>	<b>Due after Three Years to Five Years</b>	<b>Due in Over Five Years</b>
(Dollars in thousands)					
Customer repurchase agreements (a)	\$ 37,256	\$ 37,256	\$	\$	\$
Time deposits(b)	279,101	111,179	126,574	35,642	5,706
Operating leases	29,600	2,342	4,402	3,735	19,121
Standby and commercial letters of credit	42,298	25,282	16,831	185	
Commitments to extend credit (c)	533,364	167,386	47,541	17,361	301,076
Derivative loan commitments (d)	346	346			
<b>Total contractual obligations</b>	<b>\$ 921,965</b>	<b>\$ 343,791</b>	<b>\$ 195,348</b>	<b>\$ 56,923</b>	<b>\$ 325,903</b>

- Notes: (a) Includes interest on variable rate obligations. The interest expense is based upon the fourth quarter average interest rate.
- (b) Includes interest on both fixed and variable rate obligations. The interest expense is based upon the fourth quarter average interest rate.
- (c) Includes both revolving and straight lines of credit. Revolving lines, including unused credit card lines, are reported in the Due in One Year or Less category.
- (d) Includes the fair value of these contractual arrangements at December 31, 2013.

**Interest Rate Sensitivity**

The Corporation uses both interest-rate sensitivity gap analysis and simulation modeling to measure and manage interest rate risk.

The interest sensitivity gap analysis identifies interest rate risk by showing re-pricing gaps in the Corporation's balance sheet. The model is based on expected cash flows and re-pricing characteristics for all financial instruments at a point in time and incorporates Corporation developed, market influenced assumptions regarding the impact of changing interest rates on these financial instruments. All assets and liabilities are reflected based on behavioral sensitivity, which is usually the earliest of either: re-pricing, maturity, contractual amortization, prepayments or likely call dates. Interest-bearing non-maturity deposits are spread over various time periods based on the expected sensitivity of these rates and based on historical behavior.



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The following table presents the Corporation's gap analysis at December 31, 2013:

**Table 13 Interest Rate Sensitivity Gap Analysis**

(Dollars in thousands)	Within Three Months	After Three Months to Twelve Months	After One Year to Five Years	Over Five Years	Non-Rate Sensitive	Total
<b>Assets:</b>						
Cash and due from banks	\$	\$	\$	\$	\$ 32,646	\$ 32,646
Interest-earning deposits with other banks	36,523					36,523
Investment securities	33,632	16,939	188,991	162,722		402,284
Loans held for sale	2,267					2,267
Loans and leases, net of reserve for loan and lease losses	535,074	227,690	564,022	214,698	(24,494)	1,516,990
Other assets					200,849	200,849
<b>Total assets</b>	<b>\$ 607,496</b>	<b>\$ 244,629</b>	<b>\$ 753,013</b>	<b>\$ 377,420</b>	<b>\$ 209,001</b>	<b>\$ 2,191,559</b>
<b>Liabilities and shareholders equity:</b>						
<b>Demand</b>						
deposits noninterest-bearing	\$	\$	\$	\$	\$ 411,714	\$ 411,714
Demand deposits interest-bearing	312,265	43,423	208,425	61,732		625,845
Savings deposits	7,713	44,920	215,614	267,903		536,150
Time deposits	26,916	60,417	173,822	9,634		270,789
Borrowed funds	37,256					37,256
Other liabilities					29,299	29,299
Shareholders' equity					280,506	280,506
<b>Total liabilities and shareholders equity</b>	<b>\$ 384,150</b>	<b>\$ 148,760</b>	<b>\$ 597,861</b>	<b>\$ 339,269</b>	<b>\$ 721,519</b>	<b>\$ 2,191,559</b>
<b>Incremental gap</b>	<b>\$ 223,346</b>	<b>\$ 95,869</b>	<b>\$ 155,152</b>	<b>\$ 38,151</b>	<b>\$(512,518)</b>	
<b>Cumulative gap</b>	<b>\$ 223,346</b>	<b>\$ 319,215</b>	<b>\$ 474,367</b>	<b>\$ 512,518</b>		
<b>Cumulative gap as a percentage of interest-earning assets</b>	<b>11.27%</b>	<b>16.10%</b>	<b>23.93%</b>	<b>25.85%</b>		

The table above indicates that the Corporation is asset sensitive and should experience an increase in net interest income in the near term, if interest rates rise. Accordingly, if rates decline, net interest income should decline. Actual results may differ from expected results for many reasons including market reactions, competitor responses, customer

behavior and/or regulatory actions.

Management also performs a simulation of net interest income to measure short-term rate exposures. The following table demonstrates the expected effect that a parallel interest rate shift would have on the Corporation's net interest income over the next twelve months. This simulation assumes that there is no growth in interest-earning assets or interest-bearing liabilities over the next twelve months.

The changes to net interest income are shown in the below table at December 31, 2013.

**Table 14 Summary of Interest Rate Simulation**

(Dollars in thousands)	Estimated Change in Net Interest Income Over Next 12 Months	
	Amount	Percent
<b>Rate shock Change in interest rates</b>		
+300 basis points	\$ 11,756	17.3%
+200 basis points	7,290	10.7
+100 basis points	3,093	4.6
- 100 basis points*	(4,328)	(6.4)

\* Because certain current short-term interest rates are at or below 1.0%, the 100 basis point downward shock assumes that corresponding interest rates approach an implied floor that, in effect, reflects a decrease of less than the full 100 basis points downward shock.

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The interest rate simulation demonstrates that the Corporation is asset sensitive; indicating that an increase in interest rates will have a positive impact on net interest income over the next 12 months while a decrease in interest rates will negatively impact net interest income.

***Recent Accounting Pronouncements***

For information regarding recent accounting pronouncements, refer to Note 1, Summary of Significant Accounting Policies of this Form 10-K.

**Item 7A. *Quantitative and Qualitative Disclosures About Market Risk***

Market risk is the risk of loss from adverse changes in market prices and rates. In the normal course of its business activities including lending, investing, receiving deposits and borrowing funds, the Corporation is subject to changes in the economic value and/or earnings potential of the assets and liabilities due to changes in interest rates. The Corporation's Investment Asset/Liability Management Committee, is responsible for managing interest rate risk in a manner so as to provide adequate and reliable earnings. This is accomplished through the establishment of policy limits on maximum risk exposures, as well as the regular and timely monitoring of reports designed to quantify risk and return levels. The Corporation's Board of Directors establishes policies that govern interest rate risk management.

Information with respect to quantitative and qualitative disclosures about market risk can be found in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations including Liquidity and Interest Rate Sensitivity.

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**Item 8. *Financial Statements and Supplementary Data***

The following audited consolidated financial statements and related documents are set forth in this Annual Report on Form 10-K on the following pages:

	Page
<u>Report of Independent Registered Public Accounting Firm</u>	45
<u>Consolidated Balance Sheets</u>	46
<u>Consolidated Statements of Income</u>	47
<u>Consolidated Statements of Comprehensive Income</u>	48
<u>Consolidated Statements of Changes in Shareholders' Equity</u>	49
<u>Consolidated Statements of Cash Flows</u>	50
<u>Notes to Consolidated Financial Statements</u>	51

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**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Shareholders

Univest Corporation of Pennsylvania:

We have audited the accompanying consolidated balance sheets of Univest Corporation of Pennsylvania and subsidiaries (the Company) as of December 31, 2013 and 2012, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2013. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2013 and 2012, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2013, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2013, based on criteria established in *Internal Control - Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 4, 2014 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

Philadelphia, Pennsylvania

March 4, 2014

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## UNIVEST CORPORATION OF PENNSYLVANIA

## CONSOLIDATED BALANCE SHEETS

(Dollars in thousands, except share data)	At December 31,	
	2013	2012
<b>ASSETS</b>		
Cash and due from banks	\$ 32,646	\$ 98,399
Interest-earning deposits with other banks	36,523	47,713
Investment securities held-to-maturity (fair value \$66,853 and \$71,327 at December 31, 2013 and 2012, respectively)	66,003	69,845
Investment securities available-for-sale	336,281	429,734
Loans held for sale	2,267	4,530
Loans and leases held for investment	1,541,484	1,481,862
Less: Reserve for loan and lease losses	(24,494)	(24,746)
Net loans and leases held for investment	1,516,990	1,457,116
Premises and equipment, net	34,129	33,222
Goodwill	57,517	56,238
Other intangibles, net of accumulated amortization and fair value adjustments of \$10,300 and \$10,475 at December 31, 2013 and 2012, respectively	8,178	6,456
Bank owned life insurance	60,637	61,409
Accrued interest receivable and other assets	40,388	40,179
Total assets	\$ 2,191,559	\$ 2,304,841
<b>LIABILITIES</b>		
Demand deposits, noninterest-bearing	\$ 411,714	\$ 368,948
Demand deposits, interest-bearing	625,845	638,483
Savings deposits	536,150	526,391
Time deposits	270,789	331,511
Total deposits	1,844,498	1,865,333
Customer repurchase agreements	37,256	96,282
Accrued interest payable and other liabilities	29,299	37,955
Subordinated notes		375
Junior subordinated debt owed to unconsolidated subsidiary trust		20,619
Total liabilities	1,911,053	2,020,564
<b>SHAREHOLDERS EQUITY</b>		
Common stock, \$5 par value; 48,000,000 shares authorized at December 31, 2013 and 2012; 18,266,404 shares issued at December 31, 2013 and 2012; and 16,287,812 and 16,770,232 shares outstanding at December 31, 2013 and 2012, respectively	91,332	91,332



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Additional paid-in capital	<b>62,417</b>	62,101
Retained earnings	<b>172,602</b>	164,823
Accumulated other comprehensive loss, net of tax benefit	<b>(9,955)</b>	(6,920)
Treasury stock, at cost; 1,978,592 shares and 1,496,172 shares at December 31, 2013 and 2012, respectively	<b>(35,890)</b>	(27,059)
<b>Total shareholders equity</b>	<b>280,506</b>	284,277
<b>Total liabilities and shareholders equity</b>	<b>\$ 2,191,559</b>	\$ 2,304,841

See accompanying notes to consolidated financial statements.

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**UNIVEST CORPORATION OF PENNSYLVANIA**  
**CONSOLIDATED STATEMENTS OF INCOME**

(Dollars in thousands, except per share data)	<b>For the Years Ended December 31,</b>		
	<b>2013</b>	<b>2012</b>	<b>2011</b>
<b>Interest income</b>			
Interest and fees on loans and leases:			
Taxable	\$ 63,173	\$ 65,479	\$ 67,902
Exempt from federal income taxes	4,777	4,725	4,918
<b>Total interest and fees on loans and leases</b>	<b>67,950</b>	70,204	72,820
Interest and dividends on investment securities:			
Taxable	5,432	5,951	8,063
Exempt from federal income taxes	4,071	4,335	4,469
Other interest income	126	164	116
<b>Total interest income</b>	<b>77,579</b>	80,654	85,468
<b>Interest expense</b>			
Interest on demand deposits	478	686	939
Interest on savings deposits	313	790	1,468
Interest on time deposits	3,795	5,162	6,576
Interest on short-term borrowings	48	326	332
Interest on long-term borrowings	483	1,210	1,413
<b>Total interest expense</b>	<b>5,117</b>	8,174	10,728
Net interest income	72,462	72,480	74,740
Provision for loan and lease losses	11,228	10,035	17,479
<b>Net interest income after provision for loan and lease losses</b>	<b>61,234</b>	62,445	57,261
<b>Noninterest income</b>			
Trust fee income	7,303	6,777	6,344
Service charges on deposit accounts	4,451	4,429	5,057
Investment advisory commission and fee income	6,817	5,363	5,373
Insurance commission and fee income	10,220	8,531	7,733
Other service fee income	7,390	5,855	5,240
Bank owned life insurance income	2,968	2,670	1,668
Other-than-temporary impairment on equity securities		(13)	(16)
Net gain on sales of investment securities	3,389	305	1,417
Net gain on mortgage banking activities	4,523	6,088	1,868
Net (loss) gain on dispositions and sales of fixed assets	(6)	1,257	(12)
Net gain (loss) on sales and write-downs of other real estate owned	626	(1,904)	(798)

Loss on termination of interest rate swap	(1,866)		
Other	969	902	533
<b>Total noninterest income</b>	<b>46,784</b>	40,260	34,407
<b>Noninterest expense</b>			
Salaries and benefits	39,522	37,306	33,124
Commissions	8,512	6,981	5,106
Net occupancy	5,869	5,716	5,782
Equipment	4,865	4,486	4,002
Marketing and advertising	1,948	1,725	1,760
Deposit insurance premiums	1,553	1,689	2,039
Restructuring charges	534		
Other	18,330	18,379	16,197
<b>Total noninterest expense</b>	<b>81,133</b>	76,282	68,010
Income before income taxes	26,885	26,423	23,658
Income taxes	5,696	5,551	4,776
Net income	\$ 21,189	\$ 20,872	\$ 18,882
<b>Net income per share:</b>			
Basic	\$ 1.28	\$ 1.25	\$ 1.13
Diluted	1.27	1.24	1.13
Dividends declared	0.80	0.80	0.80

See accompanying notes to consolidated financial statements.

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**UNIVEST CORPORATION OF PENNSYLVANIA**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

	For the Years Ended December 31,								
	2013	2012	2011						
	Before Tax Amount	Tax Expense (Benefit)	Net of Tax Amount	Before Tax Amount	Tax Expense (Benefit)	Net of Tax Amount	Before Tax Amount	Tax Expense (Benefit)	Net of Tax Amount
(Dollars in thousands)									
Income	\$ 26,885	\$ 5,696	\$ 21,189	\$ 26,423	\$ 5,551	\$ 20,872	\$ 23,658	\$ 4,776	\$ 18,882
Other comprehensive income:									
Net unrealized (losses) gains on available-for-sale investment securities:									
Net unrealized holding (losses) gains arising during the period	(11,712)	(4,099)	(7,613)	1,888	660	1,228	11,282	3,949	7,333
Less: reclassification adjustment for net gains on sales realized in net income	(3,389)	(1,186)	(2,203)	(305)	(107)	(198)	(1,417)	(496)	(921)
Less: reclassification adjustment for other-than-temporary impairment on equity securities realized in net income				13	5	8	16	6	10
Total net unrealized (losses) gains on available-for-sale investment securities	(15,101)	(5,285)	(9,816)	1,596	558	1,038	9,881	3,459	6,422
Cash flow hedge derivative:									
Net change in fair value of interest rate swap	43	15	28	(474)	(165)	(309)	(1,926)	(674)	(1,252)
Less: reclassification adjustment for loss on termination of interest rate swap realized in net income	1,866	653	1,213						

Total cash flow hedge derivative	<b>1,909</b>	<b>668</b>	<b>1,241</b>	(474)	(165)	(309)	(1,926)	(674)	(1,252)
Defined benefit pension plans:									
Net unrealized gains (losses) arising during the period	<b>7,496</b>	<b>2,623</b>	<b>4,873</b>	(3,297)	(1,154)	(2,143)	(7,418)	(2,596)	(4,822)
Less: amortization of net actuarial loss included in net periodic pension costs	<b>1,282</b>	<b>449</b>	<b>833</b>	1,170	409	761	743	260	483
Less: accretion of prior service cost included in net periodic pension costs	<b>(255)</b>	<b>(89)</b>	<b>(166)</b>	(255)	(89)	(166)	(255)	(89)	(166)
Total defined benefit pension plans	<b>8,523</b>	<b>2,983</b>	<b>5,540</b>	(2,382)	(834)	(1,548)	(6,930)	(2,425)	(4,505)
Other comprehensive (loss) income	<b>(4,669)</b>	<b>(1,634)</b>	<b>(3,035)</b>	(1,260)	(441)	(819)	1,025	360	665
Total comprehensive income	<b>\$ 22,216</b>	<b>\$ 4,062</b>	<b>\$ 18,154</b>	\$ 25,163	\$ 5,110	\$ 20,053	\$ 24,683	\$ 5,136	\$ 19,547

See accompanying notes to consolidated financial statements.

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## UNIVEST CORPORATION OF PENNSYLVANIA

## CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY

(Dollars in thousands, except share and per share data)	<b>Common Shares Outstanding</b>	<b>Accumulated Other Comprehensive (Loss) Income</b>	<b>Common Stock</b>	<b>Additional Paid-in Capital</b>	<b>Retained Earnings</b>	<b>Treasury Stock</b>	<b>Total</b>
Balance at December 31, 2010	16,648,303	\$ (6,766)	\$ 91,332	\$ 59,080	\$ 151,978	\$ (29,400)	\$ 266,224
Net income for 2011					18,882		18,882
Other comprehensive income, net of income tax		665					665
Cash dividends declared (\$0.80 per share)					(13,382)		(13,382)
Stock issued under dividend reinvestment and employee stock purchase plans and other employee benefit programs	141,485			65	13	2,209	2,287
Expired stock options					28		28
Repurchase of cancelled restricted stock awards	(8,654)			166		(166)	
Purchases of treasury stock	(137,494)					(1,928)	(1,928)
Restricted stock awards granted	58,736			(1,019)	47	972	
Vesting of restricted stock awards				203			203
Balance at December 31, 2011	16,702,376	(6,101)	91,332	58,495	157,566	(28,313)	272,979
Net income for 2012					20,872		20,872
Other comprehensive income, net of income tax		(819)					(819)
Cash dividends declared (\$0.80 per share)					(13,411)		(13,411)
Stock issued under dividend reinvestment and employee stock purchase plans and other employee benefit programs	150,579				(70)	2,585	2,515
Repurchase of cancelled restricted stock awards	(13,125)			300		(300)	
Stock-based compensation				4,544			4,544

Net tax deficiency on stock-based compensation				(84)			(84)
Purchases of treasury stock	(140,755)					(2,319)	(2,319)
Restricted stock awards granted	71,157			(1,154)	(134)	1,288	
Balance at December 31, 2012	16,770,232	(6,920)	91,332	62,101	164,823	(27,059)	284,277
Net income for 2013					<b>21,189</b>		<b>21,189</b>
Other comprehensive loss, net of income tax benefit		<b>(3,035)</b>					<b>(3,035)</b>
Cash dividends declared (\$0.80 per share)					<b>(13,286)</b>		<b>(13,286)</b>
Stock issued under dividend reinvestment and employee stock purchase plans and other employee benefit programs	<b>132,681</b>			<b>20</b>	<b>(32)</b>	<b>2,434</b>	<b>2,422</b>
Repurchase of cancelled restricted stock awards	<b>(29,533)</b>			<b>519</b>		<b>(519)</b>	
Stock-based compensation				<b>978</b>			<b>978</b>
Net tax deficiency on stock-based compensation				<b>(27)</b>			<b>(27)</b>
Purchases of treasury stock	<b>(655,609)</b>					<b>(12,012)</b>	<b>(12,012)</b>
Restricted stock awards granted	<b>70,041</b>			<b>(1,174)</b>	<b>(92)</b>	<b>1,266</b>	
Balance at December 31, 2013	<b>16,287,812</b>	<b>\$ (9,955)</b>	<b>\$ 91,332</b>	<b>\$ 62,417</b>	<b>\$ 172,602</b>	<b>\$ (35,890)</b>	<b>\$ 280,506</b>

See accompanying notes to consolidated financial statements.

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**UNIVEST CORPORATION OF PENNSYLVANIA**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Dollars in thousands)	<b>For the Years Ended December 31,</b>		
	<b>2013</b>	<b>2012</b>	<b>2011</b>
<b>Cash flows from operating activities:</b>			
Net income	<b>\$ 21,189</b>	\$ 20,872	\$ 18,882
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for loan and lease losses	<b>11,228</b>	10,035	17,479
Depreciation of premises and equipment	<b>2,927</b>	2,925	2,591
Other-than-temporary impairment on equity securities		13	16
Net gain on sales of investment securities	<b>(3,389)</b>	(305)	(1,417)
Net gain on mortgage banking activities	<b>(4,523)</b>	(6,088)	(1,868)
Net loss (gain) on dispositions and sales of fixed assets	<b>6</b>	(1,257)	12
Net (gain) loss on sales and write-downs of other real estate owned	<b>(626)</b>	1,904	798
Loss on termination of interest rate swap	<b>1,866</b>		
Bank owned life insurance income	<b>(2,968)</b>	(2,670)	(1,668)
Net amortization on investment securities	<b>2,729</b>	2,470	641
Amortization, fair market value adjustments and capitalization of other intangibles	<b>(377)</b>	(597)	607
Stock-based compensation	<b>978</b>	1,267	888
Other adjustments to reconcile net income to cash provided by operating activities	<b>(149)</b>		
Deferred tax expense (benefit)	<b>933</b>	2,540	1,613
Originations of loans held for sale	<b>(265,732)</b>	(325,569)	(176,503)
Proceeds from the sale of loans held for sale	<b>273,665</b>	329,569	179,414
Contributions to pension and other postretirement benefit plans	<b>(2,243)</b>	(8,215)	(2,325)
(Increase) decrease in accrued interest receivable and other assets	<b>(2,850)</b>	8,065	692
Increase in accrued interest payable and other liabilities	<b>142</b>	2,180	2,846
<b>Net cash provided by operating activities</b>	<b>32,806</b>	37,139	42,698
<b>Cash flows from investing activities:</b>			
Net cash paid due to acquisitions	<b>(2,170)</b>	(3,225)	(1,849)
Net capital expenditures	<b>(3,840)</b>	(578)	(2,301)
Proceeds from maturities and calls of securities held-to-maturity	<b>3,000</b>		32
Proceeds from maturities and calls of securities available-for-sale	<b>85,205</b>	164,943	212,964
Proceeds from sales of securities available-for-sale	<b>76,361</b>	57,186	40,481
Purchases of investment securities held-to-maturity		(24,697)	(45,952)
Purchases of investment securities available-for-sale	<b>(81,712)</b>	(226,429)	(201,025)
Net increase in loans and leases	<b>(74,338)</b>	(50,615)	(1,153)
Net decrease (increase) in interest-earning deposits	<b>11,190</b>	19,807	(49,957)
Proceeds from sales of other real estate owned	<b>4,359</b>	3,012	2,681
Purchases of bank owned life insurance			(12,500)



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Proceeds from bank owned life insurance	<b>3,540</b>	2,415	791
Net cash provided by (used in) investing activities	<b>21,595</b>	(58,181)	(57,788)
Cash flows from financing activities:			
Net (decrease) increase in deposits	<b>(20,515)</b>	116,101	62,962
Net decrease in short-term borrowings	<b>(59,026)</b>	(18,458)	(5,131)
Repayment of subordinated debt	<b>(375)</b>	(1,500)	(1,500)
Payment for repurchase of trust preferred securities	<b>(20,619)</b>		
Purchases of treasury stock	<b>(12,012)</b>	(2,319)	(1,928)
Stock issued under dividend reinvestment and employee stock purchase plans and other employee benefit programs	<b>2,422</b>	2,515	2,287
Cash dividends paid	<b>(10,029)</b>	(16,755)	(13,367)
Net cash (used in) provided by financing activities	<b>(120,154)</b>	79,584	43,323
Net (decrease) increase in cash and due from banks	<b>(65,753)</b>	58,542	28,233
Cash and due from banks at beginning of year	<b>98,399</b>	39,857	11,624
Cash and due from banks at end of year	<b>\$ 32,646</b>	\$ 98,399	\$ 39,857
Supplemental disclosures of cash flow information:			
Cash paid for interest	<b>\$ 5,997</b>	\$ 8,701	\$ 11,202
Cash paid or income taxes, net of refunds received	<b>5,352</b>	1,819	4,626
Noncash transactions:			
Noncash transfer of loans to other real estate owned	<b>\$ 3,485</b>	\$	\$ 7,426
Noncash transfer of loans held for investment to loans held for sale		2,599	
Contingent consideration recorded as goodwill	<b>454</b>	842	

See accompanying notes to consolidated financial statements.

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**UNIVEST CORPORATION OF PENNSYLVANIA**

**Notes to Consolidated Financial Statements**

*(All dollar amounts presented in tables are in thousands, except per share data. N/M equates to not meaningful ; - equates to zero or doesn't round to a reportable number ; and N/A equates to not applicable .)*

**Note 1. Summary of Significant Accounting Policies**

***Organization***

Univest Corporation of Pennsylvania (the Corporation) through its wholly owned subsidiary, Univest Bank and Trust Co. (the Bank), is engaged in domestic commercial and retail banking services and provides a full range of community banking and trust services to its customers. The Bank wholly owns Univest Capital, Inc., which provides lease financing, and Delview, Inc., who through its subsidiaries, Univest Investments, Inc. and Univest Insurance, Inc., provides financial planning, investment management, insurance products and brokerage services. Univest Investments, Univest Insurance and Univest Capital were formed to enhance the traditional banking and trust services provided by the Bank. The Corporation's former subsidiary, Univest Delaware, Inc., was dissolved during 2013. Univest Investments, Univest Insurance and Univest Capital do not currently meet the quantitative and qualitative thresholds for separate disclosure provided as a business segment. Therefore, the Corporation currently has one reportable segment, Community Banking, and strategically this is how the Corporation operates and has positioned itself in the marketplace. The Corporation's activities are interrelated, each activity is dependent, and performance is assessed based on how each of these activities supports the others. Accordingly, significant operating decisions are based upon analysis of the Corporation as one Community Banking operating segment. The Bank serves Montgomery, Bucks, Chester and Lehigh counties of Pennsylvania through thirty-one banking offices and provides banking and trust services to the residents and employees of twelve retirement communities. Banking services are also available on-line at the Corporation's website at [www.univest.net](http://www.univest.net).

***Principles of Consolidation***

The consolidated financial statements include the accounts of the Corporation and its wholly owned subsidiary, the Bank. All significant intercompany balances and transactions have been eliminated in consolidation and certain prior period amounts have been reclassified to conform to current-year presentation.

***Use of Estimates***

The preparation of the consolidated financial statements in conformity with U.S. generally accepted accounting principles (U.S. GAAP) requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant changes include fair value measurement of investment securities available-for-sale and assessment for impairment of certain investment securities, reserve for loan and lease losses, valuation of goodwill and other intangible assets, mortgage servicing rights, deferred tax assets and liabilities, benefit plans and stock-based compensation expense.

***Interest-earning Deposits with Other Banks***

Interest-earning deposits with other banks consist of deposit accounts with other financial institutions generally having maturities of three months or less.

***Investment Securities***

Securities are classified as investment securities held-to-maturity and carried at amortized cost if management has the positive intent and ability to hold the securities to maturity. Securities purchased with the intention of recognizing short-term profits are placed in the trading account and are carried at fair value. The Corporation did not have any trading account securities at December 31, 2013 or 2012. Securities not classified as held-to-maturity or trading are designated securities available-for-sale and carried at fair value with unrealized gains and losses reflected in other comprehensive income, net of estimated income taxes. Realized gains and losses on the sale of investment securities are recognized using the specific identification method and are included in the consolidated statements of income. The amortization of premiums and accretion of discounts are included in interest income and calculated using the level yield method.

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Management evaluates debt securities, which are comprised of U.S. Government, government sponsored agencies, municipalities, corporate bonds and other issuers, for other-than-temporary impairment and considers the current economic conditions, the length of time and the extent to which the fair value has been less than cost, interest rates and the bond rating of each security. All of the debt securities are rated as investment grade and management believes that it will not incur any losses. The unrealized losses on the Corporation's investments in debt securities are temporary in nature since they are primarily related to market interest rates and are not related to the underlying credit quality of the issuers within our investment portfolio. The Corporation does not have the intent to sell the debt securities and believes it is more likely than not, that it will not have to sell the securities before recovery of their cost basis. The credit portion of any loss on debt securities is recognized through earnings and the noncredit portion of any loss related to debt securities that the Corporation does not intend to sell, and it is more likely than not that the Corporation will not be required to sell the securities prior to recovery, is recognized in other comprehensive income, net of tax. The Corporation did not recognize any other-than-temporary impairment charges on debt securities during the years of 2011 through 2013.

The Corporation evaluates its equity securities for other-than-temporary impairment and recognizes other-than-temporary impairment charges when it has determined that it is probable that the fair value of certain equity securities will not recover to the Corporation's cost basis in the individual securities within a reasonable period of time due to a decline in the financial stability of the underlying companies. Management evaluates the near-term prospects of the issuers in relation to the severity and duration of the impairment. The Corporation has the intent and ability to hold these securities until recovery of the Corporation's cost basis occurs.

## ***Loans and Leases***

Loans and leases are stated at the principal amount less net deferred fees and unearned discount. Interest income on commercial, consumer, and mortgage loans is recorded on the outstanding balance method, using actual interest rates applied to daily principal balances. Loan commitments are made to accommodate the financial needs of the customers. These commitments represent off-balance sheet items that are unfunded. Accrual of interest income on loans and leases ceases when collectability of interest and/or principal is questionable. If it is determined that the collection of interest previously accrued is uncertain, such accrual is reversed and charged to current earnings. Loans and leases are considered past due based upon failure to comply with contractual terms.

A loan or lease is typically classified as nonaccrual when the contractual payment of principal or interest has become 90 days past due or management has serious doubts about the further collectability of principal or interest, even though the loan or lease is currently performing. When a loan or lease, including an impaired loan or lease, is classified as nonaccrual, the accrual of interest on such a loan or lease is discontinued. A loan or lease may remain on accrual status if it is in the process of collection and is either guaranteed or well secured. When a loan or lease is placed on nonaccrual status, unpaid interest credited to income in the current year is reversed. Interest received on nonaccrual loans and leases is either applied against principal or reported as interest income, according to management's judgment as to the collectability of principal. Loans and leases are usually restored to accrual status when the obligation is brought current, has performed in accordance with the contractual terms for a reasonable period of time, and the ultimate collectability of the total contractual principal and interest is no longer in doubt. A loan or lease is considered impaired when, based on current information and events, it is probable that the Corporation will be unable to collect all amounts due, including principal and interest, according to the contractual terms of the loan agreement. Interest on impaired loans and leases, which are not classified as nonaccrual, is recognized on the accrual basis.

## ***Loan and Lease Fees***

Fees collected upon loan or lease origination and certain direct costs of originating loans and leases are deferred and recognized over the contractual lives of the related loans and leases as yield adjustments using the interest method. Upon prepayment or other disposition of the underlying loans and leases before their contractual maturities, any associated unearned fees or unamortized costs are recognized.

***Reserve for Loan and Lease Losses***

The reserve for loan and lease losses is maintained at a level that management believes is appropriate to absorb known and inherent losses in the loan and lease portfolio. Management's methodology to determine the adequacy of and the provision to the reserve considers specific credit reviews, past loan and lease loss experience, current economic conditions and trends and the volume, growth, and composition of the loan portfolio.

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The reserve for loan and lease losses is determined through a monthly evaluation of reserve adequacy. This analysis takes into consideration the growth of the loan and lease portfolio, the status of past-due loans and leases, current economic conditions, various types of lending activity, policies, real estate and other loan commitments, and significant changes in charge-off activity. Impaired loans, including nonaccrual loans and leases, troubled debt restructured loans and other accruing impaired loans are evaluated individually. All other loans and leases are evaluated as pools. Based on historical loss experience and qualitative factors, loss factors are determined giving consideration to the areas noted in the first paragraph and applied to the pooled loan and lease categories to develop the general or allocated portion of the reserve. Loss factors are updated quarterly. Historical loss experience is comprised of losses aggregated over eight quarters. Management also reviews the activity within the reserve to determine what actions, if any, should be taken to address differences between estimated and actual losses. Any of the above factors may cause the provision to fluctuate.

The reserve for loan and lease losses is based on management's evaluation of the loan and lease portfolio under current economic conditions and such other factors, which deserve recognition in estimating loan and lease losses. This evaluation is inherently subjective, as it requires estimates including the amounts and timing of future cash flows expected to be received on impaired loans and leases that may be susceptible to significant change. Additions to the reserve arise from the provision for loan and lease losses charged to operations or from the recovery of amounts previously charged off. Loan and lease charge-offs reduce the reserve. Loans and leases are charged off when there has been permanent impairment or when in the opinion of management the full amount of the loan or lease will not be realized. Certain impaired loans are reported at the loan's observable market price or the fair value of the collateral if the loan is collateral dependent, or for certain impaired loans, at the present value of expected future cash flows using the loan's initial effective interest rate. For commercial impaired loans which are collateral dependent, the fair value of collateral is based on appraisals performed by qualified licensed appraisers hired by the Corporation less management's estimated costs to sell. Appraisals are updated annually and obtained more frequently if changes in the property or market conditions warrant. Once an updated appraisal is received, if the fair value less estimated costs to sell is less than the carrying amount of the collateral dependent loan, a charge-off to the reserve for loan and lease losses is recorded for the difference.

The reserve for loan and lease losses consists of an allocated reserve and an unallocated reserve. The allocated reserve is comprised of reserves established on specific loans and leases, and class reserves based on historical loan and lease loss experience, current trends, and management assessments. The unallocated reserve is based on both general economic conditions and other risk factors in the Corporation's individual markets and portfolios.

The specific reserve element is based on a regular analysis of impaired commercial and real estate loans. For these loans, the specific reserve established is based on a careful analysis of related collateral value, cash flow considerations and, if applicable, guarantor capacity.

The class reserve element is determined by an internal loan and lease grading process in conjunction with associated allowance factors. The Corporation revises the class allowance factors whenever necessary in order to address improving or deteriorating credit quality trends or specific risks associated with a given loan or lease pool classification.

The Corporation maintains an unallocated reserve to recognize the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and allocated losses in the portfolio. There are many factors considered such as the inherent delay in obtaining information regarding a customer's financial condition or changes in their business condition, the judgmental nature of loan and lease evaluations, the delay in the interpretation of economic trends and the judgmental nature of collateral assessments. The Corporation also maintains a reserve in other liabilities for off-balance sheet credit exposures that currently are unfunded in categories with historical loss

experience. In addition, the Bank's primary examiner, as a regular part of their examination process, may require the Bank to increase the level of reserves.

***Premises and Equipment***

Land is stated at cost, and premises and equipment are stated at cost less accumulated depreciation. Depreciation is computed on the straight-line method and charged to operating expenses over the estimated useful lives of the assets. The estimated useful life for new buildings constructed on land owned is forty years, and for new buildings constructed on leased land, is the lesser of forty years or the lease term including anticipated renewable terms. The useful life of purchased existing buildings is the estimated remaining useful life at the time of the purchase. Land improvements are considered to have estimated useful lives of fifteen years or the lease term including anticipated renewable terms. Furniture, fixtures and equipment have estimated useful lives ranging from three to ten years.

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**Table of Contents*****Goodwill and Other Intangible Assets***

The Corporation accounts for its acquisitions using the purchase accounting method. Purchase accounting requires the total purchase price to be allocated to the estimated fair values of assets acquired and liabilities assumed, including certain intangible assets that must be recognized. Typically, this allocation results in the purchase price exceeding the fair value of net assets acquired, which is recorded as goodwill. Core deposit intangibles are a measure of the value of checking, money market and savings deposits acquired in business combinations accounted for under the purchase method. Core deposit intangibles and other identified intangibles with finite useful lives are amortized using the sum of the year's digits over their estimated useful lives of up to fifteen years. Customer related intangibles are amortized over their estimated useful lives of five to twelve years. Covenants not to compete are amortized over their three to five-year contractual lives. The Corporation completes a goodwill analysis at least on an annual basis or more often if events and circumstances indicate that there may be impairment. The Corporation also completes an impairment test for other intangible assets on an annual basis or more often if events and circumstances indicate a possible impairment. There can be no assurance that future impairment analyses will not result in a charge to earnings.

Mortgage servicing rights are recognized as separate assets when mortgage loans are sold and the servicing rights are retained. Capitalized mortgage servicing rights are reported in other intangible assets and are amortized into noninterest income in proportion to, and over the period of, the estimated future net servicing period of the underlying mortgage loans. Mortgage servicing rights are evaluated for impairment, on a quarterly basis, based upon the fair value of the servicing rights as compared to amortized cost. The Corporation estimates the fair value of mortgage servicing rights using discounted cash flow models that calculate the present value of estimated future net servicing income. The model uses readily available prepayment speed assumptions for the current interest rates of the portfolios serviced. Mortgage servicing rights are carried at the lower of amortized cost or estimated fair value. Impairment is recognized through a valuation allowance, to the extent that fair value is less than the unamortized capitalized amount.

***Bank Owned Life Insurance***

The Corporation carries bank owned life insurance (BOLI) at the net cash surrender value of the policies. Changes in the net cash surrender value of these policies are reflected in noninterest income. Proceeds from and purchases of bank owned life insurance are reflected in the statement of cash flows under investing activities. The Corporation recognizes a liability for the future death benefit for certain endorsement split-dollar life insurance arrangements that provide an employee with a death benefit in a postretirement/ termination period.

***Other Real Estate Owned***

Other real estate owned represents properties acquired through customers' loan defaults and is included in other assets. The real estate is stated at an amount equal to the loan balance prior to foreclosure, plus costs incurred for improvements to the property, but no more than the fair value of the property, less estimated costs to sell. Any write-down, at or prior to the dates the real estate is considered foreclosed, is charged to the allowance for loan losses. Subsequent write-downs and any gain or loss upon the sale of real estate owned is recorded in other noninterest income. Expenses incurred in connection with holding such assets are recorded in other noninterest expense.

***Derivative Financial Instruments***

The Corporation recognizes all derivative financial instruments on its balance sheet at fair value. Derivatives that are not hedges must be adjusted to fair value through income. If a derivative is a hedge, depending on the nature of the hedge, changes in the fair value of the derivative are either offset against the change in fair value of the hedged assets, liabilities, or firm commitments through earnings, or recognized in other comprehensive income until the underlying



forecasted transaction is recognized in earnings. The ineffective portion of a derivative's change in fair value is recognized in earnings immediately. To determine fair value, the Corporation uses third party pricing models that incorporate assumptions about market conditions and risks that are current at the reporting date.

The Corporation may use interest-rate swap agreements to modify interest rate characteristics from variable to fixed or fixed to floating in order to reduce the impact of interest rate changes on future net interest income. The Corporation accounts for its interest-rate swap contracts in cash flow hedging relationships by establishing and documenting the effectiveness of the instrument in offsetting the change in cash flows of assets or liabilities that are being hedged. To determine effectiveness, the Corporation performs an analysis to identify if changes in fair value or cash flow of the derivative correlate to the equivalent changes in the forecasted interest receipts related to a specified hedged item. Recorded amounts related to interest-rate swaps are included in other assets or liabilities. The change in fair value of the

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ineffective part of the instrument would need to be charged to the statement of operations, potentially causing material fluctuations in reported earnings in the period of the change relative to comparable periods. In a fair value hedge, the fair values of the interest rate swap agreements and changes in the fair values of the hedged items are recorded in the Corporation's consolidated balance sheet with the corresponding gain or loss being recognized in the consolidated statement of operations. The difference between changes in the fair values of interest rate swap agreements and the hedged items represents hedge ineffectiveness and is recorded in net interest income in the statement of operations. The Corporation performs an assessment, both at the inception of the hedge and quarterly thereafter, to determine whether these derivatives are highly effective in offsetting changes in the value of the hedged items.

In connection with its mortgage banking activities, the Corporation enters into commitments to originate certain fixed-rate residential mortgage loans for customers, also referred to as interest rate locks. In addition, the Corporation enters into forward commitments for the future sale or purchase of mortgage loans to or from third-party investors to hedge the effect of changes in interest rates on the value of the interest rate locks. Forward loan sale commitments may also be in the form of commitments to sell individual mortgage loans at a fixed price at a future date. Both the interest rate locks and the forward loan sale commitments are accounted for as derivatives and carried at fair value, determined as the amount that would be necessary to settle each derivative financial instrument at the balance sheet date. Gross derivative assets and liabilities are recorded within other assets and other liabilities on the consolidated balance sheets, with changes in fair value during the period recorded within the net gain on mortgage banking activities on the consolidated statements of operations.

***Federal Home Loan Bank Stock, Federal Reserve Bank Stock and Certain Other Investments without Readily Determinable Fair Values***

Federal Home Loan Bank stock, Federal Reserve Bank stock and certain other investments without readily determinable fair values are classified as other assets on the consolidated balance sheets. These investments are carried at cost and evaluated for impairment periodically or if events or circumstances indicate that there may be impairment.

***Income Taxes***

There are two components of income tax expense: current and deferred. Current income tax expense approximates cash to be paid or refunded for taxes for the applicable period. Deferred income taxes are provided for temporary differences between amounts reported for financial statement and tax purposes. Deferred income taxes are computed using the asset and liability method, such that deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between financial reporting amounts and the tax basis of existing assets and liabilities based on currently enacted tax laws and tax rates in effect for the periods in which the differences are expected to reverse. Deferred tax assets are subject to management's judgment based upon available evidence that future realizations are more likely than not. If management determines that the Corporation is not more likely than not, to realize some or all of the net deferred tax asset in the future, a charge to income tax expense may be required to reduce the value of the net deferred tax asset to the expected realizable value. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. Penalties are recorded in noninterest expense in the year they are assessed and paid and are treated as a non-deductible expense for tax purposes. Interest is recorded in noninterest expense in the year it is assessed and paid and is treated as a deductible expense for tax purposes.

***Retirement Plans and Other Postretirement Benefits***

Substantially all employees who were hired before December 8, 2009 are covered by a noncontributory retirement plan. Effective December 31, 2009, the benefits under the noncontributory retirement plan, in its current form, were frozen and the plan was amended and converted to a cash balance plan, with participants not losing any pension benefits already earned in the plan. Prior to the cash balance plan conversion effective December 31, 2009, the plan provided benefits based on a formula of each participant's final average pay. Future benefits under the cash balance plan accrue by crediting participants annually with an amount equal to a percentage of earnings in that year based on years of credited service as defined in the plan. Employees hired on or after December 8, 2009 are no longer eligible to participate in the noncontributory retirement plan. The Corporation also provides supplemental executive retirement benefits, a portion of which is in excess of limits imposed on qualified plans by federal tax law. These plans are non-qualified benefit plans. The Corporation provides certain postretirement healthcare and life insurance benefits for retired employees. The Corporation's measurement date for plan assets and obligation is fiscal year-end. The Corporation recognizes on its consolidated balance sheet the funded status of its defined pension plans and changes in the funded status of the plan in the year in which the changes occur. An under-funded position would create a liability and an over-funded position would create an asset, with a correlating deferred tax asset or liability. The net impact would be an adjustment to equity as accumulated other comprehensive income (loss). The Corporation recognizes as a component of other comprehensive income (loss), net of tax, the actuarial gains and losses and the prior service costs and credits that arise during the period.

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The Corporation sponsors a 401(k) deferred salary savings plan, which is a qualified defined contribution plan, and which covers all employees of the Corporation and its subsidiaries, and provides that the Corporation make matching contributions as defined by the plan.

The Corporation sponsors a Supplemental Non-Qualified Pension Plan (SNQPP) which was established in 1981 for employees who have served for several years, with ability and distinction, in one of the primary policy-making senior level positions, with the understanding that the future growth and continued success of the Corporation's business may well reflect the continued services to be rendered by these employees and the Corporation's desire to be reasonably assured that these employees will continue to serve and realizing that if these employees would enter into competition with the Corporation, it would suffer severe financial loss. The SNQPP was established prior to the existence of a 401(k) deferred salary savings, employee stock purchase and long-term incentive plans and therefore is not actively offered to new participants. These non-qualified plans are accounted for under guidance for deferred compensation arrangements.

### ***Stock-Based Compensation***

The fair value of share based awards is recognized as compensation expense over the vesting period based on the grant-date fair value of the awards. The Corporation uses the Black-Scholes Model to estimate the fair value of each option on the date of grant. The Black-Scholes Model estimates the fair value of employee stock options using a pricing model which takes into consideration the exercise price of the option, the expected life of the option, the current market price and its expected volatility, the expected dividends on the stock and the current risk-free interest rate for the expected life of the option. The Corporation grants stock options to employees with an exercise price equal to the fair value of the shares at the date of grant. The Corporation grants both fixed and variable (performance-based) restricted stock. The performance-based restricted stock awards vest based upon the Corporation's performance against selected peers with respect to certain financial measures over a three-year period. The fair value of fixed restricted stock is equivalent to the fair value on the date of grant and is amortized over the vesting period. The fair value of the performance-based restricted stock is equivalent to the fair value on the date of grant and is amortized over the vesting period adjusted for a probability factor of achieving the performance goals.

### ***Dividend Reinvestment and Employee Stock Purchase Plans***

The Univest Dividend Reinvestment Plan allows for the issuance of 1,968,750 shares of common stock. During 2013 and 2012, 95,639 and 103,807 shares, respectively, were issued under the dividend reinvestment plan, with 635,103 shares available for future purchase at December 31, 2013.

The 1996 Employee Stock Purchase Plan allows for the issuance of 984,375 shares of common stock. Employees may elect to make contributions to the plan in an aggregate amount not less than 2% or more than 10% of such employee's total compensation. These contributions are then used to purchase stock during an offering period determined by the Corporation's Employee Stock Purchase Plan Committee. The purchase price of the stock is based solely on the market price of the shares at the date of purchase. Compensation expense is recognized if the discount is greater than 5% of the fair value. During 2013 and 2012, 20,195 and 20,933 shares, respectively, were issued under the employee stock purchase plan, with 755,895 shares available for future purchase at December 31, 2013.

### ***Marketing and Advertising Costs***

The Corporation's accounting policy is to expense marketing and advertising costs as incurred, when the advertisement first takes place, or over the expected useful life of the related asset, as would be the case with billboards.

***Statement of Cash Flows***

The Corporation has defined those items included in the caption "Cash and due from banks" as cash and cash equivalents.

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### ***Trust Assets***

Assets held by the Corporation in a fiduciary or agency capacity for its customers are not included in the consolidated financial statements since such items are not assets of the Corporation.

### ***Earnings per Share***

Basic earnings per share represent income available to common shareholders divided by the weighted-average number of common shares outstanding during the period. Diluted earnings per share reflect additional common shares that would have been outstanding if options on common shares had been exercised, as well as any adjustment to income that would result from the assumed issuance. Potential common shares that may be issued by the Corporation relate solely to outstanding stock options, and are determined using the treasury stock method. The effects of options to issue common stock are excluded from the computation of diluted earnings per share in periods in which the effect would be antidilutive.

### ***Variable Interest Entities***

Variable interest entities (VIEs) are certain legal entities in which equity investors do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support. A company must consolidate a VIE if the company has a variable interest or interests that provide the corporation with a controlling financial interest in the VIE which includes the power to direct the activities of a VIE that most significantly impact the VIE's economic performance, the obligation to absorb expected losses of the VIE that could potentially be significant to the VIE and the right to receive expected benefits of the VIE that could potentially be significant to the VIE.

The accounting standards related to Subsidiary Trusts, as interpreted by the SEC, disallow consolidation of Subsidiary Trusts in the financial statements of the Corporation. As a result, securities that were issued by the trusts (Trust Preferred Securities) are not included on the Corporation's consolidated balance sheets. The junior subordinated debentures issued by the Parent Company to the Subsidiary Trusts, which have the same total balance and rate as the combined equity securities and trust preferred securities issued by the Subsidiary Trusts are included in the Corporation's consolidated balance sheets. The trust preferred securities were redeemed with a settlement date of July 8, 2013.

### ***Recent Accounting Pronouncements***

In July 2013, the Financial Accounting Standards Board (FASB) issued an Accounting Standards Update (ASU) which requires entities to present an unrecognized tax benefit or a portion of an unrecognized tax benefit for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, in the financial statements as a reduction to a deferred tax asset with some specified exceptions. The ASU was issued to eliminate diversity in practice on this topic. The amendment is effective for fiscal years and interim periods within those years beginning after December 15, 2013, or January 1, 2014 for the Corporation. The adoption of this ASU will not have any impact on the Corporation's financial statements.

In February 2013, the FASB issued an ASU to improve the transparency of reporting reclassifications out of accumulated other comprehensive income. The guidance requires entities to present, either on the face of the statement where net income is presented or in a single footnote, significant amounts that are required under U.S. GAAP to be reclassified to net income in their entirety. 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 provide a cross-reference to other required U.S.

GAAP disclosures. The amendment is effective for reporting periods beginning after December 15, 2012, or January 1, 2013 for the Corporation. The application of the provisions of this standard did not have a material impact on the Corporation's financial statements although it resulted in additional disclosures which are included in Note 15, Accumulated Other Comprehensive (Loss) Income.

In December 2011, the FASB issued an ASU regarding disclosures about offsetting assets and liabilities. The scope of this accounting guidance was further clarified by an ASU issued by the FASB in January 2013. This guidance affects entities that have financial instruments and derivative instruments that are either (1) offset in accordance with U.S. GAAP or (2) subject to an enforceable master netting arrangement or similar agreement. This information will enable users of an entity's financial statements to evaluate the effect or potential effect of netting arrangements on an entity's

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financial position, including the effect or potential effect of rights of setoff associated with certain financial instruments and derivative instruments within the scope of this guidance. The guidance is effective for annual reporting periods beginning on or after January 1, 2013. The provisions of this guidance did not have any impact on the Corporation's financial statements.

**Note 2. Restrictions on Cash and Due from Banks and Interest-earning Deposit Accounts**

The Bank maintains reserve balances under Federal Reserve Bank requirements. The reserve requirement at December 31, 2013 and 2012 was \$8.3 million and \$7.0 million, respectively, and was satisfied by vault cash held at the Bank's branches. The average balances at the Federal Reserve Bank of Philadelphia were \$44.5 million and \$64.2 million for the years ended December 31, 2013 and 2012, respectively.

The Corporation also maintains interest-earning deposit accounts at other financial institutions as collateral for Risk Participation Agreements. The pledging requirement at December 31, 2013 and 2012 was \$690 thousand and \$1.6 million, respectively. See Note 16, "Commitments and Contingencies" for additional information.

**Note 3. Acquisitions*****Girard Partners, Ltd.***

On December 19, 2013, the Corporation entered into an agreement to acquire Girard Partners, Ltd., a registered investment advisory firm with more than \$500 million in assets under management. The Corporation completed the acquisition on January 27, 2014. With the acquisition, the Corporation will increase its assets under management to \$3.0 billion and expand its advisory capabilities.

The Corporation paid \$5.6 million in cash at closing with additional contingent consideration to be paid in annual installments over the five-year period ending December 31, 2018 based on the achievement of certain levels of EBITDA (earnings before interest, taxes, depreciation and amortization). As of the effective date of the acquisition, January 1, 2014, the Corporation recorded the estimated fair value of the contingent consideration of \$5.6 million in other liabilities. The potential cash payments that could result from the contingent consideration arrangement range from \$0 to a maximum of \$14.4 million cumulative over the next five years. As a result of the Girard Partners, Ltd. acquisition, the Corporation recorded goodwill of \$6.9 million (inclusive of the contingent consideration) and customer related intangibles of \$4.5 million. The goodwill is expected to be deductible for tax purposes. The customer related intangibles are being amortized over nine years using the sum-of-the-years-digits amortization method.

***John T. Fretz Insurance Agency, Inc.***

On May 1, 2013, the Corporation and its insurance subsidiary, Univest Insurance, Inc., completed the acquisition of John T. Fretz Insurance Agency, Inc., a full-service property and casualty insurance agency providing solutions to both personal and commercial clients. The acquisition expands the Corporation's insurance business and increases its market share in its core market.

The Corporation paid \$2.2 million in cash at closing with additional contingent consideration to be paid in annual installments over the three-year period ending April 30, 2016 based on the achievement of certain levels of revenue. At the acquisition date, the Corporation recorded the estimated fair value of the contingent consideration of \$454 thousand in other liabilities. The potential cash payments that could result from the contingent consideration arrangement range from \$0 to a maximum of \$930 thousand cumulative over the next three years. As a result of the John T. Fretz Insurance Agency, Inc. acquisition, the Corporation recorded goodwill of \$1.3 million (inclusive of the



contingent consideration) and customer related intangibles of \$1.3 million. The goodwill is expected to be deductible for tax purposes. The customer related intangibles are being amortized over seven years using the sum-of-the-years-digits amortization method.

***Javers Group***

On May 31, 2012, the Corporation and its insurance subsidiary, Univest Insurance, Inc., completed the acquisition of the Javers Group, a full-service employee benefits agency that specializes in comprehensive human resource management, payroll and administrative services to businesses with 50 to 1,000 employees. The acquisition expanded the Corporation's insurance and employee benefits business and further diversified its solutions to include human resource consulting services and technology.

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The Corporation paid \$3.2 million in cash at closing with additional contingent consideration to be paid in annual installments over the three-year period ending June 30, 2015 based on the achievement of certain levels of revenue. At the acquisition date, the Corporation recorded the estimated fair value of the contingent consideration of \$842 thousand in other liabilities. The Corporation recorded a reduction to the contingent liability during the second quarter of 2013 which resulted in a reduction of other noninterest expense of \$959 thousand. While the acquisition remains accretive, the adjustment reflects that revenue levels necessary for an earn-out payment in the first year post-acquisition were not met and that revenue growth levels necessary to qualify for subsequent years' earn-out payments to be made are remote. Therefore, as of December 31, 2013, the fair value of this contingent consideration liability is \$0. The Javers' original contingent consideration arrangement ranged from \$0 to a maximum of \$1.7 million cumulative over the three-year period ending June 30, 2015. As a result of the Javers Group acquisition, the Corporation recorded goodwill of \$3.1 million (inclusive of the contingent consideration) and customer related intangibles of \$989 thousand. The goodwill is expected to be deductible for tax purposes. The customer related intangibles are being amortized over eight years using the sum-of-the-years-digits amortization method.

The estimated fair value of the contingent consideration liability related to acquisitions was calculated using a discounted cash flow model of future contingent payments based on projected revenue related to the acquired business. The fair value of the contingent consideration liability is reviewed on a quarterly basis and any valuation adjustments resulting from a change in the discount rate or estimated future contingent payments based on projected revenue of the acquired business affecting the contingent consideration liability is recorded through noninterest expense. The acquisitions were accounted for in accordance with accounting standards for business combinations.

**Note 4. Investment Securities**

The following table shows the amortized cost and the estimated fair value of the held-to-maturity securities and available-for-sale securities at December 31, 2013 and 2012, by contractual maturity within each type:

	At December 31, 2013				At December 31, 2012			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<b>Securities</b>								
<b>Held-to-Maturity</b>								
Corporate bonds:								
Within 1 year	\$ 11,148	\$ 122	\$	\$ 11,270	\$ 3,026	\$ 7	\$	\$ 3,033
After 1 year to 5 years	54,855	992	(264)	55,583	66,819	1,526	(51)	68,294
	<b>66,003</b>	<b>1,114</b>	<b>(264)</b>	<b>66,853</b>	<b>69,845</b>	<b>1,533</b>	<b>(51)</b>	<b>71,327</b>
Total	\$ 66,003	\$ 1,114	\$ (264)	\$ 66,853	\$ 69,845	\$ 1,533	\$ (51)	\$ 71,327
<b>Securities</b>								
<b>Available-for-Sale</b>								
U.S. treasuries:								
After 5 years to 10 years	\$ 4,966	\$	\$ (258)	\$ 4,708	\$ 4,960	\$	\$ (22)	\$ 4,938
	<b>4,966</b>		<b>(258)</b>	<b>4,708</b>	<b>4,960</b>		<b>(22)</b>	<b>4,938</b>

U.S. government  
corporations and  
agencies:

Within 1 year	<b>5,999</b>	<b>16</b>		<b>6,015</b>	1,517	9		1,526
After 1 year to 5 years	<b>112,989</b>	<b>114</b>	<b>(1,226)</b>	<b>111,877</b>	148,120	1,509	<b>(70)</b>	149,559
After 5 years to 10 years	<b>10,816</b>		<b>(560)</b>	<b>10,256</b>	20,953	109	<b>(5)</b>	21,057
	<b>129,804</b>	<b>130</b>	<b>(1,786)</b>	<b>128,148</b>	170,590	1,627	<b>(75)</b>	172,142

State and political  
subdivisions:

Within 1 year	<b>1,564</b>	<b>13</b>		<b>1,577</b>	4,607	75		4,682
After 1 year to 5 years	<b>5,305</b>	<b>14</b>	<b>(29)</b>	<b>5,290</b>	4,130	88	<b>(19)</b>	4,199
After 5 years to 10 years	<b>41,974</b>	<b>710</b>	<b>(698)</b>	<b>41,986</b>	36,499	1,245	<b>(7)</b>	37,737
Over 10 years	<b>57,899</b>	<b>1,227</b>	<b>(322)</b>	<b>58,804</b>	70,495	5,055		75,550
	<b>106,742</b>	<b>1,964</b>	<b>(1,049)</b>	<b>107,657</b>	115,731	6,463	<b>(26)</b>	122,168

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(Dollars in thousands)	At December 31, 2013				At December 31, 2012			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Residential mortgage-backed securities:								
After 5 years to 10 years	10,008	5	(53)	9,960	20,140	777		20,917
Over 10 years	25,721	20	(221)	25,520	66,962	2,861		69,823
	35,729	25	(274)	35,480	87,102	3,638		90,740
Collateralized mortgage obligations:								
After 1 year to 5 years	73			73	41			41
After 5 years to 10 years					626	7		633
Over 10 years	7,341	40	(253)	7,128	25,698	645	(5)	26,338
	7,414	40	(253)	7,201	26,365	652	(5)	27,012
Corporate bonds:								
After 1 year to 5 years	18,838	52	(411)	18,479	4,993	21		5,014
After 5 years to 10 years	16,474	4	(1,117)	15,361				
	35,312	56	(1,528)	33,840	4,993	21		5,014
Money market mutual funds:								
No stated maturity	16,900			16,900	4,878			4,878
	16,900			16,900	4,878			4,878
Equity securities:								
No stated maturity	1,679	668		2,347	2,279	696	(133)	2,842
	1,679	668		2,347	2,279	696	(133)	2,842
<b>Total</b>	<b>\$ 338,546</b>	<b>\$ 2,883</b>	<b>\$ (5,148)</b>	<b>\$ 336,281</b>	<b>\$ 416,898</b>	<b>\$ 13,097</b>	<b>\$ (261)</b>	<b>\$ 429,734</b>

Expected maturities may differ from contractual maturities because debt issuers may have the right to call or prepay obligations without call or prepayment penalties. Unrealized losses in investment securities at December 31, 2013 and 2012 do not represent other-than-temporary impairments.

Securities with a carrying value of \$271.1 million and \$368.2 million at December 31, 2013 and 2012, respectively, were pledged to secure public deposits and for other purposes as required by law.

The following table presents information related to sales of securities available-for-sale during the years ended December 31, 2013, 2012, and 2011:

(Dollars in thousands)	For the Years Ended		
	December 31,		
	2013	2012	2011
<b>Securities available-for-sale:</b>			
Proceeds from sales	\$ 76,361	\$ 57,186	\$ 40,481
Gross realized gains on sales	3,396	1,201	1,428
Gross realized losses on sales	7	896	11
Tax expense related to net realized gains on sales	1,186	107	496

The Corporation realized other-than-temporary impairment charges of \$0 thousand and \$13 thousand, respectively, to noninterest income on its equity portfolio during the years ended December 31, 2013 and 2012. As such, in 2012, the Corporation determined that it was probable that the fair value of certain equity securities would not recover to the Corporation's cost basis within a reasonable period of time due to a decline in the financial stability of the underlying companies.

At December 31, 2013 and 2012, there were no investments in any single non-federal issuer representing more than 10% of shareholders' equity.

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The following table shows the fair value of securities that were in an unrealized loss position at December 31, 2013 and 2012 by the length of time those securities were in a continuous loss position:

(Dollars in thousands)	At December 31, 2013					
	Less than Twelve Months		Twelve Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. treasuries	\$ 4,708	\$ (258)	\$	\$	\$ 4,708	\$ (258)
U.S. government corporations and agencies	101,813	(1,786)			101,813	(1,786)
State and political subdivisions	30,233	(1,049)			30,233	(1,049)
Residential mortgage-backed securities	29,444	(274)			29,444	(274)
Collateralized mortgage obligations	4,091	(253)			4,091	(253)
Corporate bonds	46,499	(1,792)			46,499	(1,792)
<b>Total</b>	<b>\$ 216,788</b>	<b>\$ (5,412)</b>	<b>\$</b>	<b>\$</b>	<b>\$ 216,788</b>	<b>\$ (5,412)</b>

(Dollars in thousands)	At December 31, 2012					
	Less than Twelve Months		Twelve Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. treasuries	\$ 4,938	\$ (22)	\$	\$	\$ 4,938	\$ (22)
U.S. government corporations and agencies	36,793	(75)			36,793	(75)
State and political subdivisions	4,574	(14)	480	(12)	5,054	(26)
Collateralized mortgage obligations	5,006	(5)			5,006	(5)
Corporate bonds	10,410	(51)			10,410	(51)
Equity securities	976	(133)			976	(133)
<b>Total</b>	<b>\$ 62,697</b>	<b>\$ (300)</b>	<b>\$ 480</b>	<b>\$ (12)</b>	<b>\$ 63,177</b>	<b>\$ (312)</b>

**Note 5. Loans and Leases****Summary of Major Loan and Lease Categories**

(Dollars in thousands)	At December 31,	
	2013	2012
Commercial, financial and agricultural	\$ 422,816	\$ 468,421
Real estate-commercial	600,353	530,122
Real estate-construction	90,493	91,250
Real estate-residential secured for business purpose	37,319	35,179

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Real estate-residential secured for personal purpose	<b>149,164</b>	146,526
Real estate-home equity secured for personal purpose	<b>95,345</b>	82,727
Loans to individuals	<b>40,000</b>	43,780
Lease financings	<b>105,994</b>	83,857
<b>Total loans and leases held for investment, net of deferred income</b>	<b>\$ 1,541,484</b>	\$ 1,481,862
Unearned lease income, included in the above table	<b>\$ (14,439)</b>	\$ (12,355)
Net deferred costs, included in the above table	<b>2,744</b>	1,432
Overdraft deposits included in the above table	<b>62</b>	128

Overdraft deposits are re-classified as loans and are included in the total loans and leases on the balance sheet.

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The Corporation is a lessor of primarily equipment under agreements expiring at various dates through the year 2021. At December 31, 2013 and 2012, the schedule of minimum lease payments receivable is as follows:

(Dollars in thousands)	At December 31,	
	2013	2012
Within 1 year	\$ 43,911	\$ 37,750
After 1 year through 2 years	33,302	25,917
After 2 years through 3 years	23,723	17,321
After 3 years through 4 years	14,335	10,728
After 4 years through 5 years	4,983	4,356
Thereafter	179	140
Total future minimum lease payments receivable	120,433	96,212
Less: Unearned income	(14,439)	(12,355)
Total lease financing receivables, net of unearned income	\$ 105,994	\$ 83,857

**Age Analysis of Past Due Loans and Leases**

The following presents, by class of loans and leases, an aging of past due loans and leases, loans and leases which are current and the recorded investment in loans and leases 90 days or more past due which are accruing interest at December 31, 2013 and 2012:

(Dollars in thousands)	90 Days or more			Total Past Due	Current	Total Loans and Leases Held for Investment	Recorded Investment 90 Days or more Past Due and Accruing Interest
	30-59 Days Past Due	60-89 Days Past Due	Past Due				
<b>At December 31, 2013</b>							
Commercial, financial and agricultural	\$ 386	\$ 922	\$ 2,904	\$ 4,212	\$ 418,604	\$ 422,816	\$ 12
Real estate commercial real estate and construction:							
Commercial real estate	148	262	4,932	5,342	595,011	600,353	
Construction			8,742	8,742	81,751	90,493	
Real estate residential and home equity:							
Residential secured for business purpose	87	276	161	524	36,795	37,319	
	1,370		617	1,987	147,177	149,164	



Residential secured for personal purpose							
Home equity secured for personal purpose	278	97	100	475	94,870	95,345	23
Loans to individuals	445	193	319	957	39,043	40,000	319
Lease financings	2,182	455	389	3,026	102,968	105,994	59
Total	\$ 4,896	\$ 2,205	\$ 18,164	\$ 25,265	\$ 1,516,219	\$ 1,541,484	\$ 413

**At December 31, 2012**

Commercial, financial and agricultural	\$ 586	\$ 313	\$ 754	\$ 1,653	\$ 466,768	\$ 468,421	\$
Real estate commercial real estate and construction:							
Commercial real estate	8,266		5,894	14,160	515,962	530,122	
Construction	306		13,150	13,456	77,794	91,250	
Real estate residential and home equity:							
Residential secured for business purpose	1,663	69	103	1,835	33,344	35,179	
Residential secured for personal purpose	1,617	152		1,769	144,757	146,526	
Home equity secured for personal purpose	276	64	54	394	82,333	82,727	54
Loans to individuals	551	153	347	1,051	42,729	43,780	347
Lease financings	1,001	273	426	1,700	82,157	83,857	40
Total	\$ 14,266	\$ 1,024	\$ 20,728	\$ 36,018	\$ 1,445,844	\$ 1,481,862	\$ 441

**Table of Contents****Non-Performing Loans and Leases**

The following presents by class of loans and leases, non-performing loans and leases at December 31, 2013 and 2012:

	At December 31,							
	2013				2012			
	Loans and Leases		Loans and Leases		Loans and Leases		Loans and Leases	
	90		90		90		90	
	Accruing Troubled Debt Restructured		Days or more Past Due and Accruing Interest		Accruing Troubled Debt Restructured		Days or more Past Due and Accruing Interest	
	Nonaccrual Loans and Leases*	Loans and Lease Modifications	Due and Accruing Interest	Total Non-Performing Loans and Leases	Nonaccrual Loans and Leases*	Loans and Lease Modifications	Due and Accruing Interest	Total Non-Performing Loans and Leases
(Dollars in thousands)								
Commercial, financial and agricultural	\$ 4,253	\$ 1,329	\$ 12	\$ 5,594	\$ 2,842	\$ 480	\$	\$ 3,322
Real estate commercial real estate and construction:								
Commercial real estate	8,091	4,271		12,362	14,340	10,523		24,863
Construction	9,159	2,307		11,466	13,588	2,397		15,985
Real estate residential and home equity:								
Residential secured for business purpose	224			224	172			172
Residential secured for personal purpose	1,101			1,101	804			804
Home equity secured for personal purpose	77		23	100		54		54
Loans to individuals		36	319	355		38	347	385
Lease financings	330		59	389	386	19	40	445
<b>Total</b>	<b>\$ 23,235</b>	<b>\$ 7,943</b>	<b>\$ 413</b>	<b>\$ 31,591</b>	<b>\$ 32,132</b>	<b>\$ 13,457</b>	<b>\$ 441</b>	<b>\$ 46,030</b>

\* Includes nonaccrual troubled debt restructured loans and lease modifications of \$1.6 million and \$579 thousand at December 31, 2013 and December 31, 2012, respectively.

**Credit Quality Indicators**

The following tables present by class, the recorded investment in loans and leases held for investment by credit quality indicator at December 31, 2013 and 2012.

The Corporation employs a ten (10) grade risk rating system related to the credit quality of commercial loans and residential real estate loans secured for a business purpose of which the first six categories are pass categories (credits not adversely rated). The following is a description of the internal risk ratings and the likelihood of loss related to each risk rating. Loans with risk ratings of one through five are reviewed based on the relationship dollar amount with the borrower: loans with a relationship total of \$2.5 million or greater are reviewed quarterly; loans with a relationship balance of less than \$2.5 million but greater than \$500 thousand are reviewed annually based on the borrower's fiscal year; loans with a relationship balance of less than \$500 thousand are reviewed only if the loan becomes 60 days or more past due. Loans with risk ratings of six are also reviewed based on the relationship dollar amount with the borrower: loans with a relationship balance of \$2.0 million or greater are reviewed quarterly; loans with a relationship balance of less than \$2.0 million but greater than \$500 thousand are reviewed annually; loans with a relationship balance of less than \$500 thousand are reviewed only if the loan becomes 60 days or more past due. Loans with risk ratings of seven are reviewed at least quarterly, and as often as monthly, at management's discretion. Loans with risk ratings of eight through ten are reviewed monthly.

1. Cash Secured No credit risk
2. Fully Secured Negligible credit risk
3. Strong Minimal credit risk
4. Satisfactory Nominal credit risk
5. Acceptable Moderate credit risk
6. Pre-Watch Marginal, but stable credit risk
7. Special Mention Potential weakness
8. Substandard Well-defined weakness
9. Doubtful Collection in-full improbable
10. Loss Considered uncollectible

**Table of Contents****Commercial Credit Exposure Credit Risk by Internally Assigned Grades**

(Dollars in thousands) Grade:	At December 31, 2013				
	Commercial, Financial and Agricultural	Real Estate Commercial	Real Estate Construction	Real Estate Residential Secured for Business Purpose	Total
1. Cash secured/ 2. Fully secured	\$ 4,763	\$ 2,014	\$ 1,682	\$	\$ 8,459
3. Strong	6,051	8,515	4,300		18,866
4. Satisfactory	34,650	17,758	1,500	261	54,169
5. Acceptable	251,203	384,061	54,464	26,694	716,422
6. Pre-watch	84,201	113,181	16,084	5,884	219,350
7. Special Mention	10,095	19,445		1,841	31,381
8. Substandard	31,508	55,331	12,463	2,639	101,941
9. Doubtful	345	48			393
10. Loss					
<b>Total</b>	<b>\$ 422,816</b>	<b>\$ 600,353</b>	<b>\$ 90,493</b>	<b>\$ 37,319</b>	<b>\$ 1,150,981</b>

(Dollars in thousands) Grade:	At December 31, 2012				
	Commercial, Financial and Agricultural	Real Estate Commercial	Real Estate Construction	Real Estate Residential Secured for Business Purpose	Total
1. Cash secured/ 2. Fully secured	\$ 2,263	\$	\$	\$	\$ 2,263
3. Strong	5,227	9,591	3,907		18,725
4. Satisfactory	40,747	25,837	1,783	335	68,702
5. Acceptable	260,042	321,194	26,331	22,764	630,331
6. Pre-watch	106,436	110,476	42,190	8,458	267,560
7. Special Mention	31,825	16,187	548	288	48,848
8. Substandard	21,881	45,844	16,491	3,334	87,550
9. Doubtful		993			993
10. Loss					
<b>Total</b>	<b>\$ 468,421</b>	<b>\$ 530,122</b>	<b>\$ 91,250</b>	<b>\$ 35,179</b>	<b>\$ 1,124,972</b>

**Credit Exposure Real Estate Residential Secured for Personal Purpose, Real Estate Home Equity Secured for Personal Purpose, Loans to individuals, Lease Financing Credit Risk Profile by Payment Activity**

The Corporation monitors the credit risk profile by payment activity for the following classifications of loans and leases: residential real estate loans secured for a personal purpose, home equity loans secured for a personal purpose, loans to individuals and lease financings. Nonperforming loans and leases are loans past due 90 days or more and loans and leases on nonaccrual of interest as well as troubled debt restructured loans. Performing loans and leases are

reviewed only if the loan becomes 60 days or more past due. Nonperforming loans and leases are reviewed monthly. Performing loans and leases have a nominal to moderate risk of loss. Nonperforming loans and leases are loans and leases with a well-defined weakness and where collection in-full is improbable.

**At December 31, 2013**

(Dollars in thousands)	<b>Real Estate Residential Secured for Personal Purpose</b>	<b>Real Estate Home Equity Secured for Personal Purpose</b>	<b>Loans to Individuals</b>	<b>Lease Financing</b>	<b>Total</b>
Performing	\$ 148,063	\$ 95,245	\$ 39,645	\$ 105,605	\$ 388,558
Nonperforming	1,101	100	355	389	1,945
<b>Total</b>	<b>\$ 149,164</b>	<b>\$ 95,345</b>	<b>\$ 40,000</b>	<b>\$ 105,994</b>	<b>\$ 390,503</b>

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At December 31, 2012

(Dollars in thousands)	<b>Real Estate Residential Secured for Personal Purpose</b>	<b>Real Estate Home Equity Secured for Personal Purpose</b>	<b>Loans to Individuals</b>	<b>Lease Financing</b>	<b>Total</b>
Performing	\$ 145,722	\$ 82,673	\$ 43,395	\$ 83,412	\$ 355,202
Nonperforming	804	54	385	445	1,688
<b>Total</b>	<b>\$ 146,526</b>	<b>\$ 82,727</b>	<b>\$ 43,780</b>	<b>\$ 83,857</b>	<b>\$ 356,890</b>

Risks associated with lending activities include, among other things, the impact of changes in interest rates and economic conditions, which may adversely impact the ability of borrowers to repay outstanding loans, and impact the value of the associated collateral.

Commercial, financial and agricultural loans, commercial real estate loans, construction loans and residential real estate loans with a business purpose are generally perceived as having more risk of default than residential real estate loans with a personal purpose and consumer loans. These types of loans involve larger loan balances to a single borrower or groups of related borrowers. Commercial real estate loans may be affected to a greater extent than residential loans by adverse conditions in real estate markets or the economy because commercial real estate borrowers' ability to repay their loans depends on successful development of their properties, as well as the factors affecting residential real estate borrowers.

Commercial, financial and agricultural business loans are typically based on the borrowers' ability to repay the loans from the cash flow of their businesses. These loans may involve greater risk because the availability of funds to repay each loan depends substantially on the success of the business itself. In addition, the collateral securing the loans often depreciates over time, is difficult to appraise and liquidate and fluctuates in value based on the success of the business.

Risk of loss on a construction loan depends largely upon whether our initial estimate of the property's value at completion of construction equals or exceeds the cost of the property construction (including interest). During the construction phase, a number of factors can result in delays and cost overruns. If estimates of value are inaccurate or if actual construction costs exceed estimates, the value of the property securing the loan may be insufficient to ensure full repayment when completed through a permanent loan or by seizure of collateral. Included in real estate-construction is track development financing. Risk factors related to track development financing include the demand for residential housing and the real estate valuation market. When projects move slower than anticipated, the properties may have significantly lower values than when the original underwriting was completed, resulting in lower collateral values to support the loan. Extended time frames also cause the interest carrying cost for a project to be higher than the builder projected, negatively impacting the builder's profit and cash flow and, therefore, their ability to make principal and interest payments.

Commercial real estate loans and residential real estate loans with a business purpose secured by owner-occupied properties are dependent upon the successful operation of the borrower's business. If the operating company suffers difficulties in terms of sales volume and/or profitability, the borrower's ability to repay the loan may be impaired. Loans secured by properties where repayment is dependent upon payment of rent by third party tenants or the sale of the property may be impacted by loss of tenants, lower lease rates needed to attract new tenants or the inability to sell a completed project in a timely fashion and at a profit.

Commercial, financial and agricultural loans, commercial real estate loans, construction loans and residential real estate loans secured for a business purpose are more susceptible to a risk of loss during a downturn in the business cycle. The Corporation has strict underwriting, review, and monitoring procedures in place, however, these procedures cannot eliminate all of the risks related to these loans.

The Corporation focuses on both assessing the borrower's capacity and willingness to repay and on obtaining sufficient collateral. Commercial, financial and agricultural loans are generally secured by the borrower's assets and by personal guarantees. Commercial real estate and residential real estate loans secured for a business purpose are originated primarily within the Southeastern Pennsylvania market area at conservative loan-to-value ratios and often by a guarantee of the borrowers. Management closely monitors the composition and quality of the total commercial loan portfolio to ensure that any credit concentrations by borrower or industry are closely monitored.

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The Corporation originates fixed-rate and adjustable-rate real estate-residential mortgage loans that are secured by the underlying 1- to 4-family residential properties for personal purposes. Credit risk exposure in this area of lending is minimized by the evaluation of the credit worthiness of the borrower, including debt-to-equity ratios, credit scores and adherence to underwriting policies that emphasize conservative loan-to-value ratios of generally no more than 80%. Residential mortgage loans granted in excess of the 80% loan-to-value ratio criterion are generally insured by private mortgage insurance.

In the real estate-home equity loan portfolio secured for a personal purpose, credit exposure is minimized by the evaluation of the creditworthiness of the borrower, including debt-to-equity ratios, credit scores and adherence to the Corporation's underwriting policies. Combined loan-to-value ratios are generally limited to 80%, but increased to 85% for the Corporation's strongest profile borrower. Other credit considerations and compensating factors may warrant higher combined loan-to-value ratios.

Credit risk for direct consumer loans is controlled by strict adherence to conservative underwriting standards that consider debt-to-income levels and the creditworthiness of the borrower and, if secured, collateral values. These loans are included within the portfolio of loans to individuals.

The primary risks that are involved with lease financing receivables are credit underwriting and borrower industry concentrations. The Corporation has strict underwriting, review, and monitoring procedures in place to mitigate this risk. Risk also lies in the residual value of the underlying equipment. Residual values are subject to judgments as to the value of the underlying equipment that can be affected by changes in economic and market conditions and the financial viability of the residual guarantors and insurers. To the extent not guaranteed or assumed by a third party, or otherwise insured against, the Corporation bears the risk of ownership of the leased assets. This includes the risk that the actual value of the leased assets at the end of the lease term will be less than the residual value. The Corporation greatly reduces this risk primarily by using \$1.00 buyout leases, in which the entire cost of the leased equipment is included in the contractual payments, leaving no residual payment at the end of the lease terms.

***Reserve for Loan and Lease Losses and Recorded Investment in Loans and Leases***

The following presents, by portfolio segment, a summary of the activity in the reserve for loan and lease losses, the balance in the reserve for loan and leases losses disaggregated on the basis of impairment method and the recorded investment in loans and leases disaggregated on the basis of impairment method for the years ended December 31, 2013 and 2012:

	<b>Real Estate Residential and Real Estate Home Residential Equity</b>	<b>Commercial Real Estate Secured</b>	<b>Commercial Real Estate Secured</b>	<b>Business Personal</b>	<b>Loans to Lease</b>	<b>Unallocated</b>	<b>Total</b>
(Dollars in thousands) <b>For the Year Ended December 31, 2013</b>	<b>Agricultural</b>	<b>Construction</b>	<b>Purpose</b>	<b>Purpose</b>	<b>Individual</b>	<b>Financing</b>	<b>Unallocated</b>



**Reserve for loan and lease losses:**

Beginning balance	\$ 11,594	\$ 7,507	\$ 639	\$ 980	\$ 679	\$ 1,326	\$ 2,021	\$ 24,746
Charge-offs	(3,213)	(8,667)	(112)	(195)	(641)	(791)	N/A	(13,619)
Recoveries	320	1,104	13	13	174	515	N/A	2,139
Provision (recovery of provision)	1,088	8,836	522	486	482	235	(421)	11,228
Ending balance	\$ 9,789	\$ 8,780	\$ 1,062	\$ 1,284	\$ 694	\$ 1,285	\$ 1,600	\$ 24,494

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	Real Estate Residential and Real Estate Home Residential Equity Commercial Real Estate Secured Secured Commercial Commercial for for Loans Financial Commercial and Business Personal to Lease and Construction Purpose Purpose Individuals Financing Unallocated							Total
(Dollars in thousands)	Agriculture	Construction	Purpose	Purpose	Individuals	Financing	Unallocated	Total
<b>For the Year Ended December 31, 2012</b>								
<b>Reserve for loan and lease losses:</b>								
Beginning balance	\$ 11,262	\$ 13,317	\$ 823	\$ 735	\$ 730	\$ 1,344	\$ 1,659	\$ 29,870
Charge-offs*	(9,974)	(4,803)		(156)	(578)	(1,224)	N/A	(16,735)
Recoveries	484	334	60	7	130	561	N/A	1,576
Provision (recovery of provision)	9,822	(1,341)	(244)	394	397	645	362	10,035
Ending balance	\$ 11,594	\$ 7,507	\$ 639	\$ 980	\$ 679	\$ 1,326	\$ 2,021	\$ 24,746

\* Includes charge-offs of \$1.3 million on commercial real estate loans which were subsequently transferred to loans held for sale in September 2012 and sold during the fourth quarter of 2012.

N/A Not applicable

	Real Estate Residential and Real Estate Home Residential Equity Commercial Real Estate Secured Secured Commercial Commercial for for Loans Financial Commercial and Business Personal to Lease and Construction Purpose Purpose Individuals Financing Unallocated							Total
(Dollars in thousands)	Agriculture	Construction	Purpose	Purpose	Individuals	Financing	Unallocated	Total
<b>At December 31, 2013</b>								
<b>Reserve for loan and lease losses:</b>								
Ending balance: individually evaluated for impairment	\$ 2,398	\$	\$ 501	\$ 64	\$	\$	\$ N/A	\$ 2,963
Ending balance: collectively evaluated for impairment	7,391	8,780	561	1,220	694	1,285	1,600	21,531

Ending balance	\$ 9,789	\$ 8,780	\$ 1,062	\$ 1,284	\$ 694	\$ 1,285	\$ 1,600	\$ 24,494
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**Loans and leases****held for investment:**

Ending balance:

individually evaluated

for impairment	\$ 14,105	\$ 41,240	\$ 1,774	\$ 1,178	\$ 36	\$	\$	\$ 58,333
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Ending balance:

collectively evaluated

for impairment	408,711	649,606	35,545	243,331	39,964	105,994		1,483,151
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Ending balance	\$ 422,816	\$ 690,846	\$ 37,319	\$ 244,509	\$ 40,000	\$ 105,994		\$ 1,541,484
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**At December 31,  
2012****Reserve for loan and  
lease losses:**

Ending balance:

individually evaluated

for impairment	\$ 208	\$	\$	\$	\$	\$	\$ N/A	\$ 208
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Ending balance:

collectively evaluated

for impairment	11,386	7,507	639	980	679	1,326	2,021	24,538
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Ending balance	\$ 11,594	\$ 7,507	\$ 639	\$ 980	\$ 679	\$ 1,326	\$ 2,021	\$ 24,746
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**Loans and leases****held for investment :**

Ending balance:

individually evaluated

for impairment	\$ 3,322	\$ 40,848	\$ 172	\$ 804	\$ 38	\$	\$	\$ 45,184
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Ending balance:

collectively evaluated

for impairment	465,099	580,524	35,007	228,449	43,742	83,857		1,436,678
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Ending balance	\$ 468,421	\$ 621,372	\$ 35,179	\$ 229,253	\$ 43,780	\$ 83,857		\$ 1,481,862
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N/A Not applicable

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A summary of the activity in the reserve for loan and lease losses is as follows:

(Dollars in thousands)	For the Years Ended December 31,		
	2013	2012	2011
Balance at beginning of year	\$ 24,746	\$ 29,870	\$ 30,898
Provision for loan and lease losses	11,228	10,035	17,479
Loans and leases charged off	(13,619)	(16,735)	(19,703)
Recoveries	2,139	1,576	1,196
Balance at end of year	\$ 24,494	\$ 24,746	\$ 29,870

**Impaired Loans**

The following presents, by class of loans, the recorded investment and unpaid principal balance of impaired loans, the amounts of the impaired loans for which there is not an allowance for credit losses and the amounts for which there is an allowance for credit losses at December 31, 2013 and 2012:

(Dollars in thousands)	At December 31,					
	Recorded Investment	2013 Unpaid Principal Balance	Related Allowance	Recorded Investment	2012 Unpaid Principal Balance	Related Allowance
<b>Impaired loans with no related allowance recorded:</b>						
Commercial, financial and agricultural	\$ 10,890	\$ 11,749		\$ 2,646	\$ 4,504	
Real estate commercial real estate	28,883	35,700		24,863	30,991	
Real estate construction	12,357	14,540		15,985	17,959	
Real estate residential secured for business purpose	224	235		172	184	
Real estate residential secured for personal purpose	131	131		804	804	
Real estate home equity secured for personal purpose	77	77				
Loans to individuals	36	54		38	55	
<b>Total impaired loans with no related allowance recorded:</b>	<b>\$ 52,598</b>	<b>\$ 62,486</b>		<b>\$ 44,508</b>	<b>\$ 54,497</b>	
<b>Impaired loans with an allowance recorded:</b>						
Commercial, financial and agricultural	\$ 3,215	\$ 3,272	\$ 2,398	\$ 676	\$ 717	\$ 208
Real estate residential secured for business purpose	1,550	1,550	501			
	970	976	64			

Real estate residential secured for personal purpose

**Total impaired loans with an allowance recorded:**

\$ 5,735    \$ 5,798    \$ 2,963    \$ 676    \$ 717    \$ 208

**Total impaired loans:**

Commercial, financial and agricultural    \$ 14,105    \$ 15,021    \$ 2,398    \$ 3,322    \$ 5,221    \$ 208

Real estate commercial real estate    28,883    35,700       24,863    30,991

Real estate construction    12,357    14,540       15,985    17,959

Real estate residential secured for business purpose    1,774    1,785    501    172    184

Real estate residential secured for personal purpose    1,101    1,107    64    804    804

Real estate home equity secured for personal purpose    77    77

Loans to individuals    36    54       38    55

**Total impaired loans:**    \$ 58,333    \$ 68,284    \$ 2,963    \$ 45,184    \$ 55,214    \$ 208

Impaired loans includes nonaccrual loans and leases, accruing troubled debt restructured loans and lease modifications and other accruing impaired loans for which it is probable that not all principal and interest payments due will be collectible in accordance with the contractual terms. These loans are individually measured to determine the amount of potential impairment. The loans are reviewed for impairment based on the fair value of the collateral for collateral dependent loans and for certain loans based on discounted cash flows using the loans' initial effective interest rates. At December 31, 2013, impaired loans included other accruing impaired loans of \$27.5 million. At December 31, 2013, specific reserves of \$1.6 million were established for three borrower relationships with principal balances totaling \$2.6 million on other accruing impaired loans.

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The following presents by class of loans, the average recorded investment in impaired loans and an analysis of interest on impaired loans for the years ended December 31, 2013, 2012 and 2011:

	For the Years Ended December 31,								
	2013			2012			2011		
	Interest Income That Would Have Been Recognized			Interest Income That Would Have Been Recognized			Interest Income That Would Have Been Recognized		
	Average Recorded Investment	Interest Income Recognized*	Under Original Terms	Average Recorded Investment	Interest Income Recognized*	Under Original Terms	Average Recorded Investment	Interest Income Recognized*	Under Original Terms
(Dollars in thousands)	\$	\$	\$	\$	\$	\$	\$	\$	\$
Loans held for sale				592					
Loans held for investment:									
Commercial, financial and agricultural	6,412	172	200	5,189	82	288	6,357	30	377
Real estate commercial real estate	25,728	837	717	20,756	348	1,086	18,850	130	1,300
Real estate construction	14,621	124	680	16,207	117	763	16,720	64	886
Real estate residential secured for business purpose	672	19	10	156		7	306	6	14
Real estate residential secured for personal purpose	760		45	293		17	491	25	25
Real estate home equity secured for personal purpose	8			2			25	1	1
Loans to individuals	40	4		47	5		57	5	1
Total	\$ 48,241	\$ 1,156	\$ 1,652	\$ 43,242	\$ 552	\$ 2,161	\$ 42,806	\$ 261	\$ 2,604

\* Includes interest income recognized on a cash basis for nonaccrual loans of \$6 thousand, \$67 thousand and \$65 thousand for the years ended December 31, 2013, 2012 and 2011, respectively and interest income recognized on accrual method for accruing impaired loans of \$1.2 million, \$485 thousand and \$196 thousand for the year ended December 31, 2013, 2012 and 2011, respectively.

Any income accrued on one-to-four family residential properties after the loan becomes 90 days past due, which is not placed on non-accrual, is held in a reserve for uncollected interest. The reserve for uncollected interest was \$21 thousand and \$15 thousand at December 31, 2013 and 2012, respectively.

The Bank maintains a reserve in other liabilities for off-balance sheet credit exposures that currently are unfunded. The reserve for these off-balance sheet credits was \$319 thousand and \$119 thousand at December 31, 2013 and 2012, respectively.

### ***Troubled Debt Restructured Loans***

The following presents, by class of loans, information regarding accruing and nonaccrual loans that were restructured during the years ended December 31, 2013 and 2012:

	For the Years Ended December 31,							
	2013		2012		2013		2012	
	Pre- Restructuring Number of Loans	Post- Restructuring Outstanding Recorded Investment	Post- Restructuring Outstanding Recorded Investment	Related Allowance	Pre- Restructuring Number of Loans	Post- Restructuring Outstanding Recorded Investment	Post- Restructuring Outstanding Recorded Investment	Related Allowance
(Dollars in thousands)								
<b>Accruing Troubled Debt Restructured Loans:</b>								
Commercial, financial and agricultural	2	\$ 1,025	\$ 1,025	\$	13	\$ 3,635	\$ 3,635	\$
Real estate commercial real estate	3	1,569	1,569		5	2,630	2,630	
Real estate construction	1	459	459		3	1,550	1,550	
<b>Total</b>	<b>6</b>	<b>\$ 3,053</b>	<b>\$ 3,053</b>	<b>\$</b>	<b>21</b>	<b>\$ 7,815</b>	<b>\$ 7,815</b>	<b>\$</b>
<b>Nonaccrual Troubled Debt Restructured Loans:</b>								
Commercial, financial and agricultural		\$	\$	\$	2	\$ 448	\$ 448	\$
Real estate commercial real estate					1	124	124	
Real estate residential secured for personal purpose					1	485	485	
<b>Total</b>		<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>4</b>	<b>\$ 1,057</b>	<b>\$ 1,057</b>	<b>\$</b>

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The Corporation grants concessions primarily related to extensions of interest-only payment periods and an occasional payment modification. These modifications typically are for a short-term basis up to one year. Our goal when restructuring a credit is to afford the customer a reasonable period of time to provide cash flow relief to customers experiencing cash flow difficulties. Accruing troubled debt restructured loans are primarily comprised of loans on which interest is being accrued under the restructured terms, and the loans are current or less than ninety days past due.

The following presents, by class of loans, information regarding the types of concessions granted on accruing and nonaccrual loans that were restructured during the years ended December 31, 2013 and 2012:

(Dollars in thousands)	For the Year Ended December 31, 2013											
	Interest Only Term		Temporary		Temporary		Payment		Maturity		Total Concessions	
	Extension		Payment Reduction		Suspension		Date		Extension		Granted	
	No.	No.	No.	No.	No.	No.	No.	No.	No.	No.	No.	No.
of	of	of	of	of	of	of	of	of	of	of	of	
Loans	Amount	Loans	Amount	Loans	Amount	Loans	Amount	Loans	Amount	Loans	Amount	
<b>Accruing Troubled Debt Restructured Loans:</b>												
Commercial, financial and agricultural	1	\$ 1,000		\$			\$	1	\$ 25	2	\$ 1,025	
Real estate commercial real estate			1	756				2	813	3	1,569	
Real estate construction								1	459	1	459	
<b>Total</b>	<b>1</b>	<b>\$ 1,000</b>	<b>1</b>	<b>\$ 756</b>			<b>\$</b>	<b>4</b>	<b>\$ 1,297</b>	<b>6</b>	<b>\$ 3,053</b>	
<b>Nonaccrual Troubled Debt Restructured Loans:</b>												
<b>Total</b>		<b>\$</b>		<b>\$</b>			<b>\$</b>		<b>\$</b>		<b>\$</b>	

(Dollars in thousands)	For the Year Ended December 31, 2012											
	Interest Only Term		Temporary		Temporary		Payment		Maturity		Total Concessions	
	Extension		Reduction		Suspension		Date		Extension		Granted	
	No.	No.	No.	No.	No.	No.	No.	No.	No.	No.	No.	No.
of	of	of	of	of	of	of	of	of	of	of	of	
Loans	Amount	Loans	Amount	Loans	Amount	Loans	Amount	Loans	Amount	Loans	Amount	
<b>Accruing Troubled Debt Restructured Loans:</b>												
Commercial, financial and agricultural*	4	\$ 1,316	6	\$ 452			\$	3	\$ 1,867	13	\$ 3,635	
Real estate commercial real estate	3	2,267	1	188				1	175	5	2,630	



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Real estate construction*	3	1,550					3	1,550	
<b>Total</b>	<b>10</b>	<b>\$ 5,133</b>	<b>7</b>	<b>\$ 640</b>	<b>\$</b>	<b>4</b>	<b>\$ 2,042</b>	<b>21</b>	<b>\$ 7,815</b>

**Nonaccrual Troubled Debt**

**Restructured Loans:**

Commercial, financial and agricultural**		\$		\$	2	\$ 448	\$	2	\$ 448
Real estate commercial real estate**					1	124		1	124
Real estate residential secured for personal purpose			1	485				1	485
<b>Total</b>		\$	1	\$ 485	3	\$ 572	\$	4	\$ 1,057

\* During 2012, seven accruing troubled debt restructured loans totaling \$3.2 million were paid off.

\*\* During 2012, three nonaccrual troubled debt restructured loans totaling \$572 thousand were sold.

The following presents, by class of loans, information regarding accruing and nonaccrual troubled debt restructured loans, for which there were payment defaults within twelve months of the restructuring date:

(Dollars in thousands)	For the Years Ended December 31,			
	2013		2012	
	Number of Loans	Recorded Investment	Number of Loans	Recorded Investment
<b>Accruing Troubled Debt Restructured Loans:</b>				
Commercial, financial and agricultural	1	\$ 1,000		\$
<b>Total</b>	<b>1</b>	<b>\$ 1,000</b>		<b>\$</b>
<b>Nonaccrual Troubled Debt Restructured Loans:</b>				
<b>Total</b>		<b>\$</b>		<b>\$</b>

**Table of Contents****Note 6. Premises and Equipment**

The following table reflects the components of premises and equipment:

(Dollars in thousands)	At December 31,	
	2013	2012
Land and land improvements	\$ 9,987	\$ 8,990
Premises and improvements	35,225	34,164
Furniture and equipment	22,295	20,600
Total cost	67,507	63,754
Less: accumulated depreciation	(33,378)	(30,532)
Net book value	\$ 34,129	\$ 33,222

**Note 7. Goodwill and Other Intangible Assets**

The Corporation has customer-related intangibles and mortgage servicing rights, which are not deemed to have an indefinite life and therefore will continue to be amortized over their useful life using the present value of projected cash flows. The amortization of intangible assets for the years ended December 31, 2013, 2012 and 2011 was \$2.3 million, \$2.4 million and \$1.6 million, respectively. In 2013, 2012 and 2011, impairment on customer-related intangibles was recognized in other noninterest expense in the amount of \$83 thousand, \$31 thousand and \$11 thousand, respectively. The Corporation also has goodwill with a net carrying amount of \$57.5 million at December 31, 2013, which is deemed to be an indefinite intangible asset and is not amortized. The Corporation recorded additional goodwill of \$1.3 million and customer related intangibles of \$1.3 million related to the John T. Fretz Insurance Agency, Inc. acquisition on May 1, 2013. The Corporation recorded additional goodwill of \$3.1 million and customer related intangibles of \$989 thousand related to the Javers Group acquisition on May 31, 2012.

The Corporation completed an annual impairment test for goodwill and other intangibles during the fourth quarter of 2013. There was no goodwill impairment and no material impairment of identifiable intangibles recorded during 2011 through 2013. There can be no assurance that future impairment assessments or tests will not result in a charge to earnings.

Changes in the carrying amount of the Corporation's goodwill for the years ended December 31, 2013 and 2012 were as follows:

(Dollars in thousands)	
Balance at December 31, 2011	\$ 53,169
Additions:	
Javers Group	3,069
Balance at December 31, 2012	56,238
Additions:	
John T. Fretz Insurance, Inc.	1,279

Balance at December 31, 2013	<b>\$ 57,517</b>
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The following table reflects the components of intangible assets at the dates indicated:

	At December 31, 2013			At December 31, 2012		
	Gross Carrying Amount	Accumulated Amortization and Fair Value Adjustments	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization and Fair Value Adjustments	Net Carrying Amount
(Dollars in thousands)						
Amortized intangible assets:						
Core deposit intangibles	\$	\$	\$	\$ 2,201	\$ 2,201	\$
Customer related intangibles	<b>7,513</b>	<b>4,854</b>	<b>2,659</b>	6,250	3,946	2,304
Mortgage servicing rights	<b>10,965</b>	<b>5,446</b>	<b>5,519</b>	8,480	4,328	4,152
<b>Total amortized intangible assets</b>	<b>\$ 18,478</b>	<b>\$ 10,300</b>	<b>\$ 8,178</b>	\$ 16,931	\$ 10,475	\$ 6,456

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The estimated aggregate amortization expense for customer related intangibles for each of the five succeeding fiscal years follows:

Year (Dollars in thousands)	Amount
2014	\$ 848
2015	660
2016	473
2017	356
2018	223
Thereafter	99

The Corporation has originated mortgage servicing rights which are included in other intangible assets on the consolidated balance sheets. Mortgage servicing rights are amortized in proportion to, and over the period of, estimated net servicing income on a basis similar to the interest method and an accelerated amortization method for loan payoffs. Mortgage servicing rights are subject to impairment testing on a quarterly basis. The aggregate fair value of these rights was \$7.2 million and \$4.2 million at December 31, 2013 and 2012, respectively. The fair value of mortgage servicing rights was determined using discount rates ranging from 5.0% to 10.0% at December 31, 2013 and 2012.

Changes in the mortgage servicing rights balance are summarized as follows:

(Dollars in thousands)	For the Years Ended December 31,		
	2013	2012	2011
Beginning balance	\$ 4,152	\$ 2,739	\$ 2,441
Servicing rights capitalized	2,485	2,727	1,555
Amortization of servicing rights	(1,365)	(1,610)	(665)
Changes in valuation allowance	247	296	(592)
Ending balance	\$ 5,519	\$ 4,152	\$ 2,739
Mortgage loans serviced for others	\$ 751,891	\$ 604,801	\$ 418,224

Activity in the valuation allowance for mortgage servicing rights was as follows:

(Dollars in thousands)	For the Years Ended December 31,		
	2013	2012	2011
Beginning balance	\$ (497)	\$ (793)	\$ (201)
Additions			(592)
Reductions	247	296	
Direct write-downs			
Ending balance	\$ (250)	\$ (497)	\$ (793)

The estimated amortization expense of mortgage servicing rights for each of the five succeeding fiscal years is as follows:

Year (Dollars in thousands)	Amount
2014	\$ 837
2015	734
2016	632
2017	541
2018	456
Thereafter	2,319

**Table of Contents****Note 8. Accrued Interest Receivable and Other Assets**

The following table provides the details of accrued interest receivable and other assets:

(Dollars in thousands)	At December 31,	
	2013	2012
Other real estate owned	\$ 1,650	\$ 1,607
Accrued interest receivable	6,262	6,747
Accrued income and other receivables	3,539	2,105
Fair market value of derivative financial instruments	346	1,547
Prepaid FDIC insurance assessments		2,426
Other prepaid expenses	9,624	6,004
Federal Reserve Bank stock, Federal Home Loan Bank stock and other not readily marketable equity securities	6,632	7,469
Net federal deferred tax assets	12,335	11,650
Other		624
Total accrued interest receivable and other assets	\$ 40,388	\$ 40,179

At December 31, 2013 and 2012, the Bank held \$3.3 million in Federal Reserve Bank stock as required by the Federal Reserve Bank. The Bank is a member of the FHLB, and as such, is required to hold FHLB stock as a condition of membership as determined by the FHLB. The Bank is required to hold additional stock in the FHLB in relation to the level of outstanding borrowings. The Bank held FHLB stock of \$3.2 million and \$4.1 million at December 31, 2013 and 2012, respectively. Additionally, the FHLB might require its members to increase its capital stock requirement. Changes in the credit ratings of the U.S. government and federal agencies, including the FHLB, could increase the borrowing costs of the FHLB and possibly have a negative impact on its operations and long-term performance. It is possible this could have an adverse effect on the value of the Corporation's investment in the FHLB stock. The Corporation determined there was no other-than-temporary impairment of its investment in FHLB stock at December 31, 2013. Therefore, at December 31, 2013, the FHLB stock is recorded at cost.

**Note 9. Income Taxes**

The provision for federal and state income taxes included in the accompanying consolidated statements of income consists of the following:

(Dollars in thousands)	For the Years Ended December 31,		
	2013	2012	2011
Current:			
Federal	\$ 4,172	\$ 2,753	\$ 2,829
State	591	258	334
Deferred:			
Federal	922	2,397	1,480
State	11	143	133

<b>\$ 5,696</b>	<b>\$ 5,551</b>	<b>\$ 4,776</b>
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The provision for income taxes differs from the expected statutory provision as follows:

(Dollars in thousands)	<b>For the Years Ended December 31,</b>		
	<b>2013</b>	<b>2012</b>	<b>2011</b>
Expected provision at statutory rate	<b>35.0%</b>	35.0%	35.0%
Difference resulting from:			
Tax exempt interest income	<b>(11.7)</b>	(12.1)	(14.0)
Increase in value of bank owned life insurance assets	<b>(3.9)</b>	(3.5)	(2.4)
Other, including state income taxes, valuation allowance and rate differential	<b>1.8</b>	1.6	1.6
	<b>21.2%</b>	21.0%	20.2%

During the years ended December 31, 2013 and 2012, the Corporation recorded excess tax benefits resulting from the exercise of employee stock options and restricted stock of \$1 thousand and \$0 thousand respectively, to additional paid-in capital.



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At December 31, 2013, the Corporation had no material unrecognized tax benefits, accrued interest or penalties. Penalties are recorded in noninterest expense in the year they are assessed and are treated as a non-deductible expense for tax purposes. Interest is recorded in noninterest expense in the year it is assessed and is treated as a deductible expense for tax purposes. The Corporation's tax years 2010 through 2012 remain subject to federal examination as well as examination by state taxing jurisdictions.

Deferred income taxes reflect the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amount used for income tax purposes. Deferred state taxes are combined with federal deferred taxes (net of the impact of deferred state tax on the deferred federal tax) and are shown in the table below by major category of deferred income or expense. The Corporation has a state net operating loss carry-forward of \$24.6 million which will begin to expire after December 31, 2018 if not utilized. A valuation allowance at December 31, 2013 and 2012 was attributable to deferred tax assets generated in certain state jurisdictions for which management believes it is more likely than not that such deferred tax assets will not be realized. Additionally, deferred tax assets of \$28 thousand and \$78 thousand were reversed and recorded to additional paid-in capital during the years ended December 31, 2013 and 2012, respectively, as a result of unrecognizable restricted stock and non-qualified stock option expense.

The assets and liabilities giving rise to the Corporation's deferred tax assets and liabilities are as follows:

(Dollars in thousands)	<b>At December 31,</b>	
	<b>2013</b>	<b>2012</b>
Deferred tax assets:		
Loan and lease loss	\$ 8,785	\$ 8,753
Deferred compensation	2,675	2,613
Actuarial adjustments on retirement benefits*	4,568	7,551
Interest on nonaccrual loans	2,268	1,839
State net operating losses	1,743	1,441
Other-than-temporary impairments on equity securities	759	1,218
Alternative minimum tax credits**	1,367	1,590
Net unrealized holding losses on securities available-for-sale*	792	
Other	280	
Gross deferred tax assets	23,237	25,005
Valuation allowance	(1,630)	(1,432)
Total deferred tax asset, net of valuation allowance	21,607	23,573
Deferred tax liabilities:		
Market discount	1,722	1,624
Retirement plans	5,602	5,100
Intangible assets	2,212	1,567
Net unrealized holding gains on securities available-for-sale and swaps*		3,825
Other		60
Total deferred tax liabilities	9,536	12,176

Net deferred tax assets	<b>\$ 12,071</b>	\$ 11,397
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\* Represents the amount of deferred taxes recorded in accumulated other comprehensive income (loss).

\*\* The alternative minimum tax credits have an indefinite life.

**Note 10. Retirement Plans and Other Postretirement Benefits**

Substantially all employees who were hired before December 8, 2009 are covered by a noncontributory retirement plan. Employees hired on or after December 8, 2009 are not eligible to participate in the noncontributory retirement plan. The Corporation also provides supplemental executive retirement benefits, a portion of which is in excess of limits imposed on qualified plans by federal tax law. These plans are non-qualified benefit plans. Information on these plans are aggregated and reported under Retirement Plans within this footnote.

The Corporation also provides certain postretirement healthcare and life insurance benefits for retired employees. Information on these benefits is reported under Other Postretirement Benefits within this footnote.

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The Corporation sponsors a 401(k) deferred salary savings plan, which is a qualified defined contribution plan, and which covers all employees of the Corporation and its subsidiaries, and provides that the Corporation makes matching contributions as defined by the plan. Expense recorded by the Corporation for the 401(k) deferred salary savings plan for the years ended December 31, 2013, 2012 and 2011 was \$765 thousand, \$667 thousand, and \$639 thousand, respectively.

The Corporation sponsors a Supplemental Non-Qualified Pension Plan (SNQPP) which was established in 1981 prior to the existence of a 401(k) deferred salary savings, employee stock purchase and long-term incentive plans and therefore is not actively offered to new participants. Expense recorded by the Corporation for the SNQPP for the years ended December 31, 2013 and 2012 was \$661 thousand and \$531 thousand, respectively. The expense for 2013 was estimated using a weighted-average discount rate of 3.59%. Expense recorded by the Corporation for the SNQPP for the year ended December 31, 2011 of \$463 thousand was more than offset by a reversal in the accrual of \$467 thousand related to the passing of one of the participants.

Information with respect to the Retirement Plans and Other Postretirement Benefits follows:

(Dollars in thousands)	Retirement Plans		Other Postretirement Benefits	
	2013	2012	2013	2012
Change in benefit obligation:				
Benefit obligation at beginning of year	\$ 42,879	\$ 38,374	\$ 2,518	\$ 2,344
Service cost	621	622	86	82
Interest cost	1,712	1,726	118	116
Actuarial (gain) loss	(3,818)	3,755	(313)	55
Benefits paid	(1,801)	(1,598)	(79)	(79)
Benefit obligation at end of year	\$ 39,593	\$ 42,879	\$ 2,330	\$ 2,518
Change in plan assets:				
Fair value of plan assets at beginning of year	\$ 34,420	\$ 25,213	\$	\$
Actual return on plan assets	5,764	2,669		
Benefits paid	(1,801)	(1,598)	(79)	(79)
Employer contribution and non-qualified benefit payments	2,164	8,136	79	79
Fair value of plan assets at end of year	40,547	34,420		
Funded status	954	(8,459)	(2,330)	(2,518)
Unrecognized net actuarial loss	14,138	22,576	510	850
Unrecognized prior service costs	(1,590)	(1,825)	(7)	(27)
Net amount recognized	\$ 13,502	\$ 12,292	\$ (1,827)	\$ (1,695)

Information for the pension plans with an accumulated benefit obligation in excess of the fair value of plan assets is shown below. The accumulated benefit obligation did not exceed the fair value of plan assets at December 31, 2013

but is shown for comparative purposes.

(Dollars in thousands)	At December 31,	
	2013	2012
Projected benefit obligation	\$ 37,912	\$ 41,459
Accumulated benefit obligation	36,683	39,912
Fair value of plan assets	40,547	34,420

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The components of net periodic benefit cost were as follows:

(Dollars in thousands)	Retirement Plans			Other Postretirement Benefits		
	2013	2012	2011	2013	2012	2011
Service cost	\$ 621	\$ 622	\$ 556	\$ 86	\$ 82	\$ 66
Interest cost	1,712	1,726	1,725	118	116	117
Expected return on plan assets	(2,527)	(2,254)	(1,895)			
Amortization of net actuarial loss	1,259	1,147	728	23	23	15
Accretion of prior service cost	(235)	(235)	(235)	(20)	(20)	(20)
Net periodic benefit cost	\$ 830	\$ 1,006	\$ 879	\$ 207	\$ 201	\$ 178

(Dollars in thousands)	Retirement Plans	Other Postretirement Benefits
<b>Expected amortization expense for 2014:</b>		
Amortization of net actuarial loss	\$ 648	\$ 23
Accretion of prior service cost	(280)	(20)

During 2014, the Corporation expects to contribute approximately \$162 thousand to the Retirement Plans and approximately \$94 thousand to Other Postretirement Benefits.

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid:

(Dollars in thousands)	Retirement Plans	Other Postretirement Benefits
<b>For the fiscal year ending:</b>		
2014	\$ 1,927	\$ 94
2015	2,136	97
2016	2,242	98
2017	2,277	98
2018	2,202	99
Years 2019-2023	11,200	521

Weighted-average assumptions used to determine benefit obligations at December 31, 2013 and 2012 were as follows:

	Retirement Plans		Other Postretirement Benefits	
	2013	2012	2013	2012
Assumed discount rate	4.9%	4.0%	4.9%	4.0%

Assumed salary increase rate **3.0** 3.0

Weighted-average assumptions used to determine net periodic costs for the years ended December 31, 2013 and 2012 were as follows:

	<b>Retirement Plans</b>		<b>Other Postretirement Benefits</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
Assumed discount rate	<b>4.0%</b>	4.5%	<b>4.0%</b>	4.5%
Assumed long-term rate of investment return	<b>7.5</b>	8.0		
Assumed salary increase rate	<b>3.0</b>	3.0		

The discount rate was determined utilizing the Citigroup Pension Discount Curve. Historical investment returns is the basis used to determine the overall expected long-term rate of return on assets. For 2013, the weighted average expected long-term rate of return on plan assets used to determine the net benefit cost was changed to 7.5% from 8.0%. The rate was changed during 2013 based on historical returns and future expectations of long-term asset returns.

<b>Assumed Health Care Cost Trend Rates</b>	<b>2013</b>	<b>2012</b>	<b>2011</b>
Health care cost trend rate assumed for next year	<b>6.5%</b>	6.5%	6.5%
Rate to which the cost trend rate is assumed to decline	<b>5.0</b>	5.0	5.0
Year that the rate reaches the ultimate rate	<b>2015</b>	2014	2013

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Assumed health care cost trend rates have a significant effect on the amounts reported for health care plans. A one-percentage-point change in the assumed health care cost trend rates would have the following effects:

(Dollars in thousands)	<b>One Percentage Point</b>	
	<b>Increase</b>	<b>Decrease</b>
Effect on total of service and interest cost components	\$ 7	\$ (6)
Effect on postretirement benefit obligation	92	(81)

The Corporation's pension plan asset allocation at December 31, 2013 and 2012, by asset category was as follows:

Asset Category:	<b>Percentage of Plan Assets at December 31,</b>	
	<b>2013</b>	<b>2012</b>
Equity securities	<b>64%</b>	59%
Debt securities	<b>35</b>	38
Other	<b>1</b>	3
<b>Total</b>	<b>100%</b>	100%

Plan assets include marketable equity securities, corporate and government debt securities, and certificates of deposit. The investment strategy is to keep a 60%-equity-to-40%-fixed-income mix to achieve the overall expected long-term rate of return of 7.5%. Equity securities do not include any common stock of the Corporation.

The major categories of assets in the Corporation's pension plan at year-end are presented in the following table. Assets are segregated by the level of the valuation inputs within the fair value hierarchy described in Note 18, Fair Value Disclosures.

(Dollars in thousands)	<b>Fair Value Measurements at December 31,</b>	
	<b>2013</b>	<b>2012</b>
<b>Level 1:</b>		
Mutual funds:		
U.S. Large Cap	<b>\$ 16,710</b>	\$ 12,880
U.S. Mid Cap	<b>2,169</b>	1,649
U.S. Small Cap	<b>2,341</b>	1,675
International	<b>4,634</b>	4,164
Income	<b>686</b>	899
Short-term investments	<b>650</b>	916
<b>Level 2:</b>		
U.S. government obligations	<b>3,790</b>	2,834
Corporate bonds	<b>5,228</b>	4,900

Level 3:

Certificates of deposit	<b>4,339</b>	4,503
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Total fair value of plan assets	<b>\$ 40,547</b>	\$ 34,420
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Mutual fund investments in U.S. large cap funds are comprised primarily of common stock funds which are diversified amongst various industries including basic materials (oil, gas, and other), financial services, healthcare, technology and other industries with some foreign exposure in the companies' markets. The primary objective is long-term capital appreciation and a secondary objective of current income. Mutual fund investments in U.S. mid cap and small cap funds are comprised mainly of growth and value equity funds with some foreign exposure in the companies' markets. Mutual fund investments in international funds consist mainly of equity funds that invest in diverse companies mostly based in Europe and the Pacific Basin with the primary objective to provide long-term growth of capital and a secondary objective of current income. Mutual fund investments in income funds are comprised of short-term and intermediate-term bond funds. Corporate bonds are fixed income investment grade bonds of primarily U.S. issuers from diverse industries. Other fixed-income investments include U.S. government agency securities and bank certificates of deposits. The fixed income investments have varying maturities ranging from one to ten years with the objective to maximize investment return while preserving investment principal. Short-term investments are comprised of an interest-bearing money market deposit account with the Bank.



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The following table provides a reconciliation of the beginning and ending balances for measurements in hierarchy Level 3 at December 31, 2013 and 2012:

(Dollars in thousands)	Balance at December 31, 2012	Total Unrealized Gains or (Losses)	Total Realized Gains or (Losses)	Purchases	Maturities / Redemptions	Balance at December 31, 2013
Certificates of deposit	\$ 4,503	\$	\$	\$ 280	\$ (444)	\$ 4,339
Total Level 3 assets	\$ 4,503	\$	\$	\$ 280	\$ (444)	\$ 4,339

(Dollars in thousands)	Balance at December 31, 2011	Total Unrealized Gains or (Losses)	Total Realized Gains or (Losses)	Purchases	Maturities / Redemptions	Balance at December 31, 2012
Certificates of deposit	\$ 3,589	\$	\$ (9)	\$ 2,279	\$ (1,356)	\$ 4,503
Total Level 3 assets	\$ 3,589	\$	\$ (9)	\$ 2,279	\$ (1,356)	\$ 4,503

**Note 11. Stock-Based Incentive Plan**

The Corporation adopted the shareholder approved 2013 Long-Term Incentive Plan to replace the 2003 Long-Term Incentive Plan which expired during April 2013. The 544,517 unissued common shares under the 2003 Long-Term Incentive Plan expired and are no longer available for future grant options or share awards. Under the 2013 Long-Term Incentive Plan, the Corporation may grant options and share awards to employees up to 2,000,000 shares of common stock. The plan provides for the issuance of options to purchase common shares at prices not less than 100 percent of the fair market value on the date of option grant and have a contractual term of ten years; and for restricted stock awards valued at not less than 100 percent of the fair market value at the date of award grant. For the majority of options issued, after two years, 33.3 percent of the optioned shares become exercisable in each of the following three years and remain exercisable for a period not exceeding ten years from the date of grant. For the majority of the restricted stock awards, the restriction lapses over a three-year period at 33.3 percent per year. There were 2,000,000 share awards available for future grants at December 31, 2013 under the plan. At December 31, 2013, there were 612,050 options to purchase common stock and 185,423 unvested restricted stock awards outstanding under the plan.

The following is a summary of the status of options under the Corporation's long-term incentive plan:

(Dollars in thousands, except per share data)

Shares Under Option	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value at December 31, 2013
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			(Years)		
Outstanding at December 31, 2012	584,349	\$	20.85		
Granted	114,500		16.87		
Expired	(75,632)		27.07		
Forfeited	(11,167)		17.06		
Exercised					
Outstanding at December 31, 2013	<b>612,050</b>		<b>19.41</b>	<b>5.7</b>	<b>\$ 1,329</b>
Exercisable at December 31, 2013	<b>343,391</b>		<b>21.85</b>	<b>3.7</b>	<b>142</b>

There were no stock options exercised during 2011 through 2013. The Corporation has a stock-for-stock-option exchange (or cashless exercise) program in place, whereby optionees can exchange the value of the spread of in-the-money vested options for Corporation stock having an equivalent value. This broker-assisted exchange allows the optionees to exercise their vested options on a net basis without having to pay the exercise price or related expenses in cash. However, it will result in the optionees acquiring fewer shares than the number of options exercised.

The Corporation's estimate of the fair value of a stock option is based on expectations derived from historical experience and may not necessarily equate to its market value when fully vested. The life of the option is based on historical factors which include the contractual term, vesting period, exercise behavior and employee turnover. The risk-free rate for periods within the expected term of the option is based on the U.S. Treasury strip rate in effect at the time of grant. Expected volatility is based on the historical volatility of the Corporation's stock over the expected life of the grant. The Corporation uses a straight-line accrual method to recognize stock-based compensation expense over the time-period it expects the options to vest.

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The Corporation recognizes compensation expense for stock options over the requisite service period based on the grant-date fair value of those awards expected to ultimately vest. Forfeitures are estimated on the date of grant and revised if actual or expected forfeiture activity differs materially from original estimates. The following aggregated assumptions were used to estimate the fair value of options granted for the periods indicated:

	<b>For the Years Ended December 31,</b>		
	<b>2013</b>	<b>2012</b>	<b>2011</b>
Expected option life in years	<b>8.9</b>	8.2	7.9
Risk free interest rate	<b>1.99%</b>	1.63%	3.04%
Expected dividend yield	<b>4.74%</b>	5.40%	4.64%
Expected volatility	<b>49.30%</b>	50.74%	49.11%
Fair value of options	<b>\$ 5.32</b>	\$ 4.37	\$ 5.72

Following is a summary of nonvested restricted stock awards at December 31, 2013 including changes during the year:

	<b>Nonvested Share Awards</b>	<b>Weighted Average Grant Date Fair Value</b>
(Dollars in thousands, except per share data)		
Nonvested share awards at December 31, 2012	175,008	\$ 16.70
Granted	70,041	16.76
Vested	(30,093)	17.84
Forfeited	(29,533)	17.56
<b>Nonvested share awards at December 31, 2013</b>	<b>185,423</b>	<b>16.40</b>

The fair value of restricted stock is equivalent to the fair value on the date of grant and is amortized over the vesting period. Certain information regarding restricted stock is summarized below for the periods indicated:

(Dollars in thousands, except per share data)	<b>For the Years Ended December 31,</b>		
	<b>2013</b>	<b>2012</b>	<b>2011</b>
Shares granted	<b>70,041</b>	71,157	58,736
Weighted average grant date fair value	<b>\$ 16.76</b>	\$ 15.29	\$ 17.34
Intrinsic value of awards vested	<b>\$ 505</b>	\$ 625	\$ 183

At December 31, 2013, there was \$1.5 million in total unrecognized compensation expense related to nonvested share-based compensation arrangements, which is expected to be recognized over a weighted average period of 2.4 years.

The following table presents information related to the Corporation's compensation expense related to stock incentive plans recognized for the periods indicated:

(Dollars in thousands)	For the Years Ended December 31,		
	2013	2012	2011
Stock-based compensation expense:			
Stock options	\$ 517	\$ 408	\$ 301
Restricted stock awards	461	859	587
Employee stock purchase plan	38	36	33
<b>Total</b>	<b>\$ 1,016</b>	<b>\$ 1,303</b>	<b>\$ 921</b>
Tax benefit on nonqualified stock option expense and restricted stock awards	\$ 162	\$ 296	\$ 203

There were no modifications or accelerations to options or restricted stock awards during 2011 through 2013.

The Corporation typically issues shares for stock options exercises and grants of restricted stock awards from its treasury stock.

**Table of Contents****Note 12. Time Deposits**

The aggregate amount of time deposits in denominations of \$100 thousand or more was \$75.9 million at December 31, 2013 and \$107.6 million at December 31, 2012, with interest expense of \$1.0 million for 2013 and \$1.4 million for 2012.

At December 31, 2013, the scheduled maturities of time deposits in denominations of \$100 thousand or more are as follows:

(Dollars in thousands)	
Due in 2014	\$ 36,184
Due in 2015	10,912
Due in 2016	18,311
Due in 2017	7,196
Due in 2018	2,028
Thereafter	1,290
<b>Total</b>	<b>\$ 75,921</b>

**Note 13. Borrowings**

At December 31, 2013 and 2012, long-term borrowings consisted of the following:

(Dollars in thousands)	Balance		Interest Rate		Maturity
	2013	2012	2013	2012	
Subordinated Term Loan Note	\$	\$ 125	%	1.62%	
Subordinated Term Loan Note		250	%	1.62%	
Junior subordinated debt owed to unconsolidated subsidiary trust		20,619	%	3.39%	
	\$	\$ 20,994			

The Corporation, through the Bank, has short-term and long-term credit facilities with the FHLB with a maximum borrowing capacity of approximately \$484.1 million. Advances from the FHLB are collateralized by a blanket floating lien on all first mortgage loans of the Bank, FHLB capital stock owned by the Bank and any funds on deposit with the FHLB. At December 31, 2013 and 2012, there were no outstanding borrowings with the FHLB. At December 31, 2013 and 2012, the Bank had outstanding short-term letters of credit with the FHLB totaling \$35.0 million and \$32.0 million, respectively, which were utilized to collateralize public funds deposits. The maximum borrowing capacity changes as a function of the Bank's qualifying collateral assets as well as the FHLB's internal credit rating of the bank and the amount of funds received may be reduced by additional required purchases of FHLB stock.

On May 14, 2013, the Corporation submitted a redemption notice to the trustee to redeem all of the outstanding capital securities issued by Univest Capital Trust I (Trust Preferred Securities), pursuant to the optional redemption provisions provided in the documents governing the Trust Preferred Securities. The Trust Preferred Securities had an aggregate principal balance of \$20.0 million with an interest rate of three-month U.S. London Interbank Borrowing

Rate (LIBOR) plus 3.05% per annum and a maturity date of October 7, 2033. The Trust Preferred Securities had a liquidation amount of \$1,000 per trust preferred security plus accrued and unpaid distributions to the redemption date of July 7, 2013 and a settlement date Monday, July 8, 2013. The redemption also included \$619 thousand in common securities issued by Univest Capital Trust I and related to the Trust Preferred Securities. Following the redemption, the Corporation's capital levels remained well in excess of the regulatory minimum for well capitalized status.

This redemption was consistent with the capital plan the Corporation submitted to the Federal Reserve and was funded from the Corporation's existing cash. The Trust Preferred Securities were hedged and the Corporation recognized a loss in May 2013 on the termination of the associated interest rate swap of \$1.9 million. The interest rate swap had a maturity date of January 7, 2019.

The Bank maintains federal fund credit lines with several correspondent banks totaling \$82.0 million at December 31, 2013 and 2012. There was no outstanding balance at December 31, 2013 or 2012. Future availability under these lines is subject to the prerogatives of the granting banks and may be withdrawn at will.

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The Corporation, through the Bank, has an available line of credit at the Federal Reserve Bank of Philadelphia, the amount of which is dependent upon the balance of loans and securities pledged as collateral. At December 31, 2013 and 2012, the Corporation had no outstanding borrowings from this line.

The following table details key information pertaining to customer repurchase agreements on an overnight basis for the periods indicated:

(Dollars in thousands)	2013	2012	2011
Balance at December 31	\$ 37,256	\$ 96,282	\$ 109,740
Weighted average interest rate at year end	0.07%	0.07%	0.20%
Maximum amount outstanding at any month s end	\$ 110,228	\$ 117,291	\$ 111,724
Average amount outstanding during the year	\$ 72,211	\$ 106,206	\$ 102,873
Weighted average interest rate during the year	0.06%	0.13%	0.28%

**Note 14. Earnings per Share**

The following table sets forth the computation of basic and diluted earnings per share:

(Dollars and shares in thousands)	For the Years Ended December 31,		
	2013	2012	2011
<b>Numerator for basic and diluted earnings per share</b> income available to common shareholders	\$ 21,189	\$ 20,872	\$ 18,882
<b>Denominator for basic earnings per share</b> weighted-average shares outstanding	16,605	16,761	16,743
Effect of dilutive securities employee stock options and awards	70	55	
<b>Denominator for diluted earnings per share</b> adjusted weighted-average shares outstanding	16,675	16,816	16,743
Basic earnings per share	\$ 1.28	\$ 1.25	\$ 1.13
Diluted earnings per share	\$ 1.27	\$ 1.24	\$ 1.13
Average anti-dilutive options and awards excluded from computation of diluted earnings per share	546	581	504

**Note 15. Accumulated Other Comprehensive (Loss) Income**

The following shows the components of accumulated other comprehensive (loss) income, net of taxes, for the periods presented:

	<b>Net Unrealized Gains (Losses) Available-for- Sale Investment Securities</b>	<b>Net Change in Related to Derivative Used for Cash Flow Hedge</b>	<b>Net Change Related to Defined Benefit Pension Plan</b>	<b>Accumulated Other Comprehensive (Loss) Income</b>
(Dollars in thousands)				
Balance, December 31, 2010	\$ 884	\$ 320	\$ (7,970)	\$ (6,766)
Net Change	6,422	(1,252)	(4,505)	665
Balance, December 31, 2011	7,306	(932)	(12,475)	(6,101)
Net Change	1,038	(309)	(1,548)	(819)
Balance, December 31, 2012	8,344	(1,241)	(14,023)	(6,920)
<b>Net Change</b>	<b>(9,816)</b>	<b>(1,241)</b>	<b>5,540</b>	<b>(3,035)</b>
<b>Balance, December 31, 2013</b>	<b>\$ (1,472)</b>	<b>\$</b>	<b>\$ (8,483)</b>	<b>\$ (9,955)</b>



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The following table illustrates the amounts reclassified out of each component of accumulated comprehensive (loss) income for the periods presented:

**Details about Accumulated Other**

Comprehensive (Loss) Income Components	Amount Reclassified from Accumulated Other Comprehensive (Loss) Income For the years ended December 31,			Affected Line Item in the Statement of Income
	2013	2012	2011	
(Dollars in thousands)				
Net unrealized holding gains (losses) on available-for-sale investment securities:				
	\$ 3,389	\$ 305	\$ 1,417	Net gain on sales of investment securities
		(13)	(16)	Other-than-temporary impairment on equity securities
	<b>3,389</b>	292	1,401	Total before tax
	<b>(1,186)</b>	(102)	(490)	Tax expense
	\$ <b>2,203</b>	\$ 190	\$ 911	Net of tax
Cash flow hedge derivative:				
	\$ (1,866)	\$	\$	Net loss on interest rate swap
	<b>(1,866)</b>			Total before tax
	<b>653</b>			Tax benefit
	\$ <b>(1,213)</b>	\$	\$	Net of tax
Defined benefit pension plans:				
Amortization of net loss included in net periodic pension costs*	\$ (1,282)	\$ (1,170)	\$ (743)	
Accretion of prior service cost included in net periodic pension costs*	255	255	255	
	<b>(1,027)</b>	(915)	(488)	Total before tax
	<b>360</b>	320	171	Tax benefit
	\$ <b>(667)</b>	\$ (595)	\$ (317)	Net of tax

\* These accumulated other comprehensive income (loss) components are included in the computation of net periodic pension cost. (See Note 10, Retirement Plans and Other Postretirement Benefits for additional details.)

**Note 16. Commitments and Contingencies**

Loan commitments are made to accommodate the financial needs of the Bank's customers. The Bank offers commercial, mortgage, and consumer credit products to its customers in the normal course of business, which are detailed in Note 5. These products represent a diversified credit portfolio and are generally issued to borrowers within the Bank's locations in Southeastern Pennsylvania. The ability of the customers to repay their credit is, to some extent, dependent upon the economy in the Bank's market areas. Collateral is obtained based on management's credit assessment of the customer.

Standby letters of credit commit the Bank to make payments on behalf of customers when certain specified future events occur. They primarily are issued to support commercial paper, medium and long-term notes and debentures, including industrial revenue obligations. The approximate term is usually one year but some can be up to five years. Historically, substantially all standby letters of credit expire unfunded. If funded, the majority of the letters of credit carry current market interest rates if converted to loans. Because letters of credit are generally un-assignable by either the Bank or the borrower, they only have value to the Bank and the borrower. The carrying amount is recorded as unamortized deferred fees and the exposure is considered in the reserve for credit risk. At December 31, 2013, the maximum potential amount of future payments under letters of credit is \$42.3 million. The current carrying amount of the contingent obligation is \$420 thousand. This arrangement has credit risk essentially the same as that involved in extending loans to customers and is subject to the Bank's normal credit policies. Collateral is obtained based on management's credit assessment of the customer.

The Bank maintains a reserve in other liabilities for estimated losses associated with sold mortgages that may be repurchased. At December 31, 2013, the reserve for sold mortgages was \$260 thousand.

The Corporation entered into risk participation agreements (RPAs) as a guarantor to other financial institutions, in order to mitigate those institutions' credit risk associated with interest rate swaps with third parties. The RPA stipulates that, in the event of default by the third party on the interest rate swap, the Corporation will reimburse a portion of the loss borne by the financial institution. The third parties usually have other borrowing relationships with the Corporation. The Corporation monitors overall borrower collateral and performance, and at the end of December 31, 2013, believes

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sufficient collateral is available to cover potential swap losses. The Corporation pledges cash or securities to cover a portion of the negative fair value of the RPAs, as measured by the participant financial institution. The terms of the RPAs, which correspond to the terms of the underlying swaps, range from 5 to 13 years. At December 31, 2013, the notional amount of the RPAs was \$22.9 million, with a negative fair value of \$1.3 million, of which \$690 thousand was pledged to the participant financial institutions as collateral. The maximum potential future payment guaranteed by the Corporation cannot be readily estimated, but is dependent upon the fair value of the interest rate swaps at the time of default. If an event of default on all contracts had occurred at December 31, 2013, the Corporation would have been required to make payments of approximately \$1.3 million. The RPA requires the Corporation to reimburse the institution in proportion to the pro rata share of the third party transactions, in the event the third party fails to make a payment to the institution. In exchange, the Corporation receives an agreed-upon fee from the institution for taking this risk. The fee is paid upfront to the Corporation and the Corporation recognizes the fee over the maturity of the loan. The fair value of the guarantee was \$80 thousand at December 31, 2013.

Based on consultation with the Corporation's legal counsel, management is not aware of any litigation that would have a material adverse effect on the Corporation's consolidated balance sheet or statement of income. There are no proceedings pending other than the ordinary routine litigation incident to the business of the Corporation. In addition, there are no material proceedings pending or known to be threatened or contemplated against the Corporation or the Bank by government authorities.

The following schedule summarizes the Corporation's off-balance sheet financial instruments at December 31, 2013:

(Dollars in thousands)	<b>Contract/Notional Amount</b>
<b>Financial instruments representing credit risk:</b>	
Commitments to extend credit	\$ 533,364
Performance letters of credit	16,786
Financial standby letters of credit	25,315
Other letters of credit	197

At December 31, 2013, the Corporation and its subsidiaries were obligated under non-cancelable leases for various premises and equipment. Portions of certain properties are subleased. A summary of the future minimum rental commitments under non-cancelable operating leases with original or remaining terms greater than one year is as follows:

(Dollars in thousands)	<b>Amount</b>
Year	
2014	\$ 2,342
2015	2,259
2016	2,143
2017	1,878
2018	1,857
Thereafter	19,121
<b>Total</b>	<b>\$ 29,600</b>

The following table summarizes rental expense charged to operations for the periods indicated:

(Dollars in thousands)	For the Years Ended December 31,		
	2013	2012	2011
Rental expense	\$ 2,304	\$ 2,250	\$ 2,169
Sublease rental income	(278)	(396)	(371)
Net rental expense	\$ 2,026	\$ 1,854	\$ 1,798

Minimum future rental income receivable under subleases from non-cancelable operating leases was \$257 thousand at December 31, 2013.

**Table of Contents****Note 17. Derivative Instruments and Hedging Activities**

The Corporation may use interest-rate swap agreements to modify interest rate characteristics from variable to fixed or fixed to variable in order to reduce the impact of interest rate changes on future net interest income. Recorded amounts related to interest-rate swaps are included in other assets or liabilities. The Corporation's credit exposure on interest rate swaps includes fair value and any collateral that is held by a third party. Changes in the fair value of derivative instruments designated as hedges of future cash flows are recognized in other comprehensive income until the underlying forecasted transactions occur, at which time the deferred gains and losses are recognized in earnings. For a qualifying fair value hedge, the gain or loss on the hedging instrument is recognized in earnings, and the change in fair value of the hedge item, to the extent attributable to the hedged risk, adjusts the carrying amount of the hedge item and is recognized in earnings.

Derivative loan commitments represent agreements for delayed delivery of financial instruments in which the buyer agrees to purchase and the seller agrees to deliver, at a specified future date, a specified instrument at a specified price or yield. The Corporation's derivative loan commitments are commitments to sell loans secured by 1-to-4 family residential properties whose predominant risk characteristic is interest rate risk. The fair values of these derivative loan commitments are based upon the estimated amount the Corporation would receive or pay to terminate the contracts or agreements, taking into account current interest rates and, when appropriate, the current creditworthiness of the counterparties.

On December 23, 2008, the Corporation entered into a cash flow hedge with a notional amount of \$20.0 million that had the effect of converting the variable rates on Trust Preferred Securities to a fixed rate. Under the terms of the swap agreement, the Corporation paid a fixed rate of 2.65% and received a floating rate based on the three-month LIBOR with a maturity date of January 7, 2019. During May 2013, the Corporation terminated the swap in conjunction with the submission of a redemption notice to the trustee to redeem the Trust Preferred Securities on July 7, 2013, pursuant to the optional redemption provisions provided in the documents governing the Trust Preferred Securities. See Note 13, Borrowings for additional information.

The following table presents the notional amounts and fair values of derivatives not designated as hedging instruments recorded on the consolidated balance sheets at December 31, 2013 and 2012:

(Dollars in thousands)	Derivative Assets			Derivative Liabilities	
	Notional Amount	Balance Sheet Classification	Fair Value	Balance Sheet Classification	Fair Value
<b>At December 31, 2013</b>					
Interest rate locks with customers	\$ 15,176	Other Assets	\$ 321		\$
Forward loan sale commitments	17,425	Other Assets	25		
Total	\$ 32,601		\$ 346		\$
<b>At December 31, 2012</b>					
Interest rate locks with customers	\$ 51,768	Other Assets	\$ 1,547		\$
Forward loan sale commitments	56,263			Other Liabilities	54
Total	\$ 108,031		\$ 1,547		\$ 54

The following table presents the notional amounts and fair values of derivatives designated as hedging instruments recorded on the consolidated balance sheets at December 31, 2013 and 2012:

(Dollars in thousands)	Notional Amount	Derivative Assets		Derivative Liabilities	
		Balance Sheet Classification	Fair Value	Balance Sheet Classification	Fair Value
<b>At December 31, 2013</b>					
Interest rate swap cash flow hedge	\$		\$		\$
<b>Total</b>	<b>\$</b>		<b>\$</b>		<b>\$</b>
<b>At December 31, 2012</b>					
Interest rate swap cash flow hedge	\$ 20,000		\$	Other Liabilities	\$ 1,909
<b>Total</b>	<b>\$ 20,000</b>		<b>\$</b>		<b>\$ 1,909</b>

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The following table presents amounts included in the consolidated statements of income for derivatives not designated as hedging instruments for the periods indicated:

(Dollars in thousands)	Statement of Income Classification	For the Years Ended December 31,		
		2013	2012	2011
Interest rate locks with customers	Net (loss) gain on mortgage banking activities	\$ (1,226)	\$ 467	\$ 549
Forward loan sale commitments	Net gain (loss) on mortgage banking activities	79	248	(572)
<b>Total</b>		<b>\$ (1,147)</b>	<b>\$ 715</b>	<b>\$ (23)</b>

The following table presents amounts included in the consolidated statements of income for derivatives designated as hedging instruments for the periods indicated:

(Dollars in thousands)	Statement of Income Classification	For the Years Ended December 31,		
		2013	2012	2011
Interest rate swap cash flow hedge loss on termination	Net loss on termination of interest rate swap	\$ (1,866)	\$	\$
Interest rate swap cash flow hedge interest payments	Interest expense	124	448	475
Interest rate swap cash flow hedge ineffectiveness	Interest expense			
<b>Net loss</b>		<b>\$ (1,990)</b>	<b>\$ (448)</b>	<b>\$ (475)</b>

The following table presents amounts included in accumulated other comprehensive (loss) income for derivatives designated as hedging instruments for the periods indicated:

(Dollars in thousands)	Accumulated Other Comprehensive (Loss) Income	For the Years Ended December 31,		
		2013	2012	2011
Interest rate swap cash flow hedge	Fair value, net of taxes	\$	\$ (1,241)	\$ (932)
<b>Total</b>		<b>\$</b>	<b>\$ (1,241)</b>	<b>\$ (932)</b>

**Note 18. Fair Value Disclosures**

Fair value is the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date. The Corporation determines the fair value of its financial instruments based on the fair value hierarchy. The Corporation maximizes the use of observable inputs and minimizes the use of unobservable inputs when measuring fair value. Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from sources

independent of the Corporation. Unobservable inputs are inputs that reflect the Corporation's assumptions that the market participants would use in pricing the asset or liability based on the best information available in the circumstances, including assumptions about risk. Three levels of inputs are used to measure fair value. A financial instrument's level within the fair value hierarchy is based on the lowest level of input significant to the fair value measurement. Transfers between levels are recognized at the end of the reporting period.

Level 1 Valuations are based on quoted prices in active markets for identical assets or liabilities that the Corporation can access at the measurement date. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these products does not entail a significant degree of judgment.

Level 2 Valuations are based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

Level 3 Valuations are based on inputs that are unobservable and significant to the overall fair value measurement. Assets and liabilities utilizing Level 3 inputs include: financial instruments whose value is determined using pricing models, discounted cash-flow methodologies, or similar techniques, as well as instruments for which the fair value calculation requires significant management judgment or estimation.



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Following is a description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy.

### *Investment Securities*

Where quoted prices are available in an active market for identical instruments, investment securities are classified within Level 1 of the valuation hierarchy. Level 1 investment securities include U.S. Treasury securities, most equity securities and money market mutual funds. Mutual funds are registered investment companies which are valued at net asset value of shares on a market exchange at the close of business at year end. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. Examples of instruments, which would generally be classified within Level 2 of the valuation hierarchy, include securities issued by U.S. Government sponsored enterprises, mortgage-backed securities, collateralized mortgage obligations, and corporate, municipal bonds and certain equity securities. In cases where there is limited activity or less transparency around inputs to the valuation, investment securities are classified within Level 3 of the valuation hierarchy.

Fair values for securities are determined using independent pricing services and market-participating brokers. The Corporation's independent pricing service utilizes evaluated pricing models that vary by asset class and incorporate available trade, bid and other market information for structured securities, cash flow and, when available, loan performance data. Because many fixed income securities do not trade on a daily basis, the pricing service's evaluated pricing applications apply information as applicable through processes, such as benchmarking of like securities, sector groupings, and matrix pricing, to prepare evaluations. If at any time, the pricing service determines that it does not have sufficient verifiable information to value a particular security, the Corporation will utilize valuations from another pricing service. Management has a sufficient understanding of the third party service's valuation models, assumptions and inputs used in determining the fair value of securities to enable management to maintain an appropriate system of internal control.

On a quarterly basis, the Corporation reviews changes, as submitted by the pricing service, in the market value of its security portfolio. Individual changes in valuations are reviewed for consistency with general interest rate movements and any known credit concerns for specific securities. Additionally, on an annual basis, the Corporation has its security portfolio priced by a second pricing service to determine consistency with another market evaluator, except for municipal bonds which are priced by another service provider on a sample basis. If, upon the Corporation's review or in comparing with another service provider a material difference between pricing evaluations were to exist, the Corporation may submit an inquiry to its current pricing service regarding the data used to make the valuation of a particular security. If the Corporation determines it has market information that would support a different valuation than its current pricing service's evaluation it can submit a challenge for a change to that security's valuation. There were no material differences in valuations noted at December 31, 2013.

### *Derivative Financial Instruments*

The fair values of derivative financial instruments are based upon the estimated amount the Corporation would receive or pay to terminate the contracts or agreements, taking into account current interest rates and, when appropriate, the current creditworthiness of the counterparties. Derivative financial instruments are classified within Level 2 of the valuation hierarchy.

### *Contingent Consideration Liability*

The Corporation estimates the fair value of the contingent consideration liability by using a discounted cash flow model of future contingent payments based on projected revenue related to the acquired business. The estimated fair value of the contingent consideration liability is reviewed on a quarterly basis and any valuation adjustments resulting from a change in the discount rate or change of estimated future contingent payments based on projected revenue of the acquired business affecting the contingent consideration liability will be recorded through non-interest expense. Due to the significant unobservable input related to the projected revenue, the contingent consideration liability is classified within Level 3 of the valuation hierarchy. An increase in the projected revenue may result in a higher fair value of the contingent consideration liability. Alternatively, a decrease in the projected revenue may result in a lower estimated fair value of the contingent consideration liability.

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For the Javers Group acquisition, the Corporation recorded a reduction to the contingent liability during the second quarter of 2013 which resulted in a reduction of other noninterest expense of \$959 thousand. While the acquisition remains accretive, the adjustment reflects that revenue levels necessary for an earn-out payment in the first year post-acquisition were not met and that revenue growth levels necessary to qualify for subsequent years earn-out payments to be made are remote. Therefore, as of December 31, 2013, the fair value of this contingent consideration liability is \$0. The Javers original contingent consideration arrangement ranged from \$0 to a maximum of \$1.7 million cumulative over the three-year period ending June 30, 2015.

For the John T. Fretz Insurance Agency, Inc. acquisition, the potential future cash payments that could result from the contingent consideration arrangement range from \$0 to a maximum of \$930 thousand cumulative over the three-year period ending April 30, 2016.

The following table presents the assets and liabilities measured at fair value on a recurring basis at December 31, 2013 and 2012, classified using the fair value hierarchy:

(Dollars in thousands)	At December 31, 2013			Assets/ Liabilities at Fair Value
	Level 1	Level 2	Level 3	
<b>Assets:</b>				
Available-for-sale securities:				
U.S. treasuries	\$ 4,708	\$	\$	\$ 4,708
U.S government corporations and agencies		128,148		128,148
State and political subdivisions		107,657		107,657
Residential mortgage-backed securities		35,480		35,480
Collateralized mortgage obligations		7,201		7,201
Corporate bonds		33,840		33,840
Money market mutual funds	16,900			16,900
Equity securities	2,347			2,347
<b>Total available-for-sale securities</b>	<b>23,955</b>	<b>312,326</b>		<b>336,281</b>
Interest rate locks with customers		321		321
Forward loan sale commitments		25		25
<b>Total assets</b>	<b>\$ 23,955</b>	<b>\$ 312,672</b>	<b>\$</b>	<b>\$ 336,627</b>
<b>Liabilities:</b>				
Contingent consideration liability	\$	\$	\$ 501	\$ 501
<b>Total liabilities</b>	<b>\$</b>	<b>\$</b>	<b>\$ 501</b>	<b>\$ 501</b>

(Dollars in thousands)	At December 31, 2012			Assets/ Liabilities at
	Level 1	Level 2	Level 3	

	<b>Fair Value</b>			
<b>Assets:</b>				
Available-for-sale securities:				
U.S. treasuries	\$ 4,938	\$	\$	\$ 4,938
U.S government corporations and agencies		172,142		172,142
State and political subdivisions		122,168		122,168
Residential mortgage-backed securities		90,740		90,740
Collateralized mortgage obligations		27,012		27,012
Corporate bonds		5,014		5,014
Money market mutual funds	4,878			4,878
Equity securities	2,842			2,842
<b>Total available-for-sale securities</b>	<b>12,658</b>	<b>417,076</b>		<b>429,734</b>
Interest rate locks with customers		1,547		1,547
<b>Total assets</b>	<b>\$ 12,658</b>	<b>\$ 418,623</b>	<b>\$</b>	<b>\$ 431,281</b>
<b>Liabilities:</b>				
Interest rate swap	\$	\$ 1,909	\$	\$ 1,909
Forward loan sale commitments		54		54
Contingent consideration liability			903	903
<b>Total liabilities</b>	<b>\$</b>	<b>\$ 1,963</b>	<b>\$ 903</b>	<b>\$ 2,866</b>

At December 31, 2013 and 2012, the Corporation had no assets measured at fair value on a recurring basis utilizing Level 3 inputs.

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The following table presents the change in the balance of the contingent consideration liability related to acquisitions for which the Corporation utilized Level 3 inputs to determine fair value on a recurring basis for the years ended December 31, 2013 and 2012:

(Dollars in thousands)	For the Year Ended December 31, 2013				Balance at December 31, 2013
	Balance at December 31, 2012	Contingent Consideration from New Acquisition	Payment of Contingent Consideration	Adjustment of Contingent Consideration	
Javers Group	\$ 903	\$	\$	\$ (903)	\$
John T. Fretz Insurance Agency, Inc.		454		47	501
<b>Total contingent consideration liability</b>	<b>\$ 903</b>	<b>\$ 454</b>	<b>\$</b>	<b>\$ (856)</b>	<b>\$ 501</b>

(Dollars in thousands)	For the Year Ended December 31, 2012				Balance at December 31, 2012
	Balance at December 31, 2011	Contingent Consideration from New Acquisition	Payment of Contingent Consideration	Adjustment of Contingent Consideration	
Javers Group	\$	\$ 842	\$	\$ 61	\$ 903
<b>Total contingent consideration liability</b>	<b>\$</b>	<b>\$ 842</b>	<b>\$</b>	<b>\$ 61</b>	<b>\$ 903</b>

The Corporation may be required periodically to measure certain assets and liabilities at fair value on a non-recurring basis in accordance with GAAP. These adjustments to fair value result usually result from the application of lower of cost or market accounting or impairment charges of individual assets. The following table presents assets measured at fair value on a non-recurring basis at December 31, 2013 and 2012.

(Dollars in thousands)	At December 31, 2013			
	Level 1	Level 2	Level 3	Assets/Liabilities at Fair Value
Impaired loans held for investment	\$	\$	\$ 55,370	\$ 55,370
<b>Total</b>	<b>\$</b>	<b>\$</b>	<b>\$ 55,370</b>	<b>\$ 55,370</b>

(Dollars in thousands)	At December 31, 2012			
	Level 1	Level 2	Level 3	Assets/Liabilities at Fair Value

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Impaired loans held for investment	\$	\$	\$ 44,976	\$	44,976
Mortgage servicing rights*			4,152		4,152
Other real estate owned*			1,607		1,607
Total	\$	\$ 5,759	\$ 44,976	\$	50,735

\* The fair value was lower than cost, therefore written down to fair value at December 31, 2012. At December 31, 2013, fair value was greater than cost.

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The following table presents assets and liabilities and off-balance sheet items not measured at fair value on a recurring or non-recurring basis in the Corporation's consolidated balance sheets but for which the fair value is required to be disclosed at December 31, 2013 and 2012. The disclosed fair values are classified using the fair value hierarchy.

<b>At December 31, 2013</b>					
(Dollars in thousands)	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Fair Value</b>	<b>Carrying Amount</b>
<b>Assets:</b>					
Cash and short-term interest-earning assets	\$ 69,169	\$	\$	\$ 69,169	\$ 69,169
Held-to-maturity securities		66,853		66,853	66,003
Loans held for sale		2,267		2,267	2,267
Net loans and leases held for investment			1,477,945	1,477,945	1,461,620
Mortgage servicing rights		7,188		7,188	5,519
Other real estate owned		1,650		1,650	1,650
<b>Total assets</b>	<b>\$ 69,169</b>	<b>\$ 77,958</b>	<b>\$ 1,477,945</b>	<b>\$ 1,625,072</b>	<b>\$ 1,606,228</b>
<b>Liabilities:</b>					
<b>Deposits:</b>					
Demand and savings deposits, non-maturity	\$ 1,573,709	\$	\$	\$ 1,573,709	\$ 1,573,709
Time deposits		268,909		268,909	270,789
<b>Total deposits</b>	<b>1,573,709</b>	<b>268,909</b>		<b>1,842,618</b>	<b>1,844,498</b>
Short-term borrowings		35,687		35,687	37,256
<b>Total liabilities</b>	<b>\$ 1,573,709</b>	<b>\$ 304,596</b>	<b>\$</b>	<b>\$ 1,878,305</b>	<b>\$ 1,881,754</b>
<b>Off-Balance-Sheet:</b>					
Commitments to extend credit	\$	\$ (1,357)	\$	\$ (1,357)	\$

<b>At December 31, 2012</b>					
(Dollars in thousands)	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Fair Value</b>	<b>Carrying Amount</b>
<b>Assets:</b>					
Cash and short-term interest-earning assets	\$ 146,112	\$	\$	\$ 146,112	\$ 146,112
Held-to-maturity securities		71,327		71,327	69,845
Loans held for sale		4,653		4,653	4,530
Net loans and leases held for investment			1,433,990	1,433,990	1,412,140
<b>Total assets</b>	<b>\$ 146,112</b>	<b>\$ 75,980</b>	<b>\$ 1,433,990</b>	<b>\$ 1,656,082</b>	<b>\$ 1,632,627</b>
<b>Liabilities:</b>					
<b>Deposits:</b>					
Demand and savings deposits, non-maturity	\$ 1,533,822	\$	\$	\$ 1,533,822	\$ 1,533,822
Time deposits		334,164		334,164	331,511

Total deposits	1,533,822	334,164		1,867,986	1,865,333
Short-term borrowings		94,066		94,066	96,282
Long-term borrowings		20,965		20,965	20,994
Total liabilities	\$ 1,533,822	\$ 449,195	\$	\$ 1,983,017	\$ 1,982,609

## Off-Balance-Sheet:

Commitments to extend credit	\$	\$ (1,286)	\$	\$ (1,286)	\$
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The following valuation methods and assumptions were used by the Corporation in estimating its fair value for financial instruments measured at fair value on a non-recurring basis and financial instruments not measured at fair value on a recurring or non-recurring basis in the Corporation's consolidated balance sheets but for which the fair value is required to be disclosed:

*Cash and short-term interest-earning assets:* The carrying amounts reported in the balance sheets for cash and due from banks, interest-earning deposits with other banks, and other short-term investments approximates those assets fair values. Cash and short-term interest-earning assets are classified within Level 1 in the fair value hierarchy.

*Held-to-maturity securities:* Fair values for the held-to-maturity investment securities are estimated by using pricing models or quoted prices of securities with similar characteristics and are classified in Level 2 in the fair value hierarchy.



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*Loans held for sale:* The fair value of the Corporation's loans held for sale are generally determined using a pricing model based on current market information obtained from external sources, including interest rates, bids or indications provided by market participants on specific loans that are actively marketed for sale. The Corporation's loans held for sale are primarily residential mortgage loans and are generally classified in Level 2 due to the observable pricing data. Loans held for sale are carried at the lower of cost or estimated fair value. There were no valuation adjustments for loans held for sale at December 31, 2013 and 2012.

*Loans and leases held for investment:* The fair values for loans are estimated using discounted cash flow analyses, using a discount rate based on current interest rates at which similar loans with similar terms would be made to borrowers and include components for credit risk, operating expense and embedded prepayment options. An overall valuation adjustment is made for specific credit risks in addition to general portfolio risk and is significant to the valuation. As permitted, the fair value of the loans and leases are not based on the exit price concept as discussed in the first paragraph of this note. Loans and leases are classified within Level 3 in the fair value hierarchy.

*Impaired loans held for investment:* Impaired loans held for investment include those collateral-dependent loans for which the practical expedient was applied, resulting in a fair-value adjustment to the loan. Impaired loans are evaluated and valued at the time the loan is identified as impaired, at the lower of cost or fair value. Fair value is measured based on the value of the collateral securing these loans less cost to sell and is classified at a Level 3 in the fair value hierarchy. The fair value of collateral is based on appraisals performed by qualified licensed appraisers hired by the Corporation. At December 31, 2013, impaired loans held for investment had a carrying amount of \$58.3 million with a valuation allowance of \$3.0 million. At December 31, 2012, impaired loans held for investment had a carrying amount of \$45.2 million with a valuation allowance of \$208 thousand.

*Mortgage servicing rights:* The Corporation estimates the fair value of mortgage servicing rights using discounted cash flow models that calculate the present value of estimated future net servicing income. The model uses readily available prepayment speed assumptions for the current interest rates of the portfolios serviced. Mortgage servicing rights are classified within Level 2 of the valuation hierarchy. The Corporation reviews the mortgage servicing rights on a quarterly basis for impairment and the mortgage servicing rights are carried at the lower of amortized cost or estimated fair value. At December 31, 2013, mortgage servicing rights had a carrying amount of \$5.8 million with a valuation allowance of \$250 thousand. At December 31, 2012, mortgage servicing rights had a carrying amount of \$4.6 million with a valuation allowance of \$497 thousand.

*Goodwill and other identifiable intangible assets:* Certain non-financial assets subject to measurement at fair value on a non-recurring basis include goodwill and other identifiable intangible assets. The Corporation completed an annual impairment test for goodwill and other intangibles during the fourth quarter of 2013. There was no goodwill impairment and no material impairment of identifiable intangibles recorded.

*Other real estate owned:* The fair value of other real estate owned is estimated based upon its appraised value less costs to sell. The real estate is stated at an amount equal to the loan balance prior to foreclosure, plus costs incurred for improvements to the property but no more than the fair value of the property, less estimated costs to sell. New appraisals are generally obtained at least on an annual basis. Other real estate owned is classified within Level 2 of the valuation hierarchy.

*Deposit liabilities:* The fair values for demand and savings accounts, with no stated maturities, is the amount payable on demand at the reporting date (carrying value) and are classified within Level 1 in the fair value hierarchy. The fair values for time deposits with fixed maturities are estimated by discounting the final maturity using interest rates currently offered for deposits with similar remaining maturities. Time deposits are classified within Level 2 in the fair value hierarchy.

*Short-term borrowings:* The fair value of customer repurchase agreements are estimated using current market rates for similar borrowings and are classified within Level 2 in the fair value hierarchy. Short-term FHLB advances are estimated using a discounted cash flow analysis based on current market rates for similar borrowings, and include components for operating expense and embedded prepayment options that are observable. Short-term FHLB advances are classified within Level 2 in the fair value hierarchy.

*Long-term borrowings:* The fair values of the Corporation's long-term borrowings are estimated using a discounted cash flow analysis based on current market rates for similar borrowings, and include components for credit risk, operating expense, and embedded prepayment options that are observable. Long-term borrowings are classified within Level 2 in the fair value hierarchy.

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*Off-balance-sheet instruments:* Fair values for the Corporation's off-balance-sheet instruments are based on the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing and are classified within Level 2 in the fair value hierarchy.

**Note 19. Restructuring Charges**

During the first quarter of 2013, the Corporation implemented a company-wide restructuring plan which reduced staffing levels by 3.4% and included the announced closure and consolidation of its Silverdale financial service center, effective May 3, 2013, into the Hilltown and Perkasio locations. As a result, the Corporation recorded \$539 thousand in restructuring charges during the first quarter of 2013, which consisted of \$437 thousand in severance and \$102 thousand in fixed asset retirement expenses. These charges are included in restructuring charges, a component of non-interest expense, within the consolidated statement of income. The restructuring involved strategic changes to ensure the Corporation is effectively managing costs, improving efficiencies and evolving the business to meet the need of all its stakeholders.

A roll-forward of the accrued restructuring expense is as follows:

(Dollars in thousands)	Severance
Accrued at January 1, 2013	\$
Restructuring charge	437
Payments	(432)
Adjustment of restructuring charge	(5)
Accrued at December 31, 2013	\$

**Note 20. Share Repurchase Plans**

During 2007, the Corporation's Board of Directors approved a share repurchase program for the repurchase of up to 643,782 shares of common stock. During the nine months ended September 30, 2013, the Corporation repurchased 540,285 shares at a cost of \$9.9 million under the 2007 plan. At September 30, 2013, this share repurchase plan was substantially completed.

On October 23, 2013, the Corporation's Board of Directors approved a new stock repurchase plan for the repurchase of up to 800,000 thousand shares, or approximately 5% of the shares outstanding.

Under the new plan:

the aggregate number of shares purchased will not exceed 800,000 shares of the Corporation's common stock;

the Corporation will repurchase shares of its common stock from time to time through open market purchases, tender offers, privately negotiated purchases or other means;

the share repurchase program does not obligate the Corporation to acquire any particular amount of common stock; and

the program has no scheduled expiration date and the Board of Directors has the right to suspend or discontinue the program at any time.

The Corporation did not repurchase any shares under the 2013 plan during the three months ended December 31, 2013. At December 31, 2013, total shares outstanding were 16,287,812.

**Note 21. Regulatory Matters**

The Corporation and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Corporation's and Bank's financial statements. Capital adequacy guidelines, and additionally for the Bank prompt corrective action 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 about components, risk weighting and other factors.

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Quantitative measures established by regulation to ensure capital adequacy require the Corporation and the Bank to maintain minimum amounts and ratios (set forth in the following table) of total and Tier 1 capital (as defined in the regulations) to risk-weighted assets (as defined), and of Tier 1 capital (as defined) to average assets (as defined).

(Dollars in thousands)	Actual		For Capital Adequacy Purposes		To Be Well-Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<b>At December 31, 2013:</b>						
<b>Total Capital (to Risk-Weighted Assets):</b>						
<b>Corporation</b>	<b>\$ 256,329</b>	<b>13.90%</b>	<b>\$ 147,568</b>	<b>8.00%</b>	<b>\$ 184,460</b>	<b>10.00%</b>
<b>Bank</b>	<b>238,336</b>	<b>13.06</b>	<b>145,991</b>	<b>8.00</b>	<b>182,489</b>	<b>10.00</b>
<b>Tier 1 Capital (to Risk-Weighted Assets):</b>						
<b>Corporation</b>	<b>232,946</b>	<b>12.63</b>	<b>73,784</b>	<b>4.00</b>	<b>110,676</b>	<b>6.00</b>
<b>Bank</b>	<b>215,497</b>	<b>11.81</b>	<b>72,995</b>	<b>4.00</b>	<b>109,493</b>	<b>6.00</b>
<b>Tier 1 Capital (to Average Assets):</b>						
<b>Corporation</b>	<b>232,946</b>	<b>10.85</b>	<b>85,876</b>	<b>4.00</b>	<b>107,346</b>	<b>5.00</b>
<b>Bank</b>	<b>215,497</b>	<b>10.11</b>	<b>85,277</b>	<b>4.00</b>	<b>106,597</b>	<b>5.00</b>
<b>At December 31, 2012:</b>						
<b>Total Capital (to Risk-Weighted Assets):</b>						
<b>Corporation</b>	<b>\$ 274,504</b>	<b>15.62%</b>	<b>\$ 140,631</b>	<b>8.00%</b>	<b>\$ 175,788</b>	<b>10.00%</b>
<b>Bank</b>	<b>246,861</b>	<b>14.22</b>	<b>138,841</b>	<b>8.00</b>	<b>173,552</b>	<b>10.00</b>
<b>Tier 1 Capital (to Risk-Weighted Assets):</b>						
<b>Corporation</b>	<b>252,240</b>	<b>14.35</b>	<b>70,315</b>	<b>4.00</b>	<b>105,473</b>	<b>6.00</b>
<b>Bank</b>	<b>225,126</b>	<b>12.97</b>	<b>69,421</b>	<b>4.00</b>	<b>104,131</b>	<b>6.00</b>
<b>Tier 1 Capital (to Average Assets):</b>						
<b>Corporation</b>	<b>252,240</b>	<b>11.47</b>	<b>87,934</b>	<b>4.00</b>	<b>109,918</b>	<b>5.00</b>
<b>Bank</b>	<b>225,126</b>	<b>10.31</b>	<b>87,310</b>	<b>4.00</b>	<b>109,137</b>	<b>5.00</b>

On May 14, 2013, the Corporation submitted a redemption notice to the trustee to redeem all of the outstanding capital securities issued by Univest Capital Trust I, with a redemption date of July 7, 2013. This is the primary reason that the Corporation's regulatory capital ratios declined when comparing December 31, 2013 to December 31, 2012.

Additionally, during the second quarter of 2013, the Bank's subsidiary, Delview, Inc., called its preferred stock of \$15.0 million, which qualified as Tier 1 Capital at the Bank as Qualifying Noncontrolling (Minority) Interests in Consolidated Subsidiaries. This is the primary reason that the Bank's regulatory capital ratios declined when comparing December 31, 2013 to December 31, 2012.

At December 31, 2013 and December 31, 2012, management believes that the Corporation and the Bank met all capital adequacy requirements to which they were subject. The Corporation, like other bank holding companies, currently is required to maintain Tier 1 Capital and Total Capital (the sum of Tier 1, Tier 2 and Tier 3 capital) equal to at least 4.0% and 8.0%, respectively, of its total risk-weighted assets (including various off-balance-sheet items, such as standby letters of credit). The Bank, like other depository institutions, is required to maintain similar capital levels under capital adequacy guidelines. For a depository institution to be considered well capitalized under the regulatory framework for prompt corrective action, its Tier 1 and Total Capital ratios must be at least 6.0% and 10.0% on a risk-adjusted basis, respectively. At December 31, 2013, the Bank is categorized as well capitalized under the

regulatory framework for prompt corrective action. There are no conditions or events since that notification that management believes have changed the Bank's category.

In July 2013, the federal bank regulatory agencies adopted final rules revising the agencies' capital adequacy guidelines and prompt corrective action rules, designed to enhance such requirements and implement the revised standards of the Basel Committee on Banking Supervision, commonly referred to as Basel III. The July 2013 final rules generally implement higher minimum capital requirements, add a new common equity Tier 1 capital requirement, and establish criteria that instruments must meet to be considered common equity Tier 1 capital, additional Tier 1 capital or Tier 2 capital. The new minimum capital to risk-adjusted assets requirements are a common equity Tier 1 capital ratio of 4.5% (6.5% to be considered "well capitalized") and a Tier 1 capital ratio of 6.0%, increased from 4.0% (and increased from 6.0% to 8.0% to be considered "well capitalized"); the total capital ratio remains at 8.0% under the new rules (10.0% to be considered "well capitalized"). Under the new rules, in order to avoid limitations on capital distributions (including dividend payments and certain discretionary bonus payments to executive officers), a banking organization

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must hold a capital conservation buffer comprised of common equity Tier 1 capital above its minimum risk-based capital requirements in an amount greater than 2.5% of total risk-weighted assets. The final rules permit institutions, other than certain large institutions, to elect to continue to treat certain components of accumulated other comprehensive income as permitted under the current general risk-based capital rules, and not reflect unrealized gains and losses on available-for-sale securities in common equity Tier 1 calculations. The new minimum capital requirements are effective on January 1, 2015. The capital conservation buffer requirements phase in over a three-year period beginning January 1, 2016. The Corporation and the Bank will continue to analyze these new rules and their effects on the business, operations and capital levels of the Corporation and the Bank.

***Dividend and Other Restrictions***

The primary source of the Corporation's dividends paid to its shareholders is from the earnings of its subsidiaries paid to the Corporation in the form of dividends.

The approval of the Federal Reserve Board of Governors is required for a state bank member in the Federal Reserve system to pay dividends if the total of all dividends declared in any calendar year exceeds the Bank's net profits (as defined) for that year combined with its retained net profits for the preceding two calendar years. Under this formula, the Bank can declare dividends in 2014 without approval of the Federal Reserve Board of Governors of approximately \$3.8 million plus an additional amount equal to the Bank's net profits for 2014 up to the date of any such dividend declaration.

Federal Reserve Board policy applicable to the holding company also provides that, as a general matter, a bank holding company should inform the Federal Reserve and should eliminate, defer or significantly reduce the holding company's dividends if the holding company's net income for the preceding four quarters, net of dividends paid during the period, is not sufficient to fully fund the dividends, the holding company's prospective rate of earnings retention is inconsistent with capital needs and overall current and prospective financial condition, or the holding company will not meet, or is in danger of not meeting, its minimum regulatory capital adequacy ratios. Federal Reserve Board policy also provides that a bank holding company should inform the Federal Reserve reasonably in advance of declaring or paying a dividend that exceeds earnings for the period or that could result in a material adverse change to the organization's capital structure.

The Federal Reserve Act requires that extension of credit by the Bank to certain affiliates, including the Corporation (parent), be secured by readily marketable securities, that extension of credit to any one affiliate be limited to 10% of the Bank's capital and surplus (as defined), and that extensions of credit to all such affiliates be limited to 20% of the Bank's capital and surplus.

**Note 22. Related Party Transactions**

In the ordinary course of business, the Corporation has made loans and commitments to extend credit to certain directors and executive officers of the Corporation and companies in which directors have an interest (Related Parties). These loans and commitments have been made on substantially the same terms, including interest rates and collateral, as those prevailing at the same time for comparable transactions with customers not related to the lender and did not involve more than the normal risk of collectability or present other unfavorable terms.

The following table provides a summary of activity for loans to Related Parties during the year ended December 31, 2013:

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(Dollars in thousands)

Balance at January 1, 2013	\$ 22,884
Additions	22,882
Amounts collected and other reductions	(17,964)
Balance at December 31, 2013	\$ 27,802

The Corporation paid \$16 thousand during 2013 to Penn Foundation Inc. for the Employee Assistance Program, in the normal course of business on substantially the same terms as available for others. Margaret Zook, a director of the Corporation, is on the Board of Directors of Penn Foundation Inc.



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The following table provides additional information regarding transactions with Related Parties:

(Dollars in thousands)	<b>At December 31, 2013</b>	
Commitments to extend credit	\$	12,533
Standby and commercial letters of credits		256
Deposits received		15,803

**Note 23. Condensed Financial Information Parent Company Only**

Condensed financial statements of the Corporation, parent company only, follow:

(Dollars in thousands)	<b>At December 31, 2013</b>		<b>2012</b>
<b>Balance Sheets</b>			
Assets:			
Cash and due from banks	\$	2,999	\$ 12,556
Investments in securities		2,347	2,842
Investments in subsidiaries, at equity in net assets:			
Bank		271,147	277,107
Non-banks			15,020
Other assets		17,658	19,659
<b>Total assets</b>		<b>\$ 294,151</b>	<b>\$ 327,184</b>
Liabilities:			
Dividends payable	\$	3,257	\$
Subordinated capital notes			375
Junior subordinated debt owed to unconsolidated subsidiary trust			20,619
Other liabilities		10,388	21,913
<b>Total liabilities</b>		<b>13,645</b>	<b>42,907</b>
Shareholders' equity		<b>280,506</b>	<b>284,277</b>
<b>Total liabilities and shareholders' equity</b>		<b>\$ 294,151</b>	<b>\$ 327,184</b>

(Dollars in thousands)	<b>For the Years ended December 31,</b>		
	<b>2013</b>	<b>2012</b>	<b>2011</b>
<b>Statements of Income</b>			
Dividends from bank	\$ 18,482	\$ 20,482	\$ 12,482
Dividends from non-banks		1,200	1,190

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Other-than-temporary impairment on equity securities		(13)	(16)
Net gain on sales of securities	<b>644</b>	70	58
Loss on termination of interest rate swap	<b>(1,866)</b>		
Other income	<b>18,306</b>	17,463	14,986
Total operating income	<b>35,566</b>	39,202	28,700
Operating expenses	<b>19,203</b>	18,323	16,946
Income before income tax benefit and equity in undistributed income (loss) income of subsidiaries	<b>16,363</b>	20,879	11,754
Income tax benefit	<b>(903)</b>	(143)	(547)
Income before equity in undistributed income (loss) of subsidiaries	<b>17,266</b>	21,022	12,301
Equity in undistributed income (loss) of subsidiaries:			
Bank	<b>3,929</b>	(140)	6,576
Non-banks	<b>(6)</b>	(10)	5
Net income	<b>\$ 21,189</b>	\$ 20,872	\$ 18,882

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(Dollars in thousands)	For the Years Ended		
	December 31,		
	2013	2012	2011
<b>Statements of Cash Flows</b>			
Cash flows from operating activities:			
Net income	\$ 21,189	\$ 20,872	\$ 18,882
Adjustments to reconcile net income to net cash provided by operating activities:			
Equity in undistributed net income of subsidiaries	(3,923)	150	(6,581)
Other-than-temporary impairment on equity securities		13	16
Net gain on sales of securities	(644)	(70)	(58)
Loss on termination of interest rate swap	1,866		
Bank owned life insurance (income) expense	(1,070)	(255)	18
Depreciation of premises and equipment	344	358	341
Stock based compensation	978	1,267	888
Contributions to pension and other postretirement benefit plans	(2,243)	(8,215)	(2,325)
Decrease (increase) in other assets	671	6,270	(1,746)
(Decrease) increase in other liabilities	(2,426)	2,451	2,613
Net cash provided by operating activities	14,742	22,841	12,048
Cash flows from investing activities:			
Proceeds from sales of securities	1,244	2,666	7,127
Purchases of investment securities			(2,525)
Liquidation of subsidiary, net of cash acquired	15,011	1,096	
Proceeds from bank owned life insurance	772	178	
Other, net	(713)	1,280	(196)
Net cash provided by investing activities	16,314	5,220	4,406
Cash flows from financing activities:			
Net change in purchased funds and other short-term borrowings			(40)
Repayment of long-term debt	(375)	(1,500)	(1,500)
Payment for repurchase of trust preferred securities	(20,619)		
Purchases of treasury stock	(12,012)	(2,319)	(1,928)
Stock issued under dividend reinvestment and employee stock purchase plans	2,422	2,515	2,287
Cash dividends paid	(10,029)	(16,755)	(13,367)
Net cash used in financing activities	(40,613)	(18,059)	(14,548)
Net (decrease) increase in cash and due from financial institutions	(9,557)	10,002	1,906
Cash and due from financial institutions at beginning of year	12,556	2,554	648
Cash and due from financial institutions at end of year	\$ 2,999	\$ 12,556	\$ 2,554
Supplemental disclosures of cash flow information:			
Cash paid during the year for:			
Interest	\$ 754	\$ 1,194	\$ 1,211

Income tax, net of refunds received	<b>5,017</b>	1,180	4,445
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The unaudited results of operations for the quarters for the years ended December 31, 2013 and 2012 were as follows:

(Dollars in thousands, except per share data)

<b>2013 Quarterly Financial Data:</b>	<b>Fourth</b>	<b>Third</b>	<b>Second</b>	<b>First</b>
Interest income	\$ 19,172	\$ 19,457	\$ 19,461	\$ 19,489
Interest expense	1,080	1,138	1,353	1,546
Net interest income	18,092	18,319	18,108	17,943
Provision for loan and lease losses	1,614	4,094	3,446	2,074
Net interest income after provision for loan and lease losses	16,478	14,225	14,662	15,869
Noninterest income	11,116	13,202	10,991	11,475
Noninterest expense	21,623	19,988	19,286	20,236
Income before income taxes	5,971	7,439	6,367	7,108
Income taxes	1,049	1,400	1,537	1,710
Net income	\$ 4,922	\$ 6,039	\$ 4,830	\$ 5,398
Per share data:				
Basic	\$ 0.30	\$ 0.36	\$ 0.29	\$ 0.32
Diluted	\$ 0.30	\$ 0.36	\$ 0.29	\$ 0.32
Dividends per share	\$ 0.20	\$ 0.20	\$ 0.20	\$ 0.20
<b>2012 Quarterly Financial Data:</b>	<b>Fourth</b>	<b>Third</b>	<b>Second</b>	<b>First</b>
Interest income	\$ 19,988	\$ 19,977	\$ 20,258	\$ 20,431
Interest expense	1,838	1,958	2,111	2,267
Net interest income	18,150	18,019	18,147	18,164
Provision for loan and lease losses	2,382	2,210	1,343	4,100
Net interest income after provision for loan and lease losses	15,768	15,809	16,804	14,064
Noninterest income	10,378	10,861	8,000	11,021
Noninterest expense	19,712	19,058	18,636	18,876
Income before income taxes	6,434	7,612	6,168	6,209
Income taxes	1,358	1,842	1,405	946

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Net income	\$ 5,076	\$ 5,770	\$ 4,763	\$ 5,263
Per share data:				
Basic	\$ 0.30	\$ 0.34	\$ 0.28	\$ 0.31
Diluted	\$ 0.30	\$ 0.34	\$ 0.28	\$ 0.31
Dividends per share	\$ 0.20	\$ 0.20	\$ 0.20	\$ 0.20

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**Item 9. *Change in and Disagreements with Accountants on Accounting and Financial Disclosure***

None.

**Item 9A. *Controls and Procedures***  
**Disclosure Controls and Procedures**

Management is responsible for the disclosure controls and procedures of the Corporation. Disclosure controls and procedures are controls and other procedures of an issuer that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods required by the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be so disclosed by an issuer is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. As of the end of the period covered by this report, an evaluation was performed under the supervision and with the participation of the Corporation's management, including the Chief Executive Officer (Principal Executive Officer) and Chief Financial Officer (Principal Financial and Accounting Officer), of the effectiveness of the design and operation of the Corporation's disclosure controls and procedures. Based on that evaluation, the Corporation's Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures were effective as of December 31, 2013.

**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. The Corporation's internal control system is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

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.

Management assessed the effectiveness of the Corporation's internal control over financial reporting as of December 31, 2013, using the criteria set forth in *Internal Control - Integrated Framework*, published by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in 1992. Based on this assessment, management concluded that, as of December 31, 2013, the Corporation's internal control over financial reporting is effective based on those criteria.

KPMG LLP, an independent registered public accounting firm, has audited the Corporation's consolidated financial statements as of and for the year ended December 31, 2013 and the effectiveness of the Corporation's internal control over financial reporting as of December 31, 2013, as stated in their reports, which are included herein.

There were no changes to the Corporation's internal controls over financial reporting (as defined in Rule 13a-15(f)) of the Securities Exchange Act during the quarter ended December 31, 2013 that materially affected, or are reasonably likely to affect, the Corporation's control over financial reporting.





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**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Shareholders

Univest Corporation of Pennsylvania:

We have audited Univest Corporation of Pennsylvania and subsidiaries (the Company) internal control over financial reporting as of December 31, 2013, based on criteria established in *Internal Control – Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible 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*. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit 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 audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

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.

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.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in *Internal Control – Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of the Company as of December 31, 2013 and 2012, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2013, and our report dated March 4, 2014 expressed an unqualified opinion on those consolidated financial statements.

Philadelphia, Pennsylvania

March 4, 2014

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**Item 9B. *Other Information***

None.

**PART III**

**Item 10. *Directors, Executive Officers and Corporate Governance***

Information required by Items 401, 405, 406 and 407(c)(3), (d)(4) and (d)(5), of Regulation S-K is incorporated herein by reference from the Registrant's definitive proxy statement on Schedule 14A for the annual meeting of shareholders on April 15, 2014 (2014 Proxy), under the headings: Election of Directors and Alternate Directors, Compliance with Section 16(a) of the Securities Exchange Act of 1934, The Board, the Board's Committees and Their Functions, Audit Committee, Compensation Committee of the Board, Corporate Governance Disclosure and Nominating and Governance Committee of the Board.

The Corporation maintains in effect a Code of Conduct for Directors and a Code of Conduct for all officers and employees, which includes the CEO and senior financial officers. The codes of conduct are available on the Corporation's website. The Corporation's website also includes the charters for its audit committee, compensation committee, and nominating and governance committee as well as its corporate governance principles. These documents are located on the Corporation's website at [www.univest.net](http://www.univest.net) under Investors Relations in Governance Documents and are also available to any person without charge by sending a request to the Corporate Secretary at Univest Corporation, P. O. Box 64197, Souderton, PA 18964.

**Item 11. *Executive Compensation***

Information required by Item 402 and paragraphs (e)(4) and (e)(5) of Item 407 of Regulation S-K is incorporated herein by reference from the Registrant's 2014 Proxy under the headings: The Board, the Board's Committees and Their Functions, Executive Compensation, Director Compensation, and Compensation Committee Report.

**Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters***

Information required by Items 201(d) and 403 of Regulation S-K is incorporated herein by reference from the Registrant's 2014 Proxy under the heading, Beneficial Ownership of Directors and Officers.

**Item 13. *Certain Relationships and Related Transactions, and Director Independence***

Information required by Items 404 and 407(a) of Regulation S-K is incorporated herein by reference from the Registrant's 2014 Proxy under the headings, The Board, the Board's Committees and Their Functions and Related Party Transactions.

**Item 14. *Principal Accountant Fees and Services***

Information required by Item 9(e) of Schedule 14A is incorporated herein by reference from the Registrant's 2014 Proxy under the headings: Audit Committee and Independent Registered Public Accounting Firm Fees.



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**Part IV**

**Item 15. *Exhibits and Financial Statement Schedules***

(a) 1. & 2. Financial Statements and Schedules

The financial statements listed in the accompanying index to financial statements are filed as part of this annual report.

3. Listing of Exhibits

The exhibits listed on the accompanying index to exhibits are filed as part of this annual report.

(b) Exhibits The response to this portion of item 15 is submitted as a separate section.

(c) Financial Statement Schedules none.

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**UNIVEST CORPORATION OF PENNSYLVANIA AND SUBSIDIARIES**  
**INDEX TO FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULES**

**[Item 15(a) 1. & 2.]**

**Annual Report to Shareholders**

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<u>Report of Independent Registered Public Accounting Firm</u>	45
<u>Consolidated balance sheets at December 31, 2013 and 2012</u>	46
<u>Consolidated statements of income for each of the three years in the period ended December 31, 2013</u>	47
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Certain financial statement schedules are omitted since the required information is not present or is not present in amounts sufficient to require submission of the schedule, or because the information required is included in the financial statements and notes thereto.

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**UNIVEST CORPORATION OF PENNSYLVANIA AND SUBSIDIARIES**

**INDEX TO EXHIBITS**

**[Item 15(a) 3. and 15(b)]**

**Description**

- (3.1) Amended and Restated Articles of Incorporation
- (3.2) Amended By-Laws
- (4.1) Shareholder Rights Agreement dated September 30, 2011 is incorporated by reference to Exhibit 4.1 of Form 8-K, filed with the SEC on October 6, 2011.
- (10.1)\* Univest Corporation of Pennsylvania 2013 Long-Term Incentive Plan is incorporated by reference to Appendix A of Form DEF14A, filed with the SEC on March 15, 2013.
- (21) Subsidiaries of the Registrant
- (23.1) Consent of independent registered public accounting firm, KPMG LLP
- (31.1) Certification of Jeffrey M. Schweitzer, President and Chief Executive Officer of the Corporation, pursuant to Rule 13a-14(a) of the Exchange Act, as enacted by Section 302 of the Sarbanes-Oxley Act of 2002.
- (31.2) Certification of Michael S. Keim, Executive Vice President and Chief Financial Officer, pursuant to Rule 13a-14(a) of the Exchange Act, as enacted by Section 302 of the Sarbanes-Oxley Act of 2002.
- (32.1)\*\* Certification of Jeffrey M. Schweitzer, President and Chief Executive Officer of the Corporation, pursuant to 18 United States Code Section 1350, as enacted by Section 906 of the Sarbanes-Oxley Act of 2002.
- (32.2)\*\* Certification of Michael S. Keim, Executive Vice President and Chief Financial Officer of the Corporation, pursuant to 18 United States Code Section 1350, as enacted by Section 906 of the Sarbanes-Oxley Act of 2002.

Exhibit 101.INS XBRL Instance Document

Exhibit 101.SCH XBRL Taxonomy Extension Schema Document

Exhibit 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document

Exhibit 101.LAB XBRL Taxonomy Extension Label Linkbase Document

Exhibit 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

Exhibit 101.DEF XBRL Taxonomy Extension Definition Linkbase Document

\* Denotes a compensatory plan or agreement.

\*\* A certification furnished pursuant to this item will not be deemed filed for purposes of Section 18 of the Exchange Act (15 S.C. 78r), or otherwise subject to the liability of that section. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act.





Table of Contents**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.

UNIVEST CORPORATION OF  
PENNSYLVANIA  
Registrant

**By: /s/ Michael S. Keim**  
**Michael S. Keim**  
*Executive Vice President and  
Chief Financial Officer*

*(Principal Financial and*

*Accounting Officer)*

March 4, 2014

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 and on the dates indicated:

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ WILLIAM S. AICHELE William S. Aichele	Chairman and Director	March 4, 2014
/s/ JEFFREY M. SCHWEITZER Jeffrey M. Schweitzer	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 4, 2014
/s/ DOUGLAS C. CLEMENS Douglas C. Clemens	Director	March 4, 2014
/s/ R. LEE DELP R. Lee Delp	Director	March 4, 2014
/s/ H. PAUL LEWIS H. Paul Lewis	Director	March 4, 2014
/s/ WILLIAM G. MORRAL William G. Morral	Director	March 4, 2014

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/s/ K. LEON MOYER K. Leon Moyer	Vice Chairman	March 4, 2014
/s/ THOMAS SCANNAPIECO Thomas Scannapieco	Director	March 4, 2014
/s/ MARK A. SCHLOSSER Mark A. Schlosser	Director	March 4, 2014
/s/ P. GREGORY SHELLY P. Gregory Shelly	Director	March 4, 2014
/s/ MARGARET K. ZOOK Margaret K. Zook	Director	March 4, 2014